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

2011

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

For calendar year 2011 or tax year beginning JUL 1, 2011, and ending JUN 30, 2012

Name of foundation

LUETKEMEYER JR. FAMILY FOUNDATION, INC.

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

1427 CLARKVIEW ROAD, SUITE 500

A Employer identification number

52-2098039

City or town, state, and ZIP code

BALTIMORE, MD 21209-2100

C If exemption application is pending, check here ►

G Check all that apply

Initial return    Initial return of a former public charity  
 Final return    Amended return  
 Address change    Name change

D 1. Foreign organizations, check here ►

2. Foreign organizations meeting the 85% test, check here and attach computation ►

H Check type of organization

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust    Other taxable private foundation

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

I Fair market value of all assets at end of year

J Accounting method

 Cash Accrual

(from Part II, col. (c), line 16)

► \$ 631,392. (Part I, column (d) must be on cash basis.)

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

## Part I Analysis of Revenue and Expenses

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	4,302.	4,302.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	45,648.			
b	Gross sales price for all assets on line 6a	167,693.			
7	Capital gain net income (from Part IV, line 2)		45,648.		
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	49,950.	49,950.	0.	
13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	STMT 2 1,350.	0.	0.	1,350.
c	Other professional fees	STMT 3 6,004.	6,004.	0.	0.
17	Interest				
18	Taxes				
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 4 21.	0.	0.	21.
24	Total operating and administrative expenses. Add lines 13 through 23	7,375.	6,004.	0.	1,371.
25	Contributions, gifts, grants paid	25,000.			25,000.
26	Total expenses and disbursements. Add lines 24 and 25	32,375.	6,004.	0.	26,371.
27	Subtract line 26 from line 12	17,575.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		43,946.		
c	Adjusted net income (if negative, enter -0-)			0.	

a

<b>Part II</b> <b>Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year
		(a) Book Value	(b) Book Value
<b>Assets</b>	1 Cash - non-interest-bearing	391.	1,221.
	2 Savings and temporary cash investments	2,928.	3,746.
	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	398,525.
	c Investments - corporate bonds		414,452.
	11 Investments - land, buildings, and equipment basis ►		626,425.
	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)	401,844.	419,419.
	17 Accounts payable and accrued expenses		631,392.
<b>Liabilities</b>	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 ► _____)		
<b>Net Assets or Fund Balances</b>	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.
	29 Retained earnings, accumulated income, endowment, or other funds	401,844.	419,419.
	30 Total net assets or fund balances	401,844.	419,419.
	31 Total liabilities and net assets/fund balances	401,844.	419,419.

**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	401,844.
2 Enter amount from Part I, line 27a	2	17,575.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	419,419.
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	419,419.

**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)
<b>1a PUBLICLY TRADED SECURITIES</b>			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 167,693.		122,045.	45,648.		
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			45,648.		
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	45,648.	
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))
2010	26,350.	592,430.	.044478
2009	26,134.	502,947.	.051962
2008	34,875.	493,993.	.070598
2007	31,260.	729,620.	.042844
2006	26,300.	638,456.	.041193

2 Total of line 1, column (d)

2 .251075

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 .050215

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 621,419.

5 Multiply line 4 by line 3

5 31,205.

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

6 439.

7 Add lines 5 and 6

7 31,644.

8 Enter qualifying distributions from Part XII, line 4

8 26,371.

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

<b>Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)</b>	
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)
1	879.
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
2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)
3	879.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)
3	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)
5	879.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-
6	<b>Credits/Payments</b>
6a	197.
6b	
6c	
6d	
7	Total credits and payments Add lines 6a through 6d
7	197.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached
8	13.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed
9	695.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid
10	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ► <span style="float: right;">Refunded ►</span>
11	

**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?

1b 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*

1c Did the foundation file Form 1120-POL for this year?

1d 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.

1e 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?

