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

2012

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.

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

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	Room/suite	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"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,536,831. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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	236,000.		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	106,804.	106,804.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	6,813.			
	b Gross sales price for all assets on line 6a	950,220.			
	7 Capital gain net income (from Part IV, line 2)		6,813.		
	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	349,617.	113,617.			
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	4,756.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	4,756.	0.		0.
	25 Contributions, gifts, grants paid	274,473.			274,473.
26 Total expenses and disbursements. Add lines 24 and 25	279,229.	0.		274,473.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	70,388.				
b Net investment income (if negative, enter -0-)		113,617.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Operating and Administrative Expenses

3

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	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	119,109.	75,880.	75,880.		
	2	Savings and temporary cash investments	1,362.	659,837.	659,837.		
	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 3	4,682,190.	4,137,330.	4,801,114.		
	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)	4,802,661.	4,873,047.	5,536,831.			
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	4,802,661.	4,873,047.			
	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	4,802,661.	4,873,047.				
31	Total liabilities and net assets/fund balances	4,802,661.	4,873,047.				

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	4,802,661.
2	Enter amount from Part I, line 27a	2	70,388.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,873,049.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING	5	2.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,873,047.

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 NEW WORLD FUND	P	VARIOUS	02/17/12
b CAPITAL WORLD G & I FD	P	VARIOUS	02/22/12
c ISHARES BARCLAYS TIPS BOND FUND	P	07/02/09	02/22/12
d INCOME FUND OF AMERICA	P	01/01/11	12/31/12
e CAPITAL GAINS DIVIDENDS			

(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 186,650.		163,413.	23,237.
b 80,805.		94,007.	-13,202.
c 31,320.		26,989.	4,331.
d 626,901.		658,998.	-32,097.
e 24,544.			24,544.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			23,237.
b			-13,202.
c			4,331.
d			-32,097.
e			24,544.

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	6,813.
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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	227,631.	4,942,287.	.046058
2010	234,862.	4,366,397.	.053789
2009	193,887.	3,704,578.	.052337
2008	217,100.	4,316,498.	.050295
2007	248,820.	4,805,767.	.051775

2 Total of line 1, column (d)	2	.254254
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	.050851
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,228,195.
5 Multiply line 4 by line 3	5	265,859.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,136.
7 Add lines 5 and 6	7	266,995.
8 Enter qualifying distributions from Part XII, line 4 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.	8	274,473.

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	1,136.
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	1,136.
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	1,136.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,300.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	4,300.
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	3,164.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 3,164. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
(1)		
(2)		
e		
2		X
3		X
4a		X
4b	N/A	
5		X
6	X	
7	X	
8a		
MD		
b		
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)			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)			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 ► 15 <u>N/A</u>			
16	At any time during calendar year 2012, 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 ►		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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <u>N/A</u>	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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 2012 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 2012.) <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 2012?	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. N/A

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

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 4		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	
	21,000.
2 SCHOLARSHIP PROGRAM WITH INDEPENDENT CAN COMPANY EMPLOYEES - SEE ATTACHED	
	29,300.
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	5,142,748.
b	Average of monthly cash balances	1b	165,064.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,307,812.
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	5,307,812.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	79,617.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,228,195.
6	Minimum investment return. Enter 5% of line 5	6	261,410.

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	261,410.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,136.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,136.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	260,274.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	260,274.
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	260,274.

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	274,473.
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	Surtability 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	274,473.
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	1,136.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	273,337.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				260,274.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	17,566.			
b From 2008	5,432.			
c From 2009	10,884.			
d From 2010	19,074.			
e From 2011				
f Total of lines 3a through e	52,956.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$				274,473.
a Applied to 2011, 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 2012 distributable amount				260,274.
e Remaining amount distributed out of corpus	14,199.			
5 Excess distributions carryover applied to 2012 (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	67,155.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	17,566.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	49,589.			
10 Analysis of line 9:				
a Excess from 2008	5,432.			
b Excess from 2009	10,884.			
c Excess from 2010	19,074.			
d Excess from 2011				
e Excess from 2012	14,199.			

