

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

2004

Department of the Treasury
Internal Revenue Service

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

For calendar year 2004, or tax year beginning , 2004, and ending

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Luther I. Replogle Foundation
1900 L Street, NW #205
Washington, DC 20036-5002

A Employer identification number: **36-6141697**

B Telephone number (see instructions): **202-679-0677**

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

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, column (c), line 16): **\$ 12,169,076.**

J Accounting method: Cash Accrual
 Other (specify) _____ (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) (see instructions))		(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 (att sch)					
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B					
3 Interest on savings and temporary cash investments				N/A	
4 Dividends and interest from securities		323,811.	323,811.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain/(loss) from sale of assets not on line 10		284,131.			
b Gross sales price for all assets on line 6a: 3,063,960.					
7 Capital gain net income (from Part IV, line 2)			284,131.		
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/(loss) (att sch)					
11 Other income (attach schedule) See Statement 1		-659.			
12 Total. Add lines 1 through 11		607,283.	607,942.		
13 Compensation of officers, directors, trustees, etc		40,992.	10,248.		30,744.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		2,000.	500.		1,500.
16a Legal fees (attach schedule)					
b Accounting fees (attach sch) See St 2		5,500.	2,750.		2,750.
c Other prof fees (attach sch) See St 3		42,786.	42,786.		
17 Interest					
18 Taxes (attach schedule) See Stmt 4		17,821.	786.		2,358.
19 Depreciation (attach schedule) and depletion		1,714.			
20 Occupancy		7,968.			7,968.
21 Travel, conferences, and meetings		18,225.			18,225.
22 Printing and publications		1,572.			1,572.
23 Other expenses (attach schedule) See Statement 5		15,189.	308.		14,881.
24 Total operating and administrative expenses. Add lines 13 through 23		153,767.	57,378.		79,998.
25 Contributions, gifts, grants paid Part XV		394,600.			394,600.
26 Total expenses and disbursements. Add lines 24 and 25		548,367.	57,378.		474,598.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		58,916.			
b Net investment income (if negative, enter -0-)			550,564.		
c Adjusted net income (if negative, enter -0-)					

SCANNED AUG 28 2005

REVENUE

ADMINISTRATIVE AND OPERATING EXPENSES

RECEIVED
AUG 18 2005
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
A s s e t s	1	Cash – non-interest-bearing				
	2	Savings and temporary cash investments		531,943.	417,463.	417,463.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶		53,527.		
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch) ▶				
		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 (attach schedule) Statement 6			397,600.	404,314.
	b	Investments – corporate stock (attach schedule) Statement 7		3,980,645.	4,530,793.	7,731,541.
	c	Investments – corporate bonds (attach schedule) Statement 8		4,303,567.	3,536,072.	3,578,874.
	11	Investments – land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments – mortgage loans					
13	Investments – other (attach schedule) Statement 9			36,884.	36,884.	
14	Land, buildings, and equipment, basis ▶ 24,772.					
	Less: accumulated depreciation (attach schedule) See Stmt 10 ▶ 24,772.		1,714.			
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers – see instructions Also, see page 1, item l)		8,871,396.	8,918,812.	12,169,076.	
L i a b i l i t i e s	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
N e t A s s e t A n d F u n d B a l a n c e s	Organizations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		8,871,396.	8,918,812.	
30	Total net assets or fund balances (see instructions)		8,871,396.	8,918,812.		
31	Total liabilities and net assets/fund balances (see instructions)		8,871,396.	8,918,812.		

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	8,871,396.
2	Enter amount from Part I, line 27a	2	58,916.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,930,312.
5	Decreases not included in line 2 (itemize) ▶ See Statement 11	5	11,500.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	8,918,812.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See attachment	P	Various	Various
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 3,063,960.		2,779,829.	284,131.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			284,131.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	284,131.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	0.
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			

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 organization liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

If 'Yes,' the organization does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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 (column (b) divided by column (c))
2003	529,966.	10,706,570.	0.049499
2002	683,876.	10,850,812.	0.063025
2001	924,472.	11,928,888.	0.077499
2000	926,685.	13,612,102.	0.068078
1999	827,463.	13,647,703.	0.060630

2 Total of line 1, column (d)	2	0.318731
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	0.063746
4 Enter the net value of noncharitable-use assets for 2004 from Part X, line 5	4	11,593,776.
5 Multiply line 4 by line 3	5	739,057.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,506.
7 Add lines 5 and 6	7	744,563.
8 Enter qualifying distributions from Part XII, line 4	8	474,598.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling letter. _____ (attach copy of ruling letter if necessary— see instructions)		
b Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	11,011.
c All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3 Add lines 1 and 2	3	11,011.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	11,011.
6 Credits/Payments		
a 2004 estimated tax pmts and 2003 overpayment credited to 2004	6a	10,000.
b Exempt foreign organizations — tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	19,000.
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d	7	29,000.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	15.
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	17,974.
11 Enter the amount on line 10 to be Credited to 2005 estimated tax <input type="checkbox"/> 11,100. Refunded <input type="checkbox"/>	11	6,874.

