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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning , and ending

Name of foundation: **THE HUETHER/MCCLELLAND FOUNDATION, INC.**

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: _____

City or town, state or province, country, and ZIP or foreign postal code: **BELCAMP, MD 21017**

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

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16): **\$ 6,612,563.** (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual Other (specify) _____

A Employer identification number: **52-1435090**

B Telephone number: **410-272-0090**

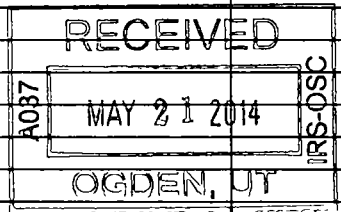
C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	297,000.		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	78,578.	78,578.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	129,178.			
	b Gross sales price for all assets on line 6a	275,949.			
	7 Capital gain net income (from Part IV, line 2)		129,178.		
	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	504,756.	207,756.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses	STMT 2	23.	23.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		23.	23.		0.
25 Contributions, gifts, grants paid		309,740.			309,740.
26 Total expenses and disbursements. Add lines 24 and 25		309,763.	23.		309,740.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		194,993.			
b Net investment income (if negative, enter -0-)			207,733.		
c Adjusted net income (if negative, enter -0-)				N/A	



WAY 2013

5

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	75,880.	63,117.	63,117.
	2 Savings and temporary cash investments	659,837.	115,388.	115,388.
	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	4,137,330.	4,889,535.	6,434,058.
	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 - see the instructions. Also, see page 1, item 1)	4,873,047.	5,068,040.	6,612,563.	
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	4,873,047.	5,068,040.		
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	4,873,047.	5,068,040.		
31 Total liabilities and net assets/fund balances	4,873,047.	5,068,040.		

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	4,873,047.
2 Enter amount from Part I, line 27a	2	194,993.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,068,040.
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	5,068,040.

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 INTERMEDIATE BOND FD	P		
b CAPITAL GAINS DIVIDENDS			
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 150,000.		146,771.	3,229.
b 125,949.			125,949.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			3,229.
b			125,949.
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	129,178.
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))
2012	273,337.	5,228,195.	.052281
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

2 Total of line 1, column (d)	2	.254760
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	.050952
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,984,872.
5 Multiply line 4 by line 3	5	304,941.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,077.
7 Add lines 5 and 6	7	307,018.
8 Enter qualifying distributions from Part XII, line 4	8	309,740.

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	2,077.
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			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	2,077.
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	2,077.
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 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,164.		
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	3,164.	
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	1,087.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>		11	0.	

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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		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? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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? <i>If "No," attach explanation</i>	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation 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 ▶ <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2013, 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> ▶ <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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 2013 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 2013) <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 2013?	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)? **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** Yes No **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 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	31,000.
2 SCHOLARSHIP PROGRAM WITH INDEPENDENT CAN COMPANY EMPLOYEES - SEE ATTACHED	33,500.
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	5,749,873.
b	Average of monthly cash balances	1b	326,139.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,076,012.
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	6,076,012.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	91,140.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,984,872.
6	Minimum investment return. Enter 5% of line 5	6	299,244.

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	299,244.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,077.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,077.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	297,167.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	297,167.
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	297,167.

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	309,740.
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	309,740.
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	2,077.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	307,663.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				297,167.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	5,432.			
b From 2009	10,884.			
c From 2010	19,074.			
d From 2011				
e From 2012	14,199.			
f Total of lines 3a through e	49,589.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 309,740.				
a Applied to 2012, 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 2013 distributable amount				297,167.
e Remaining amount distributed out of corpus	12,573.			
5 Excess distributions carryover applied to 2013 (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	62,162.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	5,432.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	56,730.			
10 Analysis of line 9:				
a Excess from 2009	10,884.			
b Excess from 2010	19,074.			
c Excess from 2011				
d Excess from 2012	14,199.			
e Excess from 2013	12,573.			

