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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation Overlook International Foundation Inc		A Employer identification number 20-1164239	
% INVERNESS COUNSEL INC		B Telephone number (see instructions) (212) 207-2122	
Number and street (or P O box number if mail is not delivered to street address) c/o inverness counsel inc 845 3r 845 third ave 8th floor Suite		Room/suite	
City or town, state, and ZIP code New York, NY 10022		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		☐ Initial return of a former public charity ☐ Amended return ☐ Name change	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 18,994,286		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)	
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	11,000,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	62,454	62,454		
	4 Dividends and interest from securities.	161,256	161,256		
	5a Gross rents				
	b Net rental income or (loss) <u>-4,946</u>				
	6a Net gain or (loss) from sale of assets not on line 10	2,946,669			
	b Gross sales price for all assets on line 6a <u>2,946,669</u>				
	7 Capital gain net income (from Part IV, line 2)		2,946,669		
	8 Net short-term capital gain			62,572	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-18,310	-18,310		
	12 Total. Add lines 1 through 11	14,152,069	3,152,069	62,572	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	2,716	0	0	2,716
	b Accounting fees (attach schedule)	15,098	0	0	15,098
	c Other professional fees (attach schedule)				
	17 Interest	44,638	44,638		
	18 Taxes (attach schedule) (see instructions)	31,139	16,411		14,728
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	650			650
	22 Printing and publications				
	23 Other expenses (attach schedule)	41,312	40,812		500
	24 Total operating and administrative expenses. Add lines 13 through 23	135,553	101,861	0	33,692
	25 Contributions, gifts, grants paid	746,950			746,950
	26 Total expenses and disbursements. Add lines 24 and 25	882,503	101,861	0	780,642
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	13,269,566			
	b Net investment income (if negative, enter -0-)		3,050,208		
	c Adjusted net income (if negative, enter -0-)			62,572	

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	
Assets	1	Cash—non-interest-bearing	570,622	19,509	19,509
	2	Savings and temporary cash investments			
	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 page 15 of the instructions)	0	2,000	
	7	Other notes and loans receivable (attach schedule) ▶ _____ 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)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	6,217,739	18,974,777	18,974,777
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,788,361	18,996,286	18,994,286	
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 ▶ _____)	4,036	234,630	
	23	Total liabilities (add lines 17 through 22)	4,036	234,630	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ 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	6,784,325	18,761,656	
	30	Total net assets or fund balances (see page 17 of the instructions)	6,784,325	18,761,656	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,788,361	18,996,286	

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	6,784,325
2	Enter amount from Part I, line 27a	2	13,269,566
3	Other increases not included in line 2 (itemize) ▶ _____	3	144,594
4	Add lines 1, 2, and 3	4	20,198,485
5	Decreases not included in line 2 (itemize) ▶ _____	5	1,436,829
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	18,761,656

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)
1 a	OVERLOOK PARTNERS FUND			
b	MRYD			
c	OVERLOOK PARNTERS FUND			
d	MRYD			
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 2,803,238		0	2,803,238
b 80,859		0	80,859
c 29,588		0	29,588
d 32,984		0	32,984
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			2,803,238
b			80,859
c			29,588
d			32,984
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	2,946,669
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	62,572

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 page 18 of 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))
2011	776,344	7,076,658	0 109705
2010	829,573	8,301,681	0 099928
2009	745,852	896,023	0 832403
2008	832,964	873,045	0 954091
2007	358,506	505,320	0 709463

2 Total of line 1, column (d).	2	2 70559
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 541118
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	19,132,410
5 Multiply line 4 by line 3.	5	10,352,891
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	30,502
7 Add lines 5 and 6.	7	10,383,393
8 Enter qualifying distributions from Part XII, line 4. 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	8	780,642

Part VI

Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	61,004
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	
3		Add lines 1 and 2.		3	61,004
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	61,004
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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	0
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	231
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	61,235
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐	Refunded ☐	11	