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the organization 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 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 organization in connection with the activities</i>		X
c Did the organization 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 organization <input type="checkbox"/> \$ 0. (2) On organization managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers <input type="checkbox"/> \$ 0.		
2 Has the organization 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 organization 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
4 a Did the organization 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?		N/A
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 organization have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>Illinois</u>		
b If the answer is 'Yes' to line 7, has the organization 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 organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2004 or the taxable year beginning in 2004 (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
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application? Web site address <input type="checkbox"/> <u>www.lirf.org</u>	X	
12 The books are in care of <input type="checkbox"/> <u>Gwenn Gebhard</u> Telephone no. <input type="checkbox"/> <u>202-679-0677</u> Located at <input type="checkbox"/> <u>1900 L Street, NW, Washington, D.C.</u> ZIP + 4 <input type="checkbox"/> <u>20036-5002</u>		
13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here <input type="checkbox"/> N/A and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 13 <input type="checkbox"/> N/A		

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.

1a During the year did the organization (either directly or indirectly).

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? [] Yes [X] No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? [] Yes [X] No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? [] Yes [X] No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? [X] Yes [] 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)? [] Yes [X] No

(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the organization agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) [] Yes [X] 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 []

c Did the organization 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 2004? []

2 Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).

a At the end of tax year 2004, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2004? [] Yes [X] No

If 'Yes,' list the years [] 20__ , 20__ , 20__ , 20__

b Are there any years listed in 2a for which the organization 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.)

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 organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? [] Yes [X] No

b If 'Yes,' did it have excess business holdings in 2004 as a result of (1) any purchase by the organization 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 organization had excess business holdings in 2004)

4a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes? []

b Did the organization 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 2004? []

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? [] Yes [X] 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 [X] No

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

Organizations relying on a current notice regarding disaster assistance check here []

c If the answer is 'Yes' to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant? [] Yes [] No

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

6a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? [] Yes [X] No

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

If you answered 'Yes' to 6b, also file Form 8870

Table with 3 columns: Question, Yes, No. Rows correspond to questions 1a through 6b.

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 (see instructions).

(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 12		40,992.	2,000.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). 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 ▶

3 Five highest-paid independent contractors for professional services— (see instructions). 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 ▶

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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	11,470,444.
b Average of monthly cash balances	1b	263,003.
c Fair market value of all other assets (see instructions)	1c	36,884.
d Total (add lines 1a, b and c)	1d	11,770,331.
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	11,770,331.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	176,555.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,593,776.
6 Minimum investment return. Enter 5% of line 5	6	579,689.

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	579,689.
2a Tax on investment income for 2004 from Part VI, line 5	2a	11,011.
b Income tax for 2004. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	11,011.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	568,678.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	568,678.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	568,678.

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	474,598.
b Program-related investments - total from Part IX-B	1b	
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	474,598.
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	474,598.

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 2003	(c) 2003	(d) 2004
1 Distributable amount for 2004 from Part XI, line 7				568,678.
2 Undistributed income, if any, as of the end of 2003.				
a Enter amount for 2003 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2004:				
a From 1999	152,565.			
b From 2000	283,170.			
c From 2001	336,352.			
d From 2002	148,273.			
e From 2003	4,245.			
f Total of lines 3a through e	924,605.			
4 Qualifying distributions for 2004 from Part XII, line 4 ▶ \$ 474,598.				
a Applied to 2003, 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 2004 distributable amount				474,598.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2004 (If an amount appears in column (d), the same amount must be shown in column (a))	94,080.			94,080.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	830,525.			
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 2003 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2004 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2005				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 1999 not applied on line 5 or line 7 (see instructions)	58,485.			
9 Excess distributions carryover to 2005. Subtract lines 7 and 8 from line 6a	772,040.			
10 Analysis of line 9:				
a Excess from 2000	283,170.			
b Excess from 2001	336,352.			
c Excess from 2002	148,273.			
d Excess from 2003	4,245.			
e Excess from 2004				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

<p>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 2004, enter the date of the ruling ▶</p>					
<p>b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)</p>					
<p>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</p>	Tax year	Prior 3 years			(e) Total
	(a) 2004	(b) 2003	(c) 2002	(d) 2001	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – Enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year.)

- 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))
None
- 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 organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization 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 of the person to whom applications should be addressed
See attachment or www.lirf.org
- b** The form in which applications should be submitted and information and materials they should include.
See attachment or www.lirf.org
- 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.
None

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 See attachment	N/A	Public	See attachment	394,600.
Total				▶ 3a 394,600.
b Approved for future payment				
Total				▶ 3b

Underpayment of Estimated Tax by Corporations

2004

Department of the Treasury
Internal Revenue Service

▶ See separate instructions.
▶ Attach to the corporation's tax return.

Name Luther I. Replogle Foundation	Employer identification number 36-6141697
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Note: In most cases, the corporation is not required to file Form 2220 (see Part I below for exceptions) because the IRS will figure any penalty owed and bill the corporation. Even if Form 2220 is not required, the corporation may still use it to figure the penalty. In such a case, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but do not attach Form 2220.

