Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: Lookout Foundation, Inc.

A Employer identification number: 22-3745074

Number and street (or P O box number if mail is not delivered to street address): 934 Flagship Dr

Room/suite:

B Telephone number (see instructions):

City or town, state, and ZIP code: Summerland Key FL 33042

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 7,500,982

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	2,535	2,535		
4	Dividends and interest from securities	146,260	146,260		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	71,219			
b	Gross sales price for all assets on line 6a 584,750				
7	Capital gain net income (from Part IV, line 2)		71,219		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns & allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) Stmt 1	7,403	7,403		
12	Total. Add lines 1 through 11	227,417	227,417	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) Stmt 2	3,000	3,000		
c	Other professional fees (attach schedule)				
17	Interest	30	30		
18	Taxes (attach schedule) (see instructions) Stmt 3	2,025	2,025		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att. sch) Stmt 4	40	40		
24	**Total operating and administrative expenses.** Add lines 13 through 23	5,095	5,095	0	0
25	Contributions, gifts, grants paid See Statement 5	362,100			362,100
26	**Total expenses and disbursements.** Add lines 24 and 25	367,195	5,095	0	362,100
27	Subtract line 26 from line 12.				
a	**Excess of revenue over expenses and disbursements**	-139,778			
b	**Net investment income** (if negative, enter -0-)		222,322		
c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	182,513	336,848	336,848
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶ Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) See Stmt 6	7,731,697	7,565,006	7,134,111
	c	Investments—corporate bonds (attach schedule) See Stmt 7	85,000	30,000	30,023
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) See Statement 8	74,272		
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶ See Statement 9)	4,981	4,981	
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	8,078,463	7,936,835	7,500,982
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 (attach schedule)			
	22	Other liabilities (describe ▶ See Statement 10)	1,850		
	23	**Total liabilities** (add lines 17 through 22)	1,850	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	8,076,613	7,936,835	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	8,076,613	7,936,835	
	31	**Total liabilities and net assets/fund balances** (see instructions)	8,078,463	7,936,835	

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	8,076,613
2	Enter amount from Part I, line 27a	2	-139,778
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,936,835
5	Decreases not included in line 2 (itemize) ▶ See Statement 11	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,936,835

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Worksheet			
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				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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	71,219
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) (see instructions) If (loss), enter -0- in Part I, line 8	3	11,907

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))
2010	348,565	7,464,853	0.046694
2009	326,518	6,663,992	0.048997
2008	314,490	7,931,048	0.039653
2007	165,460	7,119,835	0.023239
2006	157,904	3,314,663	0.047638

2	**Total** of line 1, column (d)	2	0.206221
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	0.041244
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	7,962,987
5	Multiply line 4 by line 3	5	328,425
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,223
7	Add lines 5 and 6	7	330,648
8	Enter qualifying distributions from Part XII, line 4	8	362,100

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			1	2,223
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-)			2	0
3	Add lines 1 and 2			3	2,223
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	2,223
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	10,158		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	10,158
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	7,935
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 7,935 **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	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?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation. ▶ $ ____ **(2)** On foundation managers. ▶ $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ Niles L. Noblitt Telephone no ▶ 305-745-1899
934 Flagship Drive
Located at ▶ Summerland Key FL ZIP+4 ▶ 33042

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 |

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ 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 ☒ 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)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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 2011?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
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 ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 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 2011)	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 2011?		4b		X

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b	If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

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 ▶ 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 (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 ▶	

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	7,926,061
b	Average of monthly cash balances	1b	158,190
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	8,084,251
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	8,084,251
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	121,264
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,962,987
6	**Minimum investment return.** Enter 5% of line 5	6	398,149

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	398,149
2a	Tax on investment income for 2011 from Part VI, line 5 2a 2,223		
b	Income tax for 2011 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	2,223
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	395,926
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	395,926
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	395,926

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	362,100
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	362,100
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 (see instructions)	5	2,223
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	359,877

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 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				395,926
2	Undistributed income, if any, as of the end of 2011:				
a	Enter amount for 2010 only			172,870	
b	Total for prior years. 20____ , 20____ , 20____				
3	Excess distributions carryover, if any, to 2011:				
a	From 2006				
b	From 2007				
c	From 2008				
d	From 2009				
e	From 2010				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2011 from Part XII, line 4. ▶ $ 362,100				
a	Applied to 2010, but not more than line 2a			172,870	
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2011 distributable amount				189,230
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2011 (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:**				
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b				
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				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				206,696
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2007				
b	Excess from 2008				
c	Excess from 2009				
d	Excess from 2010				
e	Excess from 2011				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. 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 foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

N/A

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.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed:

N/A

b The form in which applications should be submitted and information and materials they should include:

N/A

c Any submission deadlines.

