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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation LOOKOUT FOUNDATION, INC. C/O HEMENWAY & BARNES, LLP		A Employer identification number 27-2981081
Number and street (or P.O. box number if mail is not delivered to street address) 60 STATE STREET		B Telephone number 617-227-7940
City or town, state, and ZIP code BOSTON, MA 02109		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 ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation		2. Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ 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) \$ 30,639,689.	J Accounting method ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH	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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		276.	276.		STATEMENT 1
4 Dividends and interest from securities		446,433.	446,066.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,516,848.			
b Gross sales price for all assets on line 6a		10,903,867.			
7 Capital gain net income (from Part IV, line 2)			2,516,829.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)		21,116.	14,609.		STATEMENT 3
11 Other income		2,984,673.	2,977,780.		
12 Total. Add lines 1 through 11		37,500.	12,500.		25,000.
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		7,448.	0.		7,448.
b Accounting fees STMT 5		32,084.	833.		31,251.
c Other professional fees STMT 6		182,037.	182,037.		0.
17 Interest		567.	531.		0.
18 Taxes STMT 7		54,692.	12,692.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		110.	0.		110.
22 Printing and publications					
23 Other expenses STMT 8		166,750.	163,052.		3,649.
24 Total operating and administrative expenses. Add lines 13 through 23		481,188.	371,645.		67,458.
25 Contributions, gifts, grants paid		116,620.			116,620.
26 Total expenses and disbursements. Add lines 24 and 25		597,808.	371,645.		184,078.
27 Subtract line 26 from line 12		2,386,865.			
a Excess of revenue over expenses and disbursements			2,606,135.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED NOV 27 2013

Revenue

Operating and Administrative Expenses

RECEIVED

NOV 25 2013

OQUEL, 17

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10

LOOKOUT FOUNDATION, INC.

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	10,831,928.	1,226,131.	1,226,131.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 9	4,929,298.	6,816,764.	6,816,764.
	c Investments - corporate bonds STMT 10	0.	1,493,633.	1,493,633.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	12,305,578.	21,016,648.	21,016,648.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 12)	54,239.	86,513.	86,513.	
16 Total assets (to be completed by all filers)	28,121,043.	30,639,689.	30,639,689.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	28,121,043.	30,639,689.	
	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	28,121,043.	30,639,689.		
31 Total liabilities and net assets/fund balances	28,121,043.	30,639,689.		

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	28,121,043.
2 Enter amount from Part I, line 27a	2	2,386,865.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	131,781.
4 Add lines 1, 2, and 3	4	30,639,689.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	30,639,689.

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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			
b SEE ATTACHED STATEMENT			
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 10,903,867.		8,808,402.	2,516,829.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			2,516,829.

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	2,516,829.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	90,139.	28,042,492.	.003214
2010	0.	17,549,278.	.000000
2009			
2008			
2007			

2 Total of line 1, column (d)	2	.003214
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	.001607
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	28,720,543.
5 Multiply line 4 by line 3	5	46,154.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	26,061.
7 Add lines 5 and 6	7	72,215.
8 Enter qualifying distributions from Part XII, line 4	8	184,078.

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.

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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)		1	26,061.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	26,061.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	26,061.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	17,997.	
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	17,997.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	20.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	8,084.	
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

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ VT, MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► HEMENWAY & BARNES, LLP Telephone no ► 617-227-7940 Located at ► 60 STATE STREET, STE. 800, BOSTON, MA ZIP+4 ► 02109			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
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	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	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 2012?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

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

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DINAH L. BUECHNER-VISCHER C/O HEMENWAY & BARNES LLP 60 STATE ST BOSTON, MA 02109	DIRECTOR AND	PRESIDENT		
	5.00	12,500.	0.	0.
ANNE STETSON C/O HEMENWAY & BARNES LLP 60 STATE ST BOSTON, MA 02109	DIRECTOR AND	SECRETARY		
	5.00	12,500.	0.	0.
ROBERTO RODRIGUEZ C/O HEMENWAY & BARNES LLP 60 STATE ST BOSTON, MA 02109	DIRECTOR AND	TREASURER		
	7.00	12,500.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

0

Form **990-PF** (2012)

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	16,140,048.
b	Average of monthly cash balances	1b	1,210,378.
c	Fair market value of all other assets	1c	11,807,486.
d	Total (add lines 1a, b, and c)	1d	29,157,912.
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	29,157,912.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	437,369.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,720,543.
6	Minimum investment return. Enter 5% of line 5	6	1,436,027.

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	1,436,027.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	26,061.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	26,061.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,409,966.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,409,966.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,409,966.

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	184,078.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	184,078.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	26,061.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	158,017.

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				1,409,966.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	61,025.			
b From 2008	922,331.			
c From 2009	423,217.			
d From 2010	300,265.			
e From 2011				
f Total of lines 3a through e	1,706,838.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 184,078.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				184,078.
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))	1,225,888.			1,225,888.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	480,950.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	480,950.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009	180,685.			
c Excess from 2010	300,265.			
d Excess from 2011				
e Excess from 2012				

Form 990-PF (2012)

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
<i>a Paid during the year</i>				
CONCORD CARLISLE REGIONAL SCHOOL DISTRICT 120 MERIMAN ROAD CONCORD, MA 01742	N/A	PUBLIC CHARITY	LIGHTHOUSE STUDENT SUPPORT CENTER AWARD	60,000.
VERMONT LAND TRUST 8 BAILEY AVENUE MONTPELIER, VT 05602	N/A	PUBLIC CHARITY	THE GOAL OF OUR FARMLAND ACCESS PROGRAM IS TO PROVIDE FARMERS WITH OPPORTUNITIES TO	56,620.
Total			3a	116,620.
<i>b Approved for future payment</i>				
NONE				
Total			3b	0.

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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)

[illegible]

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. | | |

[illegible]

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

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

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

Paid Preparer Use Only	Print/Type preparer's name THOMAS F. BLANEY	Preparer's signature 	Date 1/7/13	Check ☐ if self-employed	PTIN P00234022
	Firm's name ▶ O'CONNOR DAVIES, LLP			Firm's EIN ▶ 27-1728945	
	Firm's address ▶ 665 FIFTH AVENUE NEW YORK, NY 10022			Phone no (212) 286-2600	

Form **990-PF** (2012)

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	SALE OF PUBLICLY TRADED SECURITIES - SEE ATTACHME		VARIOUS	VARIOUS
b	SALE OF ACHILLION PHARMACEUTICALS	D	VARIOUS	VARIOUS
c	CAPITAL GAINS THRU JMF, LLC NET OF UBI	D	VARIOUS	VARIOUS
d	CAPITAL GAINS THRU HIGHCLERE INTERNATIONAL	D	VARIOUS	VARIOUS
e	CAPITAL LOSSES THRU BOSTON COMMON	P	VARIOUS	VARIOUS
f	CAPITAL LOSSES THRU LIBRA FUND	P	VARIOUS	VARIOUS
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 10,863,320.		8,793,360.	2,069,960.
b 40,547.		15,042.	25,505.
c			533,687.
d			4,390.
e			<7,199.>
f			<109,514.>
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			2,069,960.
b			25,505.
c			533,687.
d			4,390.
e			<7,199.>
f			<109,514.>
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	2,516,829.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - VERMONT LAND TRUST

THE GOAL OF OUR FARMLAND ACCESS PROGRAM IS TO PROVIDE FARMERS WITH
OPPORTUNITIES TO PURCHASE OR LEASE AFFORDABLE FARMLAND SO THAT THEY CAN
START UP OR EXPAND AGRICULTURAL BUSINESSES.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
IRS REFUND INTEREST	120.
THRU FIDUCIARY TRUST INT'L	156.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	276.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS AND INTEREST THRU INVESTMENTS	180,026.	0.	180,026.
THRU K-1S	266,407.	0.	266,407.
TOTAL TO FM 990-PF, PART I, LN 4	446,433.	0.	446,433.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME THRU K-1S	14,359.	14,428.	
ROYALTIES	61.	61.	
OTHER INCOME	120.	120.	
IRS REFUNDS OF 2010 OVERPAYMENTS	6,576.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	21,116.	14,609.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	7,448.	0.		7,448.
TO FM 990-PF, PG 1, LN 16A	7,448.	0.		7,448.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	32,084.	833.		31,251.
TO FORM 990-PF, PG 1, LN 16B	32,084.	833.		31,251.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT AND CUSTODIAL FEES	182,037.	182,037.		0.
TO FORM 990-PF, PG 1, LN 16C	182,037.	182,037.		0.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	12,692.	12,692.		0.
FEDERAL EXCISE TAX	25,000.	0.		0.
FEDERAL UBI TAX	15,000.	0.		0.
STATE UBI TAX	2,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	54,692.	12,692.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OTHER EXPENSES THRU K-1S	163,101.	163,052.		0.	
INSURANCE	1,625.	0.		1,625.	
DUES AND REGISTRATION FEES	2,024.	0.		2,024.	
TO FORM 990-PF, PG 1, LN 23	166,750.	163,052.		3,649.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
SEE ATTACHMENT B - CORPORATE STOCK	6,816,764.		6,816,764.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,816,764.		6,816,764.	

FORM 990-PF	CORPORATE BONDS		STATEMENT	10
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
SEE ATTACHMENT B - BONDS	1,493,633.		1,493,633.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,493,633.		1,493,633.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHMENT B - MUTUAL FUNDS	FMV	5,740,119.	5,740,119.	
SEE ATTACHMENT B - ALTERNATIVE INVESTMENTS	FMV	15,276,529.	15,276,529.	
TOTAL TO FORM 990-PF, PART II, LINE 13		21,016,648.	21,016,648.	

FORM 990-PF	OTHER ASSETS	STATEMENT 12
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
RECEIVABLE FROM BROKER	54,239.	86,513.	86,513.
TO FORM 990-PF, PART II, LINE 15	54,239.	86,513.	86,513.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

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

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

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.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. LOOKOUT FOUNDATION, INC. C/O HEMENWAY & BARNES, LLP	Employer identification number (EIN) or 27-2981081
	Number, street, and room or suite no. If a P.O. box, see instructions. 60 STATE STREET, NO. 800	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOSTON, MA 02109	

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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

HEMENWAY & BARNES, LLP

- The books are in the care of ► **60 STATE STREET, STE. 800 - BOSTON, MA 02109**
Telephone No. ► **617-227-7940** FAX No. ► **617-227-0781**

- 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 **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** 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	\$	17,997.
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	\$	17,997.
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.

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

Form **8868** (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

		Enter filer's identifying number, see instructions
Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	LOOKOUT FOUNDATION, INC.	
File by the due date for filing your return. See instructions	C/O HEMENWAY & BARNES, LLP	27-2981081
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	60 STATE STREET, NO. 800	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	BOSTON, MA 02109	

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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**HEMENWAY & BARNES, LLP**

- The books are in the care of **60 STATE STREET, STE. 800 - BOSTON, MA 02109**

Telephone No. **617-227-7940**FAX No. **617-227-0781**

- 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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**5 For calendar year **2012**, or other tax year beginning _____, and ending _____6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO COMPILE THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	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	8a	\$	17,997.
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 and any amount paid previously with Form 8868	8b	\$	17,997.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Blonnie Macari** Title **CPA**Date **7/17/13**

Form 8868 (Rev. 1-2013)

Rockefeller & Co.
Realized Gain/Loss Report
Lookout Foundation, Inc /Ruane (9470/1.21)
From 01/01/2012 To 12/31/2012

Symbol	Security Name	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	Realized Gain/Loss	LT
Regular Gain/Loss									
0204239DLN	Rolls Royce Group - C Shares	847,682,000	04/25/2012	07/06/2012	1,368.97	1,313.90	1,368.97	-55.07	
APH	Amphenol Corp Class A	4,000	10/04/2011	07/31/2012	158.59	236.01	158.59	77.42	
		35,000	10/03/2011	07/31/2012	1,397.47	2,065.07	1,397.47	667.60	
		22,000	10/04/2011	08/01/2012	872.24	1,297.96	872.24	425.72	
		32,000	10/04/2011	08/03/2012	1,268.72	1,890.37	1,268.72	621.65	
	Totals	93,000			3,697.02	5,489.41	3,697.02	1,792.39	0.00
BDX	Becton Dickinson & Co	5,000	10/22/2009	08/21/2012	337.58	380.69	337.58	43.11	
		19,000	10/21/2009	08/21/2012	1,282.94	1,446.64	1,282.94	163.70	
		16,000	10/22/2009	08/22/2012	1,080.24	1,215.53	1,080.24	135.29	
		27,000	10/22/2009	08/27/2012	1,822.90	2,052.47	1,822.90	229.57	
		2,000	10/07/2009	08/27/2012	135.01	152.04	135.01	17.03	
		8,000	10/07/2009	08/28/2012	540.06	607.84	540.06	67.78	
		4,000	10/07/2009	08/29/2012	270.03	303.86	270.03	33.83	
		8,000	10/07/2009	08/30/2012	540.06	607.59	540.06	67.53	
		39,000	10/07/2009	08/31/2012	2,632.78	2,965.68	2,632.78	332.90	
		50,000	10/07/2009	09/04/2012	3,375.36	3,803.35	3,375.36	427.99	
	Totals	178,000			12,016.96	13,535.69	12,016.96	1,518.73	
CHRW	C H Robinson Worldwide Inc	16,000	04/25/2012	08/20/2012	979.26	919.20	979.26	-60.06	
		54,000	04/25/2012	08/21/2012	3,305.01	3,108.23	3,305.01	-196.78	
		19,000	04/25/2012	09/07/2012	1,162.87	1,090.67	1,162.87	-72.20	
		7,000	04/25/2012	09/10/2012	428.43	401.87	428.43	-26.56	
		41,000	04/25/2012	09/11/2012	2,509.36	2,355.06	2,509.36	-154.30	
		25,000	04/25/2012	09/12/2012	1,530.10	1,436.35	1,530.10	-93.75	
		10,000	04/25/2012	09/13/2012	612.04	574.32	612.04	-37.72	
		12,000	04/25/2012	09/14/2012	734.45	688.88	734.45	-45.57	
		5,000	04/25/2012	09/19/2012	306.02	287.01	306.02	-19.01	
		76,000	04/25/2012	09/20/2012	4,651.49	4,374.65	4,651.49	-276.84	
		37,000	04/25/2012	09/21/2012	2,264.54	2,127.44	2,264.54	-137.10	
	Totals	302,000			18,483.57	17,363.68	18,483.57	-1,119.89	0.00
FAST	Fastenal Company	13,000	03/21/2001	02/24/2012	89.48	676.45	89.48	586.97	
		23,000	03/21/2001	02/27/2012	158.31	1,206.27	158.31	1,047.96	
		13,000	03/21/2001	02/28/2012	89.48	680.67	89.48	591.19	
	Totals	49,000			337.27	2,563.39	337.27	0.00	2,226.12

Rockefeller & Co.
Realized Gain/Loss Report
Lookout Foundation, Inc /Ruane (9470/1.21)
From 01/01/2012 To 12/31/2012