Part VII-A

Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
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)?			No
	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		No
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?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MI _____			
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	Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 	11	Yes	
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address  n/a	13	Yes	
14	The books are in care of  INVERNESS COUNSEL INC Telephone no  (212) 207-2122 Located at  845 THIRD AVENUE 8TH FLOOR New York NY ZIP +4  10022			
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			
16	At any time during calendar year 2012, 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		No
See 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. 	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?.  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).	2b		No
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 2012 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2012?	4b		No

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)?	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?	☐ 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		No
	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?	7b		No

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
Richard H Lawrence	President	0		
30 Evergreen Drive Kentfield, CA 94904	0			
Dee M Lawrence	Vice President	0		
30 Evergreen Drive Kentfield, CA 94904	0			
Philip S Lawrence	Treasury/Secretary	0		
545 Madison Avenue 9th Floor New York, NY 10021	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
Total number of other employees paid over \$50,000.				

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
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	
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 NONE	
2	
All other program-related investments. See page 24 of the 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	0
b	Average of monthly cash balances.	1b	448,990
c	Fair market value of all other assets (see instructions).	1c	18,974,777
d	Total (add lines 1a, b, and c).	1d	19,423,767
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	19,423,767
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	291,357
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19,132,410
6	Minimum investment return. Enter 5% of line 5.	6	956,621

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	956,621
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	61,004
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	61,004
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	895,617
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	895,617
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	895,617

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	780,642
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	780,642
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	780,642
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				895,617
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010 , 2009 , 2008		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	335,186			
b From 2008.	789,312			
c From 2009.	701,846			
d From 2010.	417,329			
e From 2011.	432,806			
f Total of lines 3a through e.	2,676,479			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 780,642				
a Applied to 2011, but not more than line 2a			0	
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 2012 distributable amount.				780,642
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	114,975			114,975
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,561,504			
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
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 2007 not applied on line 5 or line 7 (see instructions). . .	220,211			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,341,293			
10 Analysis of line 9				
a Excess from 2008. . . .	789,312			
b Excess from 2009. . . .	701,846			
c Excess from 2010. . . .	417,329			
d Excess from 2011. . . .	432,806			
e Excess from 2012. . . .				

Part XIVPrivate 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 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

See Additional Data Table

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

See Additional Data Table

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	746,950
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	223,720	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			16	-4,946	
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	2,928,349	
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). .				3,147,123	
13 Total. Add line 12, columns (b), (d), and (e).			13		3,147,123

[illegible]

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. (2) Other assets. b Other transactions (1) Sales of assets to a noncharitable exempt organization. (2) Purchases of assets from a noncharitable exempt organization. (3) Rental of facilities, equipment, or other assets. (4) Reimbursement arrangements. (5) Loans or loan guarantees. (6) Performance of services or membership or fundraising solicitations. c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. 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		Yes	No
	1a(1)		No
	1a(2)		No
	1b(1)		No
	1b(2)		No
	1b(3)		No
	1b(4)		No
	1b(5)		No
	1b(6)		No
	1c		No

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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 or fiduciary) is based on all information of which preparer has any knowledge.

* * * * *

2013-11-15

* * * * *

Signature of officer or trustee

Date

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Firm's name	ROWBOTHAM & COMPANY LLP		Firm's EIN	
	101 SECOND STREET SUITE 1200			
Firm's address	SAN FRANCISCO, CA 94105		Phone no (415) 433-1177	

Form 990PF Part XV Line 1a - 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).

RICHARD H LAWRENCE
DEE M LAWRENCE

Form 990PF Part XV Line 1b - 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.

