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## Return of Private Foundation

2013

For calendar year 2013 or tax year beginning

JUL 1, 2013

, and ending

JUN 30, 2014

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

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Name of foundation

LUETKEMEYER JR. FAMILY FOUNDATION, INC.

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

1427 CLARKVIEW ROAD, SUITE 500

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

BALTIMORE, MD 21209-2100

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationI Fair market value of all assets at end of year  
(from Part II, col. (c), line 16)J Accounting method  
 Cash  Accrual  
 Other (specify)

► \$ 869,571. (Part I, column (d) must be on cash basis)

## Part I Analysis of Revenue and Expenses

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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.		STATEMENT 1
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.	
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	1,370.	0.	0.	1,370.
c	Other professional fees	10,806.	10,806.	0.	0.
17	Interest				
18	Taxes	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.	

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	STMT 5			
	b Investments - corporate stock		422,840.	482,225.	866,218.
	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)		428,195.	485,578.	869,571.
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		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.)
<b>1a PUBLICLY TRADED SECURITIES</b>			P		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)	
<b>a 395,206.</b>		<b>297,590.</b>		<b>97,616.</b>	
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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) 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			
<b>a</b>				<b>97,616.</b>	
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>	<b>{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</b>		<b>2</b>	<b>97,616.</b>	
<b>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</b>	<b>{</b>		<b>3</b>	<b>N/A</b>	

**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	<b>29,375.</b>	<b>690,961.</b>	<b>.042513</b>
2011	<b>26,371.</b>	<b>621,419.</b>	<b>.042437</b>
2010	<b>26,350.</b>	<b>592,430.</b>	<b>.044478</b>
2009	<b>26,134.</b>	<b>502,947.</b>	<b>.051962</b>
2008	<b>34,875.</b>	<b>493,993.</b>	<b>.070598</b>

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 ►  and enter "N/A" on line 1  
 Date of ruling or determination letter \_\_\_\_\_ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ►  and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3 Add lines 1 and 2

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

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax Check here  if Form 2220 is attached

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 ► Refunded ►

1	1,851.
2	0.
3	1,851.
4	0.
5	1,851.
7	0.
8	17.
9	1,868.
10	
11	

**Part VII-A Statements Regarding Activities**

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?  
 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.*

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

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.*

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?  
 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.*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either  
 • By language in the governing instrument, or  
 • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MD

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*

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*

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b		
5	X	
6	X	
7	X	
8b	X	
9	X	
10	X	

**Part VII-A Statements Regarding Activities (continued)**

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► THE FOUNDATION Located at ► 1427 CLARKVIEW ROAD, SUITE 500, BALTIMORE, MD	Telephone no ► 443-921-4358 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 X 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 ►	
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? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A 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

 Yes  No

(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

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?

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

 Yes  No

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

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

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

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


0

**Part IX-A** **Summary of Direct Charitable Activities**

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

Expenses

**1 THE FOUNDATION AWARDS GRANTS AND CONTRIBUTIONS TO OTHER SECTION 501(C)(3) ORGANIZATIONS.**

0.

2

3

4

**Part IX-B** **Summary of Program-Related Investments**

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

Amount

1 N/A

2

All other program-related investments. See instructions

3

**Total.** Add lines 1 through 3

0.

**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  
 b Average of monthly cash balances  
 c Fair market value of all other assets  
 d Total (add lines 1a, b, and c)  
 e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)  
 f Acquisition indebtedness applicable to line 1 assets  
 g Subtract line 2 from line 1d  
 h Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)  
 i Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4  
 j Minimum investment return. Enter 5% of line 5

1e	0.
2	0.
3	846,935.
4	12,704.
5	834,231.
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  
 2a Tax on investment income for 2013 from Part VI, line 5  
 b Income tax for 2013 (This does not include the tax from Part VI )  
 c Add lines 2a and 2b  
 d Distributable amount before adjustments Subtract line 2c from line 1  
 e Recoveries of amounts treated as qualifying distributions  
 f Add lines 3 and 4  
 g Deduction from distributable amount (see instructions)  
 h Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1