Part I Reasons for Filing — Check the boxes below that apply. If any boxes are checked, and line 6, below, is \$500 or more, the corporation must file Form 2220, even if it does not owe a penalty.

- 1 The corporation is using the adjusted seasonal installment method
- 2 The corporation is using the annualized income installment method
- 3 The corporation is a 'large corporation' figuring its first required installment based on the prior year's tax

Part II Figuring the Underpayment

4 Total tax (see instructions)	4	11,011.
5a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 4	5a	
b Look-back interest included on line 4 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	5b	
c Credit for Federal tax paid on fuels (see instructions)	5c	
d Total. Add lines 5a through 5c	5d	
6 Subtract line 5d from line 4. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty.	6	11,011.
7 Enter the tax shown on the corporation's 2003 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 6 on line 8.	7	9,608.
8 Enter the smaller of line 6 or line 7. If the corporation is required to skip line 7, enter the amount from line 6.	8	9,608.

	(a)	(b)	(c)	(d)	(e)	
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990 — PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year.	9	5/15/04	6/15/04	9/15/04	10/01/04	12/15/04
Exception. If one of your installment due dates is September 15, 2004, see the instructions.						
10 Required installments. If the box on line 1 and/or line 2 above is checked, enter the amounts from Schedule A, line 38. If the box on line 3 (but not 1 or 2) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 8 above in each column.	10	2,402.	2,402.	1,922.	480.	2,402.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15.	11	3,323.		6,677.		
Complete lines 12 through 18 of one column before going to the next column.						
12 Enter amount, if any, from line 18 of the preceding column.	12		921.		3,274.	2,794.
13 Add lines 11 and 12.	13		921.	6,677.	3,274.	2,794.
14 Add amounts on lines 16 and 17 of the preceding column.	14			1,481.		
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	3,323.	921.	5,196.	3,274.	2,794.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		0.	0.	0.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18.	17		1,481.			
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column.	18	921.		3,274.	2,794.	

Go to Part III on page 2 to figure the penalty. Do not go to Part III if there are no entries on line 17 — no penalty is owed.

Part III Figuring the Penalty

	(a)	(b)	(c)	(d)	(e)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month)	19	9/15/04			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20	92			
21 Number of days on line 20 after 4/15/2004 and before 7/1/2004	21	15			
22 Underpayment on line 17 <input checked="" type="checkbox"/> $\frac{\text{Number of days on line 21}}{366} \times 5\%$	22	3.03			
23 Number of days on line 20 after 6/30/2004 and before 10/1/2004	23	77			
24 Underpayment on line 17 <input checked="" type="checkbox"/> $\frac{\text{Number of days on line 23}}{366} \times 4\%$	24	12.46			
25 Number of days on line 20 after 9/30/2004 and before 1/1/2005	25				
26 Underpayment on line 17 <input checked="" type="checkbox"/> $\frac{\text{Number of days on line 25}}{366} \times 5\%$	26				
27 Number of days on line 20 after 12/31/2004 and before 4/1/2005	27				
28 Underpayment on line 17 <input checked="" type="checkbox"/> $\frac{\text{Number of days on line 27}}{365} \times 5\%$	28				
29 Number of days on line 20 after 3/31/2005 and before 7/1/2005	29				
30 Underpayment on line 17 <input checked="" type="checkbox"/> $\frac{\text{Number of days on line 29}}{365} \times \text{ } \%$	30				
31 Number of days on line 20 after 6/30/2005 and before 10/1/2005	31				
32 Underpayment on line 17 <input checked="" type="checkbox"/> $\frac{\text{Number of days on line 31}}{365} \times \text{ } \%$	32				
33 Number of days on line 20 after 9/30/2005 and before 1/1/2006	33				
34 Underpayment on line 17 <input checked="" type="checkbox"/> $\frac{\text{Number of days on line 33}}{365} \times \text{ } \%$	34				
35 Number of days on line 20 after 12/31/2005 and before 2/16/2006	35				
36 Underpayment on line 17 <input checked="" type="checkbox"/> $\frac{\text{Number of days on line 35}}{365} \times \text{ } \%$	36				
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	15.49			
38 Penalty. Add columns (a) through (e) of line 37. Enter the total here and on Form 1120, line 33, Form 1120-A, line 29, or the comparable line for other income tax returns	38				15.

***For underpayments paid after March 31, 2005:** For lines 30, 32, 34, and 36, use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-1040 to get interest rate information.

Luther I. Replogle Foundation

36-6141697

Statement 1
Form 990-PF, Part I, Line 11
Other Income

Rental income - K-1

Total	\$	-659.
	\$	<u>-659.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax compliance	\$ 5,500.	\$ 2,750.		\$ 2,750.
Total	<u>\$ 5,500.</u>	<u>\$ 2,750.</u>		<u>\$ 2,750.</u>

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment management fees	\$ 42,786.	\$ 42,786.		
Total	<u>\$ 42,786.</u>	<u>\$ 42,786.</u>		<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax	\$ 14,677.			
Payroll tax	3,144.	\$ 786.		\$ 2,358.
Total	<u>\$ 17,821.</u>	<u>\$ 786.</u>		<u>\$ 2,358.</u>

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Computer and software expense	\$ 3,735.			\$ 3,735.
Insurance	250.			250.
Memberships	2,805.			2,805.
Other administrative expenses	819.			819.