RICHARD H LAWRENCE
DEE M LAWRENCE

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
A home 141 Tompkins Ave 3rd Floor pleasantville, NY 10570	none	IRC Sec 501 (c)(3)	Further Charity Activity	17,000
Accion International 56 Roland St Suite 300 Boston,MA 02129	none	IRC Sec 501 (c)(3)	further charity activity	300
Adopt a Family of marin 1930 Fourth St San Rafael,CA 94901	none	IRC Sec 501 (c)(3)	further charity activity	500
Animal Welfare Institute PO Box 3650 Washington,DC 20027	none	IRC Sec 501 (c)(3)	further charity activity	600
Audubon Canyon Ranch PO box 577 Stinson Beach,CA 949709800	none	IRC Sec 501 (c)(3)	further charity activity	100
The Bay School of San Francisco 35 Keyes Ave PO Box 29610 San Francisco,CA 941290610	none	IRC Sec 501 (c)(3)	further charity activity	30,000
Beginning with Children Foundation 575 Lexington Ave 33rd Flr New York,NY 10022	none	IRC Sec 501 (c)(3)	further charity activity	10,000
Berea College CPO 2216 Berea,KY 40404	none	IRC Sec 501 (c)(3)	further charity activity	8,000
Bowdoin College 4100 College Station Brunswick,ME 040118432	none	IRC Sec 501 (c)(3)	further charity activity	25,000
Bridge School 545 Eucalyptus Ave Hillsborough,CA 940106404	none	IRC Sec 501 (c)(3)	further charity activity	300
Canal Alliance 91 Larkspur St San Rafael,CA 94901	none	IRC Sec 501 (c)(3)	further charity activity	2,000
Committee for the Great Salt Pond PO Box 1092 New Shoreham,RI 02807	none	IRC Sec 501 (c)(3)	further charity activity	6,000
KQED 2601 Mariposa Street San Francisco,CA 941101426	none	IRC Sec 501 (c)(3)	further charity activity	600
Love is the Answer 4340 Redwood Highway 101 San Rafael,CA 94903	none	IRC Sec 501 (c)(3)	further charity activity	200
Marin county library 3501 civic center drive 414 san rafael,CA 94903	none	IRC Sec 501 (c)(3)	further charity activity	200

