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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No. 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

JUL 1, 2012

, and ending

JUN 30, 2013

Name of foundation

LUETKEMEYER JR. FAMILY FOUNDATION, INC.

A Employer identification number

52-2098039

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

1427 CLARKVIEW ROAD, SUITE 500

Room/suite

B Telephone number

443-921-4358

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 changeD 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 foundationE 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)

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

\$ 739,739. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1 Contributions, gifts, grants, etc., received					
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
	3 Interest on savings and temporary cash investments					
	4 Dividends and interest from securities	6,759.	6,759.		STATEMENT 1	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	40,157.				
	b Gross sales price for all assets on line 6a	180,962.				
	7 Capital gain net income (from Part IV, line 2)		40,157.			
	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	46,916.	46,916.	0.			
Operating and Administrative Expenses	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	1,375.	0.	1,375.	
	c Other professional fees	STMT 3	8,070.	8,070.	0.	
	17 Interest					
	18 Taxes	STMT 4	695.	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.		10,140.	8,070.	0.	1,375.
	25 Contributions, gifts, grants paid		28,000.			28,000.
26 Total expenses and disbursements. Add lines 24 and 25		38,140.	8,070.	0.	29,375.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		8,776.				
b Net investment income (if negative, enter -0-)			38,846.			
c Adjusted net income (if negative, enter -0-)				0.		

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12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

2012 AUG 22 2013
Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,221.	1,552.	1,552.
	2 Savings and temporary cash investments	3,746.	3,803.	3,803.
	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	414,452.	422,840.	734,384.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	419,419.	428,195.	739,739.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	419,419.	428,195.	
30 Total net assets or fund balances	419,419.	428,195.		
31 Total liabilities and net assets/fund balances	419,419.	428,195.		

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	419,419.
2 Enter amount from Part I, line 27a	2	8,776.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	428,195.
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	428,195.

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 180,962.		140,805.	40,157.
b			
c			
d			
e			

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			40,157.
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 **40,157.**

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	26,371.	621,419.	.042437
2010	26,350.	592,430.	.044478
2009	26,134.	502,947.	.051962
2008	34,875.	493,993.	.070598
2007	31,260.	729,620.	.042844

2 Total of line 1, column (d)	2	.252319
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	.050464
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	690,961.
5 Multiply line 4 by line 3	5	34,869.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	388.
7 Add lines 5 and 6	7	35,257.
8 Enter qualifying distributions from Part XII, line 4	8	29,375.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	777.
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	777.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	777.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		17.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		794.
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 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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.	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? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
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? If "Yes," complete Part II, col. (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MD		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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?	13	X	
Website address N/A				
14	The books are in care of THE FOUNDATION	Telephone no. 443-921-4358		
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 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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country				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)?	N/A	1b
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>	
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
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.)	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 <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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

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

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Form 990-PF (2012)

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 THE FOUNDATION AWARDS GRANTS AND CONTRIBUTIONS TO OTHER SECTION 501(C)(3) ORGANIZATIONS.	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2012)

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	689,450.
b	Average of monthly cash balances	1b	12,033.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	701,483.
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	701,483.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,522.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	690,961.
6	Minimum investment return. Enter 5% of line 5	6	34,548.

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	34,548.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	777.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	777.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	33,771.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	33,771.
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	33,771.

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	29,375.
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	29,375.
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	29,375.

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				33,771.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			27,918.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 29,375.				
a Applied to 2011, but not more than line 2a			27,918.	
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				1,457.
e Remaining amount distributed out of corpus	0.			
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	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 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				32,314.
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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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				
PARKS AND PEOPLE FOUNDATION 800 WYMAN PARK DRIVE BALTIMORE, MD 21211	NONE	PUBLIC	SUPER KIDS CAMP	5,000.
PLANNED PARENTHOOD FEDERATION OF AMERICA 1110 VERMONT AVENUE NW, SUITE 300 WASHINGTON, DC 20005	NONE	PUBLIC	UNRESTRICTED	5,000.
LAURENCE SCHOOL 3639 VICTORY BOULEVARD VALLEY GLEN, CA 91401	NONE	PUBLIC	UNRESTRICTED	5,000.
CAREY SCHOOL ONE CAREY SCHOOL LANE SAN MATEO, CA 94403	NONE	PUBLIC	UNRESTRICTED	5,000.
STEP UP WOMEN'S NETWORK 500 SOUTH HEWITT STREET #111 LOS ANGELES, CA 90013	NONE	PUBLIC	UNRESTRICTED	5,000.
Total	SEE CONTINUATION SHEET(S)			28,000.
b Approved for future payment				
NONE				
Total				0.

