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Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 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	Room/suite 800	B Telephone number 617-227-7940
City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 02109		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 35,615,193.	J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		46,162.	46,162.		STATEMENT 1
4 Dividends and interest from securities		523,007.	521,721.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		3,042,977.			
b Gross sales price for all assets on line 6a		9,975,809.			
7 Capital gain net income (from Part IV, line 2)			3,031,392.		
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)					
11 Other income		14,447.	14,715.		STATEMENT 3
12 Total. Add lines 1 through 11		3,626,593.	3,613,990.		
13 Compensation of officers, directors, trustees, etc.		37,500.	12,500.		25,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		3,201.	0.		3,201.
b Accounting fees STMT 5		20,653.	0.		19,153.
c Other professional fees STMT 6		184,712.	184,712.		0.
17 Interest		313.	270.		0.
18 Taxes STMT 7		80,611.	32,527.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		1,690.	0.		1,690.
22 Printing and publications					
23 Other expenses STMT 8		208,349.	205,178.		3,031.
24 Total operating and administrative expenses. Add lines 13 through 23		537,029.	435,187.		52,075.
25 Contributions, gifts, grants paid		563,550.			563,550.
26 Total expenses and disbursements. Add lines 24 and 25		1,100,579.	435,187.		615,625.
27 Subtract line 26 from line 12		2,526,014.			
a Excess of revenue over expenses and disbursements			3,178,803.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

LOOKOUT FOUNDATION, INC.
C/O HEMENWAY & BARNES, LLP

Form 990-PF (2013)

27-2981081

Page 2

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		1,226,131.	2,199,462.	2,199,462.
	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	6,816,764.	6,190,980.	6,190,980.
	c	Investments - corporate bonds	STMT 10	1,493,633.	1,459,476.	1,459,476.
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation				
12		Investments - mortgage loans				
13		Investments - other	STMT 11	21,016,648.	25,430,722.	25,430,722.
14		Land, buildings, and equipment basis				
		Less accumulated depreciation				
15		Other assets (describe ▶ STATEMENT 12)		86,513.	334,553.	334,553.
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)		30,639,689.	35,615,193.	35,615,193.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	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. ▶ <input checked="" type="checkbox"/>				
	24	Unrestricted		30,639,689.	35,615,193.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	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		30,639,689.	35,615,193.	
	30	Total net assets or fund balances		30,639,689.	35,615,193.	
	31	Total liabilities and net assets/fund balances		30,639,689.	35,615,193.	

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	30,639,689.
2	Enter amount from Part I, line 27a	2	2,526,014.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	2,449,490.
4	Add lines 1, 2, and 3	4	35,615,193.
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	35,615,193.

Form 990-PF (2013)

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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 9,975,809.		8,201,379.	3,031,392.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), if any	
a			
b			
c			
d			
e			3,031,392.

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	3,031,392.
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))
2012	158,017.	28,720,543.	.005502
2011	90,139.	28,042,492.	.003214
2010	0.	17,549,278.	.000000
2009			
2008			

2 Total of line 1, column (d)	2	.008716
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	.002905
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	32,079,521.
5 Multiply line 4 by line 3	5	93,191.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	31,788.
7 Add lines 5 and 6	7	124,979.
8 Enter qualifying distributions from Part XII, line 4	8	615,625.

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

LOOKOUT FOUNDATION, INC.

C/O HEMENWAY & BARNES, LLP

27-2981081

Page 4

Form 990-PF (2013)

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	31,788.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> 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	31,788.
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	31,788.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 40,000.		
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	40,000.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	46.	
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	8,166.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input checked="" type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.	

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 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
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 <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 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) <input checked="" type="checkbox"/> 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 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

Form 990-PF (2013)

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 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ► <input type="checkbox"/>	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 2013?	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 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 ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

Form 990-PF (2013)

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.