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Medecins Sans Frontieres 333 Seventh Ave 2nd Flr New York,NY 10001	none	IRC Sec 501 (c)(3)	further charity activity	500
Nature Conservancy 4245 N Fairfax Dr Ste 100 arlington,VA 222031606	none	IRC Sec 501 (c)(3)	further charity activity	70,000
Operation Comfort PO Box 4010 Lago Vista,TX 78645	none	IRC Sec 501 (c)(3)	further charity activity	500
Remote Area Medical Foundation 1834 Beech Street Knoxville,TN 379202602	none	IRC Sec 501 (c)(3)	further charity activity	1,000
Salvation Army World Service Office 615 Slaters Lane Alexandria,VA 22313	none	IRC Sec 501 (c)(3)	further charity activity	250
San Domenico School 1500 butterfield Rd San Anselmo,CA 94960	none	IRC Sec 501 (c)(3)	Further charity activity	25,000
Siempre Unidos 1001 Smith Road mill valley,CA 94941	none	IRC Sec 501 (c)(3)	further charity activity	30,000
Smile Train 245 5th Ave Suite 2201 New York,NY 10016	none	IRC Sec 501 (c)(3)	further charity activity	300
Special Olympics 3480 Buskirk Ave suite 340 pleasant hill,CA 94523	none	IRC Sec 501 (c)(3)	further charity activity	300
Trees water & people 633 Remington St Fort collins,CO 80524	none	IRC Sec 501 (c)(3)	further charity activity	8,000
trips for kids 138 sunnyside mill valley,CA 94941	none	IRC Sec 501 (c)(3)	further charity activity	2,000
UCSF Foundation Brain Tumor Research Center 44 Montgomery St Ste 2200 UCSF San Francisco,CA 941430248	none	IRC Sec 501 (c)(3)	further charity activity	15,000
World Wildlife Fund 1250 24th St NW PO Box 96555 Washington,DC 200777789	none	IRC Sec 501 (c)(3)	further charity activity	7,500
Yale child study center Yale Univ Office of Development New Haven,CT 065212038	none	IRC Sec 501 (c)(3)	further charity activity	50,000
Yale School of Public Health Yale Univ Office of Development New Haven,CT 065212038	none	IRC Sec 501 (c)(3)	further charity activity	68,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Aim High PO Box 410715 San Francisco, CA 941410715	none	IRC Sec 501 (c)(3)	further charity activity	6,000
Dickinson College PO Box 1773 Carlisle, PA 17013	none	IRC Sec 501 (c)(3)	further charity activity	50,000
Hospice by the Bay 17 E Sir Francis Drake Blvd Larkspur, CA 94939	none	IRC Sec 501 (c)(3)	further charity activity	1,000
Humanus Documentary Films Corp 11165 Barman Ave Culver City, CA 90230	NONE	IRC Sec 501 (c)(3)	further charity activity	15,000
Navy SEAL Warrior Fund Inc 181 Hudson St Apt 4c New York, NY 10013	none	IRC Sec 501 (c)(3)	further charity activity	2,500
SKIP of New York 213 West 35th Street 11th Floor New York, NY 10001	none	IRC Sec 501 (c)(3)	further charity activity	25,000
United Service Organizations Inc 211 Wilson Blvd Suite 1200 Arlington, VA 22201	NONE	IRC Sec 501 (c)(3)	further charity activity	300
YMCA of San Francisco (for Marin YMCA) 1500 Los Gamos Dr San Rafael, CA 94903	none	IRC Sec 501 (c)(3)	further charity activity	400
Brown University 545 Eucalyptus Avenue Hillsborough, CA 94010	none	IRC Sec 501 (c)(3)	Further Charity Activity	6,000
Aprovecho Research Institute PO Box 1175 Cottage Grove, OR 97424	none	IRC Sec 501 (c)(3)	Further Charity Activity	15,000
AGE Africa 3643 Davis St Nw Washington, DC 20007	none	IRC Sec 501 (c)(3)	further charity activity	3,500
100 Friends Project 2140 Shattuck Avenue 2050 Berkeley, CA 94704	none	IRC Sec 501 (c)(3)	further charity activity	500
Children of the Valley 1318 South 18th Street Mount Vernon, WA 98274	none	IRC Sec 501 (c)(3)	further charity activity	12,000
Halleck Creek Riding Club for Handicapped Children 174 Old Rancheria Road Nicasio, CA 94946	none	IRC Sec 501 (c)(3)	further charity activity	15,000
Medshare International 3240 Clifton Springs Road Decatur, GA 30034	none	IRC Sec 501 (c)(3)	further charity activity	15,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Organization for Community Health Outreach 119 West Road Suite 1200 Towson,MD 21204	none	IRC Sec 501 (c)(3)	further charity activity	15,000
Zamorano University 1701 Pennsylvania Avenue NW Suite Washington DC,DC 20006	none	IRC Sec 501 (c)(3)	further charity activity	1,000
royal ontario museum 100 queens park toronto,ontario m55 2c6 CA	none	IRC Sec 501 (c)(3)	further charity activity	10,000
Give to Asia 465 California St 9th floor san francisco,CA 94104	none	IRC Sec 501 (c)(3)	further charity activity	1,000
International Collaborative for Science 81 Kirkland St Ste 2 Cambridge,MA 02138	none	IRC Sec 501 (c)(3)	further charity activity	15,000
planned parenthood federation of america 34 west 33rd st New York,NY 10001	none	IRC Sec 501 (c)(3)	further charity activity	500
Partnership for Transparency Fund 4355 KIngle St NW Washington,DC 20016	none	IRC Sec 501 (c)(3)	further charity activity	100,000
block island medical center po box 919 payne rd block island,RI 02807	none	irc sec 501 (c)(3)	further charitable activity	500
center for domestic peace 734 a street san rafael,CA 94901	none	irc sec 501 (c)(3)	further charity activty	300
dedication to special ed c/o marin county office of educatio po box 4925 san rafael,CA 94913	none	irc sec 501 (c)(3)	further charity activity	100
marin general hospital foundation 100 b drakes landing ste 255 greenbrae,CA 94904	none	irc sec 501 (c)(3)	further charity activity	500
national audubon society 225 varick st new york,NY 10014	none	irc sec 501 (c)(3)	further charity activity	1,000
sick kids foundation 525 univeristy ave toronto,ontario m5g 2l3 CA	none	irc sec 501 (c)(3)	further charity activity	10,000
st mark's church 85 east main st mount kisko,NY 10549	none	irc sec 501 (c)(3)	further charity activity	35,000
thresholds 4101 n ravenswood ave chicago,IL 60613	none	irc sec 501 (c)(3)	further charity activity	10,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
marin humane society 171 bel marin keys blvd novato, CA 94949	none	irc sec 501 (c)(3)	further charity activity	200
Total  3a				746,950