4b 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

8b 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 2011 or the taxable year beginning in 2011 (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

	<b>Yes</b>	<b>No</b>
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

**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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► THE FOUNDATION Located at ► 1427 CLARKVIEW ROAD, SUITE 500, BALTIMORE, MD	Telephone no ► 410-296-4800 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 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes 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 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	<input type="checkbox"/> Yes	X No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions )	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►	2b	
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 2011 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 2011)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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 2011?	4a	X
		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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		
Organizations relying on a current notice regarding disaster assistance check here	<input checked="" type="checkbox"/>		
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	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		

**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

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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	Expenses
<b>1 THE FOUNDATION AWARDS GRANTS AND CONTRIBUTIONS TO OTHER SECTION 501(C)(3) ORGANIZATIONS.</b>	
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	Amount
1 N/A	
2	
3	
<b>Total. Add lines 1 through 3</b>	► 0.

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**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	625,021.
b	Average of monthly cash balances	1b	5,861.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	630,882.
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	630,882.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,463.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	621,419.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	31,071.

**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	31,071.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	879.
b	Income tax for 2011 (This does not include the tax from Part VI )	2b	
c	Add lines 2a and 2b	2c	879.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	30,192.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	30,192.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	30,192.

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	26,371.
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	26,371.
b	Cash distribution test (attach the required schedule)	5	0.
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	26,371.
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		
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

**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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				30,192.
2 Undistributed income, if any, as of the end of 2011			24,097.	
a Enter amount for 2010 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 26,371.			24,097.	
a Applied to 2010, 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 2011 distributable amount				2,274.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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:				
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 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				27,918.
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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				



**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
<b>a Paid during the year</b>				
KIPP FOUNDATION 135 MAIN STREET, SUITE 1700 SAN FRANCISCO, CA 94105	NONE	PUBLIC	UNRESTRICTED	5,000.
PARKS AND PEOPLE FOUNDATION 800 WYMAN PARK DRIVE BALTIMORE, MD 21211	NONE	PUBLIC	SUPER KIDS CAMP	5,000.
PLANNED PARENTHOOD FEDERATION OF AMERICA 1110 VERNON AVENUE NW, SUITE 300 WASHINGTON, DC 20005	NONE	PUBLIC	UNRESTRICTED	5,000.
HAMLIN FISTULA USA 901 KING STREET ALEXANDRIA, VA 22314	NONE	PUBLIC	UNRESTRICTED	10,000.
<b>Total</b>				► 3a 25,000.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				► 3b 0.

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	4,302.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	45,648.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		49,950.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	49,950.
(See worksheet in line 13 instructions to verify calculations )					

## **Relationship of Activities to the Accomplishment of Exempt Purposes**





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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	Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
Description PNC MONEY MARKET FUND FUND #417	Quantity \$3,376.76 3,745.550	Current price per unit \$3,745.55 \$1,000.00	0.60 %	\$3,745.55	\$3,745.55	\$1.00	0.05 %	\$187

**Equities**

	Market value last period	Current market value	% of total	Total tax cost	Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
Description [Symbol] LKQ CORP (LKQ)	Quantity \$19,131.00 363	Current price per unit \$12,111.50 \$33,365.00	1.93 %	\$8,871.65	\$24.44	\$3,239.85	..	..

**Energy**

	Market value last period	Current market value	% of total	Total tax cost	Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
Description [Symbol] CORE LABORATORIES NV (CLB)	Quantity 140	Current price per unit \$16,226.00 \$115,900.00	2.58 %	\$13,983.61	\$99.17	\$2,342.37	0.87 %	\$140.00
APACHE CORPORATION (APA)	6,510.40	7,031.20	1.12 %	7,484.10	..	-452.90	0.78 %	54.40
CONCHO RESOURCES INC (CXO)	80	87,8900	..	93.55	..	..	..	..
SCHLUMBERGER LTD (SLB)	9,475.92	9,192.96	1.46 %	10,476.68	..	-1,283.72	..	..
SEDO L 2779201 ISIN AN8068571086	108	85,1200	..	97.01	..	..	..	..
	16,445.00	16,876.60	2.68 %	6,144.33	10,732.27	1,70 %	286.00	..
	260	64,9100	..	23.63	..	..	..	..