Symbol	Security Name	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	Realized Gain/Loss	S/T	L/T
GLW	Corning Inc	444 0000	06/01/2011	10/18/2012	8,830 31	6,087 37	8,830 31	-2,742 94		
MHK	Mohawk Industries Inc	41 0000	07/16/2002	12/24/2012	1,843 74	3,699 24	1,843 74	1,855 50		
		59.0000	07/16/2002	12/26/2012	2,653 18	5,316 72	2,653 18	2,663 54		
		40 0000	07/16/2002	12/27/2012	1,798 77	3,598 42	1,798 77	1,799 65		
		14 0000	07/16/2002	12/28/2012	629 57	1,259 39	629 57	629 82		
		91 0000	07/16/2002	12/31/2012	4,092 20	8,195 62	4,092 20	4,103 42		
		245 0000			11,017 46	22,069 39	11,017 46	11,051 93		
	MHK Totals								0 00	
TGT	Target Corporation	87 0000	02/10/2010	11/07/2012	4,241 86	5,480 00	4,241 86	1,238 14		
		11 0000	02/10/2010	11/08/2012	536 33	692 66	536 33	156 33		
		5 0000	02/10/2010	11/19/2012	243 78	315 09	243 78	71 31		
		171 0000	02/04/2010	11/19/2012	8,331 02	10,776 10	8,331 02	2,445 08		
		179 0000	02/04/2010	11/20/2012	8,720 77	11,268 56	8,720 77	2,547 79		
		94 0000	02/04/2010	11/21/2012	4,579 62	5,925 92	4,579 62	1,346 30		
		547 0000			26,653 38	34,458 33	26,653 38	7,804 95		
	TGT Totals								0 00	
TJX	The TJX Companies, Inc	428 0000	11/14/2000	03/07/2012	2,523 25	15,728 99	2,523 25	13,205 74		
Totals									617 43	33,064 53
Account Totals									617 43	33,064 53

Less: Mohawk Industries Inc. Unsettled Sale 6,520.54 (A) \$13,053.43 (B) 6,532.89 (C)

78,407.65 105,556.72 27,149.07

Rockefeller & Co.
Realized Gain/Loss Report
Lookout Foundation, Inc /Trillium (9470/1.22)
From 01/01/2012 To 12/31/2012

Symbol	Security Name	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	Realized Gain/Loss S/T	L/T
Regular Gain/Loss									
AMAT	Applied Materials	1,136 0000	06/29/2012	11/19/2012	13,018 56	11,655 20	13,018 56	-1,363 36	
AMGN	Amgen Inc	86 0000	12/04/2012	12/12/2012	7,625 48	7,784 55	7,625 48	159 07	
APA	Apache Corporation	318 0000	06/29/2012	11/19/2012	27,754 05	24,233 98	27,754 05	-3,520 07	
AXP	American Express Co	721 0000	06/29/2012	11/19/2012	41,774 02	39,694 77	41,774 02	-2,079 25	
BAX	Baxter Int'l Inc	173 0000	06/29/2012	08/15/2012	9,165 54	10,286 34	9,165 54	1,120 80	
CERN	Cerner Corporation	124 0000	06/29/2012	11/19/2012	10,137 00	9,560 85	10,137 00	-576 15	
CHD	Church & Dwight Co., Inc	724 0000	06/29/2012	11/19/2012	39,993 76	38,013 56	39,993 76	-1,980 20	
DCI	Donaldson Company, Inc	319 0000	06/29/2012	08/15/2012	10,718 40	10,980 72	10,718 40	262 32	
ENDP	Endo Pharmaceuticals Holdings	417 0000	06/29/2012	08/15/2012	12,960 36	13,591 51	12,960 36	631 15	
EOG	EOG Resources Inc	490 0000	11/19/2012	12/12/2012	57,784 23	59,271 96	57,784 23	1,487 73	
GMCR	Green Mtn Coffee Roasters Inc	192 0000	06/29/2012	08/15/2012	4,185 60	4,604 05	4,185 60	418 45	
GWW	Grainger WW Inc	121 0000	06/29/2012	11/19/2012	23,031 87	23,071 94	23,031 87	40 07	
HD	Home Depot Inc	546 0000	06/29/2012	12/17/2012	28,883 40	34,375 38	28,883 40	5,491 98	
JAH	Jarden Corp	306 0000	06/29/2012	11/19/2012	12,891 07	15,889 79	12,891 07	2,998 72	
KSU	Kansas City Southern	91 0000	06/29/2012	08/15/2012	6,319 95	6,873 07	6,319 95	553 12	
LECO	Lincoln Electric Holdings, Inc	1,093 0000	06/29/2012	08/15/2012	47,850 45	45,372 03	47,850 45	-2,478 42	
MA	Mastercard Inc - Class A	42 0000	06/29/2012	08/15/2012	17,957 94	17,987 09	17,957 94	29 15	
MPC	Marathon Petroleum Corporation	225 0000	08/15/2012	11/19/2012	11,114 24	12,678 46	11,114 24	1,564 22	
RGA	Reinsurance Group of America,	454 0000	06/29/2012	08/15/2012	24,208 32	25,905 65	24,208 32	1,697 33	
SBUX	Starbucks Corporation	743 0000	06/29/2012	08/15/2012	39,486 74	35,351 14	39,486 74	-4,135 60	
SE	Spectra Energy Corporation	332 0000	06/29/2012	11/19/2012	9,637 96	9,186 33	9,637 96	-451 63	
SPN	Superior Energy Services, Inc	825 0000	06/29/2012	11/19/2012	16,632 00	15,449 26	16,632 00	-1,182 74	
WAB	Wabtec Corporation	136 0000	12/04/2012	12/12/2012	11,766 72	11,970 45	11,766 72	203 73	
Totals								-1,109 58	0 00
Account Totals									
					484,897 66	483,788 08	484,897 66	-1,109 58	0 00
					(28,883.40)			(5,491.98)	
	adjust home depot cost				33,775.72			599.66	
					\$489,789.98			(6,001.90)	

Rockefeller & Co.
Realized Gain/Loss Report
Lookout Foundation, Inc /DFA Emerging Markets (9470/1.25)
From 01/01/2012 To 12/31/2012

Symbol	Security Name	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	S/T	Realized Gain/Loss	L/T
Regular Gain/Loss										
DFEVX	DFA Emerging Markets Value	21,114 8650	04/12/2012	11/20/2012	625,000 00	588,471 28	625,000 00	-36,528 72		
		115 7650	06/08/2012	11/20/2012	2,998 31	3,226 37	2,998 31	228 06		
		140 4060	09/10/2012	11/20/2012	3,863 97	3,913 12	3,863 97	49 15		
	Totals	21,371 0360			631,862 28	595,610 77	631,862 28	-36,251 51		0 00
Totals										
								-36,251 51		0 00
Account Totals										
					631,862 28	595,610 77	631,862 28	-36,251 51		0 00

Rockefeller & Co.
Realized Gain/Loss Report
Lookout Foundation, Inc /Fixed Income (9470/1.3)
From. 01/01/2012 To 12/31/2012

Symbol	Security Name	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	S/T	Realized Gain/Loss L/T
Regular Gain/Loss									
CSJ	iShares 1-3 Yr Credit Bnd ETF	9,521 0000	04/24/2012	11/20/2012	1,000,612 35	1,002,414 11	1,000,612 35	1,801 76	
		4,197 0000	04/23/2012	11/20/2012	440,873 45	441,879 21	440,873 45	1,005 76	
		13,718 0000			1,441,485 80	1,444,293 32	1,441,485 80	2,807 52	0 00
	Totals								
								2,807 52	0 00
Account Totals									
					1,441,485 80	1,444,293 32	1,441,485 80	2,807 52	0 00

Realized Gain/Loss Report

Lookout Foundation, Inc Walthausen Small Val (9470/1.41)

From 01/01/2012 To 12/31/2012

Symbol	Security Name	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	Realized Gain/Loss S/T	L/T
Regular Gain/Loss									
AAMCV_OL	Altisource Asset Mangement Cor	25 0000	12/14/2012	12/26/2012	1,956 25	2,010 94	1,956 25	54 69	
AAON	Aaon Inc	60 0000	06/22/2010	01/19/2012	985 93	1,195 00	985 93		209 07
ARCOLD	American Reprographics Company	190 0000	12/13/2010	02/10/2012	1,298 00	1,244 93	1,298 00		-53 07
		10 0000	12/10/2010	02/10/2012	68 18	65 52	68 18		-2 66
		250 0000	12/10/2010	02/16/2012	1,704 48	1,649 75	1,704 48		-54 73
		120 0000	12/10/2010	08/01/2012	818 15	658 31	818 15		-159 84
		300 0000	12/10/2010	11/06/2012	2,045 37	1,136 97	2,045 37		-908 40
	Totals	870 0000			5,934 18	4,755 48	5,934 18	0 00	-1,178 70
ASPS	Altisource Portfolio Solutions	40 0000	02/25/2011	06/08/2012	1,206 99	2,608 86	1,206 99		1,401 87
		10 0000	02/25/2011	10/03/2012	301 75	969 32	301 75		667 57
		70 0000	06/22/2010	10/03/2012	1,876 10	6,785 24	1,876 10		4,909 14
		40 0000	06/22/2010	11/13/2012	1,072 06	4,239 64	1,072 06		3,167 58
	Totals	160 0000			4,456 90	14,603 06	4,456 90	0 00	10,146 16
ATRI	Atron Corporation	20 0000	06/16/2011	06/14/2012	3,625 98	4,012 77	3,625 98		386 79
CAB	Cabela's Incorporated- Class A	120 0000	06/22/2010	04/20/2012	1,922 45	4,668 71	1,922 45		2,746 26
		140 0000	06/22/2010	04/25/2012	2,242 85	5,661 64	2,242 85		3,418 79
		150 0000	06/22/2010	07/23/2012	2,403 06	5,881 45	2,403 06		3,478 39
		160 0000	06/22/2010	08/17/2012	2,563 26	7,596 75	2,563 26		5,033 49
	Totals	570 0000			9,131 62	23,808 55	9,131 62	0 00	14,676 93
CAP	CAI International, Inc	160 0000	02/29/2012	09/18/2012	3,219 95	3,389 28	3,219 95		169 33
		100 0000	02/29/2012	11/26/2012	2,012 47	2,281 25	2,012 47		268 78
		10 0000	04/05/2012	11/26/2012	179 41	228 13	179 41		48 72
	Totals	270 0000			5,411 83	5,898 66	5,411 83	486 83	0 00
CBM	Cambrex Corporation	270 0000	10/07/2011	01/13/2012	1,340 63	2,033 60	1,340 63		692 97
		10 0000	10/07/2011	01/17/2012	49 65	76 91	49 65		27 26
		190 0000	09/26/2011	01/17/2012	934 97	1,461 34	934 97		526 37
		310 0000	02/07/2012	06/20/2012	2,111 44	2,488 03	2,111 44		376 59
		190 0000	02/07/2012	08/06/2012	1,294 11	2,103 38	1,294 11		809 27
		10 0000	09/26/2011	08/09/2012	49 21	111 15	49 21		61 94
		90 0000	09/01/2011	08/09/2012	434 03	1,000 32	434 03		566 29
		100 0000	02/07/2012	08/09/2012	681 11	1,111 48	681 11		430 37
		210 0000	09/01/2011	08/10/2012	1,012 75	2,312 17	1,012 75		1,299 42

Rockefeller & Co.

Realized Gain/Loss Report

Lookout Foundation, Inc /Walhausen Small Val (9470/1.41)

From 01/01/2012 To 12/31/2012

Symbol	Security Name	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	Realized Gain/Loss
								S/T L/T
	CBM Totals	1,380,000			7,907.90	12,698.38	7,907.90	4,790.48 0.00
COLB	Columbia Banking System, Inc	350,000	06/22/2010	08/20/2012	7,253.57	6,359.49	7,253.57	-894.08
		140,000	06/22/2010	08/21/2012	2,901.43	2,564.47	2,901.43	-336.96
		120,000	06/22/2010	08/28/2012	2,486.94	2,123.71	2,486.94	-363.23
		100,000	06/22/2010	08/29/2012	2,072.45	1,778.82	2,072.45	-293.63
		140,000	07/12/2011	08/30/2012	2,450.21	2,475.77	2,450.21	25.56
		200,000	03/28/2011	08/30/2012	3,754.40	3,536.82	3,754.40	-217.58
		39,000	06/22/2010	08/30/2012	808.26	689.68	808.26	-118.58
	COLB Totals	1,089,000			21,727.26	19,528.76	21,727.26	0.00 -2,198.50
CRI	Carter's, Inc	110,000	09/01/2011	03/08/2012	3,413.39	5,244.87	3,413.39	1,831.48
		140,000	09/01/2011	04/26/2012	4,344.31	7,773.87	4,344.31	3,429.56
		50,000	08/31/2011	04/26/2012	1,544.91	2,776.38	1,544.91	1,231.47
		190,000	08/31/2011	04/27/2012	5,870.68	10,503.61	5,870.68	4,632.93
	CRI Totals	490,000			15,173.29	26,298.73	15,173.29	11,125.44 0.00
CSS	CSS Industries, Inc	100,000	06/22/2010	01/06/2012	1,772.36	2,014.47	1,772.36	242.11
CTB	Cooper Tire & Rubber Company	200,000	02/07/2012	11/13/2012	3,334.22	4,778.29	3,334.22	1,444.07
		220,000	02/06/2012	12/26/2012	3,588.86	5,328.76	3,588.86	1,739.90
	CTB Totals	420,000			6,923.08	10,107.05	6,923.08	3,183.97 0.00
DDIC	DDi Corp	150,000	02/22/2011	01/20/2012	1,566.96	1,423.77	1,566.96	-143.19
		210,000	02/18/2011	01/20/2012	2,275.43	1,993.28	2,275.43	-282.15
		20,000	02/22/2011	06/01/2012	208.93	260.00	208.93	51.07
		230,000	11/15/2010	06/01/2012	2,453.94	2,990.00	2,453.94	536.06
		220,000	11/12/2010	06/01/2012	2,359.70	2,860.00	2,359.70	500.30
		970,000	11/11/2010	06/01/2012	10,487.16	12,610.00	10,487.16	2,122.84
	DDIC Totals	1,800,000			19,352.12	22,137.05	19,352.12	-425.34 3,210.27
DW	Drew Industries Incorporated	200,000	06/22/2010	01/23/2012	4,065.05	4,955.82	4,065.05	890.77
		152,000	06/22/2010	01/25/2012	3,089.43	3,792.43	3,089.43	703.00
	DW Totals	352,000			7,154.48	8,748.25	7,154.48	0.00 1,593.77
EFII	Electronics for Imaging, Inc	280,000	08/26/2010	03/12/2012	3,087.31	4,475.83	3,087.31	1,388.52
		90,000	01/20/2012	03/12/2012	1,416.74	1,438.66	1,416.74	21.92
	EFII Totals	370,000			4,504.05	5,914.49	4,504.05	21.92 1,388.52
ENS	Energysys	130,000	08/17/2011	02/10/2012	2,828.81	4,300.15	2,828.81	1,471.34

Realized Gain/Loss Report

Lookout Foundation, Inc /Walhausen Small Val (9470/1.41)