☐ Yes ☒ No

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

N/A

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

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 5.00	PRESIDENT 12,500.	0.	0.
ANNE STETSON C/O HEMENWAY & BARNES LLP 60 STATE ST BOSTON, MA 02109	DIRECTOR AND 5.00	SECRETARY 12,500.	0.	0.
ROBERTO RODRIGUEZ C/O HEMENWAY & BARNES LLP 60 STATE ST BOSTON, MA 02109	DIRECTOR AND 7.00	TREASURER 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

Form 990-PF (2013)

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

[illegible]

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.

1	N/A	
2		
3		
4		

Part IX-B	Summary of Program-Related Investments
------------------	---

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

1	N/A	
2		
All other program-related investments See instructions		
3		
Total. Add lines 1 through 3		0.

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	13,514,969.
b	Average of monthly cash balances	1b	1,461,024.
c	Fair market value of all other assets	1c	17,592,049.
d	Total (add lines 1a, b, and c)	1d	32,568,042.
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	32,568,042.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	488,521.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	32,079,521.
6	Minimum investment return. Enter 5% of line 5	6	1,603,976.

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	1,603,976.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	31,788.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	1,101.
c	Add lines 2a and 2b	2c	32,889.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,571,087.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,571,087.
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	1,571,087.

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	615,625.
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	615,625.
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	31,788.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	583,837.

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

Form 990-PF (2013)

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				1,571,087.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				180,685.
c From 2010				300,265.
d From 2011				
e From 2012				
f Total of lines 3a through e	480,950.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$				615,625.
a Applied to 2012, 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 2013 distributable amount				615,625.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	480,950.			480,950.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				474,512.
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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
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)

N/A

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

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)

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

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(i)(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(i)(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))

NONE

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

NONE

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

Check here ☒ if the 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

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

c Any submission deadlines

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

LOOKOUT FOUNDATION, INC.

Form 990-PF (2013)

C/O HEMENWAY & BARNES, LLP

27-2981081 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				
VERMONT LAND TRUST 8 BAILEY AVENUE MONTPELIER, VT 05602	N/A	PC	THE GOAL OF OUR FARMLAND ACCESS PROGRAM IS TO PROVIDE FARMERS WITH OPPORTUNITIES TO	150,050.
TRINITY BOSTON FOUNDATION 206 CLARENDON ST BOSTON, MA 02116	N/A	PC	GENERAL SUPPORT	188,000.
CODMAN ACADEMY FOUNDATION 637 WASHINGTON STREET DORCHESTER, MA 02124	N/A	PC	GENERAL SUPPORT	2,500.
JUSTICE RESOURCE INSTITUTE 160 GOULD STREET, SUITE 300 NEEDHAM, MA 02494	N/A	PC	GENERAL SUPPORT	223,000.
Total			3a	563,550.
b Approved for future payment				
NONE				
Total			3b	0.

Form 990-PF (2013)

323611
10-10-13

** SEE PURPOSE OF GRANT CONTINUATIONS

11

15380826 756359 622135

2013.04020 LOOKOUT FOUNDATION, INC. C/ 622135_1

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	46,162.		
4 Dividends and interest from securities	525990	1,286.	14	521,721.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income	525990	<268.>	14	14,715.		
8 Gain or (loss) from sales of assets other than inventory	525990	11,585.	18	3,031,392.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		12,603.		3,613,990.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	3,626,593.

(See worksheet in line 13 instructions to verify calculations)

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

Nov 11, 2014
Date

Title Treasurer

May the IRS discuss this return with the preparer shown below (see instr)?

**Paid
Preparer
Use Only**

Print/Type preparer's name _____

THOMAS F. BLANEY

Preparer's signature

Preparer's signature
Thomas F. Blum
T. F. BLUM, LLP

Date _____

Date 11/10/14

Check ☐
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 (2013)

