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Form 990-PF

Return of Private Foundation

OMB No 1545-0052

2013

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.

Open to Public Inspection

For calendar year 2013 or tax year beginning JUL 1, 2013, and ending JUN 30, 2014

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 or province, country, and ZIP or foreign postal code BALTIMORE, MD 21209-2100		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 869,571.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (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	5,737.	5,737.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	97,616.			
	b Gross sales price for all assets on line 6a	395,206.			
	7 Capital gain net income (from Part IV, line 2)		97,616.		
	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	103,353.	103,353.	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 1,370.	0.	0.	1,370.
	c Other professional fees	STMT 3 10,806.	10,806.	0.	0.
	17 Interest				
	18 Taxes	STMT 4 794.	0.	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	12,970.	10,806.	0.	1,370.
	25 Contributions, gifts, grants paid	33,000.			33,000.
26 Total expenses and disbursements. Add lines 24 and 25	45,970.	10,806.	0.	34,370.	
27 Subtract line 26 from line 12	57,383.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		92,547.			
c Adjusted net income (if negative, enter -0-)			0.		

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LHA For Paperwork Reduction Act Notice, see instructions.

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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	1,552.	1,053.	1,053.
	2 Savings and temporary cash investments	3,803.	2,300.	2,300.
	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	422,840.	482,225.	866,218.
	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 - see the instructions Also, see page 1, item 1)		428,195.	485,578.	869,571.
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	428,195.	485,578.		
30 Total net assets or fund balances	428,195.	485,578.		
31 Total liabilities and net assets/fund balances	428,195.	485,578.		

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	428,195.
2 Enter amount from Part I, line 27a	2	57,383.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	485,578.
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	485,578.

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 395,206.		297,590.	97,616.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			97,616.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		2		97,616.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		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	29,375.	690,961.	.042513
2011	26,371.	621,419.	.042437
2010	26,350.	592,430.	.044478
2009	26,134.	502,947.	.051962
2008	34,875.	493,993.	.070598
2 Total of line 1, column (d)			2 .251988
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 .050398
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 834,231.
5 Multiply line 4 by line 3			5 42,044.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 925.
7 Add lines 5 and 6			7 42,969.
8 Enter qualifying distributions from Part XII, line 4			8 34,370.

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	1,851.
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	1,851.
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	1,851.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments		6c	
a 2013 estimated tax payments and 2012 overpayment credited to 2013		6d	
b Exempt foreign organizations - tax withheld at source		7	0.
c Tax paid with application for extension of time to file (Form 8868)		8	17.
d Backup withholding erroneously withheld		9	1,868.
7 Total credits and payments. Add lines 6a through 6d		10	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2014 estimated tax			

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)? 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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		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? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MD</u>		
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	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► THE FOUNDATION 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 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 ►	16	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 N/A ► <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) 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 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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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

6b

X

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

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

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
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

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	838,278.
b	Average of monthly cash balances	1b	8,657.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	846,935.
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	846,935.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,704.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	834,231.
6	Minimum investment return. Enter 5% of line 5	6	41,712.

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	41,712.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,851.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,851.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	39,861.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	39,861.
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	39,861.

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	34,370.
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	34,370.
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	34,370.

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				39,861.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			32,314.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 34,370.				
a Applied to 2012, but not more than line 2a			32,314.	
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				2,056.
e Remaining amount distributed out of corpus	0.			
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	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 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				37,805.
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	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
10X10 FUND FOR GIRLS EDUCATION PO BOX 29903 SAN FRANCISCO, CA 94129	NONE	PUBLIC	UNRESTRICTED	3,000.
CAREY SCHOOL ONE CAREY SCHOOL LANE SAN MATEO, CA 94403	NONE	PUBLIC	UNRESTRICTED	5,000.
LAURENCE SCHOOL 3639 VICTORY BOULEVARD VALLEY GLEN, CA 91401	NONE	PUBLIC	UNRESTRICTED	5,000.
PARKS AND PEOPLE FOUNDATION 800 WYMAN PARK DRIVE BALTIMORE, MD 21211	NONE	PUBLIC	UNRESTRICTED	5,000.
PLANNED PARENTHOOD FEDERATION OF AMERICA 1110 VERMONT AVENUE NW, SUITE 300 WASHINGTON, DC 20005	NONE	PUBLIC	UNRESTRICTED	5,000.
Total SEE CONTINUATION SHEET(S)			3a	33,000.
b Approved for future payment				
NONE				
Total			3b	0.

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.


Signature of officer or trustee

Date 7/25/14

▶ VICE PRESIDENT
Title

May the IRS discuss this return with the preparer shown below (see instr)?

<input checked="checked" type="checkbox"/> X	Yes	<input type="checkbox"/>	No
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**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN	
------	--

LISA STRONG

Lisa M. Strong
ON & FRENCH, II

07/15/14

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

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)				
STEP UP WOMEN'S NETWORK 500 SOUTH HEWITT STREET #111 LOS ANGELES, CA 90013	NONE	PUBLIC	UNRESTRICTED	5,000.
FAMILY CONNECTIONS P.O. BOX 358 SAN CARLOS, CA 94070	NONE	PUBLIC	UNRESTRICTED	5,000.
Total from continuation sheets				10,000.