From 01/01/2012 To 12/31/2012

Symbol	Security Name	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	S/T	Realized Gain/Loss
ENS	Energys	(cont'd)							
		120 0000	08/17/2011	05/11/2012	2,611 21	3,943 37	2,611 21	1,332 16	
		90 0000	10/05/2011	05/15/2012	1,746 60	2,847 54	1,746 60	1,100 94	
		90 0000	08/17/2011	05/15/2012	1,958 41	2,847 55	1,958 41	889 14	
		50 0000	10/05/2011	05/16/2012	970 34	1,582 13	970 34	611 79	
		140 0000	10/04/2011	05/16/2012	2,553 12	4,429 98	2,553 12	1,876 86	
	Totals	620 0000			12,668 49	19,950 72	12,668 49	7,282 23	0 00
ENS									
FBNC	First Bancorp	100 0000	06/22/2010	07/03/2012	1,554 79	906 97	1,554 79		-647 82
		100 0000	06/22/2010	07/26/2012	1,554 79	886 98	1,554 79		-667 81
	Totals	200 0000			3,109 58	1,793 95	3,109 58	0 00	-1,315 63
FBNC									
FLO	Flowers Foods, Inc	150 0000	02/25/2011	04/05/2012	2,682 12	3,137 61	2,682 12		455 49
		75 0000	06/22/2010	04/05/2012	1,262 28	1,568 81	1,262 28		306 53
		135 0000	06/07/2011	04/05/2012	2,875 01	2,823 85	2,875 01	-51 16	
		210 0000	06/22/2010	05/24/2012	3,534 38	4,351 84	3,534 38		817 46
		396 0000	06/22/2010	05/31/2012	6,664 84	8,711 32	6,664 84		2,046 48
	Totals	966 0000			17,018 63	20,593 43	17,018 63	-51 16	3,625 96
FLO									
FTEK	Fuel Tech Inc	20 0000	06/05/2012	06/29/2012	92 80	98 92	92 80	6 12	
		120 0000	06/06/2012	06/29/2012	583 63	593 53	583 63	9 90	
		220 0000	06/05/2012	07/03/2012	1,020 85	1,065 52	1,020 85	44 67	
	Totals	360 0000			1,697 28	1,757 97	1,697 28	60 69	0 00
FTEK									
GLPW	Global Power Equipment Group	10 0000	07/27/2011	08/20/2012	253 85	201 59	253 85		-52 26
		100 0000	07/26/2011	08/20/2012	2,551 28	2,015 85	2,551 28		-535 43
		90 0000	07/27/2011	08/21/2012	2,284 62	1,827 17	2,284 62		-457 45
		10 0000	01/28/2011	08/21/2012	233 19	203 02	233 19		-30 17
		220 0000	01/28/2011	08/22/2012	5,130 09	4,379 22	5,130 09		-750 87
		40 0000	02/01/2011	08/22/2012	931 20	796 22	931 20		-134 98
		130 0000	02/01/2011	08/28/2012	3,026 40	2,548 25	3,026 40		-478 15
		140 0000	02/01/2011	09/07/2012	3,259 20	2,723 62	3,259 20		-535 58
		50 0000	03/09/2012	09/07/2012	1,151 50	972 72	1,151 50	-178 78	
	Totals	790 0000			18,821 33	15,667 66	18,821 33	-178 78	-2,974 89
GLPW									
HBHC	Hancock Holding Company	100 0000	12/29/2010	02/10/2012	3,456 19	3,347 61	3,456 19		-108 58
HELE	Helen of Troy Limited	60 0000	12/07/2010	11/02/2012	1,420 21	1,858 61	1,420 21		438 40
		280 0000	12/06/2010	11/02/2012	6,531 98	8,673 50	6,531 98		2,141 52
		110 0000	12/03/2010	11/02/2012	2,564 63	3,407 45	2,564 63		842 82

Rockefeller & Co.

Realized Gain/Loss Report

Lookout Foundation, Inc /Walhausen Small Val (9470/1.41)

From 01/01/2012 To 12/31/2012

Symbol	Security Name	HELE	Totals	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	Realized Gain/Loss	ST	L/T
				450 0000			10,516 82	13,939 56	10,516 82	0 00	0 00	3,422 74
HK	Halcon Resources Corp			0 6000	12/06/2010	08/03/2012	3 97	4 10	3 97			0 13
HKAC	Hicks Acquisition Co II Inc			510 0000	06/15/2012	07/13/2012	5,079 60	5,013 44	5,079 60	-66 16		
HRC	Hill-Rom Holdings, Inc			80 0000	07/28/2011	07/26/2012	2,905 91	2,062 27	2,905 91	-843 64		
				290 0000	06/22/2010	07/26/2012	9,165 10	7,475 74	9,165 10	-1,689 36		
				134 0000	06/22/2010	07/27/2012	4,234 91	3,457 99	4,234 91	-776 92		
				70 0000	01/13/2012	07/27/2012	2,102 53	1,806 42	2,102 53	-296 11		
				574 0000			18,408 45	14,802 42	18,408 45	-1,139 75		
HXL	Hexcel Corporation			250 0000	03/16/2011	04/12/2012	4,409 85	6,542 85	4,409 85	2,133 00		
				97 0000	06/22/2010	04/12/2012	1,679 59	2,538 62	1,679 59	859 03		
				347 0000			6,089 44	9,081 47	6,089 44	2,992 03		
IEC	IEC Electronics Corp			100 0000	02/25/2011	02/03/2012	856 20	520 21	856 20	-335 99		
				100 0000	02/22/2011	02/03/2012	853 73	520 20	853 73	-333 53		
				130 0000	02/23/2011	02/06/2012	1,104 86	671 61	1,104 86	-433 25		
				130 0000	02/03/2011	02/06/2012	1,108 48	671 60	1,108 48	-436 88		
				460 0000			3,923 27	2,383 62	3,923 27	-1,102 77		
IILG	Interval Leisure Group, Inc			180 0000	11/30/2011	03/27/2012	2,523 56	3,108 97	2,523 56	585 41		
				20 0000	11/30/2011	03/28/2012	280 40	344 39	280 40	63 99		
				170 0000	06/22/2010	03/28/2012	2,373 25	2,927 33	2,373 25	554 08		
				271 0000	06/22/2010	04/05/2012	3,783 24	4,769 98	3,783 24	986 74		
				319 0000	01/11/2012	04/05/2012	4,427 72	5,614 84	4,427 72	1,187 12		
				100 0000	01/11/2012	04/09/2012	1,388 00	1,729 19	1,388 00	341 19		
				150 0000	11/28/2011	04/10/2012	1,981 59	2,576 79	1,981 59	595 20		
				61 0000	01/11/2012	04/10/2012	846 68	1,047 89	846 68	201 21		
				1,271 0000			17,604 44	22,119 38	17,604 44	2,974 12		
IMN	Imation Corp			300 0000	07/24/2012	09/27/2012	1,625 97	1,721 21	1,625 97	95 24		
IRF	International Rectifier Corp			120 0000	10/07/2011	08/29/2012	2,579 22	2,102 68	2,579 22	-476 54		
				230 0000	04/05/2012	08/29/2012	4,926 54	4,030 13	4,926 54	-896 41		
				100 0000	10/20/2011	08/31/2012	2,114 63	1,754 59	2,114 63	-360 04		
				80 0000	10/06/2011	08/31/2012	1,679 54	1,403 67	1,679 54	-275 87		
				20 0000	04/05/2012	08/31/2012	428 39	350 92	428 39	-77 47		
				30 0000	10/06/2011	09/04/2012	629 83	525 40	629 83	-104 43		
				70 0000	10/05/2011	09/04/2012	1,405 10	1,225 94	1,405 10	-179 16		

Realized Gain/Loss Report

Lookout Foundation, Inc /Walhausen Small Val (9470/1.41)

From 01/01/2012 To 12/31/2012

Symbol	Security Name	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	Realized Gain/Loss	LT
IRF	International Rectifier Corp	(cont'd)							
		30 0000	10/05/2011	09/05/2012	602 19	527 45	602 19	-74 74	
		270 0000	10/04/2011	09/05/2012	5,128 81	4,747 00	5,128 81	-381 81	
	IRF Totals	950 0000			19,494 25	16,667 78	19,494 25	-2,826 47	0 00
JBT	John Bean Technologies Corp								
		100 0000	07/26/2011	01/19/2012	1,843 48	1,665 01	1,843 48	-178 47	
		50 0000	07/26/2011	01/26/2012	921 74	826 31	921 74	-95 43	
		90 0000	06/15/2011	01/26/2012	1,613 29	1,487 36	1,613 29	-125 93	
		60 0000	06/22/2010	01/26/2012	1,023 12	991 58	1,023 12	-31 54	
		70 0000	06/22/2010	01/27/2012	1,193 64	1,154 22	1,193 64	-39 42	
	JBT Totals	370 0000			6,595 27	6,124 48	6,595 27	-399 83	-70 96
KNL	Knoll, Inc								
		160 0000	06/22/2010	01/20/2012	2,370 19	2,484 13	2,370 19	113 94	
		44 0000	10/20/2010	01/23/2012	651 66	676 36	651 66	24 70	
		116 0000	06/22/2010	01/23/2012	1,718 39	1,783 13	1,718 39	64 74	
		166 0000	10/20/2010	01/24/2012	2,458 52	2,518 57	2,458 52	60 05	
	KNL Totals	486 0000			7,198 76	7,462 19	7,198 76	263 43	
KPPC	KapStone Paper & Packaging								
		40 0000	10/19/2010	01/19/2012	521 39	716 15	521 39	194 76	
		70 0000	10/18/2010	01/19/2012	914 90	1,253 26	914 90	338 36	
		100 0000	10/19/2010	01/27/2012	1,303 47	1,739 17	1,303 47	435 70	
		60 0000	10/19/2010	02/01/2012	782 08	1,050 37	782 08	268 29	
		100 0000	10/15/2010	02/01/2012	1,303 40	1,750 63	1,303 40	447 23	
		60 0000	06/22/2010	02/01/2012	709 67	1,050 37	709 67	340 70	
		344 0000	06/22/2010	04/02/2012	4,068 80	6,839 28	4,068 80	2,770 48	
	KPPC Totals	774 0000			9,603 71	14,399 23	9,603 71	4,795 52	
LCUT	Lifetime Brands Inc								
		110 0000	06/22/2010	06/27/2012	1,745 69	1,348 52	1,745 69	-397 17	
		104 0000	06/22/2010	07/17/2012	1,650 47	1,351 38	1,650 47	-299 09	
		200 0000	06/22/2010	12/18/2012	3,173 98	2,097 45	3,173 98	-1,076 53	
	LCUT Totals	414 0000			6,570 14	4,797 35	6,570 14	-1,772 79	
LDL	Lydall, Inc								
		120 0000	06/22/2010	09/27/2012	993 12	1,679 38	993 12	686 26	
LNCR	Lincare Holdings Inc								
		100 0000	12/08/2011	06/27/2012	2,394 04	3,024 85	2,394 04	630 81	
		110 0000	02/07/2012	06/27/2012	2,753 03	3,327 33	2,753 03	574 30	
		220 0000	12/08/2011	08/13/2012	5,266 89	9,130 00	5,266 89	3,863 11	
		190 0000	12/14/2011	08/13/2012	4,520 50	7,885 00	4,520 50	3,364 50	
		190 0000	12/13/2011	08/13/2012	4,532 24	7,885 00	4,532 24	3,352 76	

Realized Gain/Loss Report

Lookout Foundation, Inc /Walhausen Small Val (9470/1 41)

From 01/01/2012 To 12/31/2012

Symbol	Security Name	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	S/T	Realized Gain/Loss
								L/T	
LNCR Totals		810 0000			19,466 70	31,252 18	19,466 70	11,785 48	0 00
LPS	Lender Processing Services	340 0000	06/22/2011	02/16/2012	6,942 69	7,655 98	6,942 69	713 29	
		80 0000	06/22/2011	03/08/2012	1,633 58	1,795 24	1,633 58	161 66	
		205 0000	06/21/2011	04/12/2012	4,148 77	5,049 93	4,148 77	901 16	
		215 0000	06/21/2011	04/20/2012	4,351 15	5,612 70	4,351 15	1,261 55	
		35 0000	02/09/2012	04/20/2012	688 92	913 70	688 92	224 78	
		15 0000	02/06/2012	05/16/2012	285 21	355 87	285 21	70 66	
		125 0000	02/09/2012	05/16/2012	2,460 41	2,965 56	2,460 41	505 15	
		100 0000	02/06/2012	05/17/2012	1,901 38	2,303 13	1,901 38	401 75	
		180 0000	02/06/2012	05/25/2012	3,422 48	4,180 53	3,422 48	758 05	
LPS Totals		1,295 0000			25,834 59	30,832 64	25,834 59	4,998 05	0 00
MGRC	McGrath Rentcorp	30 0000	09/20/2011	05/09/2012	717 12	797 54	717 12	80 42	
		110 0000	10/08/2010	05/09/2012	2,827 74	2,924 33	2,827 74		96 59
		70 0000	09/20/2011	05/10/2012	1,673 28	1,900 16	1,673 28	226 88	
		40 0000	06/22/2010	05/10/2012	925 00	1,085 81	925 00		160 81
		200 0000	06/22/2010	06/15/2012	4,625 00	5,109 34	4,625 00		484 34
		100 0000	06/22/2010	06/19/2012	2,312 50	2,557 07	2,312 50		244 57
		157 0000	06/22/2010	06/21/2012	3,630 62	3,781 40	3,630 62		150 78
MGRC Totals		707 0000			16,711 26	18,155 65	16,711 26	307 30	1,137 09
MLR	Miller Industries, Inc	110 0000	06/22/2010	01/06/2012	1,639 22	1,721 20	1,639 22		81 98
		150 0000	10/08/2010	01/11/2012	2,098 88	2,263 75	2,098 88		164 87
		28 0000	06/22/2010	01/11/2012	417 25	422 57	417 25		5 32
MLR Totals		288 0000			4,155 35	4,407 52	4,155 35	0 00	252 17
MYE	Myers Industries, Inc	50 0000	08/16/2011	03/09/2012	540 59	698 61	540 59	158 02	
		50 0000	08/11/2011	03/09/2012	540 82	698 61	540 82	157 79	
		100 0000	08/11/2011	03/22/2012	1,081 64	1,402 03	1,081 64	320 39	
		120 0000	08/16/2011	06/14/2012	1,297 42	1,994 09	1,297 42	696 67	
		50 0000	08/12/2011	06/14/2012	532 45	830 87	532 45	298 42	
		50 0000	08/12/2011	06/29/2012	532 45	860 78	532 45	328 33	
		100 0000	08/10/2011	06/29/2012	1,064 23	1,721 55	1,064 23	657 32	
		100 0000	10/04/2011	07/05/2012	1,009 86	1,716 99	1,009 86	707 13	
		160 0000	08/10/2011	07/05/2012	1,702 77	2,747 18	1,702 77	1,044 41	
MYE Totals		780 0000			8,302 23	12,670 71	8,302 23	4,368 48	0 00
NC	Nacco Industries, Inc	20 0000	07/12/2011	01/06/2012	1,964 81	1,830 82	1,964 81	-133 99	

Rockefeller & Co.