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	P	VARIOUS	VARIOUS
b	SALE OF CLARUS LIFESCIENCES I, LP	P	VARIOUS	VARIOUS
c	CAPITAL GAINS THRU JMF, LLC NET OF UBI	P	VARIOUS	VARIOUS
d	CAPITAL GAINS THRU HIGHCLERE INTERNATIONAL	P	VARIOUS	VARIOUS
e	CAPITAL GAINS THRU BOSTON COMMON	P	VARIOUS	VARIOUS
f	CAPITAL GAINS THRU LIBRA FUND	P	VARIOUS	VARIOUS
g	CAPITAL GAINS THRU GENERATION GLOBAL EQUITY FUND	P	VARIOUS	VARIOUS
h	CAPITAL GAINS THRU JMF LIQUIDATING COMPANY LLC	D	VARIOUS	VARIOUS
i	CAPITAL GAINS DIVIDENDS			
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 9,825,912.		8,136,961.	1,688,951.
b 149,497.		64,418.	85,079.
c			0.
d			140,379.
e			236,263.
f			260,539.
g			133,195.
h			486,586.
i 400.			400.
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) 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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			1,688,951.
b			85,079.
c			0.
d			140,379.
e			236,263.
f			260,539.
g			133,195.
h			486,586.
i			400.
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	3,031,392.
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	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
THRU STATE STREET	46,162.	46,162.	
TOTAL TO PART I, LINE 3	46,162.	46,162.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS AND INTEREST THRU INVESTMENTS	192,001.	400.	191,601.	191,601.	
THRU K-1S	331,406.	0.	331,406.	330,120.	
TO PART I, LINE 4	523,407.	400.	523,007.	521,721.	

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	14,290.	14,558.	
OTHER INCOME	23.	23.	
ROYALTIES	134.	134.	
TOTAL TO FORM 990-PF, PART I, LINE 11	14,447.	14,715.	

FORM 990-PF	LEGAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	3,201.	0.		3,201.	
TO FM 990-PF, PG 1, LN 16A	3,201.	0.		3,201.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	20,653.	0.		19,153.	
TO FORM 990-PF, PG 1, LN 16B	20,653.	0.		19,153.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT AND CUSTODIAL FEES	184,712.	184,712.		0.	
TO FORM 990-PF, PG 1, LN 16C	184,712.	184,712.		0.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES WITHHELD	32,527.	32,527.		0.	
FEDERAL EXCISE TAX	48,084.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	80,611.	32,527.		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	205,212.	205,072.		0.	
INSURANCE	1,625.	0.		1,625.	
DUES AND REGISTRATION FEES	1,512.	106.		1,406.	
TOTAL TO FORM 990-PF, PG 1, LN 23	208,349.	205,178.		3,031.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SEE ATTACHMENT A - CORPORATE STOCK	6,190,980.	6,190,980.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,190,980.	6,190,980.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SEE ATTACHMENT A - BONDS	1,459,476.	1,459,476.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,459,476.	1,459,476.		

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHMENT A - MUTUAL FUNDS	FMV	5,523,153.	5,523,153.	
SEE ATTACHMENT A - ALTERNATIVE INVESTMENTS	FMV	19,907,569.	19,907,569.	
TOTAL TO FORM 990-PF, PART II, LINE 13		25,430,722.	25,430,722.	

FORM 990-PF

OTHER ASSETS

STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
RECEIVABLE FROM BROKER	86,513.	334,553.	334,553.
TO FORM 990-PF, PART II, LINE 15	86,513.	334,553.	334,553.

Lookout Foundation, Inc.
Investments
December 31, 2013

<u>Corporate Stock</u>	<u>Market Value</u>
Attachment A-1	277,778
Attachment A-2	1,943,977
Attachment A-3	3,969,225
Total Common Stock	\$ 6,190,980
<u>Mutual Funds</u>	<u>Attachment A-1</u>
	\$ 5,523,153
<u>Bonds</u>	<u>Attachment A-4</u>
	\$ 1,459,476
<u>Alternatives</u>	
10,347.04 Shares of Regiment Capital LTD.	2,800,708
53,081 36 Shares of Highclere Int'l Investors Smaller Co. Fund	1,103,966
333.33 Shares of Alysun Fund Limited	519,640
1.1% Lyme Forest Fund III TE, LP	317,792
121,020 Shares of Boston Common International Social Fund	4,102,434
4 63% Libra Fund LP	4,618,750
.20% Generation IM Global Equity Fund LLC	3,439,017
1/6th Value of the JMF Liquidating, LLC which includes the following	
Fresh Tracks Capital L P	13,752
Sankaty Credit Opportunity I Fund	119,600
Sankaty Credit Opportunity II Fund	258,392
Clarus Lifesciences I LP	282,322
Clarus Lifesciences II LP	406,612
MPM Bioventures III LP	204,159
Rockport Capital Partners III, L.P.	160,892
Bain Capital VIII LP	394,731
Bain SQ VIII	5,457
Bain Capital (TRU) VIII LP	30,654
Brookside Capital Prtn Fnd LP	411,427
Wilshire Assoc Prvt Fnd II	137,716
Wilshire Assoc Prvt Fnd III	284,017
Wilshire Assoc. Prvt Fnd IV	279,493
Wilshire Non US Prvt Fnd IV	16,038
Total JMF, LLC	3,005,262
Total Alternatives	\$ 19,907,569
Total Investments	\$ 33,081,178