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
PNC	5,737.	0.	5,737.	5,737.	5,737.	
TO PART I, LINE 4	5,737.	0.	5,737.	5,737.	5,737.	

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	1,370.	0.	0.	1,370.		
TO FORM 990-PF, PG 1, LN 16B	1,370.	0.	0.	1,370.		

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	10,806.	10,806.	0.	0.		
TO FORM 990-PF, PG 1, LN 16C	10,806.	10,806.	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		
2012 EXCISE TAX	794.	0.	0.	0.		
TO FORM 990-PF, PG 1, LN 18	794.	0.	0.	0.		

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHMENT	482,225.	866,218.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	482,225.	866,218.	

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.



LUETKEMEYER JR FAMILY FDN CUST
CUSTODY STATEMENT

Account number 21-46-001-7788061
June 1, 2014 - June 30, 2014

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
	Quantity	Current price per unit							
PNC MONEY MARKET FUND FUND #417	\$4,825.80 2,299.990	\$2,299.99 \$1,000.00		0.27 %		\$2,299.99 \$1.00		0.04 %	\$0.69

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
	Quantity	Current price per unit							
SIGNET JEWELERS LTD (SIG)	\$23,339.80	\$24,329.80		2.81 %		\$16,428.17 \$74.67	\$7,901.63	0.66 %	\$158.40
ISIN BMG812761002 SEDOL B3CTNKG	220	\$110.5900							
CARMAX INC (KMX)	12,628.35	14,822.85		1.71 %		13,317.39 46.73	1,505.46		
LKQ CORP (LKQ)	31,235.24	30,052.94		3.47 %		17,167.49 15.25	12,885.45		
PANERA BREAD COMPANY (PNRA)	7,680.50	7,491.50		0.87 %		8,357.50 167.15	- 866.00		
CLA	50	149.8300							
Total consumer discretionary		\$76,697.09		8.83 %		\$55,270.55	\$21,426.54	0.21 %	\$158.40

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
	Quantity	Current price per unit							
CORE LABORATORIES N V (CLB)	\$15,185.75	\$15,870.70		1.83 %		\$9,227.70 \$97.13	\$6,643.00	0.77 %	\$121.60
CONCHO RESOURCES INC (CXO)	21,088.00	17,195.50		1.98 %		10,608.99 89.15	6,586.51		



LUETKEMEYER JR FAMILY FDN CUST
CUSTODY STATEMENT

Account number 21-46-001-7788061

June 1, 2014 - June 30, 2014

Detail

Energy

Description (Symbol)	Market value last period Quantity	Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income
		Current price per unit	Current market value						
SCHLUMBERGER LTD (SLB)	27,050.40	21,820.75		2.52 %	4,144.17	17,676.58		1.36 %	296.00
SEDOL 2779201	185	117.9500			22.40				
ISIN AN8068571086									
SOUTHWESTERN ENERGY CO (SWN)	14,095.70	14,101.90		1.63 %	10,574.48	3,527.42		0.53 %	74.40
	310	45.4900			34.11				
Total energy			\$68,988.85	7.94 %	\$34,555.34	\$34,433.51		0.71 %	\$492.00

Financial

Description (Symbol)	Market value last period Quantity	Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income
		Current price per unit	Current market value						
DISCOVER FINANCIAL W/I (DFS)	\$28,086.75	\$29,440.50		3.39 %	\$24,407.89	\$3,032.61		1.55 %	\$456.00
	475	\$61.9800			\$55.60				
MARKEL CORP (HOLDING CO) (MKL)	34,571.88	30,159.44		3.48 %	13,963.58	16,195.86			
	46	655.6400			303.56				
MOODY'S CORP (MCO)	28,655.90	24,895.44		2.87 %	20,575.83	4,319.61		1.28 %	318.08
	284	87.6600			72.45				
SEI INVESTMENT CO (SEIC)	24,862.15	24,741.35		2.85 %	14,557.74	10,183.61		1.35 %	332.20
	755	32.7700			19.28				
VISA INC (V)	36,306.27	35,609.99		4.11 %	11,779.99	23,830.00		0.76 %	270.40
CLASS A SHARES	169	210.7100			69.70				
WAGEWORKS INC (WAGE)	11,739.20	13,980.90		1.61 %	6,960.00	7,020.90			
	290	48.2100			24.00				
Total financial			\$158,827.62	18.29 %	\$94,245.03	\$64,582.59		0.87 %	\$1,376.68

Health care

Description (Symbol)	Market value last period Quantity	Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income
		Current price per unit	Current market value						
ATRIUM CORP (ATRI)	\$11,039.00	\$11,410.00		1.32 %	\$7,068.08	\$4,341.92		0.79 %	\$89.60
	35	\$326.0000			\$201.95				
CELGENE CORP (CELG)	17,598.45	24,046.40		2.77 %	10,855.29	13,191.11			
	280	85.8800			38.77				



LUETKEMEYER JR FAMILY FDN CUST
CUSTODY STATEMENT
Account number 21-46-001-7788061
June 1, 2014 - June 30, 2014

