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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation Lookout Foundation, Inc.		A Employer identification number 22-3745074						
Number and street (or P O box number if mail is not delivered to street address) 934 Flagship Dr	Room/suite	B Telephone number (see instructions)						
City or town, state or province, country, and ZIP or foreign postal code Summerland Key FL 33042		C If exemption application is pending, check here ☐						
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		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) ▶ \$ 11,440,562	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	1,137,591			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	132,934	132,934		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	312,304			
	b Gross sales price for all assets on line 6a 792,318				
	7 Capital gain net income (from Part IV, line 2)		312,304		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) Stmt 1	9,062	9,062			
12 Total. Add lines 1 through 11	1,591,891	454,300			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Stmt 2	2,995	2,995		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 3	1,526	1,526		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) Stmt 4	25	25		
	24 Total operating and administrative expenses. Add lines 13 through 23	4,546	4,546	0	0
	25 Contributions, gifts, grants paid See Statement 5	408,050			408,050
26 Total expenses and disbursements. Add lines 24 and 25	412,596	4,546	0	408,050	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,179,295				
b Net investment income (if negative, enter -0-)		449,754			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing				
	2	Savings and temporary cash investments		324,302	298,980	298,980
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (att. schedule) ▶ Less: allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U S and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule) See Stmt 6		7,339,168	6,065,239	8,207,452
	c	Investments – corporate bonds (attach schedule) See Stmt 7			2,194,007	2,300,087
	11	Investments – land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶				
	12	Investments – mortgage loans				
	13	Investments – other (attach schedule) See Statement 8			286,589	634,043
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶				
	15	Other assets (describe ▶ See Statement 9)		4,981	4,981	
	16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		7,668,451	8,849,796	11,440,562
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ See Statement 10)			2,050	
	23	Total liabilities (add lines 17 through 22)		0	2,050	
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		7,668,451	8,847,746	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		7,668,451	8,847,746	
	31	Total liabilities and net assets/fund balances (see instructions)		7,668,451	8,849,796	

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	7,668,451
2	Enter amount from Part I, line 27a	2	1,179,295
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,847,746
5	Decreases not included in line 2 (itemize) ▶ See Statement 11	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	8,847,746

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Worksheet				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) 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 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
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3
				312,304
				5,537

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	362,159	7,984,780	0.045356
2011	359,877	7,962,987	0.045194
2010	348,565	7,464,853	0.046694
2009	326,518	6,663,992	0.048997
2008	314,490	7,931,048	0.039653
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4			8
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	4,498
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	4,498
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	4,498
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	6,454
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	6,454
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,956
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 1,956 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c 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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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?		
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) NJ		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2013 or the taxable year beginning in 2013 (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

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 ► Niles L. Noblitt 934 Flagship Drive Located at ► Summerland Key FL ZIP+4 ► 33042	Telephone no ► 305-745-1899		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	15	► ☐	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	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	N/A ► ☐	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	N/A	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► 20 , 20 , 20 , 20	☐ 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	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a	During the year did the foundation pay or incur any amount to:			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes	☒ No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A		5b
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	N/A ☐ Yes ☐ No		
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 (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 12				

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

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

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

0

Form 990-PF (2013) **Lookout Foundation, Inc.****22-3745074**Page **7****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	

Form **990-PF** (2013)

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	8,664,295
b	Average of monthly cash balances	1b	322,458
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	8,986,753
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	8,986,753
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	134,801
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,851,952
6	Minimum investment return. Enter 5% of line 5	6	442,598

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	442,598
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,498
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,498
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	438,100
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	438,100
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	438,100

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	408,050
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	408,050
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	4,498
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	403,552

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				438,100
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			240,814	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013.				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 408,050				
a Applied to 2012, but not more than line 2a			240,814	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2013 distributable amount				167,236
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				270,864
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test – enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test – enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

1 Information Regarding Foundation Managers:

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
N/A

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
N/A

b The form in which applications should be submitted and information and materials they should include
N/A

c Any submission deadlines
N/A

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

Form 990-PF (2013) **Lookout Foundation, Inc.****22-3745074**Page **11****Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 13				408,050
Total			▶ 3a	408,050
b Approved for future payment N/A				
Total			▶ 3b	

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

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- a** Transfers from the reporting foundation to a noncharitable exempt organization of
- (1)** Cash
- (2)** Other assets
- b** Other transactions
- (1)** Sales of assets to a noncharitable exempt organization
- (2)** Purchases of assets from a noncharitable exempt organization
- (3)** Rental of facilities, equipment, or other assets
- (4)** Reimbursement arrangements
- (5)** Loans or loan guarantees
- (6)** Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- d** If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[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.