1	41,712.
2a	1,851.
2b	
2c	1,851.
3	39,861.
4	0.
5	39,861.
6	0.
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  
 b Program-related investments - total from Part IX-B  
 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes  
 3 Amounts set aside for specific charitable projects that satisfy the  
 a Suitability test (prior IRS approval required)  
 b Cash distribution test (attach the required schedule)  
 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4  
 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b  
 6 Adjusted qualifying distributions. Subtract line 5 from line 4

1a	34,370.
1b	0.
2	
3a	
3b	
4	34,370.
5	0.
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			32,314.	
a Enter amount for 2012 only				
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.			32,314.	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				2,056.
e Remaining amount distributed out of corpus		0.		0.
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below.		0.		
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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
<b>a Paid during the year</b>				
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.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			► 3a 33,000.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				► 3b 0.

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

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities				14	5,737.
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				18	97,616.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		103,353.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	103,353.
(See worksheet in line 13 instructions to verify calculations )					

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



## LUETKEMEYER JR. FAMILY FOUNDATION, INC. 52-2098039

**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
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.
<b>Total from continuation sheets</b>				<b>10,000.</b>

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
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 INVESTMENT 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 INVESTMENT 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 INVESTMENT 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
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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.

**Detail**

*Portfolio - principal*

**Cash and cash equivalents**  
**Mutual funds - money market**

Description	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			
PNC MONEY MARKET FUND FUND #417	\$4,825.80	\$2,299.99	\$2,299.99	0.27 %	\$1 0000	\$100	0.04 %	\$0.69

**Equities**

**Stocks**  
**Consumer discretionary**

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			
SIGNET JEWELERS LTD [SIG]	\$23,339.80	\$24,329.80	\$24,329.80	2.81 %	\$16,428.17	\$7,901.63	0.66 %	\$158.40
ISIN BMGB12761002 SEDOL B3CTNK6	220	\$110.5900	\$110.5900		\$74.67			
CARMAX INC [KMX]	12,628.35	14,822.85	14,822.85	1.71 %	13,317.39	1,505.46		
	285	\$52.0100	\$52.0100		4.673			
LKQ CORP [LKQ]	31,235.24	30,052.94	30,052.94	3.47 %	17,167.49	12,885.45		
	1,126	\$26.6900	\$26.6900		15.25			
PANERA BREAD COMPANY [PNRA]	7,680.50	7,491.50	7,491.50	0.87 %	8,357.50	-866.00		
CLA	50	\$149.8300	\$149.8300		167.15			
<b>Total consumer discretionary</b>	<b>\$76,697.09</b>	<b>8.83 %</b>	<b>\$55,270.55</b>	<b>\$21,426.54</b>	<b>0.21 %</b>	<b>\$158.40</b>		
<b>Energy</b>								
	Market value last period	Current market value	%					
Description [Symbol]	Quantity	price per unit	of total portfolio	Avg. tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income
CORE LABORATORIES N V [CLB]	\$15,185.75	\$15,870.70	1.83 %	\$9,227.70	\$6,643.00	\$9713	0.77 %	\$121.60
CONCHO RESOURCES INC [CXO]	95	\$167.0600		\$97.13				
	21,088.00	17,195.50	1.98 %	10,608.99	6,586.51			
	119	\$144.5000		89.15				



LUETKEMEYER JR FAMILY FDN CUST  
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*Detail*