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 2013, 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		Prior 3 years		(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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.					
3 Subtract line 2d from line 2c					
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 address 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	5,000.
BALTIMORE SYMPHONY ORCHESTRA 1212 CATHEDRAL ST BALTIMORE, MD 21201	NONE		UNRESTRICTED	31,500.
BUCKNELL UNIVERSITY 701 MOORE AVE LEWISBURG, PA 17837	NONE		UNRESTRICTED	5,000.
CAL POLY POMONA 3801 W TEMPLE AVE POMONA, CA 91768	NONE		SCHOLARSHIP - SEE PART IX A	5,500.
CHILDREN'S SCHOLARSHIP FUND 2300 N CHARLES ST BALTIMORE, MD 21218	NONE		UNRESTRICTED	10,000.
Total	SEE CONTINUATION SHEET(S)		▶ 3a	309,740.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities (14, 78,578.), 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory (18, 129,178.), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (0., 207,756., 0.), 13 Total (13, 207,756.).

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII

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

Table with 4 main rows (1, a, b, c) and sub-rows (1a(1), 1a(2), 1b(1)-1b(6), 1c). Columns include 'Yes' and 'No' for each item. 'No' column contains 'X' marks.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content is '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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content is '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: George McClelland, Date: 5/12/14, 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: 5-7-14; Check [] if 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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

THE HUETHER/MCCLELLAND FOUNDATION, INC.

Employer identification number

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 its Form 990-PF, Part I, line 2, 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) (2013)

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	GEORGE AND CATHERINE MCCLELLAND 14000 FOX RUN CT PHOENIX, MD 21131	\$ 62,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	H DOUGLAS AND ANNE LEE HUETHER 1055 W JOPPA RD, #601 BALTIMORE, MD 21204	\$ 40,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	INDEPENDENT CAN CO 1300 BRASS MILL RD BELCAMP, MD 21017	\$ 155,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	RICHARD AND MARY ELLEN HUETHER 5 HILLSPOINT CT LUTHERVILLE, MD 21093	\$ 24,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	WHITNEY AND BRIAN HILL 27 LAKESIDE RD BEDFORD CORNERS, NY 10549	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	RYAN HUETHER 133 HEARTH COURT BALTIMORE, MD 21212	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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
COLLEGEBOUND FDN 300 WATER ST STE 300 BALTIMORE, MD 21202	NONE		UNRESTRICTED	4,000.
DREXEL UNIVERSITY 3001 MARKET ST PHILADELPHIA, PA 19104	NONE		SCHOLARSHIP - SEE PART IX A	7,000.
DULANEY HIGH SCHOOL 255 E PADONIA RD LUTHERVILLE, MD 21093	NONE		UNRESTRICTED	4,500.
DYSLEXIA TUTORING 711 W 40TH ST STE 310 BALTIMORE, MD 21211	NONE		UNRESTRICTED	5,000.
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	1,000.
FLORIDA ATLANTIC UNIVERSITY 777 GLADES RD BOCA RATON, FL 33431	NONE		SCHOLARSHIP - SEE PART IX A	3,000.
GBMC FOUNDATION 6569 N CHARLES ST BALTIMORE, MD 21204	NONE		UNRESTRICTED	2,000.
GILCREST HOSPICE CARE 6601 CHARLESWAY BALTIMORE, MD 21204	NONE		UNRESTRICTED	17,000.
HARFORD COMMUNITY COLLEGE FDN 401 THOMAS RUN RD BEL AIR, MD 21015	NONE		UNRESTRICTED	5,000.
Total from continuation sheets				252,740.