Realized Gain/Loss Report

Lookout Foundation, Inc /Walhausen Small Val (9470/1.41)

From 01/01/2012 To 12/31/2012

Symbol	Security Name	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	Realized Gain/Loss	S/T	L/T
NC	Nacco Industries, Inc	(cont'd)								
		20 0000	07/12/2011	01/20/2012	1,964 81	1,906 28	1,964 81		-58 53	316 93
		20 0000	07/12/2011	10/08/2012	644 46	961 39	644 46			732 46
		40 0000	06/13/2011	10/08/2012	1,190 31	1,922 77	1,190 31			960 12
		60 0000	06/03/2011	10/08/2012	1,924 03	2,884 15	1,924 03			504 61
		30 0000	06/01/2011	10/08/2012	937 47	1,442 08	937 47			2,514 12
	Totals	190 0000			8,625 89	10,947 49	8,625 89	-192 52		
	NC									
	Northern Oil and Gas, Inc	320 0000	06/22/2010	04/04/2012	4,498 27	6,508 55	4,498 27			2,010 28
		184 0000	06/22/2010	04/12/2012	2,586 51	3,763 45	2,586 51			1,176 94
	Totals	504 0000			7,084 78	10,272 00	7,084 78	0 00		3,187 22
	NOG									
	National Western Life Insurance	20 0000	06/22/2010	09/27/2012	3,318 51	2,864 69	3,318 51			-453 82
		72 0000	06/22/2010	10/04/2012	11,946 64	10,301 20	11,946 64			-1,645 44
	Totals	92 0000			15,265 15	13,165 89	15,265 15	0 00		-2,099 26
	NWLI									
	Ocwen Financial Corp	380 0000	06/22/2010	05/16/2012	3,997 03	5,801 32	3,997 03			1,804 29
		180 0000	06/22/2010	05/23/2012	1,893 33	2,765 09	1,893 33			871 76
		250 0000	06/22/2010	08/13/2012	2,629 63	5,887 44	2,629 63			3,257 81
		120 0000	06/22/2010	08/31/2012	1,262 22	3,065 50	1,262 22			1,803 28
		150 0000	06/22/2010	09/27/2012	1,577 77	4,131 62	1,577 77			2,553 85
		310 0000	06/22/2010	10/04/2012	3,260 74	11,420 64	3,260 74			8,159 90
		250 0000	06/22/2010	10/31/2012	2,629 62	9,493 43	2,629 62			6,863 81
		110 0000	06/22/2010	11/13/2012	1,157 04	3,799 54	1,157 04			2,642 50
	Totals	1,750 0000			18,407 38	46,364 58	18,407 38	0 00		27,957 20
	OCN									
	Overhill Farms Inc	180 0000	06/22/2010	12/20/2012	1,127 02	795 58	1,127 02			-331 44
		100 0000	06/22/2010	01/27/2012	763 56	563 73	763 56			-199 83
		130 0000	06/22/2010	03/21/2012	992 63	868 02	992 63			-124 61
		200 0000	06/22/2010	03/30/2012	1,527 12	1,353 64	1,527 12			-173 48
		250 0000	06/22/2010	04/02/2012	1,908 90	1,693 96	1,908 90			-214 94
		130 0000	06/22/2010	04/03/2012	992 63	880 00	992 63			-112 63
		170 0000	06/22/2010	04/04/2012	1,298 05	1,133 72	1,298 05			-164 33
		120 0000	06/22/2010	07/09/2012	916 27	962 43	916 27			46 16
		330 0000	06/22/2010	12/27/2012	2,519 75	2,338 16	2,519 75			-181 59
	Totals	1,430 0000			10,918 91	9,793 66	10,918 91	0 00		-1,125 25
	OMN									
	Pep Boys - Manny, Moe & Jack	260 0000	05/20/2011	01/06/2012	3,443 70	2,760 11	3,443 70		-683 59	
		130 0000	05/13/2011	01/06/2012	1,809 09	1,380 05	1,809 09		-429 04	

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Realized Gain/Loss Report

Lookout Foundation, Inc Walthausen Small Val (9470/1.41)

From 01/01/2012 To 12/31/2012

Symbol	Security Name	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	Realized Gain/Loss	LT
PBY	Pep Boys - Manny, Moe & Jack	(cont'd)							
		140 0000	03/04/2011	01/06/2012	1,754 08	1,486 21	1,754 08	-267 87	
		30 0000	03/04/2011	01/30/2012	375 88	449 60	375 88	73 72	
		210 0000	07/21/2010	01/30/2012	1,863 37	3,147 16	1,863 37		1,283 79
		200 0000	08/15/2011	01/31/2012	1,794 70	2,997 12	1,794 70	1,202 42	
		300 0000	06/15/2011	01/31/2012	3,207 30	4,495 68	3,207 30	1,288 38	
		435 0000	06/13/2011	01/31/2012	4,515 87	6,518 74	4,515 87	2,002 87	
		530 0000	06/07/2011	01/31/2012	5,990 17	7,942 37	5,990 17	1,952 20	
		190 0000	03/14/2011	01/31/2012	2,167 41	2,847 27	2,167 41	679 86	
		1,127 0000	07/21/2010	01/31/2012	10,000 10	16,888 78	10,000 10	6,888 68	
	Totals	3,552 0000			36,921 67	50,913 09	36,921 67	5,818 95	8,172 47
PIR	Pier 1 Imports, Inc								
		40 0000	07/06/2011	07/13/2012	476 48	630 98	476 48		154 50
		440 0000	07/01/2011	07/13/2012	5,242 82	6,940 75	5,242 82		1,697 93
		220 0000	07/14/2011	09/17/2012	2,619 30	4,239 94	2,619 30		1,620 64
		130 0000	07/06/2011	09/17/2012	1,548 54	2,505 42	1,548 54		956 88
		200 0000	07/05/2011	09/17/2012	2,380 28	3,854 50	2,380 28		1,474 22
	Totals	1,030 0000			12,267 42	18,171 59	12,267 42	0 00	5,904 17
POL	PolyOne Corporation								
		350 0000	05/13/2011	10/23/2012	5,072 45	5,868 70	5,072 45		796 25
PRI	Primerca Inc								
		90 0000	03/02/2011	10/04/2012	2,312 46	2,584 18	2,312 46		271 72
		90 0000	11/11/2010	10/04/2012	2,001 58	2,584 18	2,001 58		582 60
	Totals	180 0000			4,314 04	5,168 36	4,314 04	0 00	854 32
PWER	Power-One, Inc								
		630 0000	03/31/2011	08/01/2012	5,487 74	3,166 80	5,487 74		-2,320 94
		348 0000	05/06/2011	08/02/2012	3,020 88	1,737 63	3,020 88		-1,283 25
		130 0000	03/31/2011	08/02/2012	1,132 39	649 11	1,132 39		-483 28
	Totals	1,108 0000			9,641 01	5,553 54	9,641 01	0 00	-4,087 47
RCII	Rent-A-Center, Inc								
		40 0000	04/02/2008	03/27/2012	753 92	1,546 64	753 92		792 72
		150 0000	08/15/2011	03/27/2012	3,646 47	5,799 91	3,646 47	2,153 44	
		160 0000	04/02/2008	04/05/2012	3,015 70	5,984 85	3,015 70		2,969 15
	Totals	350 0000			7,416 09	13,331 40	7,416 09	2,153 44	3,761 87
RESI-W	Altsource Res Corp Cl B - Wt								
		83 0000	12/14/2012	12/26/2012	1,247 07	1,402 23	1,247 07	155 16	
		0 3333	12/14/2012	12/26/2012	5 01	5 66	5 01	0 65	
	Totals	83 3333			1,252 08	1,407 89	1,252 08	155 81	0 00
RTI	RTI International Metals, Inc								
		80 0000	08/02/2011	02/10/2012	2,405 78	1,799 63	2,405 78	-606 15	

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Rockefeller & Co.
Realized Gain/Loss Report
Lookout Foundation, Inc /Walhausen Small Val (9470/1.41)
From 01/01/2012 To 12/31/2012

Symbol	Security Name	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	Realized Gain/Loss
								S/T L/T
RTI	RTI International Metals, Inc	(cont'd)						
		80 0000	12/08/2010	02/10/2012	2,200 47	1,799 63	2,200 47	-400 84
		30 0000	12/08/2010	03/13/2012	825 18	675 38	825 18	-149 80
		130 0000	06/22/2010	03/13/2012	3,506 02	2,926 66	3,506 02	-579 36
		110 0000	06/22/2010	03/14/2012	2,966 63	2,468 89	2,966 63	-497 74
		130 0000	06/22/2010	03/27/2012	3,506 02	2,970 53	3,506 02	-535 49
		145 0000	06/22/2010	03/30/2012	3,910 57	3,252 84	3,910 57	-657 73
	Totals	705 0000			19,320 67	15,893 56	19,320 67	-2,820 96
SBH	Sally Beauty Co., Inc							
		270 0000	06/22/2010	03/08/2012	2,199 31	6,720 58	2,199 31	4,521 27
		380 0000	06/22/2010	04/23/2012	3,095 33	9,700 34	3,095 33	6,605 01
		368 0000	06/22/2010	04/24/2012	2,997 58	9,214 18	2,997 58	6,216 60
	Totals	1,018 0000			8,292 22	25,635 10	8,292 22	17,342 88
SCHS	School Specialty, Inc							
		80 0000	03/04/2011	01/20/2012	1,208 29	239 93	1,208 29	-968 36
		50 0000	06/22/2010	01/20/2012	1,000 04	149 96	1,000 04	-850 08
		100 0000	06/22/2010	02/09/2012	2,000 08	357 52	2,000 08	-1,642 56
		130 0000	06/22/2010	05/23/2012	2,600 10	387 64	2,600 10	-2,212 46
		190 0000	10/11/2010	06/21/2012	2,536 88	527 64	2,536 88	-2,009 24
		190 0000	10/08/2010	06/21/2012	2,505 45	527 63	2,505 45	-1,977 82
		25 0000	06/22/2010	06/21/2012	500 02	69 43	500 02	-430 59
	Totals	765 0000			12,350 86	2,259 75	12,350 86	-9,122 75
SGK	Schawk, Inc							
		180 0000	04/01/2011	06/08/2012	3,470 40	2,136 55	3,470 40	-1,333 85
		80 0000	04/01/2011	10/03/2012	1,542 40	1,110 37	1,542 40	-432 03
		100 0000	03/29/2011	10/03/2012	1,876 61	1,387 97	1,876 61	-488 64
	Totals	360 0000			6,889 41	4,634 89	6,889 41	-2,254 52
SHAW	The Shaw Group Inc							
		130 0000	03/30/2012	08/01/2012	4,170 35	5,084 93	4,170 35	914 58
		91 0000	04/12/2012	08/01/2012	2,840 06	3,559 46	2,840 06	719 40
		9 0000	05/16/2012	08/01/2012	258 86	352 03	258 86	93 17
		340 0000	05/16/2012	08/23/2012	9,779 08	14,227 32	9,779 08	4,448 24
	Totals	570 0000			17,048 35	23,223 74	17,048 35	6,175 39
SHS	Sauer-Danfoss Inc							
		80 0000	08/25/2011	01/20/2012	2,989 63	3,559 00	2,989 63	569 37
		310 0000	08/25/2011	11/28/2012	11,584 83	16,031 07	11,584 83	4,446 24
		90 0000	03/01/2012	11/28/2012	4,319 88	4,654 18	4,319 88	334 30
		100 0000	07/12/2012	11/28/2012	3,519 12	5,171 31	3,519 12	1,652 19
		40 0000	07/16/2012	11/28/2012	1,408 85	2,068 53	1,408 85	659 68

Rockefeller & Co.

Realized Gain/Loss Report

Lookout Foundation, Inc /Walhausen Small Val (9470/1.41)

From 01/01/2012 To 12/31/2012

Symbol	Security Name	SHS	Totals	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	Realized Gain/Loss	S/T	L/T
				620 0000			23,822 31	31,484 09	23,822 31	3,215 54	4,446 24	
SOA	Solutia Inc			690 0000	06/22/2010	01/06/2012	10,420 93	12,072 83	10,420 93			1,651 90
				210 0000	08/08/2011	01/09/2012	3,356 77	3,641 81	3,356 77	285 04		
				150 0000	06/22/2010	01/09/2012	2,265 42	2,601 29	2,265 42			335 87
			Totals	1,050 0000			16,043 12	18,315 93	16,043 12	285 04		1,987 77
SXI	Standex International Corp			130 0000	06/22/2010	05/15/2012	3,777 40	5,544 99	3,777 40			1,767 59
SYRG	Synergy Resources Corp			140 0000	01/06/2012	03/30/2012	406 76	483 13	406 76	76 37		
UTI	Universal Technical Institute,			290 0000	10/14/2010	01/06/2012	5,040 35	3,777 20	5,040 35			-1,263 15
				160 0000	09/15/2010	01/06/2012	2,834 93	2,083 98	2,834 93			-750 95
			Totals	450 0000			7,875 28	5,861 18	7,875 28	0 00		-2,014 10
VPG	Vishay Precision Group Inc			100 0000	02/02/2012	11/09/2012	1,603 00	1,234 89	1,603 00	-368 11		
				100 0000	02/15/2012	11/09/2012	1,532 00	1,234 89	1,532 00	-297 11		
				10 0000	02/23/2012	11/09/2012	150 20	123 49	150 20	-26 71		
				200 0000	02/23/2012	11/30/2012	3,004 00	2,437 24	3,004 00	-566 76		
				200 0000	02/23/2012	12/06/2012	3,004 00	2,447 94	3,004 00	-556 06		
				130 0000	12/01/2011	12/11/2012	1,827 62	1,590 74	1,827 62	-473 19		-236 88
				170 0000	02/23/2012	12/11/2012	2,553 40	2,080 21	2,553 40	-473 19		-236 88
			Totals	910 0000			13,674 22	11,149 40	13,674 22	-2,287 94		
WAC	Walter Investment Mgmt Corp			130 0000	10/27/2011	05/16/2012	3,430 15	2,543 12	3,430 15	-887 03		
				120 0000	08/20/2012	09/27/2012	3,362 44	4,326 86	3,362 44	964 42		
				10 0000	10/27/2011	10/31/2012	263 86	476 22	263 86			212 36
				110 0000	10/21/2011	10/31/2012	2,731 42	5,238 45	2,731 42			2,507 03
			Totals	370 0000			9,787 87	12,584 65	9,787 87	77 39		2,719 39
WOR	Worthington Industries, Inc			30 0000	12/02/2011	10/23/2012	520 47	653 44	520 47	132 97		
				90 0000	08/10/2012	10/23/2012	2,017 12	1,960 32	2,017 12	-56 80		
				170 0000	08/13/2012	10/23/2012	3,758 26	3,702 84	3,758 26	-55 42		
			Totals	290 0000			6,295 85	6,316 60	6,295 85	20 75		0 00
XRM	Xerium Technologies, Inc			200 0000	06/22/2010	01/12/2012	2,816 58	1,327 31	2,816 58	-1,489 27		
				381 0000	06/22/2010	01/19/2012	5,365 59	2,538 93	5,365 59	-2,826 66		
			Totals	581 0000			8,182 17	3,866 24	8,182 17	0 00		-4,315 93
Totals										59,655 16		90,662 70

Rockefeller & Co.
Realized Gain/Loss Report

Lookout Foundation, Inc /Walhausen Small Val (9470/1.41)

From 01/01/2012 To 12/31/2012

Symbol	Security Name	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	Realized Gain/Loss S/T	L/T
Merger Gain/Loss									
GEOI	Georesources Inc							5,400 00	5,600 00
HK	Halcon Resources Corp							-2,788 33	-2,309 25
Account Totals									
					653,046 45	803,364 31	653,046 45	62,266 83	93,953 45
					<u>5097.58</u>	<u>11,000.00</u>	<u>5097.58</u>		
	add proceeds and cost for Georesources Inc.				<u>658,144.03</u>	<u>814,364.31</u>	<u>658,144.03</u>		

Realized Gain/Loss Report

Lookout Foundation, Inc /Pinnacle Mid/Small (9470/1.42)