<i>Energy</i>		Market value last period		Current market value		% of total portfolio		Total tax cost		Current yield		Estimated annual income	
Description [Symbol]		Quantity	Market value last period	Current market value	Current price per unit	Avg tax cost per unit	Unrealized gain/loss	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income		
SCHLUMBERGER LTD (SLB)	SEDO1279201	27,050.40	\$21,820.75	\$117,950.00	2.52 %	4,144.17	17,576.58	22.40		1.36 %	296.00		
ISIN AN8068571086													
SOUTHWESTERN ENERGY CO (SWN)		14,095.70	14,101.90	14,490.00	1.63 %	10,574.48	3,527.42	34.11		0.53 %	74.40		
<b>Total energy</b>			<b>\$68,988.85</b>		<b>7.94 %</b>	<b>\$36,555.34</b>	<b>\$34,433.51</b>		<b>0.71 %</b>	<b>\$492.00</b>			
<i>Financial</i>		Market value last period		Current market value		% of total portfolio		Total tax cost		Current yield		Estimated annual income	
Description [Symbol]		Quantity	Market value last period	Current market value	Current price per unit	Avg tax cost per unit	Unrealized gain/loss	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income		
DISCOVER FINANCIAL W/H (DFS)		\$28,086.75	\$29,440.50	\$61,980.00	3.39 %	\$26,407.89	\$3,032.61			1.55 %	\$456.00		
MARKEL CORP (HOLDING CO) (MKL)		34,571.88	30,159.44	655,640.00	3.48 %	13,963.58	16,195.86						
MOODY'S CORP (MCO)		46	28,655.90	24,895.44	2.87 %	20,575.83	4,319.61			1.28 %	318.08		
SEI INVESTMENT CO (SEIC)		24,862.15	24,741.35	32,770.00	2.85 %	14,557.74	10,183.61			1.35 %	332.20		
VISA INC (V)		755	36,306.27	35,609.99	4.11 %	11,779.99	23,830.00			0.76 %	270.40		
CLASS A SHARES		169	210,710.00	13,980.90	1.61 %	69.70							
WAGEWORKS INC (WAGE)		11,739.20	48,210.00			6,960.00	7,020.90						
<b>Total financial</b>			<b>\$158,827.62</b>		<b>18.29 %</b>	<b>\$94,245.03</b>	<b>\$64,582.59</b>		<b>0.87 %</b>	<b>\$1,376.68</b>			
<i>Health care</i>		Market value last period		Current market value		% of total portfolio		Total tax cost		Current yield		Estimated annual income	
Description [Symbol]		Quantity	Market value last period	Current market value	Current price per unit	Avg tax cost per unit	Unrealized gain/loss	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income		
ATRION CORP (ATRI)		\$11,039.00	\$11,410.00	\$326,000.00	1.32 %	\$7,068.08	\$4,341.92			0.79 %	\$89.60		
CELEGENE CORP (CELG)		17,598.45	24,046.40	85,880.00	2.77 %	\$201.95	10,855.29	38.77		13,191.11			



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<i>Health care</i>		Market value last period		Current market value		% of total portfolio		Total tax cost		Current yield		Estimated annual income	
Description [Symbol]	Quantity	Price per unit	Current	Price per unit	Current	Portfolio %	Avg tax cost per unit	Unrealized gain/loss	2,695.06				
EXAMWORKS GROUP INC (EXAM)	12,884.70	\$13,802.55	12,884.70	\$13,802.55	12,884.70	1.59 %	\$11,107.49	25.53					
4.35	31,730.00												
INTUITIVE SURGICAL INC (ISRG)	9,243.50	\$10,295.00	9,243.50	\$10,295.00	9,243.50	1.19 %	\$9,412.02	376.48					
25	411,800.00												
<b>Total health care</b>		<b>\$59,553.95</b>		<b>\$6.86 %</b>		<b>6.86 %</b>		<b>\$38,442.88</b>		<b>\$21,111.07</b>		<b>0.15 %</b>	
<i>Industrials</i>		Market value last period		Current market value		% of total portfolio		Total tax cost		Current yield		Estimated annual income	
Description [Symbol]	Quantity	Price per unit	Current	Price per unit	Current	Portfolio %	Avg tax cost per unit	Unrealized gain/loss	\$11,405.28				
COSTAR GROUP INC (CSGP)	\$17,440.50	\$17,398.70	110	\$158.1700	110	2.01 %	\$5,993.42	\$54.49					
FASTENAL CO (FAST)	41,681.25	\$42,313.95	41,681.25	\$42,313.95	41,681.25	4.88 %	4,211.93	4.93					
855	49,470.00												
HEALTH CARE SERVICES GROUP INC (HCSG)	19,195.20	\$18,988.80	19,195.20	\$18,988.80	19,195.20	2.19 %	8,774.81	10,213.99					
645	29,440.00												
JACOBS ENGINEERING GROUP INC (JEC)	18,833.94	\$18,221.76	18,833.94	\$18,221.76	18,833.94	2.10 %	12,912.95	5,308.81					
342	53,280.00												
STERICYCLE INC (SRCL)	34,311.00	\$35,526.00	34,311.00	\$35,526.00	34,311.00	4.10 %	23,661.24	78.87					
300	118,420.00												
15,195.00	17,940.00												
300	59,800.00												
22,788.15	23,107.70												
385	60,020.00												
29,620.50	31,557.50												
650	48,550.00												
<b>Total Industrials</b>		<b>\$205,054.41</b>		<b>23.61 %</b>		<b>23.61 %</b>		<b>\$109,243.10</b>		<b>\$95,811.31</b>		<b>0.78 %</b>	
													<b>\$1,599.05</b>