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

Signature of officer or trustee

Date 8/7/2014

► Treasurer
Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if
self-employed

Lee L. Heyde

Lee L. Heyde

07/30/14

Firm's name ▶ **Heyde & Associates, PC**

PTIN P00024387

Firm's address ▶ 1822 E Center St
Warsaw, IN 46580-3604

Firm's EIN ► **35-2018670**

Phone no **574-269-4351**

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

▶ Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

Employer identification number

Lookout Foundation, Inc.**22-3745074**

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐
- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33
- ¹
- /
- ₃
- % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the
- General Rule**
- applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Lookout Foundation, Inc.

Employer identification number

22-3745074**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Niles L. Noblitt 934 Flagship Dr. Summerland Key FL 33042	\$ 1,137,591	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization

Lookout Foundation, Inc.

Employer identification number

22-3745074**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	650 shares ISHARES CORE S&P	\$ 119,333	12/23/31
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	5500 shares ISHARES TR DOW JONES	\$ 507,705	12/23/31
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	8016 shares VANGUARD 500 INDEX	\$ 1,350,055	12/23/31
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2013
For calendar year 2013, or tax year beginning , and ending		

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

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) ALLIANZ GI OPPORTUNITY FD INST: POFI	P	Various	12/30/13
(2) ALLIANZ GI OPPORTUNITY FD INST:POFIX	P	12/12/13	12/30/13
(3) Charles Schwab Capital Gains Distrib	P	Various	12/31/13
(4) DODGE & COX STOCK FUND: DODGX	P	Various	12/16/13
(5) DODGE & COX STOCK FUND: DODGX	P	Various	12/30/13
(6) HARBOR CAP APPRECIATION FUND	P	Various	12/16/13
(7) HARBOR CAP APPRECIATION FUND	P	08/03/07	12/30/13
(8) RICE HALL JAMES SMALL CAP: RHJMX	P	Various	12/30/13
(9) VANGUARD GROWTH INDEX: VIGRX	P	08/23/07	12/30/13
(10) Capital Gains Distributions			
(11)			
(12)			
(13)			
(14)			
(15)			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 65,526		64,368	1,158
(2) 4,031		3,568	463
(3) 5,074			5,074
(4) 49,950		36,806	13,144
(5) 250,000		177,900	72,100
(6) 69,950		36,703	33,247
(7) 41,000		21,501	19,499
(8) 100,000		73,511	26,489
(9) 100,000		65,657	34,343
(10) 106,787			106,787
(11)			
(12)			
(13)			
(14)			
(15)			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0- or Losses (from col (h)))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)			1,158
(2)			463
(3)			5,074
(4)			13,144
(5)			72,100
(6)			33,247
(7)			19,499
(8)			26,489
(9)			34,343
(10)			106,787
(11)			
(12)			
(13)			
(14)			
(15)			

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	\$ 9,062	\$ 9,062	\$
Total	\$ 9,062	\$ 9,062	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Accounting Fees	\$ 2,995	\$ 2,995	\$	\$
Total	\$ 2,995	\$ 2,995	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Foreign Taxes Paid	\$ 1,526	\$ 1,526	\$	\$
Rounding				
Total	\$ 1,526	\$ 1,526	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses			\$	
Rounding				
Investment Fees	25	25		
Total	\$ 25	\$ 25	\$ 0	\$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants

Amount	Noncash Description	FMV Explanation	Book Value Amount	Book Value Explanation	Date
3,000					6/27/13
5,000					9/18/13
5,000					11/18/13
5,000					10/18/13
5,500					12/11/13
500					12/11/13
8,000					12/13/13
5,000					12/21/13
2,000					12/21/13
8,000					12/21/13
3,500					12/21/13
24,000					12/21/13
69,000					12/21/13
12,000					12/21/13
1,000					12/21/13
2,000					12/21/13
1,000					12/21/13
350					12/21/13
2,000					12/21/13
4,000					12/21/13
2,000					12/21/13
2,000					12/21/13
1,000					12/21/13
1,000					12/21/13
1,000					12/21/13
1,000					12/21/13
3,000					12/21/13
1,000					12/21/13
3,000					12/21/13
5,000					12/21/13
2,000					12/21/13
5,000					1/17/13
250					1/21/13
500					5/08/13
100					6/17/13
1,000					6/26/13

Federal Statements

7/30/2014 2:16 PM

Statement 5 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants
(continued)

Amount	Noncash Description	FMV Explanation	Book Value Amount	Book Value Explanation	Date
5,000					9/24/13
150					12/01/13
250					12/13/13
13,000					12/13/13
15,000					12/13/13
4,000					12/13/13
3,000					12/13/13
12,000					12/13/13
8,000					12/13/13
12,000					12/13/13
500					12/13/13
500					12/13/13
2,000					12/13/13
3,000					12/13/13
1,000					12/13/13
1,000					12/13/13
1,000					12/13/13
750					12/13/13
1,000					12/13/13
2,000					12/13/13
1,000					12/13/13
2,500					12/13/13
50,000					12/13/13
1,100					12/13/13
500					12/13/13
13,500					12/21/13
7,000					12/21/13
7,000					12/21/13
50					12/21/13
1,000					12/21/13
50					12/21/13
3,000					10/28/13
2,000					1/17/13
3,000					12/16/13
					12/16/13

Federal Statements

7/30/2014 2:16 PM

Statement 5 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants
(continued)

Amount	Noncash Description	FMV Explanation	Book Value Amount	Book Value Explanation	Date
1,000					12/16/13
500					12/16/13
4,000					12/16/13
1,000					12/16/13
1,000					12/16/13
14,000					12/11/13
4,000					12/11/13
1,000					12/21/13
3,000					12/16/13
3,000					12/16/13
2,000					12/16/13

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Charles Schwab Stock Fund	\$ 7,339,168	\$ 6,065,239	Cost	\$ 8,207,452
Total	\$ 7,339,168	\$ 6,065,239		\$ 8,207,452

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Charles Schwab Bond Fund	\$	\$ 2,194,007	Cost	\$ 2,300,087
Total	\$ 0	\$ 2,194,007		\$ 2,300,087

Federal Statements

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Other Assets	\$	\$ 286,589		\$ 634,043
Total	\$ 0	\$ 286,589		\$ 634,043

22-3745074

Federal Statements

FYE: 12/31/2013

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

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
Organizational Expense	\$ 4,981	\$ 4,981	\$
Total	\$ 4,981	\$ 4,981	\$ 0

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

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
Am Ex Credit Card	\$	\$ 2,050
Total	\$ 0	\$ 2,050

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

<u>Description</u>	<u>Amount</u>
NonDividend Distrib paid in 2012 for 2011	\$
Total	\$ 0

Federal Statements

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

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
Nancy Z. Noblitt 934 Flagship Drive Summerland Key FL 33042	Pres./Dir.	0.10	0	0	0
Niles L. Noblitt 934 Flagship Drive Summerland Key FL 33042	Treas. / Dir	1.00	0	0	0
Catherine N. Keating 10113 Radford Ave NW Seattle WA 98177	Dir.	0.10	0	0	0
Sarah E. Erlandson 2620 NW 98th St Seattle WA 98117	Dir.	0.10	0	0	0
Joseph F. Noblitt 9455 Lake Washington Blvd NE Bellevue WA 98004	Dir.	0.10	0	0	0

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

Name	Address			Purpose	Amount
Address	Relationship	Status			
Pathfinder International Watertown MA 02472	n/a	9 Galen St. Suite 217 PC	Unrestricted Charitable Grant	3,000	
American Red Cross Washington DC 20006-5009	n/a	2025 E Street NW PC	Unrestricted Charitable Grant	5,000	
American Red Cross Washington DC 20006-5009	n/a	2025 E Street NW PC	Unrestricted Charitable Grant	5,000	
American Red Cross Des Moines IA 50340-2018	n/a	P.O. Box 4002018 , PC	Unrestricted Charitable Grant	5,000	
12-13					