Luther I. Replogle Foundation

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Statement 5 (continued)
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Payroll service fees	\$ 1,232.	\$ 308.		\$ 924.
Telephone expense	3,627.			3,627.
Website expenses	2,721.			2,721.
Total	<u>\$ 15,189.</u>	<u>\$ 308.</u>		<u>\$ 14,881.</u>

Statement 6
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
FHLB Bd 4.7% Due 10-08-2010	Cost	\$ 100,000.	\$ 100,000.
Fed Farm Cr Bks 5% Due 05-12-2011	Cost	297,600.	304,314.
		<u>\$ 397,600.</u>	<u>\$ 404,314.</u>
	Total	<u>\$ 397,600.</u>	<u>\$ 404,314.</u>

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
2,800 units Equity Office Pptys Tr REIT	Cost	\$ 58,800.	\$ 81,536.
4,000 units Public Storage Inc	Cost	70,320.	223,000.
Corporate stock - see attachment	Cost	4,401,673.	7,427,005.
	Total	<u>\$ 4,530,793.</u>	<u>\$ 7,731,541.</u>

Statement 8
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
Corporate bonds - see attachment	Cost	\$ 3,536,072.	\$ 3,578,874.
	Total	<u>\$ 3,536,072.</u>	<u>\$ 3,578,874.</u>

Luther I. Replogle Foundation

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Statement 9
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Value</u>	<u>Fair Market Value</u>
Westminster Fund	Cost	\$ 36,884.	\$ 36,884.
Total		<u>\$ 36,884.</u>	<u>\$ 36,884.</u>

Statement 10
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

<u>Category</u>	<u>Basis</u>	<u>Accum. Deprec.</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Furniture and Fixtures	\$ 24,772.	\$ 24,772.	\$ 0.	\$ 0.
Total	<u>\$ 24,772.</u>	<u>\$ 24,772.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 11
Form 990-PF, Part III, Line 5
Other Decreases

Prior Period Adjustment	Total	<u>\$ 11,500.</u>
		<u>\$ 11,500.</u>

Statement 12
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
David Replogle 1900 L Street, NW, #205 Washington, DC 20036-5002	Director < 1 hour/week	\$ 0.	\$ 0.	\$ 0.
James Hinchcliff 1900 L Street, NW, #205 Washington, DC 20036-5002	Vice President < 1 hour/week	0.	0.	0.
Paul R.S. Gebhard 1900 L Street, NW, #205 Washington, DC 20036-5002	President < 1 hour/week	0.	0.	0.

Luther I. Replogle Foundation

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Statement 12 (continued)
 Form 990-PF, Part VIII, Line 1
 List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
William O. Petersen 1900 L Street, NW, #205 Washington, DC 20036-5002	Secretary < 1 hour/week	\$ 0.	\$ 0.	\$ 0.
Elizabeth R. Dickie 1900 L Street, NW, #205 Washington, DC 20036-5002	Treasurer < 1 hour/week	0.	0.	0.
Sophia Gebhard Anema 1900 L Street, NW, #205 Washington, DC 20036-5002	Director < 1 hour/week	0.	0.	0.
Virginia Cobb 1900 L Street, NW, #205 Washington, DC 20036-5002	Director < 1 hour/week	0.	0.	0.
Gwenn H.S. Gebhard 1900 L Street, NW, #205 Washington, DC 20036-5002	Executive Direc 40 hours/week	40,992.	2,000.	0.
		Total \$ 40,992.	\$ 2,000.	\$ 0.

Form 990/990-PF

No.	Description	Acquired Date	Sold Date	Cost/ Basis	Bus. Pct.	Cur 179 Dep. Special Allow.	Prior 179/ Bonus/ Sp. Depr.	Prior Dec. Bal. Depr.	Salvage /Basis Reductn	Depr. Basis	Prior Depr.	Method	Life	Rate	Current Depr.
1	Furniture and equipment	Various		24,772						23,058	24,772	S/L	5		1,714
	<u>Furniture and Fixtures</u>			<u>24,772</u>						<u>23,058</u>	<u>24,772</u>				<u>1,714</u>
	Total Furniture and Fixtures			24,772		0	0	0	0	23,058	24,772				1,714
	Total Depreciation			<u>24,772</u>		<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>23,058</u>	<u>24,772</u>				<u>1,714</u>
	Grand Total Depreciation			<u>24,772</u>		<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>23,058</u>	<u>24,772</u>				<u>1,714</u>