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
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 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 5

- 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 or e-mail 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BALTIMORE MUSEUM OF IND 1415 KEY HWY BALTIMORE, MD 21230	NONE		UNRESTRICTED	4,000.
BALTIMORE SYMPHONY ORCHESTRA 1212 CATHEDRAL ST BALTIMORE, MD 21201	NONE		UNRESTRICTED	25,000.
BUCKNELL UNIVERSITY 701 MOORE AVE LEWISBURG, PA 17837	NONE		UNRESTRICTED	2,500.
CHILDREN'S SCHOLARSHIP FUND 2300 N CHARLES ST BALTIMORE, MD 21218	NONE		UNRESTRICTED	7,000.
COLLEGEBOUND FDN 300 WATER ST STE 300 BALTIMORE, MD 21202	NONE		UNRESTRICTED	2,000.
Total			SEE CONTINUATION SHEET(S)	274,473.
b Approved for future payment				
NONE				
Total				
				0.

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Contains one entry with 'N/A'.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No [X]

b If "Yes," complete the following schedule. Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Contains one entry with 'N/A'.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: Ginger McClelland, Date: 3/8/13, Title: SECRETARY. May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes [] No

Paid Preparer Use Only Print/Type preparer's name: VINCENT PAUL NESLINE, Preparer's signature: Vincent Paul Nesline, Date: 3-16-13, Check self-employed: [] PTIN: P00128572, Firm's name: STOY, MALONE & COMPANY, PC, Firm's EIN: 52-1756896, Firm's address: 705 YORK ROAD BALTIMORE, MD 21204, Phone no.: 410-828-1961

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

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 foundation

Check 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, total 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 total 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 Part I, 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) (2012)

Name of organization

Employer identification number

THE HUETHER/MCCLELLAND FOUNDATION, INC.

52-1435090

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<p><u>GEORGE AND CATHERINE MCCLELLAND</u></p> <p><u>14000 FOX RUN CT</u></p> <p><u>PHOENIX, MD 21131</u></p>	\$ <u>60,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	<p><u>H DOUGLAS AND ANNE LEE HUETHER</u></p> <p><u>1055 W JOPPA RD, #601</u></p> <p><u>BALTIMORE, MD 21204</u></p>	\$ <u>61,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	<p><u>INDEPENDENT CAN CO</u></p> <p><u>1300 BRASS MILL RD</u></p> <p><u>BELCAMP, MD 21017</u></p>	\$ <u>41,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	<p><u>RICHARD AND MARY ELLEN HUETHER</u></p> <p><u>5 HILLSPPOINT CT</u></p> <p><u>LUTHERVILLE, MD 21093</u></p>	\$ <u>70,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

THE HUETHER/MCCLELLAND FOUNDATION, INC.

52-1435090

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

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

Name of organization THE HUETHER/MCCLELLAND FOUNDATION, INC.	Employer identification number 52-1435090
------------------------------------------------------------------------	-----------------------------------------------------

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total 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) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(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