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 CHAMBER OF COMMERCE 108 SOUTH BOND ST BEL AIR, MD 21014-3836	NONE		UNRESTRICTED	1,000.
HARFORD COUNTY PUBLIC LIBRARY FOUNDATION 1221-A BRASS MILL ROAD BELCAMP, MD 21017	NONE		UNRESTRICTED	5,000.
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	2,000.
JAMES MADISON UNIVERSITY 800 S MAIN ST HARRISONBURG, VA 22807	NONE		SCHOLARSHIP - SEE PART IX A	3,000.
JEMICY SCHOOL 11 CELADON RD OWINGS MILLS, MD 21117	NONE		UNRESTRICTED	3,000.
JUNIOR ACHIEVEMENT 10711 RED RUN BLVD STE 110 OWINGS MILLS, MD 21117	NONE		UNRESTRICTED	4,000.
MARIAN HOUSE 949 GORSUCH AVE BALTIMORE, MD 21218	NONE		UNRESTRICTED	2,000.
MARYLAND HISTORICAL SOCIETY 201 W MONUMENT ST BALTIMORE, MD 21201	NONE		UNRESTRICTED	4,500.
MARYLAND SCHOOL FOR THE BLIND 3501 TAYLOR AVE BALTIMORE, MD 21236	NONE		UNRESTRICTED	3,000.
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
MCDONOGH SCHOOL INC PO BOX 380 OWINGS MILLS, MD 21117	NONE		UNRESTRICTED	12,000.
MOUNT VERNON LADIES ASSOCIATION P.O. BOX 110 MOUNT VERNON, VA 22121	NONE		UNRESTRICTED	17,500.
ONE LOVE FDN PO BOX 1204 BROOKLANDVILLE, MD 21022	NONE		UNRESTRICTED	2,000.
PRIDE OF BALTIMORE INC 1801 SOUTH CLINTON ST BALTIMORE, MD 21224	NONE		UNRESTRICTED	8,000.
PURDUE UNIVERSITY WEST LAFAYETTE, IN 47907	NONE		UNRESTRICTED	1,000.
RIPPOWAM CISQUA SCHOOL 439 CANTITOE ST BEDFORD, NY 10506	NONE		UNRESTRICTED	3,000.
ROLAND PARK COUNTRY SCHOOL 5204 ROLAND AVE BALTIMORE, MD 21210	NONE		UNRESTRICTED	5,000.
SALVATION ARMY 814 LIGHT ST BALTIMORE, MD 21230	NONE		UNRESTRICTED	3,000.
SHEPHERD'S CLINIC 2800 KIRK AVE BALTIMORE, MD 21218	NONE		UNRESTRICTED	5,000.
ST JAMES ACADEMY 3100 MONKTON RD MONKTON, MD 21111-2199	NONE		UNRESTRICTED	2,500.
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
THE CHILDREN'S GUILD 6802 MCCLEAN BLVD BALTIMORE, MD 21234	NONE		UNRESTRICTED	2,500.
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	3,000.
TOWSON UNIVERSITY FOUNDATION 8000 YORK RD TOWSON, MD 21252	NONE		HUETHER/MCCLELLAND ENDOWMENT FOR TOP 10 SCHOLARS	9,000.
UNIVERSITY OF DELAWARE NEWARK, DE 19716	NONE		SCHOLARSHIP - SEE PART IX A	19,000.
UNIVERSITY OF MARYLAND COLLEGE PARK, MD 20742	NONE		SCHOLARSHIP - SEE PART IX A	12,500.
VIRGINIA POLYTECHNIC INSTITUTE BLACKSBURG, VA 24061	NONE		UNRESTRICTED	5,000.
WEST POINT FUND WEST POINT, NY 10996	NONE		UNRESTRICTED	10,000.
YORK COLLEGE 441 COUNTRY CLUB RD YORK, PA 17403	NONE		SCHOLARSHIP - SEE PART IX A	5,500.
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
DUKE UNIVERSITY 2138 CAMPUS DRIVE DURHAM, NC 27708	NONE		UNRESTRICTED	1,000.
FIRST TEE OF BALTIMORE 8508 LOCH RAVEN BLVD, SUITE J BALTIMORE, MD 21286	NONE		UNRESTRICTED	2,500.
GREEN MOUNT SCHOOL 501 W. 30TH STREET BALTIMORE, MD 21211	NONE		UNRESTRICTED	6,000.
HALSTEAD ACADEMY 1111 HALSTEAD RD PARKVILLE, MD 21234	NONE		UNRESTRICTED	4,740.
MARYVALE PREPARATORY SCHOOL 11300 FALLS ROAD LUTHERVILLE, MD 21093	NONE		UNRESTRICTED	2,000.
RIVER OF LIFE INTERNATIONAL CHRISTIAN FELLOWSHIP 10939 PHILADELPHIA RD WHITE MARSH, MD 21162	NONE		UNRESTRICTED	1,000.
ST AMBROSE UNIVERSITY 518 WEST LOCUST ST DAVENPORT, IA 52803	NONE		SCHOLARSHIP - SEE PART IX A	3,000.
ST IGNATIUS LOYOLA ACADEMY 300 EAST GITTINGS ST BALTIMORE, MD 21230	NONE		UNRESTRICTED	14,000.
ST JOSEPH'S UNIVERSITY 5600 CITY AVENUE PHILADELPHIA, PA 19131	NONE		UNRESTRICTED	2,000.
TRIANGLE STEPPING STONES P.O. BOX 345 WILLIAMSBURG, VA 23187	NONE		UNRESTRICTED	1,000.
Total from continuation sheets				

Part XV Supplementary Information

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)				
UNIVERSITY OF SOUTH CAROLINA COLUMBIA, SC 29208	NONE		SCHOLARSHIP - SEE PART IX A	6,000.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BROWN ADVISORY	204,527.	125,949.	78,578.	78,578.	
TO PART I, LINE 4	204,527.	125,949.	78,578.	78,578.	