Part II, Line 10b - Corporate Stocks

<u>Units</u>	<u>Description</u>	<u>Book</u>	<u>FMV</u>
3,000	Abbott Labs	\$ 123,328	\$ 139,950
6,000	American Express	82,700	338,220
3,000	Beckman Coulter	82,588	200,970
1,500	Caterpillar	117,588	146,265
5,000	Chesapeake Energy Corp	67,725	82,500
2,000	Colgate Palmolive	99,997	102,320
2,500	Conocophillips	119,829	217,075
3,000	Costco Whsl Corp	123,774	145,230
2,000	Disney Walt Co	49,480	55,600
2,000	ENI APA Sponsored	65,760	251,680
2,000	Entergy Corp	113,399	135,180
2,000	Exxon Mobil Corp	72,725	102,520
3,000	First Data Corp	122,820	127,620
4,000	Gannett Inc	74,200	326,800
4,000	General Electric	106,660	146,000
3,000	Gillette Co	93,582	134,340
13,000	Intel Corp	15,478	304,070
3,000	International Business Machs	285,145	295,740
4,000	Johnson & Johnson	59,233	253,680
10,560	JPMorgan Chase & Co	98,071	411,946
4,000	Lockheed Martin Corp	128,959	222,200
2,000	Medtronic	72,638	99,340
4,000	Microsoft	153,902	106,840
1,600	Murphy Oil Corp	68,311	128,720
3,000	Nestle SA Sponsored	158,715	196,223
2,000	Nordstrom Inc	74,830	93,460
2,400	Northrop Grumman	115,679	130,464
3,000	Office Depot	53,370	52,080
9,000	Old Republic International	38,567	227,700
2,800	Oracle Corporation	32,396	38,416
4,000	Paychex Inc.	36,878	136,320
7,017	Penney, J.C. Co	198,000	290,504
4,500	Pfizer Inc	170,055	121,005
6,000	Puget Energy Inc	148,272	148,200
3,000	Quicksilver Res Inc	57,336	110,340
1,990	SBC Communications	29,941	51,282
2,000	Telefonica SA Sponsored	13,275	113,000
3,000	Teva Pharmaceutical	75,171	89,580
4,000	Vodafone Group	35,321	109,520
100	Washington Post Co	87,646	98,302
4,000	Wrigley, Wm. Jr.	116,575	276,760
2,000	Chubb Corp	56,860	60,000
1,500	TXU Corp Income Prides	75,000	85,725
5,000	MFC Ishares Inc MSCI Japan	51,650	54,600
1,050	MFC Ishares TR MSCI EAFE Index	101,112	168,263
400	MFC Ishares TR MSCI Emerging	64,970	80,740
1,350	MFC Ishares TR Russell 2000	101,036	174,825
11,000	Conseco Inc Wt Exp Ser A	81,426	32,890
3,000	Ntl Inc Del Wt Ser A	29,700	12,000
	Total	\$ 4,401,673	\$ 7,427,005

Part II, Line 10c - Corporate Bonds

<u>Units</u>	<u>Description</u>	<u>Book</u>	<u>FMV</u>
150,000	Adaptec Inc Sub NT Conv 3% Due 03-05-07	\$ 149,250	\$ 143,250
100,000	Bisys Group Inc Conv Sub NT 4% Due 03-15-06	98,500	99,000
300,000	Hanover Compressor Co NT Conv 4.75% Due 3-15-08	286,625	291,375
100,000	International Rectifier Corp Conv 4.25% Due 07-15-07	85,688	98,500
100,000	Pvtpl International Rectifier Conv 4.25% Due 07-15-07	79,000	98,500
100,000	Sci Sys Inc Sub NT Conv 3% Due 03-15-07	95,625	95,000
500,000	Supervalu Inc Liquid Yield Zero Cpn Due 11-02-31	168,198	178,750
331,000	CIT Group 5.91% Due 11-23-05	347,533	338,474
200,000	Daimler Chrysler 7.25% Due 01-18-06	207,000	207,662
100,000	Ford Mtr Cr Global Landmark 6.875% Due 02-01-06	103,787	103,020
200,000	Georgia Pac Corp 7.5% Due 05-15-06	212,500	209,500
150,000	Medpartners Inc 7.375% Due 10-1-06	161,970	158,864
200,000	Gillette Co Dtd 10-1-02 3.5% Due 10-15-07	200,000	200,395
200,000	Sears Roebuck Accep Corp 6.7% Due 09-18-07	207,036	210,712
50,000	Allied Waste North Amer 8.5% Due 12-01-08	55,500	53,000
200,000	Bemis Co Inc 6.5% Due 08-15-08	203,360	218,348
150,000	Browning Ferris Inds 6.375% Due 01-15-08	154,500	153,000
200,000	Household Fin Corp 5.75% Due 10-15-08	200,000	205,654
200,000	Dean Foods Co 6.625% Due 05-15-09	216,250	210,500
100,000	Union Carbide Corp 6.7% Due 04-01-09	103,750	106,000
200,000	Household Fin Corp 4.25% Due 05-15-10	200,000	199,370
	Total	<u>\$3,536,072</u>	<u>\$3,578,874</u>