Federal Statements

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

Name		Address		Relationship	Status	Purpose	Amount
Address							
O.R.E.F.		6300 N. River Rd., Suite				Unrestricted Charitable Grant	5,500
Rosemont IL 60018-4261	n/a	PC					
Smile Train		P.O. Box 96231				Unrestricted Charitable Grant	500
Washington DC 20090-6231	n/a	PC					
Market Street Mission		9 Market St.				Unrestricted Charitable Grant	8,000
Morristown NJ 07960-5122	n/a	PC					
NAMI Eastside		16315 NE 87th St., Suite				Unrestricted Charitable Grant	5,000
Redmond WA 98052	n/a	PC					
The V Foundation for Cancer Research		106 Towerview Court				Unrestricted Charitable Grant	2,000
Cary NC 27513	n/a	PC					
Northwest Harvest		P.O. Box 12272				Unrestricted Charitable Grant	8,000
Seattle WA 98102-9913	n/a	PC					
Hope Link		P.O. Box 3577				Unrestricted Charitable Grant	3,500
Redmond WA 98073-3577	n/a	PC					
Salvation Army National		615 Slaters Lane				Unrestricted Charitable Grant	24,000
Alexandria VA 22313	n/a	PC					
American Red Cross National		2025 E Street NW				Unrestricted Charitable Grant	69,000
Washington DC 20006-5009	n/a	PC					
Ballard Food Bank		5130 Leary Ave NW				Unrestricted Charitable Grant	12,000
Seattle WA 98107	n/a	PC					
Intrepid Fallen Heroes Fund		One Intrepid Square				Unrestricted Charitable Grant	1,000
New York NY 10036	n/a	PC					
Nature Conservancy-FL		127 Industrial Rd., Suite				Unrestricted Charitable Grant	2,000
Big Pine Key FL 33043	n/a	PC					
Take Stock in Children		241 Trumbo Rd.				Unrestricted Charitable Grant	1,000
Key West FL 33040	n/a	PC					
Habitat for Humanity of KW and Lowe		P.O. Box 5873				Unrestricted Charitable Grant	350
Key West FL 33045	n/a	PC					
Seattle Cancer Care Alliance		Mailstop LG 312				Unrestricted Charitable Grant	2,000
Seattle WA 98109-1023	n/a	PC					
New Beginnings		P.O. Box 75125				Unrestricted Charitable Grant	4,000
Seattle WA 98175-0125	n/a	PC					
Youth Care Orion		2500 NE 54th St.				Unrestricted Charitable Grant	2,000
Seattle WA 98105	n/a	PC					

Federal Statements

7/30/2014 2:16 PM

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

Name		Address			Purpose	Amount
Address	Relationship	Status				
Ryther	Seattle WA 98115	n/a	2400 NE 95th St.	PC	Unrestricted Charitable Grant	2,000
Operation Walk	Moorsville IN 46158	n/a	1199 Hadley Rd.	PC	Unrestricted Charitable Grant	1,000
Tippecanoe Watershed Foundation	Warsaw IN 46581-1671	n/a	P.O. Box 1671	PC	Unrestricted Charitable Grant	1,000
Special Olympics	Washington DC 20090-4658	n/a	P.O. Box 96548	PC	Unrestricted Charitable Grant	1,000
The Breast Cancer Research Foundati	New York NY 10022	n/a	60 E 56th St.	PC	Unrestricted Charitable Grant	1,000
NOLS	Lander WY 82520-9900	n/a	284 Lincoln St.	PC	Unrestricted Charitable Grant	1,000
MIND Research Institute	Irvine CA 92617	n/a	111 Academy Suite 100	PC	Unrestricted Charitable Grant	3,000
Little Red Door	Indianapolis IN 46202	n/a	1801 Meridian	PC	Unrestricted Charitable Grant	1,000
Women for Women International	Central Islip NY 11722-92	n/a	Global Support Ctr.	PC	Unrestricted Charitable Grant	3,000
Nest	New York NY 10012	n/a	676 Broadway, 4th Floor	PC	Unrestricted Charitable Grant	5,000
FKOC	Key West FL 33041	n/a	P.O. Box 4767	PC	Unrestricted Charitable Grant	2,000
St. Paul's Episcopal Church	Key West FL 33040	n/a	401 Duval St.	PC	Unrestricted Charitable Grant	5,000
KAIR	Marathon FL 33050	n/a	3010 Overseas Highway	PC	Unrestricted Charitable Grant	250
Lakeland Hills Family YMCA	Mtn. Lakes NJ 07046	n/a	100 Fanny Rd.	PC	Unrestricted Charitable Grant	500
Tau Beta Pi Association	Knoxville TN 37901-9910	n/a	P.O. Box 2697	PC	Unrestricted Charitable Grant	100
Samuel's House, Inc.	Key West FL 33040	n/a	1614 Truesdell Ct.	PC	Unrestricted Charitable Grant	1,000
Nature Conservancy-FL	Altamonte Springs FL 3271	n/a	222 S. Westmonte Dr.	PC	Unrestricted Charitable Grant	5,000