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

N/A

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 Statement 13				362,100
Total			▶ 3a	362,100
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
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			14	2,535	
4 Dividends and interest from securities			14	146,260	
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			14	7,403	
8 Gain or (loss) from sales of assets other than inventory			14	71,219	
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		227,417	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 227,417

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
N/A	

DAA

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Nick L Nesbitt — 6/5/2011 — Treasurer

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
Lee L. Heyde		05/21/12	
Firm's name ▶ Heyde & Associates, PC		PTIN	P00024387
Firm's address ▶ 1822 E Center St Warsaw, IN 46580-3604		Firm's EIN ▶	35-2018670
		Phone no	574-269-4351

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2011

For calendar year 2011, or tax year beginning , and ending

Name	Employer Identification Number
Lookout Foundation, Inc.	22-3745074

	(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)
(1)	CENTERBANK FL NA 5.05	P	09/05/06	09/14/11
(2)	ALLIANZ AGIC OPPORTUNITY INSTL CL	P	08/27/07	12/06/11
(3)	MANAGERS CADENCE FOCUSED GROWTH FD	P	12/24/07	12/06/11
(4)	RICE HALL JAMES SMALL CAP PORT INST	P	12/14/06	12/06/11
(5)	T ROWE PRICE MID CAP GROWTH FUND	P	08/03/07	12/06/11
(6)	ISHARES DJ SELECT DIV FDSELECT DIVID	P	10/07/08	12/06/11
(7)	ISHARES TR DJ TOTAL MKT US TOTAL MKT	P	10/07/08	12/06/11
(8)	T ROWE PRICE MID CAP	P	Various	12/06/11
(9)	T ROWE PRICE INTL BOND	P	Various	12/06/11
(10)	Capital Gains Distributions			
(11)				
(12)				
(13)				
(14)				
(15)				

	(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)
(1)	55,000		55,000	
(2)	78,170		92,466	-14,296
(3)	100,438		119,254	-18,816
(4)	98,250		93,417	4,833
(5)	100,639		79,122	21,517
(6)	52,770		49,388	3,382
(7)	31,655		24,884	6,771
(8)	2,308			2,308
(9)	9,599			9,599
(10)	55,921			55,921
(11)				
(12)				
(13)				
(14)				
(15)				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				
(2)				-14,296
(3)				-18,816
(4)				4,833
(5)				21,517
(6)				3,382
(7)				6,771
(8)				2,308
(9)				9,599
(10)				55,921
(11)				
(12)				
(13)				
(14)				
(15)				

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	$ 7,403	$ 7,403	$
Total	$ 7,403	$ 7,403	$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Accounting Fees	$ 3,000	$ 3,000	$	$
Total	$ 3,000	$ 3,000	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Foreign Taxes Paid	$ 2,025	$ 2,025	$	$
Rounding				
Total	$ 2,025	$ 2,025	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
Dues & Fees	41	41		
Rounding	-1	-1		
Total	$ 40	$ 40	$ 0	$ 0

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Charles Schwab Stock Fund	$ 7,731,697	$ 7,565,006	Cost	$ 7,134,111
Total	$ 7,731,697	$ 7,565,006		$ 7,134,111

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Charles Schwab Bond Fund	$ 85,000	$ 30,000	Cost	$ 30,023
Total	$ 85,000	$ 30,000		$ 30,023

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Other Assets	$ 74,272	$	Cost	$
Total	$ 74,272	$ 0		$ 0

Federal Statements

Statement 9 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
Organizational Expense	$ 4,981	$ 4,981	$
Total	$ 4,981	$ 4,981	$ 0