Luther I. Replogle Foundation
2004 Form 990-PF

36-6141697

Part IV - Capital Gains and Losses

<u>Date Sold</u>	<u>Date Purch.</u>	<u>Description</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Gain/Loss</u>
1/30/2004	11/1/2002	GMAC 6.38% Due 01/30/04	\$ 500,000	509,842	\$ (9,842)
2/20/2004	2/15/1990	1,121 shs ADR Telefonica	57,698	7,596	50,102
2/20/2004	3/15/2001	203 shs Winstar Communications	-	1,813	(1,813)
3/1/2004	11/1/1987	2,000 shs Bank One Corp	107,016	24,518	82,498
3/1/2004	3/29/2000	1,200 shs Oracle Corp	15,743	47,756	(32,013)
3/4/2004	6/29/1999	13,473 units Penn Traffic Co 11%	3,309	11,452	(8,143)
3/12/2004	8/13/2003	FHLB Bd 3.11% Due 09/12/06	200,000	200,000	-
3/18/2004	8/6/1990	3,000 shs Grainger Inc	137,395	81,588	55,807
3/26/2004	2/27/2002	CV Therapeutics 4.75% Due 03/07	144,375	133,000	11,375
4/15/2004	11/3/2003	Gillette 4.95% Due 10/30/12	100,000	99,637	363
4/20/2004	5/29/2003	3,000 shs Staples	79,757	58,630	21,127
5/3/2004	8/1/2002	Household Fin 6% Due 05/01/04	115,000	118,325	(3,325)
5/27/2004	4/23/2003	Federal Farm Bks 2.73% Due 09/28/06	295,725	300,375	(4,650)
6/17/2004	4/13/1999	300 shs Hospira	7,962	8,503	(541)
6/17/2004	8/13/2003	LSI Logic Corp 4% Due 11/01/06	96,500	95,500	1,000
7/27/2004	9/15/2003	FHLMC Due 09/15/09	197,650	200,000	(2,350)
8/13/2004	5/15/1992	1,000 shs Johnson & Johnson	54,619	34,793	19,826
8/16/2004	11/7/2001	1,000 shs Newell Finl Pfd	44,124	39,750	4,374
8/17/2004	5/27/2003	LSI Logic Corp 4% Due 11/01/06	97,750	94,250	3,500
8/19/2004	6/5/2000	1,000 shs Newell Finl Pfd	42,249	39,000	3,249
8/27/2004	8/13/2003	2,000 shs McCormick & Co	67,230	51,620	15,610
9/14/2004	6/5/2000	1,000 shs Newell Finl Pfd	42,999	39,000	3,999
10/14/2004	5/9/2002	4,500 shs Agilent Technologies	99,600	88,289	11,311
10/28/2004	5/27/2003	LSI Logic Corp 4% Due 11/01/06	98,000	94,250	3,750
11/16/2004	2/12/2003	JC Penney Cash-in-lieu	22	-	22
12/8/2004	12/12/2001	4,000 shs Cox Communications	139,000	156,075	(17,075)
12/20/2004	8/26/2003	BEA Sys Inc 4% Due 12/15/06	200,000	194,250	5,750
12/20/2004	2/15/1990	4,000 shs Merck & Co	120,237	50,017	70,220
			<u>\$3,063,960</u>	<u>2,779,829</u>	<u>\$284,131</u>

Attachment to Part XV, Line 2

The Luther I. Replogle Foundation* supports direct service efforts, as well as advocacy at the local, state, and/or federal levels (but not lobbying as defined under 501(c)(3) of the Internal Revenue Code). The Replogle Foundation provides grants for (1) general operating support, (2) new projects, and (3) capital campaigns (limited). The Replogle Foundation gives preference to organizations with small or modest operating budgets located in the following geographic areas: Chicago, Minneapolis, Palm Beach County (FL), and Washington, DC. The Replogle Foundation makes grants only to organizations that are tax-exempt under Section 501(c)(3) of the Internal Revenue Code. The Replogle Foundation does not make grants to individuals, except to the recipient of the Award for Management Improvement, which is implemented through the United States Department of State. The Replogle Foundation welcomes letters of inquiry before organizations submit fully developed proposals. All requests for funds are expected to use a Common Application form, such as the one developed by the Washington Grantmakers, the Minnesota Council on Foundations, or the Donors Forum of Chicago. If the application succeeds in the initial review stage, it will be reviewed at the next Board meeting for a final decision. Please be advised that even if an application has passed initial review, the Board occasionally will defer review of a request to a subsequent Board meeting to ensure a thoughtful, informed decision. The Board of the Replogle Foundation meets twice a year to make funding decisions, once in the autumn and once in the spring.