Federal Statements

7/30/2014 2:16 PM

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

Name		Address			Purpose	Amount
Address	Relationship	Status				
Toys for Tots						
Des Moines IA 50340-2896	n/a	P.O. Box 4002896	PC	Unrestricted Charitable Grant	150	
KAIR						
Marathon FL 33050	n/a	3010 Overseas Highway	PC	Unrestricted Charitable Grant	250	
Salvation Army NJ						
Union NJ 07083	n/a	4 Gary Rd.	PC	Unrestricted Charitable Grant	13,000	
Salvation Army FL						
Key Largo FL 33037	n/a	100109 Overseas Highway	PC	Unrestricted Charitable Grant	15,000	
American Red Cross-Greater Miami &						
Miami FL 33135	n/a	335 SW 27th Ave	PC	Unrestricted Charitable Grant	4,000	
United Way of Morris						
Morristown NJ 07962	n/a	P.O. Box 9948	PC	Unrestricted Charitable Grant	3,000	
United Way of FL Keys						
Islamorada FL 33036	n/a	P.O. Box 1287	PC	Unrestricted Charitable Grant	12,000	
Nature Conservancy-NJ						
Chester NJ 07930-2432	n/a	200 Pottersville Rd.	PC	Unrestricted Charitable Grant	8,000	
Nature Conservancy-FL Keys						
Big Pine Key FL 33043	n/a	127 Industrial Rd., Suite	PC	Unrestricted Charitable Grant	12,000	
Jersey Battered Women's Services, I						
Morristown NJ 07962	n/a	P.O. Box 1437	PC	Unrestricted Charitable Grant	500	
Samuel's House, Inc.						
Key West FL 33040	n/a	1614 Truesdell Ct.	PC	Unrestricted Charitable Grant	500	
SeaBee Foundation						
Big Pine Key FL 33043	n/a	P.O. Box 430657	PC	Unrestricted Charitable Grant	2,000	
Take Stock in Children						
Key West FL 33040	n/a	241 Trumbo Rd.	PC	Unrestricted Charitable Grant	3,000	
Big Pine & Lower Keys Rotary						
Big Pine Key FL 33043	n/a	P.O. Box 431957	PC	Unrestricted Charitable Grant	1,000	
Habitat for Humanity of KW and Lowe						
Key West FL 33045	n/a	P.O. Box 5873	PC	Unrestricted Charitable Grant	1,000	
Conch Republic Foster Children's Fu						
Key West FL 33040	n/a	1304 Truman Ave.	PC	Unrestricted Charitable Grant	1,000	
Back Pack for Kids						
Marathon FL 33050	n/a	230 41st St	PC	Unrestricted Charitable Grant	1,000	