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Energy

Energy		Market value last period		Current market value		% of total portfolio		Total tax cost		Current yield		Estimated annual income	
Description [Symbol]	Quantity	Current price per unit	Current	Current price per unit	Current	Avg %	Avg tax cost per unit	Unrealized gain/loss	Avg	Current			
ULTRA PETE CORP [UPL]	9,260.00	11.535.00	1,84 %	26,881.94	- 15,346.94								
CA909141093	500	23.0700		53.76									
SEDO1_2714440													
UNIT CORP [UNT]	5,968.50	5,533.50	0.88 %	5,457.14	76.36								
	150	36.8900		36.38									
<b>Total energy</b>		<b>\$66,395.26</b>	<b>10.54 %</b>	<b>\$70,327.80</b>	<b>- \$3,932.54</b>	<b>0.72 %</b>	<b>0.72 %</b>	<b>\$480.40</b>					

Financial

Description (Symbol)	Quantity	Price per unit	Portfolio	Avg. tax cost per unit	Unrealized gain/loss	yield	annual income
MARKEI CORP (HOLDING CO) (MKL)	\$23,239.97	\$23,410.10	3.72 %	\$16,697.30	\$6,712.80		
	53	\$441,700.00		\$315.04			
PRICET T RÖWE GROUP INC (TROW)	19,580.60	21,406.40	3.40 %	7,782.75	13,623.65	2.17 %	462.40
	340	62,960.00		22.89			
SEI INVESTMENT CO (SEIC)	6,429.69	12,988.17	2.07 %	12,393.04	595.13	1.51 %	195.90
	653	19,890.00		18.98			
VISA INC (V)	20,620.80	22,129.77	3.52 %	12,494.24	9,635.53	0.72 %	157.52
CLASS A SHARES	179	123,630.00		69.80			
<b>Total financial</b>	<b>\$79,934.44</b>	<b>12.69 %</b>		<b>\$49,367.33</b>	<b>\$30,567.11</b>	<b>1.02 %</b>	<b>\$815.82</b>

Health care

Description [Symbol]	Quantity	Price per unit	Portfolio	Avg tax cost per unit	Unrealized gain/loss	Yield	annual income
CELGENE CORP (CELG)	\$10,920.00	\$10,245.60	1.63 %	\$9,533.11	\$732.49		
	160	\$64,160.00			\$59.58		
	31,815.00	36,048.75	5.73 %	10,505.12		25,543.63	
IDEXX LABS INC (IDXX)	375	96,130.00			28.01		



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<i>Health care</i>	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 price per unit	Avg. tax cost per unit	Avg. tax cost per unit	\$5,886.45	2,180.44	1.93 %
RESMED INC (RMD)	24,474.20	24,648.00	3.92 %	18,761.55	23.75		
TEVA PHARMACEUTICAL IND'S LTD (TEVA)	790	31,2000					
ADR	13,716.50	13,804.00	2.20 %	11,623.56	33.21		
<b>Total health care</b>	<b>350</b>	<b>39,4400</b>	<b>13.45 %</b>	<b>\$50,423.34</b>	<b>\$34,343.01</b>	<b>0.31 %</b>	<b>\$266.35</b>
<i>Industrials</i>	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 price per unit	Avg. tax cost per unit	Avg. tax cost per unit	\$3,663.11		
BEACON ROOFING SUPPLY INC (BECN)	\$15,531.25	\$9,709.70	1.55 %	\$6,046.59			
COSTAR GROUP INC (CSP)	385	\$25,2200		\$15.71			
EXPEDITORS INTERNATIONAL (EXP)	9,975.15	10,962.00	1.74 %	7,462.71			
WASHINGTON INC	135	81,2000		55.28			
FASTERNA CO (FAST)	600	23,250.00	3.69 %	11,320.34			
GARDNER DENVER INC (GDI)	37,816.65	38,7500		18.87			
HEALTH CARE SERVICES GROUP INC (HCSG)	855	34,465.05	5.47 %	4,211.93			
JACOBS ENGINEERING GROUP INC (JEC)	10,275.20	40,3100		4.93			
K12 INC (LRN)	325	17,195.75	2.73 %	19,866.51			
STERICYCLE INC (SRCL)	13,196.25	52,9100		61.13			
3D SYS CORP DEL (DDD)	675	13,081.50	2.08 %	9,193.79			
NEW II-VI INC (IVI)	359	19,3800		13.62			
11,400.00	16,734.12	2.66 %	17,253.49				
10,678.50	37,8600			39.04			
565	8,289.70			6,687.07			
<b>Total Industrials</b>	<b>\$164,692.52</b>	<b>26.14 %</b>	<b>\$99,107.39</b>	<b>\$65,585.13</b>	<b>0.86 %</b>	<b>\$1,421.15</b>	