Statement 10 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
Am Ex Credit Card	$ 1,850	$
Total	$ 1,850	$ 0

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

Description	Amount
Unrealized appreciation on gift of stock	$
Unrealized appreciation on prior gift of stock	
Federal excise tax	
Total	$ 0

Federal Statements

Statement 12 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
Nancy Z. Noblitt 934 Flagship Drive Summerland Key FL 33042	Pres./Dir.	0.00	0	0	0
Niles L. Noblitt 934 Flagship Drive Summerland Key FL 33042	Treas. / Dir	0.00	0	0	0
Catherine N. Keating 2816 NW 75th St. Seattle WA 98117	Dir.	0.00	0	0	0
Sarah E. Erlandson 2480 S Walnut Milton-Freewater OR 97862	Dir.	0.00	0	0	0
Joseph F. Noblitt 9455 Lake Washington Blvd NE Bellevue WA 98004	Dir.	0.00	0	0	0

Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Relationship	Address / Status	Purpose	Amount
St. Paul's Episcopal Church Key West FL 33040-6550	n/a	401 Duval St. 501c3	Charitable Grant	6,000
KAIR Marathon FL 33050	n/a	3010 Overseas Highway 501c3	Charitable Grant	250
SeaBee Foundation Big Pine Key FL 33043	n/a	P.O. Box 430657 501c3	Charitable Grant	3,000
Wolf Education and Research Center Portland OR 97212	n/a	P.O. Box 12604 501c3	Charitable Grant	3,000
American Red Cross Des Moines IA 50340	n/a	P.O. Box 4002018 501c3	Charitable Grant	10,000
American Red Cross Washington DC 20006	n/a	2025 E Street, NW 501c3	Charitable Grant	10,000
Give a Kid the Y Mtn. Lakes NJ 07046	n/a	100 Fanny Rd. 501c3	Charitable Grant	500
American Red Cross Washington DC 20006	n/a	2025 E Street, NW 501c3	Charitable Grant	10,000
Salvation Army Des Plaines IL 60016-6006	n/a	10 W Algonquin Rd 501c3	Charitable Grant	10,000
Tau Beta Pi Association Knoxville TN 37901-9910	n/a	P.O. Box 2697 501c3	Charitable Grant	100
Market Street Mission Morristown NJ 07960-5122	n/a	9 Market Street 501c3	Charitable Grant	10,000
American Red Cross Washington DC 20006	n/a	2025 E Street, NW 501c3	Charitable Grant	10,000
Market St. Mission Morristown NJ 07962	n/a	P.O. Box 1437 501c3	Charitable Grant	100
Save Our Wild Salmon Seattle WA 98119	n/a	200 First Avenue W, Ste 501c3	Charitable Grant	3,000
The Nature Conservancy Seattle WA 98101	n/a	1917 1st Ave. 501c3	Charitable Grant	8,000
Salvation Army Seattle WA 98109	n/a	111 Queen Anne Ave N #30 501c3	Charitable Grant	3,000
American Red Cross Seattle WA 98114	n/a	P.O. Box 3097 501c3	Charitable Grant	2,000