Federal Statements

7/30/2014 2:16 PM

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

Name		Address			Purpose	Amount
Address		Relationship	Status			
USO	Washington DC 20077-7677	n/a	P.O. Box 96860	PC	Unrestricted Charitable Grant	750
Bellevue Botanical Gardens	Bellevue WA 98005	n/a	12001 Main St.	PC	Unrestricted Charitable Grant	1,000
Mote Marine Laboratory, Inc.	Sarasota FL 34236-9677	n/a	1600 Ken Thompson Pkwy	PC	Unrestricted Charitable Grant	2,000
Reef Relief	Key West FL 33041	n/a	P.O. Box 430	PC	Unrestricted Charitable Grant	1,000
MdDS Balance Disorder Foundation	Audubon PA 19403	n/a	22406 Shannondell Dr.	PC	Unrestricted Charitable Grant	2,500
RHIT	Terre Haute IN 47803	n/a	5500 Wabash Ave	PC	Unrestricted Charitable Grant	50,000
Key West Botanical Gardens	Key West FL 33040	n/a	5210 College Rd.	PC	Unrestricted Charitable Grant	1,100
O.R.E.F.	Rosemont IL 60018-4261	n/a	6300 N. River Rd., Suite	PC	Unrestricted Charitable Grant	500
Nature Conservancy-WA	Seattle WA 98101	n/a	1917 1st Ave	PC	Unrestricted Charitable Grant	13,500
Salvation Army Seattle	Seattle WA 98109	n/a	111 Queen Anne Ave N #30	PC	Unrestricted Charitable Grant	7,000
American Red Cross Seattle	Seattle WA 98114-3097	n/a	P.O. Box 3097	PC	Unrestricted Charitable Grant	7,000
Charity Watch	Chicago IL 60657	n/a	P.O. Box 578460	PC	Unrestricted Charitable Grant	50
United Way of Morris	Morristown NJ 07962	n/a	P.O. Box 9948	PC	Unrestricted Charitable Grant	1,000
Charity Watch	Chicago IL 60657	n/a	P.O. Box 578460	PC	Unrestricted Charitable Grant	50
Wolf Education & Resource Center	Portland OR 97212	n/a	P.O. Box 12604	PC	Unrestricted Charitable Grant	3,000
Friends of Clearwater	Moscow ID 83843	n/a	P.O. Box 9241	PC	Unrestricted Charitable Grant	2,000
Nature Conservancy OR-NE	Portland OR 97214	n/a	821 SE 14th Ave.	PC	Unrestricted Charitable Grant	3,000

Federal Statements

7/30/2014 2:16 PM

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

Name		Address		Relationship	Status	Purpose	Amount
Address							
Milton Freewater Bread Basket		8 NE 7th Ave				Unrestricted Charitable Grant	1,000
Milton Freewater OR 97862	n/a	PC					
Walla Walla Children's Museum		77 Wainwright Dr.				Unrestricted Charitable Grant	500
Walla Walla WA 99362-3975	n/a	PC					
New Beginnings		P.O. Box 75125				Unrestricted Charitable Grant	4,000
Seattle WA 98175-0125	n/a	PC					
Youth Care Administrative Offices	n/a	2500 NE 54th St.				Unrestricted Charitable Grant	1,000
Seattle WA 98105	n/a	PC					
The Mountaineers		7700 Sand Point Way NE				Unrestricted Charitable Grant	1,000
Seattle WA 98115	n/a	PC					
ECHO		17391 Durrance Rd				Unrestricted Charitable Grant	14,000
North Ft. Myers FL 33917	n/a	PC					
Brain & Behavior Research Foundation	n/a	90 Park Ave. 16th Floor				Unrestricted Charitable Grant	4,000
New York NY 10157-3800	n/a	PC					
Brain & Behavior Research Foundation	n/a	90 Park Ave. 16th Floor				Unrestricted Charitable Grant	1,000
New York NY 10157-3800	n/a	PC					
Save Our Wild Salmon		200 First Ave W Suite 10				Unrestricted Charitable Grant	3,000
Seattle WA 98119	n/a	PC					
Seattle Humane Society		13212 Southeast Eastgate				Unrestricted Charitable Grant	3,000
Bellevue WA 98005	n/a	PC					
PCC Farmland Trust		1917 First Ave. Level A				Unrestricted Charitable Grant	2,000
Seattle WA 98101	n/a	PC					
Total							408,050

Form **8868**

(Rev. January 2014)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- 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

Enter filer's identifying number, see instructions

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

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

04

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

Niles L. Noblitt
934 Flagship Drive

- The books are in the care of ► **Summerland Key**

FL 33042Telephone No ► **305-745-1899**

FAX No ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **08/15/14**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☒ calendar year **2013** 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	6,454
b If this application is for Forms 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	\$	6,454
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 funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions**For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

DAA

Form **8868** (Rev. 1-2014)