STATE STREET

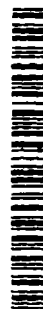
Account Holdin
As of December 31, 2014

LOOKOUT FOUNDATION INC

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value
OTHER FIXED INCOME					
MUTUAL FUNDS					
12,263,000	GUGGENHEIM BULLETSHARES 2015	18383M423	\$330,365.22	26.780	\$328,403.14
12,327,000	GUGGENHEIM BULLETSHARES 2014	18383M431	330,354.97	26.670	328,761.09
7,667,000	ISHARES 1-3 YEAR CREDIT BOND ETF	484286646	805,022.74	105.480	808,561.82
5,710,000	ISHARES 0-5 YEAR TIPS BOND ETF	484286747	578,311.48	100.968	576,527.28
107,857,084	ACCESS CAPITAL COMMUNITY INVESTMENT	74928P761	1,049,288.80	8.160	887,970.89
	TOTAL MUTUAL FUNDS		\$3,094,343.31		\$3,030,224.22
	TOTAL OTHER FIXED INCOME		\$3,094,343.31		\$3,030,224.22
EQUITIES					
CONSUMER NON-DURABLES					
6,650,000	DRUGS	58933Y105	\$166,488.46	50.050	\$277,777.50
	HERCK & CO INC		\$166,488.46		\$277,777.50
	TOTAL CONSUMER NON-DURABLES		\$166,488.46		\$277,777.50
TOTAL EQUITIES					
FOREIGN ASSETS					
MUTUAL FUNDS					
199,763,961	DFA EMERG MKTS SOCIAL CORE	233203383	\$2,363,088.36	12.480	\$2,492,929.43
	TOTAL MUTUAL FUNDS		\$2,363,088.36		\$2,492,929.43
	TOTAL FOREIGN ASSETS		\$2,363,088.36		\$2,492,929.43

Sum (A) = Total Common Stock = \$277,777.50

Sum (B) = Total Mutual Funds = \$5,523,153.65





STATE STREET

Account Holdings

As of December 31, 2013

LOOKOUT FOUNDATION, INC.

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value
EQUITIES					
CONSUMER DURABLES					
 AUTOMOTIVE					
1,250,000	COOPER TIRE & RUBBER CO	216831107	\$27,838.20	24.040	\$30,050.00
300,000	FREIGHTCAR AMERICA INC	357023100	5,094.92	26.620	7,986.00
TOTAL CONSUMER DURABLES					
			\$32,933.12		\$38,036.00
CONSUMER SERVICES					
 RETAIL					
8,630,000	RADIOSHACK CORP	750438103	\$21,432.78	2.600	\$17,238.00
 OTHER CONSUMER SERVICES					
1,450,000	CONVEYOR'S CORPORATION	212485108	\$19,022.93	21.050	\$30,522.50
900,000	HORACE MANN EDUCATORS CORP	440327104	27,069.13	31.540	28,366.00
TOTAL CONSUMER SERVICES					
			\$67,524.84		\$76,146.50
HOUSING RELATED					
1,540,000	H/I SCHOTTENSTEIN HOMES INC	55306B101	\$26,674.20	25.450	\$39,193.00
TOTAL HOUSING RELATED					
			\$26,674.20		\$39,193.00
BUSINESS PRODUCTS & SERVICES					
 CONTAINERS					
750,000	TRINAS CORP	888215209	\$17,156.33	39.890	\$29,917.50
 PRINTING					
840,000	DE LUXE CORP	248019101	\$20,065.02	52.190	\$33,401.60
 COMPUTER SERVICES					
508,000	ELECTRONICS FOR IMAGING INC	286082102	\$5,563.77	38.730	\$19,597.38
560,000	SYNNEX CORP	87162W100	18,226.17	67.400	37,744.00