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization Overlook International Foundation Inc	Employer identification number 20-1164239
--	---

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization Overlook International Foundation Inc	Employer identification number 20-1164239
--	---

Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	Richard Dee Lawrence 30 Evergreen Drive Kentfield, CA 94939	\$ 11,000,000	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

[illegible]

Name of organization Overlook International Foundation Inc	Employer identification number 20-1164239
--	---

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

TY 2012 Accounting Fees Schedule

Name: Overlook International Foundation Inc

EIN: 20-1164239

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	15,098			15,098

**TY 2012 All Other Program
Related Investments Schedule**

Name: Overlook International Foundation Inc
EIN: 20-1164239

Category	Amount
NONE	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: Overlook International Foundation Inc

EIN: 20-1164239

TY 2012 Investments - Other Schedule

Name: Overlook International Foundation Inc

EIN: 20-1164239

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MRYD LLC	FMV	3,698,865	3,698,865
THE OVERLOOOK PARTNER'S FUND	FMV	15,275,912	15,275,912

TY 2012 Land, Etc. Schedule**Name:** Overlook International Foundation Inc**EIN:** 20-1164239

TY 2012 Legal Fees Schedule

Name: Overlook International Foundation Inc

EIN: 20-1164239

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	2,716			2,716

TY 2012 Other Decreases Schedule

Name: Overlook International Foundation Inc

EIN: 20-1164239

Description	Amount
UNREALIZED DECREASE IN MARKET VALUE	1,436,829

TY 2012 Other Expenses Schedule

Name: Overlook International Foundation Inc

EIN: 20-1164239

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CUSTODY FEES	500			500
K-1 CHARITABLE CONTRIBUTION	9	9		
K-1 ROYALTY DEDUCTIONS	7	7		
K-1 SEC 59(E)(2) EXPENDITURES	865	865		
K-1 PORTFOLIO DEDUCTIONS (2%)	18,670	18,670		
K-1 OTHER DEDUCTIONS	21,261	21,261		

TY 2012 Other Income Schedule**Name:** Overlook International Foundation Inc**EIN:** 20-1164239

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 ordinary Income	5,243	5,243	
K-1 Royalty Income	60	60	
K-1 Other Income	9,615	9,615	
K-1 section 1231 gains	-28,291	-28,291	
k-1 net rental income	-4,946	-4,946	
k-1 guaranteed payments	9	9	

TY 2012 Other Increases Schedule

Name: Overlook International Foundation Inc

EIN: 20-1164239

Description	Amount
BOOK/TAX DIFFERENCES	144,594

TY 2012 Other Liabilities Schedule

Name: Overlook International Foundation Inc

EIN: 20-1164239

Description	Beginning of Year - Book Value	End of Year - Book Value
OTHER LIABILITIES	4,036	10,630
ST LOAN - MRYD	0	224,000

TY 2012 Taxes Schedule**Name:** Overlook International Foundation Inc**EIN:** 20-1164239

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE TAXES	20			20
K-1 FOREIGN TAXES	16,411	16,411		
FEDERAL TAXES	14,708			14,708

TY 2012
TransfersToControlledEntities

Name: Overlook International Foundation Inc

EIN: 20-1164239

Name	US / Foreign Address	EIN	Description	Amount
Proyecto Mirador LLC	c/o Inverness Counsel 845 3rd Ave New York, NY 10022	26-4280164	further charity activity	0
Total				