Part XVII

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.		May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="checked" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee	<div style="display: flex; justify-content: space-between;"> 7/30/13 VICE PRESIDENT </div> <div style="display: flex; justify-content: space-between;"> Date Title </div>	

Paid Preparer Use Only	Print/Type preparer's name LISA STRONG	Preparer's signature <i>Lisa M. Strong</i> LISA STRONG	Date 07/19/13	Check <input type="checkbox"/> if self-employed	PTIN P01011712
	Firm's name ▶ MISTER, BURTON & FRENCH, LLC			Firm's EIN ▶ 26-2574303	
	Firm's address ▶ 307 INTERNATIONAL CIR, #570 HUNT VALLEY, MD 21031			Phone no. 410.771.9040	

Part, XV	Supplementary Information
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3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
10x10 FUND FOR GIRLS EDUCATION PO BOX 29903 SAN FRANCISCO, CA 94129	NONE	PUBLIC	UNRESTRICTED	3,000.
Total from continuation sheets				3,000

Detail

Portfolio - principal

Cash and cash equivalents Mutual funds - money market

Description	Market value last period	Current market value	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income
PNC MONEY MARKET FUND FUND #417	Quantity \$31,286.34 3,802,740	Current price per unit \$3,802.74 \$1,0000	0.52 %		\$3,802.74 \$1.00		0.05 %	\$1.90

Equities

Stocks Consumer discretionary

Description (Symbol)	Market value last period	Current market value	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income
LKQ CORP (LKQ)	Quantity \$27,564.48 1,126	Current price per unit \$28,994.50 \$25,7500	3.93 %		\$17,167.49 \$15.25	\$11,827.01		

Energy

Description (Symbol)	Market value last period	Current market value	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income
CORE LABORATORIES N V (CLB)	Quantity \$13,087.20 95	Current price per unit \$14,407.70 \$151.6600	1.96 %		\$9,227.70 \$97.13	\$5,180.00	0.85 %	\$121.60
CONCHO RESOURCES INC (CXO)	14,640.50 175	14,651.00 83,7200	1.99 %		16,041.34 91.67	- 1,390.34		
SCHLUMBERGER LTD (SLB)	18,987.80 260	18,631.60 71.6600	2.53 %		6,144.33 23.63	12,487.27	1.75 %	325.00
SEDOL 2779201 ISIN AN8068571086								
SOUTHWESTERN ENERGY CO (SWN)	11,483.90 310	11,324.30 36.5300	1.54 %		10,574.48 34.11	749.82	0.66 %	74.40
Total energy		\$59,014.60	8.00 %		\$41,987.85	\$17,026.75	0.88 %	\$521.00

Detail

Financial

Description (Symbol)	Market value last period	Current market value	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income
MARKEL CORP (HOLDING CO) (MKL)	Quantity \$24,052 94	Current price per unit \$24,239 70 \$526 9500	3 29 %	\$13,963 58	\$303 56	\$10,276 12		
PRICE T ROWE GROUP INC (TROW)	19,736 60	19,032 00	2 58 %	5,304 42	13,727 58		2 08 %	395 20
SEI INVESTMENT CO (SEIC)	23,722 75	22,033 25	2 99 %	14,982 19	7,051 06		1 41 %	310 00
VISA INC (V)	31,887 06	28 4300	4 44 %	12,494 24	19 33	20,218 01	0 73 %	236 28
CLASS A SHARES	179	182 7500		69 80				
WAGEWORKS INC (WAGE)	8,980 70	10,679 50	1 45 %	7,440 00	3,239 50			
	310	34 4500		24 00				
Total financial		\$108,696.70	14.73 %	\$54,184.43	\$54,512.27		0.87 %	\$941.48