From 01/01/2012 To 12/31/2012

Symbol	Security Name	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	S/T	Realized Gain/Loss
Regular Gain/Loss									
ACCO	Acco Brands Corporation	0 1707	01/14/2008	05/04/2012	1 74	1 85	1 74	0 11	0 11
		269 0000	01/14/2008	09/04/2012	2,740 00	1,746 31	2,740 00		-993 69
	Totals	269 1707			2,741 74	1,748 16	2,741 74	0 00	-993 58
AMCX	AMC Networks Inc	176 0000	11/04/2002	11/26/2012	251 52	8,948 22	251 52		8,696 70
		223 0000	06/02/2000	11/26/2012	846 67	11,337 81	846 67		10,491 14
	Totals	399 0000			1,098 19	20,286 03	1,098 19	0 00	19,187 84
ARRS OLD	Arris Group Inc	1,816 0000	08/25/2008	11/26/2012	17,137 23	24,948 19	17,137 23		7,810 96
ATML	Atmel Corporation	7,233 0000	02/02/2006	11/26/2012	31,549 62	36,349 34	31,549 62		4,799 72
AVT	Avnet, Inc	900 0000	03/29/2010	11/26/2012	26,818 11	25,844 63	26,818 11		-973 48
		300 0000	01/19/2010	11/26/2012	8,448 51	8,614 88	8,448 51		166 37
	Totals	150 0000	01/15/2010	11/26/2012	4,219 32	4,307 44	4,219 32		88 12
AVT		1,350 0000			39,485 94	38,766 95	39,485 94	0 00	-718 99
BBG	Bill Barrett Corporation	383 0000	07/15/2008	05/30/2012	18,746 55	7,668 06	18,746 55		-11,078 49
BCO	The Brink's Company	650 0000	08/19/2010	11/26/2012	13,136 83	17,517 11	13,136 83		4,380 28
BHI	Baker Hughes Incorporated	200 1900	06/26/2001	11/13/2012	7,964 15	8,160 78	7,964 15		196 63
		186 8100	06/02/2000	11/13/2012	7,462 07	7,615 35	7,462 07		153 28
	Totals	387 0000			15,426 22	15,776 13	15,426 22	0 00	349 91
BID	Sotheby's Holdings Inc Class A	250 0000	11/09/2011	11/26/2012	8,048 95	7,421 66	8,048 95		-627 29
		350 0000	11/03/2011	11/26/2012	11,908 26	10,390 32	11,908 26		-1,517 94
		350 0000	07/02/2012	11/26/2012	11,816 91	10,390 33	11,816 91	-1,426 58	-2,145 23
	Totals	950 0000			31,774 12	28,202 31	31,774 12	-1,426 58	-2,145 23
BLC	Belo Corporation - A	1,450 0000	05/06/2009	11/26/2012	2,523 87	10,231 41	2,523 87		7,707 54
		500 0000	12/09/2008	11/26/2012	997 45	3,528 07	997 45		2,530 62
		1,850 0000	03/28/2012	11/26/2012	13,465 41	13,053 86	13,465 41	-411 55	10,238 16
	Totals	3,800 0000			16,986 73	26,813 34	16,986 73	-411 55	10,238 16
BRKS	Brooks Automation, Inc	1,500 0000	05/28/2003	09/10/2012	16,285 20	11,961 33	16,285 20		-4,323 87
CAE	CAE, Inc	2,900 0000	05/19/2004	11/26/2012	11,259 54	27,376 25	11,259 54		16,116 71
CBB	Cincinnati Bell Inc	4,200 0000	12/29/2010	11/26/2012	11,465 16	21,475 79	11,465 16		10,010 63
		6,100 0000	02/03/2006	11/26/2012	22,265 00	31,191 04	22,265 00		8,926 04

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Rockefeller & Co.
Realized Gain/Loss Report
Lookout Foundation, Inc /Pinnacle Mid/Small (9470/1.42)

From 01/01/2012 To 12/31/2012

Symbol	Security Name	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	Realized Gain/Loss	ST	L/T
		10,300,000			33,730.16	52,666.83	33,730.16	0.00	0.00	18,936.67
Totals										
CCJ	Cameco Corporation	1,916,000	03/27/2002	11/26/2012	9,232.79	33,335.55	9,232.79	24,102.76		
		750,000	03/28/2012	11/26/2012	16,505.48	13,048.88	16,505.48	-3,456.60		
Totals										
CGNX	Cognex Corp	600,000	01/03/2008	11/26/2012	11,975.40	20,708.54	11,975.40	8,733.14		
CMI	Cummins Engine Inc	766,000	03/25/2002	11/26/2012	8,686.44	76,384.73	8,686.44	67,698.29		
CVC	Cablevision Systems A	704,000	11/04/2002	11/26/2012	664.44	9,820.86	664.44	9,156.42		
		894,000	06/02/2000	11/26/2012	2,241.64	12,471.38	2,241.64	10,229.74		
		900,000	09/10/2012	11/26/2012	14,290.92	12,555.08	14,290.92	-1,735.84		
Totals										
CVC		2,498,000			17,197.00	34,847.32	17,197.00	-1,735.84		19,386.16
DBD	Diebold, Incorporated	483,000	10/13/2008	11/26/2012	12,214.59	14,390.23	12,214.59	2,175.64		
DISCK	Discovery Communications Inc	1,212,800	07/19/2005	11/26/2012	15,805.81	65,380.59	15,805.81	49,574.78		
		346,200	07/18/2005	11/26/2012	4,511.88	18,663.22	4,511.88	14,151.34		
Totals										
DISCK		1,559,000			20,317.69	84,043.81	20,317.69	63,726.12		
ETP	Energy Transfer Partners, MLP	0.5105	03/25/2002	10/11/2012	8.64	19.76	8.64	11.12		
		353,000	03/25/2002	11/09/2012	5,659.86	14,922.31	5,659.86	9,262.45		
Totals										
ETP		353,5105			5,668.50	14,942.07	5,668.50	9,273.57		
FWLT	Foster Wheeler AG	1,183,000	09/16/2010	11/26/2012	28,628.13	26,880.71	28,628.13	-1,747.42		
		850,000	03/28/2012	11/26/2012	19,164.02	19,314.12	19,164.02	150.10		
		500,000	11/13/2012	11/26/2012	11,362.10	11,361.24	11,362.10	-0.86		
Totals										
FWLT		2,533,000			59,154.25	57,556.07	59,154.25	-1,747.42		
GCI	Gannett Inc	700,000	05/09/2011	11/26/2012	10,497.13	12,357.31	10,497.13	1,860.18		
		134,000	06/16/2010	11/26/2012	2,202.97	2,365.54	2,202.97	162.57		
		300,000	01/22/2010	11/26/2012	4,692.00	5,295.99	4,692.00	603.99		
		600,000	01/15/2010	11/26/2012	9,582.00	10,591.98	9,582.00	1,009.98		
		399,000	09/01/2009	11/26/2012	3,360.90	7,043.67	3,360.90	3,682.77		
Totals										
GCI		1,300,000	03/28/2012	11/26/2012	19,863.61	22,949.30	19,863.61	3,085.69		
GCI		3,433,000			50,198.61	60,603.79	50,198.61	7,319.49		
GR	Goodrich (B F) Co	350,000	04/29/2003	03/28/2012	4,926.36	43,766.51	4,926.36	38,840.15		
		350,000	04/29/2003	06/14/2012	4,926.35	44,233.27	4,926.35	39,306.92		

Realized Gain/Loss Report

Lookout Foundation, Inc /Pinnacle Mid/Small (9470/1.42)

From 01/01/2012 To 12/31/2012

Symbol	Security Name	GR	Totals	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	Realized Gain/Loss	
										S/T	L/T
HLIT	Harmonic Inc			334 0000	02/07/2006	11/26/2012	1,994 58	1,426 15	1,994 58		-568 43
				3,699 0000	07/27/2005	11/26/2012	19,243 31	15,794 37	19,243 31		-3,448 94
		HLIT	Totals	4,033 0000			21,237 89	17,220 52	21,237 89	0 00	-4,017 37
HP	Helmench & Payne, Inc			916 0000	06/18/2004	11/26/2012	11,950 36	46,559 61	11,950 36		34,609 25
HXL	Hexcel Corporation			1,466 0000	01/31/2007	11/26/2012	27,487 50	36,933 43	27,487 50		9,445 93
IACI	IAC/ InterActiveCorp			533 0000	06/15/2009	11/26/2012	8,655 12	22,741 96	8,655 12		14,086 84
IMGN	ImmunoGen, Inc			1,050 0000	05/10/2010	11/26/2012	9,018 98	12,487 69	9,018 98		3,468 71
IN	Intermet Inc			1,266 0000	08/06/2008	03/28/2012	23,914 23	9,692 66	23,914 23		-14,221 57
INXN	InterXion Holding NV			900 0000	03/28/2012	11/26/2012	15,957 00	18,980 57	15,957 00	3,023 57	
IO	ION Geophysical Corp			2,183 0000	08/15/2007	11/26/2012	27,924 94	12,727 47	27,924 94		-15,197 47
ISIS	Isis Pharmaceuticals, Inc			2,033 0000	07/10/2007	11/26/2012	24,424 67	17,993 68	24,424 67		-6,430 99
JDSU	JDS Uniphase Corp			1,450 0000	04/13/2012	11/26/2012	18,871 90	16,763 07	18,871 90	-2,108 83	
JNS	Janus Capital Group Inc			700 0000	04/26/2012	11/26/2012	5,410 51	5,895 06	5,410 51	484 55	
				900 0000	04/27/2012	11/26/2012	6,939 54	7,579 36	6,939 54	639 82	
				700 0000	04/30/2012	11/26/2012	5,316 08	5,895 05	5,316 08	578 97	
		JNS	Totals	2,300 0000			17,666 13	19,369 47	17,666 13	1,703 34	0 00
KSU	Kansas City Southern			683 0000	03/06/2009	11/26/2012	9,377 11	54,245 03	9,377 11		44,867 92
LAZ	Lazard Ltd - CI A			650 0000	05/09/2008	11/26/2012	23,670 79	18,760 34	23,670 79		-4,910 45
LMCA OLD	Liberty Media Corp Liber-A			383 0000	04/16/2009	11/26/2012	4,232 19	41,672 50	4,232 19		37,440 31
LRCX	Lam Research Corporation			883 0000	05/19/2004	11/26/2012	20,192 53	31,281 61	20,192 53		11,089 08
				1,350 0000	11/16/2005	11/26/2012	28,155 24	47,825 78	28,155 24		19,670 54
		LRCX	Totals	2,233 0000			48,347 77	79,107 39	48,347 77	0 00	30,759 62
LSI	LSI Logics Corporation			1,200 0000	11/24/2010	11/26/2012	7,007 88	7,981 14	7,007 88		973 26
				3,100 0000	10/30/2008	11/26/2012	11,540 37	20,617 95	11,540 37		9,077 58
		LSI	Totals	4,300 0000			18,548 25	28,599 09	18,548 25	0 00	10,050 84
LVLIT	Level 3 Communications			426 6667	03/25/2011	11/26/2012	5,600 84	7,840 33	5,600 84		2,239 49
				533 3333	03/15/2011	11/26/2012	7,018 55	9,800 42	7,018 55		2,781 87
				350 0000	11/13/2012	11/26/2012	6,734 32	6,431 53	6,734 32	-302 79	

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Realized Gain/Loss Report

Lookout Foundation, Inc /Pinnacle Mid/Small (9470/1.42)

From 01/01/2012 To 12/31/2012

Symbol	Security Name	LVT	Totals	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	S/T	Realized Gain/Loss
				1,310,000			19,353.71	24,072.28	19,353.71	-302.79	5,021.36
LVS	Las Vegas Sands Corp			700,000	04/17/2009	11/26/2012	3,450.44	30,768.58	3,450.44		27,318.14
				1,150,000	04/08/2009	11/26/2012	4,659.69	50,548.39	4,659.69		45,888.70
		LVS	Totals	1,850,000			8,110.13	81,316.97	8,110.13	0.00	73,206.84
MDCO	The Medicines Company			200,000	06/11/2012	11/26/2012	4,398.24	4,228.38	4,398.24	-169.86	
				300,000	07/02/2012	11/26/2012	6,796.23	6,342.58	6,796.23	-453.65	
		MDCO	Totals	500,000			11,194.47	10,570.96	11,194.47	-623.51	0.00
MITI	Micromet Inc			1,350,000	05/04/2011	03/08/2012	8,960.76	14,850.00	8,960.76	5,889.24	
				1,400,000	07/16/2010	03/08/2012	8,770.44	15,400.00	8,770.44		6,629.56
		MITI	Totals	2,750,000			17,731.20	30,250.00	17,731.20	5,889.24	6,629.56
MOS	The Mosaic Company			300,000	06/30/2011	11/26/2012	20,145.72	15,974.82	20,145.72		-4,170.90
				566,000	01/05/2004	11/26/2012	6,212.36	30,139.17	6,212.36		23,926.81
		MOS	Totals	866,000			26,358.08	46,113.99	26,358.08	0.00	19,755.91
MSG	Madison Square Garden, Inc			175,000	11/04/2002	11/26/2012	187.33	7,594.57	187.33		7,407.24
				224,000	06/02/2000	11/26/2012	637.05	9,721.04	637.05		9,083.99
		MSG	Totals	399,000			824.38	17,315.61	824.38	0.00	16,491.23
MMV	MeadWestvaco Corporation			816,000	01/14/2008	11/26/2012	20,414.30	23,884.11	20,414.30		3,469.81
MYGN	Myriad Genetics, Inc			1,366,000	04/24/2003	11/26/2012	7,607.55	41,492.28	7,607.55		33,884.73
NIHD	NII Holdings Inc Cl B			750,000	03/28/2012	11/26/2012	13,378.35	3,749.91	13,378.35	-9,628.44	
				900,000	04/26/2012	11/26/2012	13,709.25	4,499.90	13,709.25	-9,209.35	
		NIHD	Totals	1,650,000			27,087.60	8,249.81	27,087.60	-18,837.79	0.00
NOA	North American Energy Partners			550,000	05/09/2011	11/26/2012	6,239.97	1,968.96	6,239.97		-4,271.01
				600,000	05/05/2011	11/26/2012	6,640.50	2,147.95	6,640.50		-4,492.55
		NOA	Totals	1,150,000			12,880.47	4,116.91	12,880.47	0.00	-8,763.56
OEH	Orient-Express Hotel Ltd -Cl A			300,000	11/09/2010	10/25/2012	3,225.00	3,700.96	3,225.00		475.96
				350,000	11/09/2010	11/26/2012	3,762.50	4,112.09	3,762.50		349.59
				1,700,000	01/13/2010	11/26/2012	17,000.00	19,973.03	17,000.00		2,973.03
				900,000	08/14/2009	11/26/2012	9,456.48	10,573.95	9,456.48		1,117.47
		OEH	Totals	1,600,000	03/28/2012	11/26/2012	16,618.56	18,798.14	16,618.56	2,179.58	4,916.05
				4,850,000			50,062.54	57,158.17	50,062.54	2,179.58	4,916.05

Realized Gain/Loss Report

Lookout Foundation, Inc /Pinnacle Mid/Small (9470/1.42)

From 01/01/2012 To: 12/31/2012

Symbol	Security Name	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	Realized Gain/Loss S/T	L/T
ONXX	Onyx Pharmaceuticals, Inc	800 0000	05/05/2010	11/26/2012	20,922 24	60,504 88	20,922 24		39,582 64
		100 0000	06/05/2009	11/26/2012	2,539 15	7,563 11	2,539 15		5,023 96
		900 0000			23,461 39	68,067 99	23,461 39	0 00	44,606 60
	ONXX Totals								
PCP	Precision Castparts Corp	500 0000	02/27/2002	11/26/2012	8,013 63	89,102 00	8,013 63		81,088 37
PLL	Pall Corporation	1,049 0000	03/26/2002	11/26/2012	21,231 76	64,140 62	21,231 76		42,908 86
		34 0000	03/25/2002	11/26/2012	696 29	2,078 91	696 29		1,382 62
		1,083 0000			21,928 05	66,219 53	21,928 05	0 00	44,291 48
	PLL Totals								
RCL	Royal Caribbean Cruises Ltd	933 0000	01/06/2009	11/26/2012	14,042 95	32,604 54	14,042 95		18,561 59
RDC	Rowan Companies, Inc	600 0000	03/28/2012	11/26/2012	17,979 00	20,967 55	17,979 00	2,988 55	
		200 0000	08/09/2012	11/26/2012	5,099 50	6,989 18	5,099 50	1,889 68	
		150 0000	08/10/2012	11/26/2012	3,831 75	5,241 89	3,831 75	1,410 14	
		1,883 0000			40,953 20	65,803 16	40,953 20	6,288 37	18,561 59
	RDC Totals								
REGN	Regeneron Pharmaceuticals	288 0000	01/15/2010	11/26/2012	9,120 04	8,660 23	9,120 04		-459 81
		398 0000	06/14/2010	11/26/2012	13,543 94	12,861 08	13,543 94		-682 86
		300 0000	01/19/2010	11/26/2012	10,209 00	9,694 28	10,209 00		-514 72
		250 0000	05/30/2012	11/26/2012	7,723 88	8,078 57	7,723 88	354 69	
		1,216 0000			40,596 86	39,294 16	40,596 86	354 69	-1,657 39
	REGN Totals								
RFMD	RF Micro Devices, Inc	150 0000	06/26/2006	04/20/2012	1,856 48	19,024 30	1,856 48		17,167 82
		50 0000	06/26/2006	05/23/2012	618 82	6,346 36	618 82		5,727 54
		100 0000	06/26/2006	10/16/2012	1,237 65	15,729 45	1,237 65		14,491 80
		800 0000	06/26/2006	11/26/2012	9,901 20	139,425 20	9,901 20		129,524 00
	RFMD Totals								
RHI	Robert Half International Inc	1,100 0000			13,614 15	180,525 31	13,614 15	0 00	166,911 16
		2,850 0000	12/19/2005	11/26/2012	16,521 17	11,860 29	16,521 17		-4,660 88
		2,850 0000	10/08/2012	11/26/2012	10,982 19	11,860 29	10,982 19	878 10	
	RHI Totals								
RJF	Raymond James Financial, Inc	784 0000	06/15/2009	11/26/2012	13,562 89	29,340 70	13,562 89		10,688 09
RTI	RTI International Metals, Inc	54 0000	11/05/2008	11/26/2012	1,215 96	2,020 92	1,215 96		15,777 81
		838 0000			14,778 85	31,361 62	14,778 85	0 00	804 96
	RTI Totals								
RVSN	RADVision Ltd	1,016 0000	05/02/2008	11/26/2012	43,633 14	24,469 91	43,633 14		16,582 77
	RVSN Totals								
		1,400 0000	08/02/2011	05/22/2012	9,996 00	16,393 77	9,996 00	6,397 77	-19,163 23

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Rockefeller & Co.