Federal Statements

Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Relationship	Address / Status	Purpose	Amount
Ballard Food Bank Seattle WA 98107	n/a	5130 Leary Avenue NW 501c3	Charitable Grant	3,000
Salvation Army Union NJ 07083	n/a	P.O. Box 3170 501c3	Charitable Grant	15,000
United Way of Morris County Morristown NJ 07962	n/a	P.O. Box 1948 501c3	Charitable Grant	7,000
United Way of FL Keys Islamorada FL 33036	n/a	P.O. Box 1287 501c3	Charitable Grant	12,000
The Nature Conservancy Chester NJ 07930-2432	n/a	200 Pottersville Rd. 501c3	Charitable Grant	10,000
The Nature Conservancy Seattle WA 98101	n/a	1917 1st Ave. 501c3	Charitable Grant	5,000
The Nature Conservancy Summerland Key FL 33042	n/a	P.O. Box 420237 501c3	Charitable Grant	12,000
St. Peter's Episcopal Church Mountain Lakes NJ 07046	n/a	215 Boulevard 501c3	Charitable Grant	1,000
Land Conservancy NJ Boonton NJ 07005	n/a	19 Boonton Ave. 501c3	Charitable Grant	1,000
Jersey Battered Women's Services, I Morristown NJ 07962	n/a	P.O. Box 1437 501c3	Charitable Grant	500
Samuel's House Key West FL 33040	n/a	1614 Truesdell Ct. 501c3	Charitable Grant	1,000
Take Stock in Children Miami FL 33166	n/a	8600 NW 36th St. Ste 500 501c3	Charitable Grant	3,000
Salvation Army Key West FL 33045-2878	n/a	P.O. Box 2878 501c3	Charitable Grant	17,700
Big Pine and Lower Keys Rotary Big Pine Key FL 33043	n/a	P.O. Box 431957 501c3	Charitable Grant	1,000
Toys for Tots Des Moines IA 50340-2896	n/a	P.O. Box 4002896 501c3	Charitable Grant	150
Habitat for Humanity Key West FL 33040-6535	n/a	402 Applerouth LN Ste 3 501c3	Charitable Grant	1,000
The Nature Conservancy Portland OR 97214	n/a	821 SE 14th Ave. 501c3	Charitable Grant	1,000

Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Relationship	Address / Status	Purpose	Amount
Walla Walla Pantry Shelf Walla Walla WA 99362-3370	n/a	325 South 1st Avenue 501c3	Charitable Grant	450
Salvation Army Seattle WA 98109	n/a	111 Queen Anne Ave N #30 501c3	Charitable Grant	7,000
Conch Republic Foster Children's Fu Key West FL 33040	n/a	1304 Truman Ave. 501c3	Charitable Grant	750
American Red Cross Seattle WA 98114	n/a	P.O. Box 3097 501c3	Charitable Grant	5,000
Back Pack 4 Kids Program Marathon FL 33050	n/a	230 41st Street 501c3	Charitable Grant	1,000
Northwest Harvest Seattle WA 98102-9913	n/a	P.O. Box 12272 501c3	Charitable Grant	2,000
The USO Washington DC 20077-7677	n/a	P.O. Box 96860 501c3	Charitable Grant	1,000
Bellevue Botanical Gardens Bellevue WA 98005	n/a	12001 Main Street 501c3	Charitable Grant	1,000
Mote Marine Lab Sarasota FL 34236-9677	n/a	1600 Ken Thompson Parkway 501c3	Charitable Grant	2,000
NAMI Eastside Redmond WA 98052	n/a	16315 NE 87th St. Ste B3 501c3	Charitable Grant	3,000
Key West Botanical Garden Society Key West FL 33040	n/a	5210 College Rd 501c3	Charitable Grant	1,100
Hopelink Redmond WA 98052	n/a	10675 Willows Rd. NE, St 501c3	Charitable Grant	500
RHIT Terre Haute IN 47803	n/a	5500 Wabash Avenue 501c3	Charitable Grant	50,000
Friends of the Clearwater Moscow ID 83843	n/a	P.O. Box 9241 501c3	Charitable Grant	3,000
The Nature Conservancy Portland OR 97214	n/a	821 SE 14th Ave. 501c3	Charitable Grant	5,000
United Way Umatilla Pendleton OR 97801	n/a	P.O. Box 1225 501c3	Charitable Grant	2,000
Walla Walla Children's Museum Walla Walla WA 99362-3975	n/a	77 Wainwright Dr. 501c3	Charitable Grant	1,500

Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Relationship	Address / Status	Purpose	Amount
Sustainable Living Center Walla Walla WA 99362	n/a	500 Tausick Way 501c3	Charitable Grant	2,500
Brain and Behavior Research Foundat Great Neck NY 11021	n/a	60 Cutler Mill Rd. Ste 4 501c3	Charitable Grant	4,000
ECHO North Ft. Myers FL 33917-	n/a	17391 Durrance Rd 501c3	Charitable Grant	14,000
Walla Walla Pantry Shelf Walla Walla WA 99362-3370	n/a	325 South 1st Avenue 501c3	Charitable Grant	1,000
Milton-Freewater Bread Basket Milton Freewater OR 97862	n/a	8 NE 7th Ave. 501c3	Charitable Grant	2,000
American Red Cross Miami FL 33135	n/a	335 SW 27 Avenue 501c3	Charitable Grant	4,000
CURE International Harrisburg PA 17105-9779	n/a	P.O. Box 2323 501c3	Charitable Grant	1,000
The Salvation Army Nat'l Headquarte Alexandria VA 22313	n/a	P.O. Box 269 501c3	Charitable Grant	15,000
American Red Cross National Washington DC 20006	n/a	2025 E Street, NW 501c3	Charitable Grant	10,000
O.R.E.F. Rosemont IL 60019-8839	n/a	6300 N. River Rd Ste 700 501c3	Charitable Grant	5,000
Operation Walk Moorseville IN 46158	n/a	1199 Hadley Rd. 501c3	Charitable Grant	1,000
Pathfinder International Watertown MA 02472-9926	n/a	9 Galen St. Ste 217 501c3	Charitable Grant	3,000
World Resource Institute Washington DC 20002	n/a	10 G Street NE Ste 800 501c3	Charitable Grant	1,000
Tippecanoe Watershed Foundation Warsaw IN 46581-1671	n/a	P.O. Box 1671 501c3	Charitable Grant	1,000
Special Olympics National Washington DC 20090-6548	n/a	P.O. Box 96548 501c3	Charitable Grant	1,000
Breast Cancer Research Foundation New York NY 10022-3343	n/a	60 East 56th St. 8th flo 501c3	Charitable Grant	1,000
NOLS Lander WY 82520-9907	n/a	284 Lincoln St. 501c3	Charitable Grant	1,000

Federal Statements

Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Relationship	Address / Status	Purpose	Amount
Dana Farber/Jimmy Fund Boston MA 02297-0025	n/a	P.O. Box 970025 501c3	Charitable Grant	1,000
Smile Train Washington DC 20090-6231	n/a	P.O. Box 96231 501c3	Charitable Grant	500
National Multiple Sclerosis New York NY 10017-3288	n/a	733 Third Avenue 501c3	Charitable Grant	500
Alliance for Youth Achievement Maryville TN 37802	n/a	P.O. Box 6634 501c3	Charitable Grant	1,000
InHealth Woodbridge VA 22192	n/a	12701 Marblestone Drive 501c3	Charitable Grant	500
Little Red Door Indianapolis IN 46202	n/a	1801 Meridian 501c3	Charitable Grant	1,000
NEST St. Louis MO 63105	n/a	326 N. Brentwood 501c3	Charitable Grant	5,000
Northwest Harvest Seattle WA 98102-9913	n/a	P.O. Box 12272 501c3	Charitable Grant	3,250
Women for Women International Central Islip NY 11722-92	n/a	P.O. Box 9224 501c3	Charitable Grant	2,500
Milton-Freewater Bread Basket Milton Freewater OR 97862	n/a	8 NE 7th Ave. 501c3	Charitable Grant	2,500
Ballard Food Bank Seattle WA 98107	n/a	5130 Leary Avenue NW 501c3	Charitable Grant	3,250
Walla Walla Pantry Shelf Walla Walla WA 99362-3370	n/a	325 South 1st Avenue 501c3	Charitable Grant	2,500
Mind Institute Santa Ana CA 92704	n/a	3631 S. Harbor Blvd. Ste 501c3	Charitable Grant	2,500
FKOC Key West FL 33041	n/a	P.O. Box 4767 501c3	Charitable Grant	2,000
Total				362,100

LOOK5074 05/21/2012 10 58 AM

Form **8868** (Rev January 2012)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- 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.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www irs gov/efile and click on e-file for Charities & Nonprofits

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension-check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return See instructions	Lookout Foundation, Inc.	[X] 22-3745074
	Number, street, and room or suite no If a P O box, see instructions 934 Flagship Dr	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions Summerland Key FL 33042	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ Niles L. Noblitt
934 Flagship Drive
Summerland Key FL 33042

Telephone No ▶ 305-745-1899 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 is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15/12 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2011 or

▶ [ ] tax year beginning , and ending .

2 If the tax year entered in line 1 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	3a	$ 2,223
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 10,158
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.
DAA