Timetable

All proposals and applications due by:	For consideration at the:
March 15	April meeting
September 15	October meeting

Please Send All Letters of Inquiry and Proposals to:
Luther I. Replogle Foundation
c/o Foundation Source
55 Walls Drive, 3rd Floor
Fairfield, CT 06824

**The pronunciation of the name is Rep' low-gul*

Luther I. Replogle Foundation
2004 Form 990-PF

36-6141697

Part XV, Line 3 - Grants and Contributions Paid During the Year

<u>Name and address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Community Christian Alternative Academy 1231 S. Pulaski Road, Chicago, IL 60623	Public	General Support	\$ 4,000
Holy Family Lutheran Church School 4256 West Walton, Chicago, IL 60651	Public	General Support	25,000
Brown University Providence, RI 02912	Public	Petra Excavations	46,000
STRIVE 231 S. Jefferson, St, Ste 700, Chicago, IL 60661	Public	General Support	1,000
Chicago Crime Commission 79 W. Monroe, Ste 801, Chicago, IL 60603	Public	General Support	5,000
Friends of the Parks 55 E. Washington St, Ste 911, Chicago, IL 60602	Public	General Support	1,000
Guatemalan Tomorrow Fund PO Box 3636, Tequesta, FL 33455	Public	General Support	5,000
Starfish Learning Center 1543 W. Howard St, Chicago, IL 60626	Public	General Support	5,000
American Friends of Tel Aviv University 39 Broadway, 15th Fl, New York, NY 10006	Public	General Support	4,000
American School of Classical Studies at Athens 68 Charlton Street, Princeton, NJ 08540	Public	Isthmia Excavation	10,100
Banyan Foundation 2528 16th Ave S., Minneapolis, MN 55404	Public	General Support	5,000
Chicago Youth Rowing Club 1537 W. Grace St, Chicago, IL 60613	Public	General Support	4,000
Oriental Institute 1155 E. 58th St, Chicago, IL 60613	Public	General Support	10,000

Part XV, Line 3 - Grants and Contributions Paid During the Year

<u>Name and address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
University of Chicago 5801 S. Ellis Ave, Chicago, IL 60637	Public	General Support	3,000
The Enterprising Kitchen 4545 N. Broadway, Chicago, IL 60640	Public	General Support	5,000
Bright Beginnings, Inc. 128 M St. NW, Ste 150, Washington, DC 20001	Public	General Support	5,000
Chicago Youth Centers 104 S. Michigan Ave, 14th Fl, Chicago, IL 60603	Public	General Support	9,500
H.O.M.E. Chicago, IL	Public	General Support	7,000
Hellenic Foundation 25 E. Washington, Room 1400, Chicago, IL 60602	Public	General Support	10,000
Hull House Association 10 S. Riverside, Chicago, IL 60606	Public	General Support	7,000
Tom O'Shea's Matador Boxing Club 1055 W. Columbia Ave, Chicago, IL 60626	Public	General Support	4,000
Migrant Association of South Florida 8645 W. Boynton Beach Blvd, Boynton Beach, FL 33437	Public	General Support	6,000
Planned Parenthood of Chicago 18 S. Michigan Ave, 6th Fl, Chicago, IL 60603	Public	General Support	7,000
University of Illinois Chicago, Department of Classics 601 S. Morgan, Chicago, IL 60607	Public	Tracy Lecture	1,000
Youth Expressions, Inc. 8260 NE 2nd Ave, Miami, FL 33138	Public	General Support	20,000
Chicago Child Care Society 5467 S. University, Chicago, IL 60615	Public	General Support	7,000

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2004 Form 990-PF

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Part XV, Line 3 - Grants and Contributions Paid During the Year

<u>Name and address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Girl Scouts of Chicago 222 S. Riverside, Ste 2120, Chicago, IL 60606	Public	General Support	1,000
Hope Rural School 15929 SW 150th St, Indiantown, FL 34956	Public	General Support	7,000
Jubilee Jobs 2712 Ontario Rd NW, Washington, DC 20009	Public	General Support	5,000
Lord's Place PO Box 3265, West Palm Beach, FL 33402	Public	General Support	5,000
Juvenile Protective Association 1707 N. Haisted St, Chicago, IL 60614	Public	General Support	4,000
Fourth Presbyterian Church of Chicago 126 E. Chestnut St, Chicago, IL 60611	Public	General Support	25,000
Ravinia Festival Association 400 Iris Ln, Highland Park, IL 60035	Public	General Support	5,000
Community Tax Aid, Inc. PO Box 33704, Washington, DC 20033	Public	General Support	1,000
For Love of Children 1816 12th St NW, Washington DC, 20009	Public	General Support	5,000
Concerned Citizen, Inc. 3426 Fulton Blvd, Chicago, IL 60624	Public	General Support	2,500
Girl Scout Council of the Nation's Capital 4301 Connecticut Ave NW, Washington, DC 20008	Public	General Support	5,000
Merit School of Music 47 W. Polk St M-3, Chicago, IL 60605	Public	General Support	15,000
Planned Parenthood of Metropolitan Washington DC 1108 16th St NW, Washington, DC 20036	Public	General Support	5,000

Luther I. Replogle Foundation
2004 Form 990-PF

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Part XV, Line 3 - Grants and Contributions Paid During the Year