Realized Gain/Loss Report

Lookout Foundation, Inc /Pinnacle Mid/Small (9470/1.42)

From 01/01/2012 To 12/31/2012

Symbol	Security Name	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	Realized Gain/Loss S/T	L/T
SEAC	SeaChange International, Inc	2,916 0000	12/10/2007	11/26/2012	22,849 48	26,438 78	22,849 48	3,589 30	
SGEN	Seattle Genetics, Inc	1,550 0000	08/29/2008	11/26/2012	17,307 77	39,294 41	17,307 77	21,986 64	
SHAW	The Shaw Group Inc	750 0000	01/25/2011	11/26/2012	28,429 28	33,666 75	28,429 28	5,237 47	
SKS	Saks Incorporated	2,016 0000	04/09/2008	11/26/2012	25,261 49	20,441 98	25,261 49	-4,819 51	
SUN	Sunoco, Inc	358 0000	03/25/2002	10/05/2012	5,983 99	18,952 52	5,983 99	12,968 53	
SWC	Stillwater Mining Company	2,733 0000	11/07/2007	11/26/2012	28,111 09	30,757 04	28,111 09	2,645 95	
SXC	Suncoke Energy Inc	0 8380 379 0000	03/25/2002 03/25/2002	01/23/2012 10/11/2012	5 17 2,337 19	9 99 6,356 97	5 17 2,337 19	4 82 4,019 78	
	Totals	379 8380			2,342 36	6,366 96	2,342 36	0 00	4,024 60
	SXC								
TDS	Telephone and Data Systems, In	400 0000 400 0000	09/07/2012 11/05/2012	11/26/2012 11/26/2012	10,085 28 10,157 12	9,155 87 9,155 88	10,085 28 10,157 12	-929 41 -1,001 24	
	Totals	800 0000			20,242 40	18,311 75	20,242 40	-1,930 65	0 00
	TDS								
TQNT	Triquant Semiconductor, Inc	700 0000 3,300 0000	12/07/2004 06/06/2003	11/26/2012 11/26/2012	3,108 00 15,432 12	3,205 93 15,113 66	3,108 00 15,432 12	97 93 -318 46	
	Totals	4,000 0000			18,540 12	18,319 59	18,540 12	0 00	-220 53
	TQNT								
TRMB	Trimble Navigation Limited	400 0000 468 0000 598 0000	07/08/2011 11/20/2009 11/05/2008	11/26/2012 11/26/2012 11/26/2012	16,353 32 10,972 68 12,947 36	21,770 71 25,471 73 32,547 22	16,353 32 10,972 68 12,947 36	5,417 39 14,499 05 19,599 86	
	Totals	1,466 0000			40,273 36	79,789 66	40,273 36	0 00	39,516 30
	TRMB								
TVL	Lin TV Corp - C/A	2,206 0000	04/15/2008	03/28/2012	21,565 86	9,088 51	21,565 86	-12,477 35	
TWTC	TW Telecom	1,866 0000	08/07/2008	11/26/2012	27,426 65	47,395 34	27,426 65	19,968 69	
UFI	Unifi, Inc	400 0000 615 6667 199 3333	12/29/2010 08/09/2005 08/08/2005	11/26/2012 11/26/2012 11/26/2012	6,819 28 7,523 39 2,472 31	5,239 16 8,063 94 2,610 85	6,819 28 7,523 39 2,472 31	-1,580 12 540 55 138 54	
	Totals	1,215 0000			16,814 98	15,913 95	16,814 98	0 00	-901 03
	UFI								
USM	United States Cellular Corpora	516 0000	08/15/2002	11/26/2012	13,591 39	17,767 80	13,591 39	4,176 41	
VAL	The Valspar Corporation	1,083 0000	03/25/2002	11/26/2012	24,509 81	66,375 58	24,509 81	41,865 77	
VSH	Vishay Intertechnology, Inc	2,316 0000	12/06/2005	11/26/2012	28,312 07	21,566 80	28,312 07	-6,745 27	
WDR	Waddell & Reed Financial C/A	950 0000	11/03/2008	11/26/2012	13,713 25	30,794 80	13,713 25	17,081 55	
WHR	Whirlpool Corporation	258 0000	10/28/2004	03/28/2012	15,066 84	19,666 89	15,066 84	4,600 05	

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Realized Gain/Loss Report

Lookout Foundation, Inc /Pinnacle Mid/Small (9470/1 42)

From 01/01/2012 To 12/31/2012

Symbol	Security Name	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	Realized Gain/Loss S/T	L/T
WINN	Winn-Dixie Stores, Inc	2,100 0000	12/14/2011	03/12/2012	11,760 00	19,950 00	11,760 00	8,190 00	
X	United States Steel Corp	200 0000	03/04/2011	11/26/2012	11,118 08	4,311 92	11,118 08	-6,806 16	
		250 0000	09/14/2010	11/26/2012	11,802 38	5,389 91	11,802 38	-6,412 47	
		450 0000			22,920 46	9,701 83	22,920 46	0 00	-13,218 63
	Totals								
								7,305 45	1,132,465 91
	Merger Gain/Loss								
RDC	Rowan Companies, Inc						(9,823)		9,823 05
Account Totals					1,643,882 21	2,783,653 57	1,643,882 21	7,305 45	1,142,288 96
11/29/12	Sinclair Broadcast Group Inc A					30,306.20	19,033	11,273	
						2,813,959.87	1,653,092.21	1,160,867.41	
	Total								

Rockefeller & Co.

Realized Gain/Loss Report

Lookout Foundation, Inc /Transition (9470/5)

From 01/01/2012 To 12/31/2012

Symbol	Security Name	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	S/T	Realized Gain/Loss
Regular Gain/Loss									
HIEIX	Henderson Intl All Cap Eq Fd	85,800 0000	10/08/2009	04/12/2012	666,666 00	659,802 00	666,666 00		-6,864 00
MSIIX	Mainstay Intl Equity Fund	56,982 0000	10/13/2005	06/28/2012	776,664 66	597,741 18	776,664 66		-178,923 48
TRLGX	T Rowe Price Lrg Cap Grth Fnd	77,318 2840	08/31/2010	04/12/2012	1,005,137 69	1,484,511 05	1,005,137 69		479,373 36
		451 7610	12/17/2010	04/12/2012	7,336 00	8,673 81	7,336 00		1,337 81
		354 9550	12/21/2011	04/12/2012	5,516 00	6,815 14	5,516 00	1,299 14	
		106,096 7160	08/31/2010	06/28/2012	1,379,257 31	1,848,204 79	1,379,257 31		468,947 48
TRLGX Totals		184,221 7160			2,397,247 00	3,348,204 79	2,397,247 00	1,299 14	949,658 65
Totals								1,299 14	763,871 17
Account Totals					3,840,577 66	4,605,747 97	3,840,577 66	1,299 14	763,871 17

Lookout Foundation, Inc.
Investments
December 31, 2012

Corporate Stock

		Market Value
Ruane Cunniff	ATTACHMENT B PAGE 3 OF 18	\$ 1,219,999
Ruane Cunniff	ATTACHMENT B PAGE 4 OF 18	597,309
Merck & Co Inc	ATTACHMENT B PAGE 11 OF 18	227,217
Walthausen	ATTACHMENT B PAGE 10 OF 18	1,402,300
Walthausen	ATTACHMENT B PAGE 10 OF 18	27,641
Trillium	ATTACHMENT B PAGE 16 OF 18	2,879,513
Trillium	ATTACHMENT B PAGE 16 OF 18	462,785
Total Common Stock		\$ 6,816,764

Mutual Funds

ATTACHMENT B PAGE 11 OF 18 **\$ 5,740,119**

Bonds

Breckinridge	ATTACHMENT B PAGE 17 OF 18	\$ 1,453,161
	ATTACHMENT B PAGE 18 OF 18	40,472
		\$ 1,493,633

Alternatives

10,347 04 Shares of Regiment Capital LTD	2,594,732
53,749 Shares of Highclere Int'l Investors Smaller Co. Fund	886,598
333 33 Shares of Alysun Fund Limited	375,308
Lyme Forest Fund III TE, LP	98,324
137,102 Shares of Boston Common International Social Fund	3,775,623
Libra Fund	4,035,943
1/6th Value of the JMF Liquidating, LLC which includes the following	
Fresh Tracks Capital L P	27,337
Sankaty Credit Opportunity I Fund	161,736
Sankaty Credit Opportunity II Fund	358,558
Clarus Lifesciences I LP	361,062
Clarus Lifesciences II LP	192,296
MPM Bioventures III LP	204,208
Rockport Capital Partners III, L.P	111,834
Bain Capital VIII LP	419,529
Bain SQ VIII	1,885
Bain Capital AIV (Loews) II LP	638
Bain Capital (TRU) VIII LP	61,302
Brookside Capital Prtn Fnd LP	656,555
Wilshire Assoc Prvt Fnd II	265,646
Wilshire Assoc Prvt Fnd III	326,171
Wilshire Assoc. Prvt Fnd IV	338,847
Wilshire Non US Prvt Fnd IV	22,396
Total JMF, LLC	3,510,001
Total Alternatives	\$ 15,276,529
Total Investments	\$ 29,327,045



STATE STREET

Account Holdings

As of December 31, 2012

LOOKOUT FOUNDATION, INC

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
EQUITIES								
CONSUMER DURABLES								
AUTOMOTIVE								
902.000	ADVANCED AUTO PARTS INC	00751Y106		72.350	\$65,259.70	3.27%	\$216.48	0.33%
TOTAL CONSUMER DURABLES								
CONSUMER NON-DURABLES								
TEXTILES								
1,032.000	MOHAWK INDUSTRIES INC	608190104		90.470	\$93,365.04	4.68%	\$216.48	
DRUGS								
246.000	PERRIGO CO	714290103		104.030	\$25,591.38	1.28%	\$88.56	0.35%
34.000	WEST PHARMACEUTICAL SERVICES INC	955306105		54.750	1,881.50	0.09	25.84	1.39
HEALTH CARE								
780.000	IDEXX LABORATORIES INC	45168D104		92.800	\$72,384.00	3.63%		
346.000	SIRONA DENTAL SYSTEMS INC	82966C103		64.460	22,303.16	1.12		
TOTAL CONSUMER NON-DURABLES								
CONSUMER SERVICES								
RETAIL								
2,763.000	FASTENAL CO	311900104		46.650	\$128,893.95	5.46%	\$2,320.92	1.80%
4,924.000	TJX COMPANIES INC	872540109		42.450	209,023.80	10.47	2,265.04	1.08
286.000	TIFFANY & CO	886547108		57.340	16,399.24	0.82	366.08	2.23
666.000	WAL-MART STORES INC	931142103		68.230	45,441.18	2.28	1,058.94	2.33
593.000	WORLD FUEL SERVICES CORP	981475106		41.170	24,413.81	1.22	88.95	0.36
TOTAL CONSUMER SERVICES								
					\$424,171.98	21.25%	\$6,099.93	



STATE STREET

Account Holdings

As of December 31, 2012

LOOKOUT FOUNDATION, INC

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
EQUITIES (Continued)								
BUSINESS PRODUCTS & SERVICES								
ADVERTISING								
379.000	OMNICO GROUP INC	681919106		49.960	\$18,934.84	0.95%	\$454.80	2.40%
COMPUTER SERVICES								
61.000	GOOGLE INC-A	38259P508		707.380	\$43,150.18	2.16%		
224.000	TRIMBLE NAVIGATION LTD	896239100		59.780	13,390.72	0.67		
TOTAL BUSINESS PRODUCTS & SERVICES								
CAPITAL GOODS								
ENGINEERING & CONSTRUCTION								
318.000	EMCOR GROUP INC	29084Q100		34.610	\$11,005.98	0.55%	\$76.32	0.69%
253.000	JACOBS ENGINEERING INC	469814107		42.570	10,770.21	0.54		
MANUFACTURING-DIVERSIFIED								
403.000	PRECISION CASTPARTS CORP	740189105		189.420	\$76,336.26	3.83%	\$48.36	0.06%
278.000	WATERS CORP	941848103		87.120	24,219.36	1.21		
COMPUTER & BUSINESS EQUIPMENT								
217.000	IBM CORP	459200101		191.550	\$41,566.35	2.08%	\$737.80	1.77%
TELECOMMUNICATIONS EQUIPMENT								
676.000	CORNING INC	219350105		12.620	\$8,531.12	0.43%	\$243.36	2.85%
TOTAL CAPITAL GOODS								
INDUSTRIAL ELECTRONICS								
SEMICONDUCTORS								
131.000	FIRST SOLAR INC	336433107		30.855	\$4,042.08	0.20%		
53.000	LINEAR TECHNOLOGY CORP	535678106		34.300	1,817.90	0.09	55.12	3.03
TOTAL INDUSTRIAL ELECTRONICS								
					\$5,859.98	0.29%	\$55.12	



STATE STREET.