STATE STREET.

Account Holdings

As of December 31, 2013

LOOKOUT FOUNDATION, INC.

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value
EQUITIES (Continued)					
BUSINESS PRODUCTS & SERVICES (Continued)					
OTHER BUSINESS PRODS & SVCS					
746,000	AACN INC	000360206	\$8,172.24	31.950	\$23,834.70
440,000	CAPELLA EDUCATION CO	139594105	27,172.42	66.440	29,233.60
1,750,000	DARLING INTERNATIONAL INC	237266101	30,982.02	20.880	36,540.00
3,280,000	GT ADVANCED TECHNOLOGIES INC	36191U106	15,242.82	8.715	28,585.20
400,000	HYSTER-YALE MATERIALS	449172105	14,782.36	93.160	37,264.00
570,000	INSPIRITY INC	45778Q107	18,662.06	36.130	20,594.10
880,000	KRATON PERFORMANCE POLYMERS INC	50077C106	18,728.59	23.050	19,823.00
480,000	MAGELLAN HEALTH SERVICES INC	559079207	18,602.83	59.910	28,756.80
920,000	MATERION CORP	576690101	21,710.12	30.850	28,382.00
2,900,000	MERCER INTL INC-SBI	588056101	21,113.80	9.970	28,913.00
1,590,000	MCI BUILDING SYSTEMS INC	628852204	18,190.59	17.540	27,888.60
1,110,000	PHH CORP	693320202	17,537.63	24.350	27,028.50
640,000	PRIMERICA INC	74164M108	13,858.76	42.910	27,462.40
1,210,000	UNIFI INC	904677200	23,755.83	27.240	32,960.40
TOTAL BUSINESS PRODUCTS & SERVICES			\$329,529.36		\$517,926.78
CAPITAL GOODS					
MACHINERY					
860,000	ALBANY INTERNATIONAL CORP-A	012348108	\$14,361.41	35.830	\$23,713.80
1,140,000	JOHN BEAN TECHNOLOGIES CORP	477839104	20,158.36	29.330	33,436.20
MANUFACTURING-DIVERSIFIED					
1,360,000	BLOUNT INTERNATIONAL INC	095180105	\$19,483.55	14.470	\$19,679.20



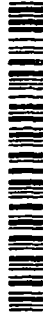
STATE STREET.

Account Holdings

As of December 31, 2013

LOOKOUT FOUNDATION, INC.