*Detail*

<i>Information technology</i>	Market value last period	Current market value	% of total	Total tax cost	Current yield	Estimated annual income
	Quantity	Current price per unit	Avg portfolio	Avg tax cost per unit	Unrealized gain/loss	
ANSYS INC [ANSS]	\$31,583.50	\$36,772.70	4.24 %	\$20,038.32	\$16,734.38	
CONCUR TECHNOLOGIES INC [CNQR]	485	\$75.8200		\$41.32		
DEALERTRACK TECHNOLOGIES INC [TRAK]	17,927.70	19,601.40	2.26 %	8,290.98	11,310.42	
EXPONENT INC [EXPO]	210	93.3400		39.48		
IMAX CORP [IMAX]	13,342.56	21,309.80	2.46 %	10,814.83	10,494.97	
QUALCOMM [QCOM]	470	45.3400		23.01		
RED HAT INC [RHT]	16,524.90	17,942.40	2.07 %	17,220.02	722.38	
ROPER IND'S INC NEW (ROP)	630	28.4800		27.33		
TRIMBLE NAVIGATION LTD (TRMB)	33,789.00	26,690.40	3.08 %	5,502.85	21,187.55	2.13 %
TYLER TECHNOLOGIES INC [TYL]	337	79.2000		16.33		
<b>Total information technology</b>	<b>\$237,763.85</b>	<b>\$123,313.35</b>	<b>27.38 %</b>	<b>\$114,450.50</b>	<b>0.40 %</b>	<b>\$955.16</b>
<i>Materials</i>	Market value last period	Current market value	% of total	Total tax cost	Current yield	Estimated annual income
	Quantity	Current price per unit	Avg portfolio	Avg tax cost per unit	Unrealized gain/loss	
ECOLAB INC [ECL]	\$33,302.95	\$33,958.70	3.91 %	\$15,639.57	\$18,319.13	0.99 %
	305	\$111.3400		\$51.28		



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<b>Telecommunication services</b>		Current market value	% of total portfolio	Total tax cost	Current yield	Estimated annual income
Description [Symbol]	Market value last period	Current price per unit	Avg tax cost per unit	Unrealized gain/loss		
AMERICAN TOWER CORP (AMT)	\$25,275.66	\$25,374.36	\$11,514.83	\$13,859.53	1.52 %	\$383.52
282	\$89,980.00	\$40.83				
<b>Total stocks</b>	<b>\$866,218.83</b>	<b>99.74 %</b>	<b>\$482,224.65</b>	<b>\$383,994.18</b>	<b>0.62 %</b>	<b>\$5,389.91</b>
<b>Total equities</b>	<b>\$866,218.83</b>	<b>99.74 %</b>	<b>\$482,224.65</b>	<b>\$383,994.18</b>	<b>0.62 %</b>	<b>\$5,389.91</b>
<b>Total portfolio</b>	<b>\$868,518.82</b>	<b>100.00 %</b>	<b>\$486,524.64</b>	<b>\$383,994.18</b>	<b>0.62 %</b>	<b>\$5,390.60</b>