Health care

Description (Symbol)	Market value last period	Current market value	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income
ATRION CORP (ATRI)	Quantity \$7,716 80	Current price per unit \$7,654 85 \$218 7100	1 04 %	\$7,068 08	\$586 77		1 03 %	\$78 40
CELGENE CORP (CELG)	14,219 75	13,452 70	1 83 %	6,808 19	6,644 51			
RESMED INC (RMD)	115	116 9800		59 20				
	20,880 00	19,631 55	2 66 %	10,330 73	9,300 82		1 51 %	295 80
	435	45 1300		23 75				
Total health care		\$40,739.10	5.52 %	\$24,207.00	\$16,532.10		0.92 %	\$374.20

Industrials

Description (Symbol)	Market value last period	Current market value	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income
CLEAN HARBORS INC (CLH)	Quantity \$17,446 00	Current price per unit \$15,411 65 \$50 5300	2 09 %	\$16,251 50	\$53 28	- \$839 85		
COSTAR GROUP INC (CSGP)	305	17,424 45	2 37 %	7,462 71	9,961 74			
	15,094 35	129 0700		55 28				

Detail

Industrials

Industrials		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	Current	Avg tax cost per unit	Unrealized gain/loss						
EXPEDITORS INTERNATIONAL (EXPD)	23,418 00	22,824 00		11,320 34	11,503 66	3 10 %	18 87		1 58 %	360 00	
WASHINGTON INC	600	38 0400									
FASTENAL CO (FAST)	44,613 90	39,150 45		4,211 93	34,938 52	5 31 %	4 93		1 75 %	684 00	
GARDNER DENVER INC (GDI)	855	45 7900									
	7,927 50	7,893 90		5,457 06	2,436 84	1 07 %	51 97		0 27 %	21 00	
	105	75 1800									
HEALTH CARE SERVICES GROUP INC (HCSG)	15,315 75	16,551 00		9,193 79	7,357 21	2 25 %	13 62		2 74 %	452 25	
	675	24 5200									
JACOBS ENGINEERING GROUP INC (JEC)	25,198 42	24,367 46		17,253 49	7,113 97	3 31 %	39 04				
	442	55 1300									
STERICYCLE INC (SRCL)	32,928 00	33,129 00		23,661 24	9,467 76	4 49 %	78 87				
	300	110 4300									
3D SYS CORP DEL (DDD)	19,408 00	17,560 00		5,000 46	12,559 54	2 38 %	12 50				
NEW	400	43 9000									
WASTE CONNECTIONS INC (WCN)	21,327 20	21,804 20		18,673 97	3,130 23	2 96 %	35 23		0 98 %	212 00	
	530	41 1400									
Total Industrials				\$216,116.11	29.28 %	\$118,486.49	\$97,629.62	0.80 %	\$1,729.25		

Information technology

Information technology										
Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income
	Quantity		Current price per unit			Avg tax cost per unit				
AMERICAN PUBLIC EDUCATION (APEI)	\$5,782 08		\$5,648 32		0 77 %	\$4,747 76		\$900 56		
	152		\$37 1600			\$31 24				
ANSYS INC (ANSS)	40,230 00		39,474 00		5 35 %	20,395 93		19,078 07		
	540		73 1000			37 77				
CONCUR TECHNOLOGIES INC (CNQR)	24,219 00		24,414 00		3 31 %	13,686 55		10,727 45		
	300		81 3800			45 62				
DEALERTRACK TECHNOLOGIES INC (TRAK)	14,056 64		15,447 48		2 10 %	7,033 45		8,414 03		
	436		35 4300			16 13				
EXPONENT INC (EXPO)	12,600 00		13,299 75		1 81 %	11,403 79		1,895 96	1 02 %	135 00
	225		59 1100			50 68				