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DREXEL UNIVERSITY 3001 MARKET ST PHILADELPHIA, PA 19104	NONE		SCHOLARSHIP - SEE PART IX A	7,000.
DYSLEXIA TUTORING 711 W 40TH ST STE 310 BALTIMORE, MD 21211	NONE		UNRESTRICTED	4,500.
ELIZABETHTOWN COLLEGE 1 ALPHA DRIVE ELIZABETHTOWN, PA 17022	NONE		SCHOLARSHIP - SEE PART IX A	2,500.
FIRE MUSEUM OF MARYLAND 1301 YORK RD LUTHERVILLE, MD 21093	NONE		UNRESTRICTED	5,000.
FLAG HOUSE 844 E PRATT ST BALTIMORE, MD 21202	NONE		UNRESTRICTED	2,000.
GBMC FOUNDATION 6569 N CHARLES ST BALTIMORE, MD 21204	NONE		UNRESTRICTED	1,000.
GILCREST HOSPICE CARE 6601 CHARLESWAY BALTIMORE, MD 21204	NONE		UNRESTRICTED	10,000.
GREATER EDGEWOOD EDUCATION FOUNDATION 3809 HEBRON TERRACE ABINGDON, MD 21009	NONE		UNRESTRICTED	500.
HARFORD COMMUNITY COLLEGE 401 THOMAS RUN RD BEL AIR, MD 21015	NONE		SCHOLARSHIP - SEE PART IX A	1,800.
HARFORD COMMUNITY COLLEGE FDN 401 THOMAS RUN RD BEL AIR, MD 21015	NONE		UNRESTRICTED	4,000.
Total from continuation sheets				233,973.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HARFORD COUNTY PUBLIC LIBRARY FOUNDATION 1221-A BRASS MILL ROAD BELCAMP, MD 21017	NONE		UNRESTRICTED	4,500.
HOCKING COLLEGE 3301 HOCKING PARKWAY NELSONVILLE, OH 45764-9588	NONE		SCHOLARSHIP - SEE PART IX A	2,500.
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.
IRVINE NATURE CENTER 11201 GARRISON FOREST RD OWINGS MILLS, MD 21117	NONE		UNRESTRICTED	1,500.
JEMICY SCHOOL 11 CELADON RD OWINGS MILLS, MD 21117	NONE		UNRESTRICTED	2,500.
JUNIOR ACHIEVEMENT 10711 RED RUN BLVD STE 110 OWINGS MILLS, MD 21117	NONE		UNRESTRICTED	2,000.
MARYLAND HISTORICAL SOCIETY 201 W MONUMENT ST BALTIMORE, MD 21201	NONE		UNRESTRICTED	4,250.
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	62,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NOTRE DAME OF MARYLAND UNIVERSITY 4701 N CHARLES ST BALTIMORE, MD 21212	NONE		SCHOLARSHIP - SEE PART IX A	2,500.
ONE LOVE FDN PO BOX 1204 BROOKLANDVILLE, MD 21022	NONE		UNRESTRICTED	3,000.
PRIDE OF BALTIMORE INC 1801 SOUTH CLINTON ST BALTIMORE, MD 21224	NONE		UNRESTRICTED	4,000.
PURDUE UNIVERSITY WEST LAFAYETTE, IN 47907	NONE		UNRESTRICTED	1,000.
RIPPOWAM CISQUA SCHOOL 439 CANTITOE ST BEDFORD, NY 10506	NONE		UNRESTRICTED	3,000.
ROBERTA'S HOUSE 1900 NORTH BROADWAY BALTIMORE, MD 21213-1437	NONE		UNRESTRICTED	1,250.
ROLAND PARK COUNTRY SCHOOL 5204 ROLAND AVE BALTIMORE, MD 21210	NONE		UNRESTRICTED	5,250.
ROLAND PARK PRES. CHURCH 4801 ROLAND AVE BALTIMORE, MD 21210	NONE		UNRESTRICTED	1,000.
SALVATION ARMY 814 LIGHT ST BALTIMORE, MD 21230	NONE		UNRESTRICTED	1,000.
SHEPHERD'S CLINIC 2800 KIRK AVE BALTIMORE, MD 21218	NONE		UNRESTRICTED	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST. ANDREW'S CHRISTIAN COMMUNITY 5802 ROLAND AVE BALTIMORE, MD 21210	NONE		UNRESTRICTED	5,000.
THE CHILDREN'S HOME 205 BLOOMSBURY AVE CATONSVILLE, MD 21228	NONE		UNRESTRICTED	1,000.
THE MERCY SOCIETY - STELLA MARIS 2300 DULANEY VALLEY RD TIMONIUM, MD 21093	NONE		UNRESTRICTED	1,000.
THE ODYSSEY SCHOOL 3257 BRIDLE RIDGE LAND STEVENSON, MD 21153	NONE		UNRESTRICTED	2,500.
TOWSON UNIVERSITY 8000 YORK RD BALTIMORE, MD 21204	NONE		\$2,500 SCHOLARSHIP - SEE PART IX A; \$5,000 ENDOWMENT	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	
UNIVERSITY OF DELAWARE NEWARK, DE 19716	NONE		SCHOLARSHIP - SEE PART IX A	14,000.
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.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WESTERN ILLINOIS UNIVERSITY 3561 60TH ST MOLINE, IL 61265-5881	NONE		SCHOLARSHIP - SEE PART IX A	2,500.
YORK COLLEGE 441 COUNTRY CLUB RD YORK, PA 17403	NONE		SCHOLARSHIP - SEE PART IX A	2,500.
CAL POLY POMONA 3801 W TEMPLE AVE POMONA, CA 91768	NONE		SCHOLARSHIP - SEE PART IX A	2,500.
DULANEY HIGH SCHOOL 255 E PADONIA RD LUTHERVILLE, MD 21093	NONE		UNRESTRICTED	4,500.
FLORIDA ATLANTIC UNIVERSITY 777 GLADES RD BOCA RATON, FL 33431	NONE		SCHOLARSHIP - SEE PART IX A	5,000.
LIVING CLASSROOMS 802 S CAROLINE ST BALTIMORE, MD 21231	NONE		UNRESTRICTED	3,788.
MARIAN HOUSE 949 GORSUCH AVE BALTIMORE, MD 21218	NONE		UNRESTRICTED	1,250.
MOUNT VERNON LADIES ASSOCIATION P.O. BOX 110 MOUNT VERNON, VA 22121	NONE		UNRESTRICTED	12,500.
NORTHWOOD UNIVERSITY 2600 N MILITARY TRAIL WEST PALM BEACH, FL 33409	NONE		UNRESTRICTED	2,000.
PLEASANT PLAINS ELEMENTARY 8300 PLEASANT PLAINS RD BALTIMORE, MD 21286	NONE		UNRESTRICTED	2,885.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BROWN ADVISORY	131,348.	24,544.	106,804.
TOTAL TO FM 990-PF, PART I, LN 4	131,348.	24,544.	106,804.