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Detail

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
	Quantity	price per unit	Quantity	price per unit						
EXAMWORKS GROUP INC (EXAM)	12,884.70	13,802.55	435	31,730.00	1.59 %	11,107.49	2,695.06			
INTUITIVE SURGICAL INC (ISRG)	9,243.50	10,295.00	25	411,800.00	1.19 %	9,412.02	882.98			
Total health care		\$59,553.95			6.86 %	\$38,442.88	\$21,111.07	0.15 %		\$89.60

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
	Quantity	price per unit	Quantity	price per unit						
COSTAR GROUP INC (CSGP)	110	\$17,398.70	855	\$158,170.00	2.01 %	\$5,993.42	\$11,405.28			
FASTENAL CO (FAST)	41,681.25	42,313.95	49,490.00	18,988.80	4.88 %	4,211.93	38,102.02	2.03 %		855.00
HEALTH CARE SERVICES GROUP INC (HCSG)	19,195.20	29,440.00	645	18,221.76	2.19 %	8,774.81	10,213.99	2.35 %		445.05
JACOBS ENGINEERING GROUP INC (JEC)	18,833.94	53,280.00	342	35,526.00	2.10 %	12,912.95	5,308.81			
STERICYCLE INC (SRCL)	34,311.00	118,420.00	300	17,940.00	4.10 %	23,661.24	11,864.76			
3D SYS CORP DEL (DDD)	15,195.00	59,800.00	300	23,107.70	2.07 %	5,970.37	11,969.63			
VERISK ANALYTICS INC (VRSK)	22,788.15	60,020.00	385	31,557.50	2.67 %	24,199.40	- 1,091.70			
WASTE CONNECTIONS INC (WCN)	29,620.50	48,550.00	650		3.64 %	23,518.98	8,038.52	0.95 %		299.00
Total industrials		\$205,054.41			23.61 %	\$109,243.10	\$95,811.31	0.78 %		\$1,599.05



LUETKEMEYER JR FAMILY FDN CUST
CUSTODY STATEMENT

Account number 21-46-001-7788061
June 1, 2014 - June 30, 2014

Detail

Information technology

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
	Quantity	Current price per unit							
ANSYS INC (ANSS)	\$31,583 50	\$36,772 70		4 24 %	\$20,038 32	\$41 32	\$16,734 38		
	485	\$75 8200							
CONCUR TECHNOLOGIES INC (CNQR)	17,927 70	19,601 40		2 26 %	8,290 98		11,310 42		
	210	93 3400			39 48				
DEALERTRACK TECHNOLOGIES INC (TRAK)	13,342 56	21,309 80		2 46 %	10,814 83		10,494 97		
	470	45 3400			23 01				
EXPONENT INC (EXPO)	15,914 25	16,674 75		1 92 %	11,403 79		5,270 96	1 35 %	225 00
	225	74 1100			50 68				
IMAX CORP (IMAX)	16,524 90	17,942 40		2 07 %	17,220 02		722 38		
ISIN CA45245E1097 SEDOL 2473859	630	28 4800			27 33				
QUALCOMM (QCOM)	33,789 00	26,690 40		3 08 %	5,502 85		21,187 55	2 13 %	566 16
	337	79 2000			16 33				
RED HAT INC (RHT)	22,554 00	24,871 50		2 87 %	22,413 56		2,457 94		
	450	55 2700			49 81				
ROPER INDS INC NEW (ROP)	29,044 40	29,932 05		3 45 %	13,445 47		16,486 58	0 55 %	164 00
	205	146 0100			65 59				
TRIMBLE NAVIGATION LTD (TRMB)	28,675 65	29,375 25		3 39 %	7,397 03		21,978 22		
	795	36 9500			9 30				
TYLER TECHNOLOGIES INC (TYL)	12,500 80	14,593 60		1 69 %	6,786 50		7,807 10		
	160	91 2100			42 42				
Total information technology		\$237,763 85		27 38 %	\$123,313 35		\$114,450 50	0 40 %	\$955 16

Materials

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
	Quantity	Current price per unit							
ECOLAB INC (ECL)	\$33,302 95	\$33,958 70		3 91 %	\$15,639 57		\$18,319 13	0 99 %	\$335 50
	305	\$111 3400			\$51 28				



LUETKEMEYER JR FAMILY FDN CUST
CUSTODY STATEMENT

Account number 21-46-001-7788061
June 1, 2014 - June 30, 2014

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			Avg tax cost per unit	price per unit			
AMERICAN TOWER CORP (AMT)	282	\$25,374.66	\$866,218.83	99.74 %	\$11,514.83	\$25,374.36	\$13,859.53	1.52 %	\$383.52
Total stocks			\$866,218.83	99.74 %	\$482,224.65	\$89,980	\$383,994.18	0.62 %	\$5,389.91
Total equities			\$866,218.83	99.74 %	\$482,224.65		\$383,994.18	0.62 %	\$5,389.91
Total portfolio			\$868,518.82	100.00 %	\$484,524.64		\$383,994.18	0.62 %	\$5,390.60