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value
EQUITIES (Continued)					
CAPITAL GOODS (Continued)					
MANUFACTURING-DIVERSIFIED (Continued)					
1,030,000	COLUMBUS MCKINNON CORP	199333105	15,421.58	27.140	27,954.20
3,370,000	FLOW INTERNATIONAL CORP	343488104	12,563.46	4.030	13,581.10
780,000	LSB INDUSTRIES INC	502160104	26,518.14	41.020	31,995.60
540,000	LAWSON PRODUCTS INC	520778105	7,975.80	12.250	6,615.00
1,330,000	MODINE MANUFACTURING CO	607828100	8,409.66	12.820	17,050.60
40,000	NACCO INDUSTRIES INC-A	828579103	2,437.50	62.190	2,487.80
310,000	PLANTRONICS INC	727493108	10,315.91	46.450	14,398.50
1,160,000	SANHINA CORP	801056102	17,975.99	16.700	19,372.00
494,000	STANDEX INTERNATIONAL CORPORATION	854231107	14,300.74	62.880	31,062.72
120,000	TITAN INTERNATIONAL INC	88830M102	1,987.04	17.980	2,157.60
740,000	WORTHINGTON INDUSTRIES INC	981811102	12,210.56	42.080	31,139.20
AEROSPACE & DEFENSE					
1,240,000	ORBITAL SCIENCE CORP	685564106	\$25,810.84	23.300	\$28,882.00
COMPUTER & BUSINESS EQUIPMENT					
760,000	LEXMARK INTERNATIONAL INC-A	528771107	\$17,223.37	35.520	\$26,995.20
TOTAL CAPITAL GOODS					
			\$228,173.91		\$330,531.52
INDUSTRIAL ELECTRONICS					
SEMICONDUCTORS					
4,770,000	ANKOR TECHNOLOGY INC	031652100	\$23,829.88	6.130	\$28,240.10
ELECTRONICS-INSTRUMENTATION					
2,788,000	VISHAY INTERTECHNOLOGY INC	928298108	\$25,048.86	13.260	\$37,101.48
TOTAL INDUSTRIAL ELECTRONICS					
			\$48,876.74		\$66,341.58





STATE STREET.

Account Holdings

As of December 31, 2013

LOOKOUT FOUNDATION, INC.

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value
EQUITIES (Continued)					
ENERGY					
OIL-INTEGRATED					
1,450,000	APPROACH RESOURCES INC	03834A103	\$27,941.15	19.300	\$27,985.00
980,000	BILL BARRETT CORP	06846N104	22,446.05	26.780	26,244.40
280,000	NATURAL GAS SERVICES GROUP	63886Q108	8,190.58	27.570	7,719.60
440,000	PDC ENERGY INC	69327R101	26,029.32	53.220	23,416.80
850,000	STONE ENERGY CORPORATION	68184Z106	15,195.87	34.590	28,401.50
2,860,000	SYNERGY RESOURCES CORP	87184P103	12,229.76	9.260	26,483.60
NATURAL GAS					
1,380,000	EMERALD OIL INC	29101U209	\$10,220.64	7.680	\$10,570.80
3,570,000	MUELLER WATER PROD CL A	624758108	26,492.79	9.370	33,450.90
OIL SERVICE					
180,000	ADAMS RESOURCES & ENERGY INC	006351308	\$8,581.01	68.500	\$12,330.00
TOTAL ENERGY			\$157,327.17		\$197,602.60
BASIC INDUSTRIES					
METALS & MINING					
370,000	KAISER ALUMINUM CORP	483007704	\$25,903.33	70.240	\$25,988.80
CHEMICALS-MAJOR					
1,230,000	AMERICAN VANGUARD CORP	030371108	\$31,932.84	24.280	\$29,876.70
673,000	HEXCEL CORP	428291108	11,653.27	44.690	30,076.37
1,760,000	INTREPID POTASH INC	46121Y102	28,534.36	15.840	27,878.40
1,340,000	OLIN CORP	680665205	32,646.70	28.850	38,659.00
910,000	POLYONE CORP	73179P106	11,442.58	35.350	32,168.50

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STATE STREET.

Account Holdings

As of December 31, 2013

LOOKOUT FOUNDATION, INC.