FORM 990-PF	TAXES				STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAXES	4,756.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	4,756.	0.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT 3
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
ISHARES BARCLAY TIPS	161,424.	192,435.	
CAPITAL INCOME BUILDER	118,946.	116,729.	
CAPITAL WORLD G & I FUND	0.	0.	
EUROPACIFIC FUND	262,372.	284,992.	
FUNDAMENTAL INVESTORS	290,857.	396,007.	
INCOME FUND OF AMERICA	437,453.	458,609.	
INTERM BD FD	638,769.	663,353.	
NEW WORLD FD CL A	0.	0.	
TRP SMALL CAP VAL	176,341.	279,566.	
TRP BLUE CHIP GROWTH	195,913.	361,233.	
TRP MID CAP	198,673.	261,243.	
TEMPLETON GLOBAL BD FD	190,375.	185,021.	
WASHINGTON MUTUAL INV FUND	474,572.	551,929.	
AMCAP FUND INC	502,599.	543,280.	
NEW PERSPECTIVE FUND	81,663.	85,736.	
PRUDENTIAL GLOBAL REAL ESTATE	110,180.	115,562.	
OPPENHEIMER DEVELOPING	297,193.	305,419.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,137,330.	4,801,114.	

THE HUETHER/MCCLELLAND FOUNDATION, INC.

52-1435090

2012

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

2012

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 2012, THREE STUDENTS EACH RECEIVED A \$7,000 UNDER THE PROGRAM. THE SCHOLARSHIPS WERE PAID DIRECTLY TO UNIVERSITY OF DELAWARE 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 2012, NINE STUDENTS EACH RECEIVED A \$2,500 SCHOLARSHIP, ONE STUDENT RECEIVED A \$5,000 SCHOLARSHIP, AND ONE RECEIVED A \$1,800 SCHOLARSHIP UNDER THE PROGRAM. THE SCHOLARSHIPS WERE PAID DIRECTLY TO CAL POLY POMONA, UNIVERSITY OF MARYLAND, TOWSON UNIVERSITY, NOTRE DAME OF MARYLAND UNIVERSITY, ELIZBETHTOWN COLLEGE, FLORIDA ATLANTIC UNIVERSITY, WESTERN ILLINOIS UNIVERSITY, YORK COLLEGE, HOCKING COLLEGE, UNIVERSITY OF SCRANTON, AND HARFORD COMMUNITY COLLEGE.