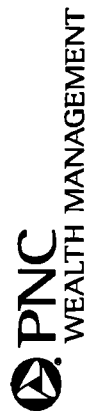
Detail

Information technology

Description (Symbol)	Market value last period		Current market value	% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income
	Quantity	price per unit			Avg tax cost per unit	12 00			
INNERWORKINGS INC (INWK)	9,485 00	9,493 75	10 8500	1 29 %	10,500 35	12 00	- 1,006 60		
NIC INC (EGOV)	10,700 80	10,579 20	16 5300	1 44 %	6,776 65	3,802 55			
QUALCOMM (QCOM)	29,835 60	28,712 30	61 0900	3 89 %	9,315 09	19,397 21		2 30 %	658 00
RED HAT INC (RHT)	7,234 50	7,173 00	47 8200	0 98 %	7,553 24	- 380 24			
ROPER INDS INC NEW (ROP)	20,496 30	20,496 30	124 2200	2 78 %	8,382 99	12,113 31		0 54 %	108 90
TRIMBLE NAVIGATION LTD (TRMB)	27,900 00	25,990 00	25 9900	3 53 %	9,428 24	16,561 76			
TYLER TECHNOLOGIES INC (TYL)	12,421 80	12,339 00	68 5500	1 68 %	7,732 34	4,606 66			
Total information technology		\$213,067.10		28.86 %	\$116,956.38		\$96,110.72	0.42 %	\$901.90

Materials

Description (Symbol)	Market value last period		Current market value	% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income
	Quantity	price per unit			Avg tax cost per unit	12 00			
ECOLAB INC (ECL)	25,763 35	\$25,982 95	\$85 1900	3 52 %	\$15,639 57	\$51 28	\$10,343 38	1 08 %	\$280 60
MONSANTO CO (MON)	8,554 40	8,398 00	98 8000	1 14 %	6,480 36	1,917 64		1 52 %	127 50
POLYPORE INTERNATIONAL INC (PPO)	5,643 00	6,045 00	40 3000	0 82 %	5,737 99	307 01			
POTASH CORP SASKATCHEWAN INC (POT)	13,866 60	12,582 90	38 1300	1 71 %	13,279 49	- 696 59		3 68 %	462 00
ISIN CA73755L 1076 SEDOL 2696980	330				40 24				
Total materials		\$53,008.85		7.18 %	\$41,137.41		\$11,871.44	1.64 %	\$870.10



LUETKEMEYER JR FAMILY FDN CUST
CUSTODY STATEMENT
Account number 45-46-001-7788061
June 1, 2013 - June 28, 2013

Detail

Telecommunication services

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income
	Quantity	price per unit	Current price per unit	Current		Avg tax cost per unit				
AMERICAN TOWER CORP (AMT)	\$11,053.28		\$10,390.14		1.41 %	\$220.09		\$10,170.05	1.48 %	\$153.36
	142		\$73.1700			\$1.55				

Unclassified

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income
	Quantity	price per unit	Current price per unit	Current		Avg tax cost per unit				
NATIONAL AM UNIV HLDGS (NAUH)	\$4,403.70		\$4,357.10		0.60 %	\$8,492.99		- \$4,135.89	4.28 %	\$186.40
	1,165		\$3.7400			\$7.29				
Total stocks			\$734,384.20		99.49 %	\$422,840.13		\$311,544.07	0.77 %	\$5,677.69

Total equities

			\$734,384.20		99.49 %	\$422,840.13		\$311,544.07	0.77 %	\$5,677.69
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Total portfolio

			\$738,186.94		100.00 %	\$426,642.87		\$311,544.07	0.77 %	\$5,679.59
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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PNC	6,759.	0.	6,759.
TOTAL TO FM 990-PF, PART I, LN 4	6,759.	0.	6,759.

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	1,375.	0.	0.	1,375.
TO FORM 990-PF, PG 1, LN 16B	1,375.	0.	0.	1,375.

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	8,070.	8,070.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	8,070.	8,070.	0.	0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2011 EXCISE TAX	695.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	695.	0.	0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT	422,840.	734,384.
TOTAL TO FORM 990-PF, PART II, LINE 10B	422,840.	734,384.

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