<u>Name and address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Rebuilding Together 1536 16th St NW, Washington, DC 20036	Public	General Support	5,000
St. Leonard's House 2100 West Warren Blvd, Chicago, IL 60612	Public	General Support	5,000
Washington International School 3100 Macomb St NW, Washington, DC 20008	Public	General Support	1,000
Kimbark Residential Development 6040 S. Harper Ave, Chicago, IL 60637	Public	General Support	5,000
Dartmouth College Hanover, NH 03755	Public	Dartmouth College Fund	2,500
South Shore Art Center 119 Ripley Rd, Cohasset, MA 02025	Public	General Support	1,000
South Shore Health and Education Foundation 55 Fogg Rd, S. Weymouth, MA 02190	Public	General Support	3,000
Northwestern University 633 Clark Street, Evanston, IL 60208	Public	General Support	500
Manomet Center for Conservation 81 Stage Rd, Manomet, MA 02345	Public	General Support	1,000
Pine Manor College 400 Heath St, Chestnut Hill, MA 02467	Public	General Support	500
Cohasset Historical Society PO Box 627, Cohasset, MA 02025	Public	General Support	250
New England Wildlife Center 19 Fort Hill St, Hingham, MA 02043	Public	General Support	250
St. Stephen's Episcopal Church 16 Highland Ave, Cohasset, MA 02025	Public	General Support	1,000

Part XV, Line 3 - Grants and Contributions Paid During the Year

<u>Name and address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Digital Sisters, Inc. 3608 Georgia Ave NW, Ste 201, Washington, DC 20010	Public	General Support	2,500
Schubert Club 26 Founder Ave, Wrrwick, RI 02886	Public	General Support	2,500
St. Gregory's Episcopal Church 100 NE Mizner Blvd, Boca Raton, FL 33432	Public	General Support	5,000
St. Mary's Episcopal Church 306 S. Prosepct Ave, Park Ridge, IL 60068	Public	General Support	1,000
Hofstra University 128 Hofstra University, Hempstead, NY 11549	Public	Stephen Salzman Schol.	1,000
Florida Southern College 111 Lake Hollingsworth Dr, Lakeland, FL 33801	Public	Ken Martone Schol.	1,000
St. Paul Lutheran Church 4450 Harden Blvd, Lakeland, FL 33813	Public	Hurricane Relief	4,500
US Department of State, Recipient of the 2004 Luther I. Replogle Award for Management Improvement, Andrea J. Nelson	Public	Award	5,000
Geneva Lake Conservancy PO Box 588, Fontana, WI 53125	Public	General Support	1,000
Lake Geneva Fresh Air Association 361 N. Lake Shore Dr, Williams Bay, WI 53191	Public	General Support	2,500
Sharon Historical Society PO Box 175, Sharon, MA 02067	Public	General Support	500
University of Chicago Library 5801 S. Ellis Ave, Chicago, IL 60637	Public	General Support	2,500
Walworth County Historical Society 25 S. Wisconsin St, Elkhorn, WI 53121	Public	General Support	1,000

Luther I. Replogle Foundation
2004 Form 990-PF

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Part XV, Line 3 - Grants and Contributions Paid During the Year

<u>Name and address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Children's Theatre Company 1900 N. Cambridge Ave, Milwaukee, WI 53202	Public	General Support	1,000
Historic Preservation Foundation of the Fortnightly 120 E. Bellevue Place, Chicago, IL 60611	Public	General Support	500
Yale Alumni Association of the Northwest 211 First St. North, Room 445, Minneapolis, MN 55401	Public	General Support	500
US Committee of the Intl Institute for Strategic Studies 1747 Pennsylvania Ave NW, Washington, DC 20006	Public	General Support	1,000
New York Avenue Foundation 1313 New York Ave NW, Washington DC 20005	Public	General Support	2,000
Palisades Community Fund (affiliated with the Community Foundation for the National Capital Region) PO Box 40603, Washington, DC 20016	Public	General Support	500
Friends of Palisades Library 49th and V Street NW, Washington, DC 20007	Public	General Support	500
Christ Child Society 5101 Wisconsin Ave NW #304, Washington, DC 20016	Public	General Support	2,500
Foreign Affairs Museum Council 2855 Tilden St NW, Washington DC 20008	Public	General Support	2,500
Mailman School of Public Health (Columbia Univ. Med Ctr 630 W. 168th St, New York, NY 10032	Public	Granville Sewell Memorial Fund	500
First Presbyterian Church of Chicago 6400 South Kimbark, Chicago, IL 60637	Public	General Support	25,000
		Total	<u>\$ 394,600</u>

Application for Extension of Time to File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box
- If you are filing for an **Additional (not automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time – Only submit original (no copies needed)

Form 990-T corporations requesting an automatic 6-month extension – check this box and complete Part I only

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041

Electronic Filing (e-file). Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6-months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization Luther I. Replogle Foundation c/o Charles Wiggins, Jr.	Employer identification number 36-6141697
	Number, street, and room or suite number If a P O box, see instructions 222 North La Salle St., 25th Floor	
	City, town or post office For a foreign address, see instructions Chicago, IL 60601-1003	
	state	ZIP code

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

● The books are in the care of ▶ Gwenn Gebhard

Telephone No ▶ 202-296-3686 FAX No. ▶ _____

- If the organization does **not** have an office or place of business in the United States, check this box
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the **whole** group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a **Form 990-T corporation**) extension of time until 8/15, 20 05, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year 20 04 or
- ▶ tax year beginning _____, 20 _____, and ending _____, 20 _____.

2 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions \$ 22,323.

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit \$ 3,323.

c **Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions \$ 19,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.