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<i>Information technology</i>		Market value last period	Current market value	Current % of total	Total tax cost	Current yield	Estimated annual income
		Quantity	Current price per unit	Avg tax cost per unit	Unrealized gain/loss	1.20 %	\$97.20
ADTRAN INC (ADTN)	270	\$7,892.10	\$8,151.30	1.30 %	\$,931.29	\$1,779.99	
AMERICAN PUBLIC EDUCATION (APEI)	4,321.36	\$30,190.00	4,844.00	0.78 %	\$36.78	116.24	
ANSYS INC (ANSS)	152	32,000.00	34,079.40	5.41 %	4,747.76	31.24	
CONCUR TECHNOLOGIES INC (CNQR)	540	63,110.00	63,344.00	2.60 %	9,600.62	37.77	
DEALERTRACK HOLDINGS INC (TRAK)	240	68,100.00	13,127.96	2.09 %	40.00	6,743.38	
NIC INC (EGOV)	436	30,110.00	8,128.00	1.29 %	7,033.45	16.13	
QUALCOMM (QCOM)	640	12,700.00	26,169.60	4.16 %	9,312.00	6,094.51	
ROPER IND'S INC NEW (ROP)	470	55,680.00	25,137.90	3.99 %	6,816.00	19.82	
TRIMBLE NAVIGATION LTD (TRMB)	255	98,580.00	23,005.00	3.66 %	10.65	12,168.91	1.80 %
	500	46,010.00	46,010.00		18.86	50.86	470.00
<b>Total information technology</b>		<b>\$159,007.16</b>	<b>25,23 %</b>	<b>\$90,237.37</b>	<b>\$68,769.79</b>	<b>0.45 %</b>	<b>\$707.45</b>
<i>Materials</i>		Market value last period	Current market value	Current % of total	Total tax cost	Current yield	Estimated annual income
Description [Symbol]	Quantity	Current price per unit	Avg tax cost per unit	Unrealized gain/loss	\$5,435.52	1.17 %	\$212.00
ECOLAB INC (ECL)	265	\$16,750.65	\$18,160.45	2.89 %	\$12,724.93	\$48.02	
MONSANTO CO (MON)	11,194.00	12,003.10	1.91 %	11,398.89	604.21	1.45 %	174.00
POTASH CORP SASKATCHEWAN INC (POT)	145	82,780.00	14,417.70	2.29 %	13,279.49	1,138.21	1.29 %
ISIN CA73755L0T6 SEDOL 2696980	330	43,690.00	43,690.00		40.24		184.80
<b>Total materials</b>		<b>\$44,581.25</b>	<b>7.07 %</b>	<b>\$37,403.31</b>	<b>\$7,177.94</b>	<b>1.28 %</b>	<b>\$570.80</b>



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**Telecommunication services**

Market value last period	Current market value	% of total	Total tax cost	Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
Quantity \$15,571.20	Current price per unit \$9.927.22	1.58 %	\$220.09	\$1.55	\$9,707.13	1.26 %	\$124.96

**Unclassified**

Market value last period	Current market value	% of total	Total tax cost	Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income
Quantity \$4,543.50	Current price per unit \$5.009.50	0.80 %	\$8,492.99	\$3,483.49	3.03 %	\$151.45	
1,165	\$64.3000		\$7.29				

**Total stocks**

\$626,425.20	99.41 %	\$414,451.27	\$211,973.93	0.72 %	\$4,538.38
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**Total equities**

\$630,170.75	100.00 %	\$418,196.82	\$211,973.93	0.72 %	\$4,540.25
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FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PNC	4,302.	0.	4,302.
TOTAL TO FM 990-PF, PART I, LN 4	4,302.	0.	4,302.

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	6,004.	6,004.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	6,004.	6,004.	0.	0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEE	21.	0.	0.	21.
TO FORM 990-PF, PG 1, LN 23	21.	0.	0.	21.

FORM 990-PF

CORPORATE STOCK

STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT	414,452.	626,425.
TOTAL TO FORM 990-PF, PART II, LINE 10B	414,452.	626,425.

FORM 990-PF

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

STATEMENT 6

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.