Account Holdings

As of December 31, 2012

LOOKOUT FOUNDATION, INC

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
EQUITIES (Continued)								
BASIC INDUSTRIES								
CHEMICALS - MAJOR								
242,000	PRAXAIR INC	74005P104		109.450	\$26,486.90	1.33%	\$532.40	2.01%
TOTAL BASIC INDUSTRIES								
FINANCIAL								
INSURANCE								
1,000	BERKSHIRE HATHAWAY INC-A	084670108		134,060.000	\$134,060.00	6.72%		
529,000	BERKSHIRE HATHAWAY INC	084670702		89.700	47,451.30	2.38		
OTHER FINANCIAL								
198,000	GOLDMAN SACHS GROUP INC	38141G104		127.560	\$25,256.88	1.27%	\$396.00	1.57%
185,000	VISA INC CL A	92826C839		151.580	28,042.30	1.41	244.20	0.87
TOTAL FINANCIAL								
TOTAL EQUITIES								
FOREIGN ASSETS								
PREFERRED STOCK								
10,000	EXOR SPA PREFERRED	573310901		21.859	\$218.59	0.01%	\$5.10	2.33%
TOTAL PREFERRED STOCK								
EQUITIES								
10,625,000	QINETIQ GROUP	B0WMMW0903		2.982	\$31,692.19	1.59%	\$535.40	1.69%
111,000	EXOR SPA	B06HZC902		25.049	2,780.51	0.14	49.02	1.76
2,823,000	HISCOX	B1G4YS904		7.386	20,851.46	1.04	821.39	3.94
7,997,000	ROLLS ROYCE HLDGS PLC	B63H84900		14.198	113,547.40	5.69		
681,000	NOVOZYMES A/S-B SHARES	B798FW902		28.131	19,157.68	0.96	228.64	1.19
607,772,000	ROLLS ROYCE HLDGS	B8K8LZ903		Price as of 11/30/12	98.79			
815,000	CRODA INTL PLC	023352008		38.621	23,752.47	1.19	569.82	2.40
1,011,000	IMI PLC	045796000		17.831	18,027.89	0.90	506.16	2.81
125,000	CANADIAN NATURAL RESOURCES LTD	136385101		28.870	3,608.75	0.18	52.75	1.46
4,666,000	PIRELLI & C SPA	468980008		11.410	53,242.58	2.67	1,660.95	3.12
1,076,000	RITCHIE BROS AUCTIONEERS	767744105		20.890	22,477.64	1.13	527.24	2.35



STATE STREET

Account Holdings
As of December 31, 2012

LOOKOUT FOUNDATION, INC

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
FOREIGN ASSETS (Continued)								
4,816,005	EQUITIES (Continued) VALEANT PHARMACEUTICALS INTL	91911K102		59.770	287,852.64	14.43		
	TOTAL EQUITIES				\$597,090.00	29.92%	\$4,951.37	
	TOTAL FOREIGN ASSETS				\$597,308.59	29.93%	\$4,956.47	



STATE STREET.

Account Holdings

As of December 31, 2012

LOOKOUT FOUNDATION, INC.

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
EQUITIES								
CORPORATE BONDS								
	OIL							
1,732,000	HALCON RESOURCES CORP	40537Q209		6.920	\$11,985.44	0.81%		
TOTAL CORPORATE BONDS								
CONSUMER DURABLES								
	AUTOMOTIVE						\$0.00	
1,196,000	COOPER TIRE & RUBBER CO	216831107		25.360	\$30,330.56	2.05%	\$502.32	1.66%
1,400,000	PEP BOYS MANNY MOE & JACK	713278109		9.830	13,762.00	0.93		
TOTAL CONSUMER DURABLES								
CONSUMER NON-DURABLES								
	FOODS						\$502.32	
521,000	OVERHILL FARMS INC	690212105		4.330	\$2,255.93	0.15%		
HOUSEHOLD PRODUCTS								
275,000	LIFETIME BRANDS INC	53222Q103		10.610	\$2,917.75	0.20%	\$27.50	0.94%
HEALTH CARE								
760,000	BIO-REFERENCE LABS INC	09057G602		28.629	\$21,758.65	1.47%		
TOTAL CONSUMER NON-DURABLES								
CONSUMER SERVICES								
	RETAIL						\$27.50	
2,080,000	NEWPARK RESOURCES INC	651718504		7.850	\$16,328.00	1.10%		
OTHER CONSUMER SERVICES								
1,450,000	CONVERGYS CORPORATION	212485106		16.410	\$23,794.50	1.61%	\$290.00	1.22%
TOTAL CONSUMER SERVICES								
					\$40,122.50	2.71%	\$290.00	



STATE STREET.

Account Holdings

As of December 31, 2012

LOOKOUT FOUNDATION, INC.

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
EQUITIES (Continued)								
HOUSING RELATED								
580.000	HOUSING RELATED BEAZER HOMES USA INC	07556Q881		16.890	\$9,796.20	0.66%		
1,200.000	M/I SCHOTTENSTEIN HOMES INC	55305B101		26.500	31,800.00	2.15		
TOTAL HOUSING RELATED								
BUSINESS PRODUCTS & SERVICES								
876.000	CONTAINERS CAI INTERNATIONAL INC	12477X106		21.950	\$19,228.20	1.30%	\$0.00	
930.000	TRIMAS CORP	896215209		28.007	26,047.16	1.76		
PRINTING								
650.000	DE LUXE CORP	248019101		32.240	\$20,956.00	1.41%	\$650.00	3.10%
790.000	VALASSIS COMMUNICATIONS INC	918866104		25.780	20,366.20	1.37	979.60	4.81
ENVIRONMENTAL SERVICES								
650.000	CECO ENVIRONMENTAL CORP	125141101		9.950	\$6,467.50	0.44%	\$117.00	1.81%
COMPUTER SERVICES								
920.000	ARC DOCUMENT SOLUTIONS INC	029263100		2.560	\$2,355.20	0.16%		
1,276.000	ELECTRONICS FOR IMAGING INC	285082102		18.990	24,231.24	1.63		
560.000	SYNNEX CORP	87162W100		34.380	19,252.80	1.30		
OTHER BUSINESS PRODS & SVCS								
564.000	AAON INC	000360206		20.870	\$11,770.68	0.79%	\$135.36	1.15%
920.000	CDI CORP	125071100		17.130	15,759.60	1.06	478.40	3.04
600.000	DARLING INTERNATIONAL INC	237266101		16.040	9,624.00	0.65		
680.000	DELTA APPAREL INC	247368103		13.980	9,506.40	0.84		
5,840.000	GT ADVANCED TECHNOLOGIES INC	36191U106		3.030	17,695.20	1.19		



STATE STREET.

Account Holdings

As of December 31, 2012

LOOKOUT FOUNDATION, INC.

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
EQUITIES (Continued)								
BUSINESS PRODUCTS & SERVICES (Continued)								
OTHER BUSINESS PRODS & SVCS (Continued)								
790.000	HILLENBRAND INC	431571108		22.610	17,861.90	1.21	616.20	3.45
150.000	HYSTER-YALE MATERIALS	449172105		48.800	7,320.00	0.49	150.00	2.05
1,020.000	KRATON PERFORMANCE POLYMERS INC	50077C106		24.030	24,510.60	1.65		
480.000	MAGELLAN HEALTH SERVICES INC	559079207		49.000	23,520.00	1.59		
650.000	MATERION CORP	576690101		25.780	16,757.00	1.13	195.00	1.16
2,690.000	MERCER INTL INC-SBI	588056101		7.160	19,260.40	1.30		
1,280.000	NCI BUILDING SYSTEMS INC	628852204		13.900	17,792.00	1.20		
4,090.000	OFFICE DEPOT INC	676220106		3.280	13,415.20	0.91		
1,100.000	PHH CORP	693320202		22.750	25,025.00	1.69		
5,032.000	POWER-ONE INC	73930R102		4.108	20,672.45	1.39		
980.000	PRIMERICA INC	74164M108		30.010	29,409.80	1.98	352.80	1.20
407.000	RENT-A-CENTER INC	76009N100		34.360	13,984.52	0.94	341.88	2.44
TOTAL BUSINESS PRODUCTS & SERVICES							\$4,016.24	
CAPITAL GOODS								
ELECTRICAL EQUIPMENT								
440.000	PLEXUS CORPORATION	729132100		25.800	\$11,352.00	0.77%		
MACHINERY								
460.000	ALBANY INTERNATIONAL CORP-A	012348108		22.680	\$10,432.80	0.70%	\$257.60	2.47%
790.000	JOHN BEAN TECHNOLOGIES CORP	477839104		17.770	14,038.30	0.95	221.20	1.58
MANUFACTURING-DIVERSIFIED								
960.000	COLUMBUS MCKINNON CORP	199333105		16.520	\$15,859.20	1.07%		



STATE STREET

Account Holdings

As of December 31, 2012

LOOKOUT FOUNDATION, INC.

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
EQUITIES (Continued)								
CAPITAL GOODS (Continued)								
MANUFACTURING-DIVERSIFIED (Continued)								
150.000	HYSTER YALE MATERIALS HANDLING-B	449172204		41.480 Price as of 11/30/12 35.420	6,222.00	0.42		
700.000	LSB INDUSTRIES INC	502160104			24,794.00	1.67		
1,330.000	MODINE MANUFACTURING CO	607828100		8.130	10,812.90	0.73		
570.000	PLANTRONICS INC	727493108		36.870	21,015.90	1.42	228.00	1.08
704.000	STANDEX INTERNATIONAL CORPORATION	854231107		51.290	36,108.16	2.44	225.28	0.62
1,200.000	TITAN INTERNATIONAL INC	88830M102		21.720	26,064.00	1.76	24.00	0.09
880.000	WORTHINGTON INDUSTRIES INC	981811102		25.990	22,871.20	1.54	457.60	2.00
AEROSPACE & DEFENSE								
400.000	HAYNES INTERNATIONAL INC	420877201		51.870	\$20,748.00	1.40%	\$352.00	1.70%
COMPUTER & BUSINESS EQUIPMENT								
1,080.000	LEXMARK INTERNATIONAL INC-A	529777107		23.190	\$25,045.20	1.69%	\$1,296.00	5.17%
TOTAL CAPITAL GOODS								
INDUSTRIAL ELECTRONICS								
SEMICONDUCTORS								
950.000	METHODE ELECTRONICS INC	591520200		10.030	\$245,363.66	16.56%	\$3,061.68	
ELECTRONICS-INSTRUMENTATION								
3,958.000	VISHAY INTERTECHNOLOGY INC	928298108		10.630	\$9,528.50	0.64%	\$266.00	2.79%
TOTAL INDUSTRIAL ELECTRONICS								
ENERGY								
OIL-INTEGRATED								
709.000	GULFPORT ENERGY CORP	402635304		38.220	\$42,073.54	2.84%		
1,096.000	NORTHERN OIL & GAS INC	665531109		16.820	\$51,602.04	3.48%	\$266.00	



STATE STREET

Account Holdings

As of December 31, 2012

LOOKOUT FOUNDATION, INC.

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
EQUITIES (Continued)								
ENERGY (Continued)								
OIL-INTEGRATED (Continued)								
2,410,000	SYNERGY RESOURCES CORP	87164P103		5.390	12,989.90	0.88		
OTHER ENERGY								
900,000	EPL OIL & GAS INC	28883D108		22.550	\$20,295.00	1.37%		
631,000	SHAW GROUP INC	820280105		46.610	29,410.91	1.98		
TOTAL ENERGY								
					\$108,228.51	7.30%	\$0.00	
BASIC INDUSTRIES								
METALS & MINING								
1,140,000	METALS USA HOLDINGS CORP	59132A104		17.490	\$19,938.60	1.35%	\$273.60	1.37%
420,000	RTI INTERNATIONAL METALS	74973W107		27.560	11,575.20	0.78		
CHEMICALS-MAJOR								
813,000	HEXCEL CORP	428291108		26.960	\$21,918.48	1.48%		
1,140,000	POLYONE CORP	73179P106		20.420	23,278.80	1.57	228.00	0.98
CHEMICALS-SPECIALTY								
1,006,000	LYDALL INC	550819106		14.340	\$14,426.04	0.97%		
2,121,000	OMNOVA SOLUTIONS INC	682129101		7.010	14,868.21	1.00		
PAPER & FOREST PRODUCTS								
600,000	CSS INDS INC	125906107		21.890	\$13,134.00	0.89%	\$360.00	2.74%
OTHER BASIC INDUSTRIES								
640,000	LAYNE CHRISTENSEN CO	521050104		24.270	\$15,532.80	1.05%		
TOTAL BASIC INDUSTRIES								
					\$134,672.13	9.09%	\$861.60	
FINANCIAL								
BANKS								
786,000	BRYN MAWR BANK CORP	117665109		22.270	\$17,504.22	1.18%	\$503.04	2.87%
1,850,000	CVB FINANCIAL CORP	126600105		10.400	19,240.00	1.30	629.00	3.27



STATE STREET.

Account Holdings

As of December 31, 2012

LOOKOUT FOUNDATION, INC.

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
EQUITIES (Continued)								
FINANCIAL (Continued)								
BANKS (Continued)								
250.000	CITY HOLDING CO	177835105		34.850	8,712.50	0.59	350.00	4.02
706.000	COMMUNITY BANK SYSTEM INC	203607106		27.360	19,316.16	1.30	762.48	3.95
1,010.000	DIME COMMUNITY BANCORP INC	253922108		13.890	14,028.90	0.95	565.60	4.03
174.000	FIRST BANCORP/NC	318910106		12.820	2,230.68	0.15	55.68	2.50
525.000	FIRST FINL BANKSHARES INC	32020R109		39.010	20,480.25	1.38	525.00	2.56
570.000	HANCOCK HOLDING CO	410120109		31.730	18,086.10	1.22	547.20	3.03
INSURANCE								
260.000	RLI CORPORATION	749607107		64.660	\$16,811.60	1.13%	\$332.80	1.98%
OTHER FINANCIAL								
897.000	ASTA FUNDING INC	046220109		9.510	\$8,530.47	0.58%	\$71.76	0.84%
1,455.000	LENDER PROCESSING SERVICES INC	52602E102		24.620	35,822.10	2.42	582.00	1.63
991.000	OCWEN FINANCIAL CORP	675746309		34.590	34,278.69	2.31		
1,530.000	UMPQUA HLDGS CORP	904214103		11.790	18,038.70	1.22	550.80	3.05
740.000	WALTER INV MGMT CORP	93317W102		43.020	31,834.80	2.15		
TOTAL FINANCIAL								
					\$264,915.17	17.88%	\$5,475.36	
TOTAL EQUITIES					\$1,402,299.60	94.62%	\$14,500.70	
FOREIGN ASSETS								
EQUITIES								
190.000	TEXTAINER GROUP HOLDINGS LTD	G8766E109		31.460	\$5,977.40	0.40%	\$334.40	5.59%
250.000	ALTISOURCE PORTFOLIO SOLUTIONS SA	L0175J104		86.855	21,663.75	1.46		
TOTAL EQUITIES								
					\$27,641.15	1.86%	\$334.40	
TOTAL FOREIGN ASSETS					\$27,641.15	1.86%	\$334.40	



STATE STREET

Account Holdings

As of December 31, 2012

LOOKOUT FOUNDATION INC

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
MUTUAL FUNDS								
5,162,000	ISHARES BARCLAYS TIPS BOND FUND	464287176		121.410	\$626,718.42	9.08%	\$13,901.27	2.22%
14,857,000	ISHARES BARCLAYS 1-3 YR CREDIT BO FD	464288646		105.480	1,567,116.36	22.71	24,498.19	1.56
104,111,460	ACCESS CAPITAL COMMUNITY INVESTMENT	74926P761		9.650	1,004,675.59	14.56	42,061.03	4.19
	TOTAL MUTUAL FUNDS				\$3,198,510.37	(A) 46.35%	\$80,461.49	
	TOTAL OTHER FIXED INCOME				\$3,198,510.37	46.35%	\$80,461.49	
EQUITIES								
	CONSUMER NON-DURABLES							
	DRUGS							
5,550,000	MERCK & CO INC	58933Y105		40.940	\$227,217.00	3.29%	\$9,546.00	4.20%
	TOTAL CONSUMER NON-DURABLES				\$227,217.00	3.29%	\$9,546.00	
	TOTAL EQUITIES				\$227,217.00	3.29%	\$9,546.00	
FOREIGN ASSETS								
	MUTUAL FUNDS							
124,588,644	DFA EMERGING MARKETS CORE EQUITY FD	233203421		20.400	\$2,541,608.34	36.82%	\$41,612.61	1.64%
	TOTAL MUTUAL FUNDS				\$2,541,608.34	(A) 36.82%	\$41,612.61	
	TOTAL FOREIGN ASSETS				\$2,541,608.34	36.82%	\$41,612.61	
	TOTAL ACCOUNT HOLDINGS				\$6,901,712.14	100.00%	\$131,621.02	

Mutual Funds

$$\Sigma (A) = \$5,740,118.71$$



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Account Holdings

As of December 31, 2012

LOOKOUT FOUNDATION, INC.