FORM 990-PF OTHER EXPENSES STATEMENT 2

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

FORM 990-PF CORPORATE STOCK STATEMENT 3

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ISHARES BARCLAY TIPS	161,424.	174,192.
CAPITAL INCOME BUILDER	274,683.	288,587.
EUROPACIFIC FUND	366,537.	458,385.
FUNDAMENTAL INVESTORS	297,201.	511,561.
INCOME FUND OF AMERICA	454,431.	542,344.
INTERM BD FD	500,562.	505,991.
TRP SMALL CAP VAL	227,422.	419,871.
TRP BLUE CHIP GROWTH	195,913.	511,411.
TRP MID CAP	258,698.	400,530.
TEMPLETON GLOBAL BD FD	281,718.	268,890.
WASHINGTON MUTUAL INV FUND	489,826.	713,712.
AMCAP FUND INC	504,282.	686,433.
NEW PERSPECTIVE FUND	183,391.	218,052.
PRUDENTIAL GLOBAL REAL ESTATE	214,323.	214,183.
OPPENHEIMER DEVELOPING	391,351.	426,809.
SPDR S&P EMERGING	27,155.	28,310.
NEW WORLD FD	60,618.	64,797.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,889,535.	6,434,058.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 4
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
H. DOUGLAS HUETHER BALTIMORE, MD	PRES, CH BD 0.50	0.	0.	0.
RICHARD D. HUETHER LUTHERVILLE, MD	V CHAIR BD 0.00	0.	0.	0.
GEORGE R. MCCLELLAND PHOENIX, MD	SECRETARY 0.20	0.	0.	0.
CATHERINE H. MCCLELLAND PHOENIX, MD	TREASURER 0.00	0.	0.	0.
MARY ELLEN M. HUETHER LUTHERVILLE, MD	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A STATEMENT 5
 LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

H. DOUGLAS HUETHER
 RICHARD D. HUETHER
 GEORGE R. MCCLELLAND

THE HUETHER/MCCLELLAND FOUNDATION, INC

52-1435090

2013

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
2013

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. BEGINNING IN 2013, THE SCHOLARSHIP AMOUNT INCREASED FROM \$7,000 TO \$10,000 A YEAR FOR NEW RECIPIENTS. IN 2013 THREE STUDENTS EACH RECEIVED \$7,000 AND ONE STUDENT RECEIVED \$10,000 UNDER THE PROGRAM. THE SCHOLARSHIPS WERE PAID DIRECTLY TO UNIVERSITY OF DELAWARE, DREXEL UNIVERSITY, AND UNIVERSITY OF MARYLAND.

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. DURING 2013, THE SCHOLARSHIP AMOUNT INCREASED FROM \$2,500 TO \$3,000 A SEMESTER, WITH A MAXIMUM OF \$6,000 FOR TWO SEMESTERS. IN 2013 EIGHT STUDENTS RECEIVED SCHOLARSHIPS. ONE STUDENT RECEIVED A \$2,500 SCHOLARSHIP, THREE STUDENTS RECEIVED \$3,000 SCHOLARSHIPS, ONE STUDENT RECEIVED A \$5,000 SCHOLARSHIP, TWO STUDENTS RECEIVED \$5,500 SCHOLARSHIPS, AND ONE STUDENT RECEIVED A \$6,000 SCHOLARSHIP. THE SCHOLARSHIPS WERE PAID DIRECTLY TO CAL POLY POMONA, FLORIDA ATLANTIC UNIVERSITY, JAMES MADISON UNIVERSITY, ST. AMBROSE UNIVERSITY, UNIVERSITY OF DELEWARE, UNIVERSITY OF MARYLAND, UNIVERSITY OF SOUTH CAROLINA, AND YORK COLLEGE.