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
CONSUMER NON-DURABLES								
FOODS								
358.000	GENERAL MILLS INC	370334104		40.420	\$14,470.36	0.43%	\$472.56	3.27%
784.000	WHOLE FOODS MARKET INC	966837106		91.160	71,469.44	2.11	627.20	0.88
HOUSEHOLD PRODUCTS								
358.000	COLGATE PALMOLIVE CO	194162103		104.540	\$37,425.32	1.10%	\$887.84	2.37%
1,066.000	JARDEN CORP	471109108		51.700	55,112.20	1.63		
DRUGS								
744.000	ANGEN INC	031162100		86.200	\$64,132.80	1.89%	\$1,398.72	2.18%
HEALTH CARE								
1,457.000	BAXTER INTERNATIONAL INC	071813109		66.680	\$97,123.62	2.86%	\$2,622.60	2.70%
1,168.000	UNITEDHEALTH GROUP INC	91324P102		54.240	63,352.32	1.87	992.80	1.57
673.000	ZIMMER HOLDINGS INC	98956P102		66.660	44,862.18	1.32	484.56	1.08
TOTAL CONSUMER NON-DURABLES								
CONSUMER SERVICES								
BROADCASTING & CABLE								
954.000	DISCOVERY COMMUNICATIONS INC-A	25470F104		63.480	\$60,559.92	1.79%		
1,403.000	TIME WARNER INC	887317303		47.830	67,105.49	1.98	1,459.12	2.17
ENTERTAINMENT & LEISURE TIME								
657.000	PROCTER & GAMBLE CO	742718109		67.880	\$44,603.73	1.32%	\$1,476.94	3.31%
591.000	STARWOOD HOTELS & RESORTS	85590A401		57.360	33,899.76	1.00	738.75	2.18



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As of December 31, 2012

LOOKOUT FOUNDATION, INC.

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
EQUITIES (Continued)								
CONSUMER SERVICES (Continued)								
RETAIL								
742.000	COSTCO WHOLESALE CORP	22160K105		98.730	\$73,257.66	2.16%	\$816.20	1.11%
619.000	HOME DEPOT INC	437076102		61.850	38,285.15	1.13	718.04	1.88
1,782.000	TARGET CORP	87612E106		59.170	105,440.94	3.11	2,566.08	2.43
TOTAL CONSUMER SERVICES								
					\$423,152.65	12.49%	\$7,775.13	
BUSINESS PRODUCTS & SERVICES								
FOOD DISTRIBUTION								
353.000	SMUCKER JM CO	832696405		86.240	\$30,442.72	0.90%	\$734.24	2.41%
COMPUTER SERVICES								
916.000	ADOBE SYSTEMS INC	00724F101		37.680	\$34,514.88	1.02%		
3,720.000	CISCO SYSTEMS INC	17275R102		19.649	73,095.77	2.16	2,083.20	2.85
904.000	EBAY INC	278642103		50.997	46,101.92	1.36		
30.000	GOOGLE INC-A	38259P508		707.380	21,221.40	0.63		
1,700.000	MICROSOFT CORP	594918104		26.709	45,406.49	1.34	1,564.00	3.44
TELECOMMUNICATION SERVICES								
807.000	QUALCOMM INC	747525103		61.859	\$49,920.70	1.47%	\$807.00	1.62%
OTHER BUSINESS PRODS & SVCS								
1,638.000	MINERALS TECHNOLOGIES INC	603158106		39.920	\$65,388.96	1.93%	\$327.60	0.50%
335.000	3M CO	88579Y101		92.850	31,104.75	0.92	790.60	2.54
TOTAL BUSINESS PRODUCTS & SERVICES								
					\$397,197.59	11.73%	\$6,306.64	
CAPITAL GOODS								
ELECTRICAL EQUIPMENT								
339.000	VALMONT INDUSTRIES INC	920253101		136.550	\$46,290.45	1.36%	\$305.10	0.66%



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As of December 31, 2012

LOOKOUT FOUNDATION, INC.

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
EQUITIES (Continued)								
CAPITAL GOODS (Continued)								
MACHINERY								
160,000	MIDDLEBY CORP	596278101		128.210	\$20,513.60	0.60%		
632,000	WABTEC CORP	929740108		87.540	55,325.28	1.63	126.40	0.23
TRUCKS & PARTS								
167,000	CUMMINS INC	231021106		108.350	\$18,094.45	0.53%	\$334.00	1.85%
COMPUTER & BUSINESS EQUIPMENT								
247,000	APPLE INC	037833100		532.173	\$131,446.73	3.88%	\$2,618.20	1.99%
205,000	CERNER CORP	156782104		77.510	15,889.55	0.47		
942,000	EMC CORP MASS	268648102		25.300	23,832.50	0.70		
535,000	IBM CORP	459200101		191.550	102,479.25	3.02	1,819.00	1.77
OTHER CAPITAL GOODS								
833,000	JOHNSON CONTROLS INC	478366107		30.670	\$25,548.11	0.75%	\$633.08	2.48%
991,000	OWENS ILLINOIS INC	690768403		21.270	21,078.57	0.62		
1,277,000	SEALED AIR CORP	81211K100		17.510	22,360.27	0.66	664.04	2.97
TOTAL CAPITAL GOODS								
INDUSTRIAL ELECTRONICS								
2,910,000	INTEL CORP				\$482,858.86	14.22%	\$6,499.82	
ELECTRONICS-INSTRUMENTATION								
1,957,000	SYMANTEC CORP	458140100		20.620	\$60,004.20	1.77%	\$2,619.00	4.36%
OTHER INDUSTRIAL ELECTRONICS								
3,755,000	NV ENERGY INC	871503108		18.820	\$36,830.74	1.08%		
		67073Y106		18.140	\$68,115.70	2.01%	\$2,553.40	3.75%
TOTAL INDUSTRIAL ELECTRONICS								
					\$164,950.64	4.87%	\$5,172.40	



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Account Holdings

As of December 31, 2012

LOOKOUT FOUNDATION, INC.

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
EQUITIES (Continued)								
ENERGY								
OIL-INTEGRATED								
784.000	EOG RESOURCES INC	26875P101		120.790	\$94,699.36	2.79%	\$533.12	0.56%
621.000	HESS CORP	42809H107		52.960	32,888.16	0.97	248.40	0.75
1,573.000	MARATHON PETROLEUM CORP	56585A102		63.000	99,099.00	2.92	2,202.20	2.22
OTHER ENERGY								
648.000	ATWOOD OCEANICS INC	060095108		45.790	\$29,717.71	0.88%		
633.000	NATIONAL OILWELL VARCO INC	637071101		68.350	43,265.55	1.28	329.16	0.76
TOTAL ENERGY								
					\$299,669.78	8.84%	\$3,312.88	
TRANSPORTATION								
AIR TRANSPORTATION								
224.000	FEDEX CORP	31428X106		91.720	\$20,545.28	0.61%	\$125.44	0.61%
OTHER TRANSPORTATION								
287.000	KANSAS CITY SOUTHERN INC	485170302		83.480	\$24,793.56	0.73%	\$231.66	0.93%
600.000	UNITED PARCEL SERVICE INC-B	911312106		73.730	44,238.00	1.30	1,368.00	3.09
TOTAL TRANSPORTATION								
					\$89,576.84	2.64%	\$1,725.10	
FINANCIAL								
BANKS								
2,291.000	CITIGROUP INC	172967424		39.560	\$90,631.96	2.67%	\$91.64	0.10%
2,147.000	FIFTH THIRD BANCORP	316773100		15.200	32,634.40	0.96	858.80	2.63
2,079.000	WELLS FARGO & CO	948746101		34.180	71,060.22	2.10	1,829.52	2.57
INSURANCE								
2,403.000	AFLAC INC	001055102		53.120	\$127,647.36	3.76%	\$3,364.20	2.64%
935.000	CHUBB CORP	171232101		75.320	70,424.20	2.08	1,533.40	2.18
730.000	LINCOLN NATIONAL CORP	534187109		25.900	18,907.00	0.56	350.40	1.85



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As of December 31, 2012

LOOKOUT FOUNDATION, INC.

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
EQUITIES (Continued)								
FINANCIAL (Continued)								
OTHER FINANCIAL								
287.000	AMERICAN EXPRESS CO	025816109		57.480	\$16,496.76	0.49%	\$229.60	1.39%
1,845.000	JP MORGAN CHASE & CO	46625H100		43.969	81,122.99	2.39	2,214.00	2.73
94.000	MASTERCARD INC-A	57636Q104		491.280	46,180.32	1.36	112.80	0.24
356.000	REINSURANCE GROUP OF AMERICA INC	759351604		53.520	19,053.12	0.56	341.76	1.79
TOTAL FINANCIAL								
					\$574,158.33	16.93%	\$10,926.12	
TOTAL EQUITIES					\$2,879,512.93	84.93%	\$49,204.37	
FOREIGN ASSETS								
EQUITIES								
1,217.000	ABB LTD ADR	000375204		20.790	\$25,301.43	0.75%	\$843.38	3.33%
1,095.000	BT GROUP PLC ADR	05577E101		38.030	41,642.85	1.23	1,477.16	3.55
583.000	CANADIAN PAC RY LTD	13645T100		101.620	59,244.46	1.75	822.03	1.39
895.000	GLAXO SMITHKLINE PLC ADR	37733W105		43.470	38,905.65	1.15	2,075.51	5.33
530.000	HSBC HOLDINGS PLC ADR	404280406		53.070	28,127.10	0.83	1,325.00	4.71
481.000	NATIONAL GRID PLC-SPONSORED ADR	636274300		57.440	26,479.84	0.78	1,459.53	5.51
678.000	NOVARTIS AG ADR	66987V109		63.300	42,917.40	1.27	1,427.87	3.33
179.000	NOVO-NORDISK AS ADR-B	670100205		163.210	29,214.59	0.86	327.93	1.12
2,482.000	STATOIL ASA ADR	85771P102		25.040	62,149.28	1.83	2,243.73	3.61
1,236.000	UNILEVER NV NY SHARE F	904784709		38.300	47,338.80	1.40	1,287.91	2.72
2,440.000	VODAFONE GROUP PLC ADR	92857W209		25.190	61,463.60	1.77	3,660.00	5.95
TOTAL EQUITIES								
					\$462,785.00	13.62%	\$16,950.05	
TOTAL FOREIGN ASSETS					\$462,785.00	13.62%	\$16,950.05	



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LOOKOUT FOUNDATION, INC.

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
GOVERNMENT AND AGENCY ISSUES								
60,000,000	US TREAS NTS	912828RN2		100.063	\$60,037.80	3.99%	\$150.00	0.25%
60,000,000	FHLB (FED HM LN BKS)	313373SZ6		105.508	63,304.80	4.21	1,275.00	2.01
60,000,000	FHLB (FED HM LN BK)	313370US5		109.577	65,746.20	4.37	1,725.00	2.62
	TOTAL GOVERNMENT AND AGENCY ISSUES				\$189,088.80	12.57%	\$3,150.00	
CORPORATE BONDS								
40,000,000	PEPSICO INC	713448BV9		100.522	\$40,208.80	2.67%	\$320.00	0.80%
40,000,000	TEXAS INSTRMNTS INC	882508AT1		99.492	39,796.80	2.65	180.00	0.45
40,000,000	TOYOTA MOTOR CR CORP	89233P6S0		100.711	40,284.40	2.68	500.00	1.24
70,000,000	AMHERST COLLEGE	898361AK6		99.801	69,860.70	4.64	1,621.20	2.32
50,000,000	BONY MELLON HTN	06406HBJ7		101.018	50,509.00	3.36	2,250.00	4.45
40,000,000	JOHN DEERE CAP MTN	24422ERK7		101.329	40,531.60	2.69	500.00	1.23
40,000,000	GENL ELEC CAP CORP	36962G5J9		114.104	45,641.60	3.03	1,860.00	4.07
	TOTAL CORPORATE BONDS				\$326,832.90	21.72%	\$7,231.20	
OTHER FIXED INCOME								
MUNICIPAL OBLIGATIONS								
60,000,000	BROOKFIELD CO 12B TXB	114760FD8		99.810	\$59,886.00	3.98%	\$300.00	0.50%
60,000,000	CA ST DEPT WTR 12AO	13066KW88		101.367	60,820.20	4.04	1,582.20	2.60
60,000,000	CT ST GO TXB 12B	20772JMK3		100.957	60,574.20	4.03	1,137.60	1.88
60,000,000	COOK CNTY IL GO 12D	216129EV4		103.476	62,085.60	4.13	1,350.00	2.17
50,000,000	EL SEGUNDO CA USD 12A	284047HQ3		100.570	50,285.00	3.34	700.00	1.39
40,000,000	HARRIS CNTY TX GO 12	414005RW0		99.715	39,886.00	2.65	409.20	1.03
60,000,000	HONOLULU CITY HI 12G	438670Q38		100.725	60,435.00	4.02	922.80	1.53
60,000,000	MOUNTAIN VIEW CA GO	624454KV5		99.784	59,870.40	3.98	447.00	0.75
60,000,000	NY ST ENVR FACS 12F	64985HJG3		100.844	60,506.40	4.02	1,593.60	2.63
60,000,000	NY ST DORM AUTH 12F	64990EJH1		100.030	60,018.00	3.99	1,315.20	2.19
60,000,000	NEWARK CA UNIF SD GO	650264SW5		100.040	60,024.00	3.99	306.00	0.51
65,000,000	OH ST WTR DEV 12A	67768WUS9		100.467	65,303.55	4.34	445.90	0.68
60,000,000	SAN MATEO CA TXB 12B	799017KT4		100.972	60,583.20	4.03	1,315.80	2.17
60,000,000	S SAN ANTONIO TX 12A	8398562A8		111.391	66,834.60	4.44	2,100.00	3.14
60,000,000	TX ST GO 12D	882722W0		99.790	59,874.00	3.98	219.60	0.37
50,000,000	UNION CA ELEM SD 12B	906573FA3		100.506	50,253.00	3.34	786.50	1.56
	TOTAL MUNICIPAL OBLIGATIONS				\$937,239.15	62.30%	\$14,931.40	
	TOTAL OTHER FIXED INCOME				\$937,239.15	62.30%	\$14,931.40	

\$1,453,161



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Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
FOREIGN ASSETS								
40,000,000	CORPORATE OBLIGATIONS SANOFI	801060AA2		101.179	\$40,471.60	2.70%	\$480.00	1.19%
	TOTAL CORPORATE OBLIGATIONS				\$40,471.60	2.70%	\$480.00	
	TOTAL FOREIGN ASSETS				\$40,471.60	2.70%	\$480.00	
	TOTAL ACCOUNT HOLDINGS							