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value
EQUITIES (Continued)					
BASIC INDUSTRIES (Continued)					
CHEMICALS-SPECIALTY					
510.000	CABOT MICROELECTRONICS CORP	12709P103	\$17,124.27	45.700	\$23,307.00
1,410.000	CAMBREX CORP	132011107	19,214.37	17.830	25,140.30
568.000	LYDALL INC	550819106	4,684.21	17.620	9,972.92
PAPER & FOREST PRODUCTS					
600.000	CSS INDS INC	125906107	\$10,828.79	28.880	\$17,208.00
TOTAL BASIC INDUSTRIES			\$193,964.72		\$280,275.99
FINANCIAL					
BANKS					
786.000	BRYN MAWR BANK CORP	117665109	\$13,853.57	30.180	\$23,721.48
1,850.000	CVB FINANCIAL CORP	126600105	14,622.61	17.070	31,579.50
380.000	CITY HOLDING CO	177835105	11,994.51	46.390	17,605.40
706.000	COMMUNITY BANK SYSTEM INC	203607106	16,738.07	39.690	28,014.08
1,010.000	DIME COMMUNITY BANCORP INC	253922108	11,191.79	16.920	17,089.20
445.000	FIRST FINL BANKSHARES INC	32020R109	14,952.17	66.110	29,418.95
850.000	HANCOCK HOLDING CO	410120109	27,596.91	36.680	31,178.00
930.000	WILSHIRE BANCORP INC	97186T108	8,646.66	10.930	10,164.90
INSURANCE					
500.000	KEPPER CORP	488401100	\$20,095.17	40.880	\$20,440.00
OTHER FINANCIAL					
567.000	ASTA FUNDING INC	046220108	\$4,816.11	8.420	\$4,774.14
930.000	EXLSERVICE HOLDINGS INC	302081104	24,501.21	27.620	25,686.60
190.000	GREAT SOUTHERN BANCORP INC	380905107	5,111.89	30.410	5,777.90





STATE STREET.

Account Holdings

As of December 31, 2013

LOOKOUT FOUNDATION, INC.

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value
EQUITIES (Continued)					
FINANCIAL (Continued)					
OTHER FINANCIAL (Continued)					
721,000	OCWEN FINANCIAL CORP	675746309	6,347.38	55.450	39,979.45
770,000	WALTER INV MGMT CORP	93317W102	16,769.16	35.360	27,227.20
	TOTAL FINANCIAL		\$197,237.21		\$312,656.80
OTHER ASSETS					
830,000	ERA GROUP INC	26885G109	\$21,784.42	30.860	\$25,613.80
	TOTAL OTHER ASSETS		\$21,784.42		\$25,613.80
	TOTAL EQUITIES		\$1,304,025.69		\$1,864,324.57
FOREIGN ASSETS					
EQUITIES					
530,000	PLATINUM UNDERWRITER HOLDINGS LTD	G7127P100	\$28,724.28	61.290	\$32,478.40
170,000	ALTISOURCE PORTFOLIO SOLUTIONS SA	L0175J104	4,556.24	158.830	26,967.10
2,380,000	NORDION INC	65563C105	20,175.46	8.490	20,206.20
	TOTAL EQUITIES		\$53,455.96		\$79,651.70

Sum **A** = Total Common Stock = \$1,943,976.27



STATE STREET.

Account Holdings

As of December 31, 2013

LOOKOUT FOUNDATION, INC.

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value
EQUITIES					
CONSUMER DURABLES					
AUTOMOTIVE					
1,178,000	BORGWARNER INC	099724106	\$49,375.28	55.910	\$65,861.98
TOTAL CONSUMER DURABLES					
CONSUMER NON-DURABLES					
FOODS					
707,000	WHOLE FOODS MARKET INC	966837106	\$32,755.09	57.830	\$40,885.81
BEVERAGES					
560,000	GREEN MOUNTAIN COFFEE INC	393122106	\$39,314.97	75.540	\$42,302.40
HOUSEHOLD PRODUCTS					
632,000	COLGATE PALMOLIVE CO	194162103	\$33,223.83	65.210	\$41,212.72
1,038,000	JARDEN CORP	471109108	29,424.65	61.350	63,681.30
DRUGS					
657,000	AMGEN INC	031162100	\$60,572.93	114.080	\$74,950.56
HEALTH CARE					
341,000	BECTON DICKINSON & CO	075887109	\$30,081.55	110.490	\$37,677.09
909,000	GILEAD SCIENCES INC	375558103	54,185.49	75.100	68,265.90
634,000	JOHNSON & JOHNSON	478160104	50,301.47	91.590	58,068.06
1,260,000	MEDTRONIC INC	585055106	72,020.84	57.390	72,311.40
476,000	UNITEDHEALTH GROUP INC	91324P102	25,933.46	75.300	35,842.80
595,000	ZIMMER HOLDINGS INC	98956P102	38,434.79	93.190	55,448.05
TOTAL CONSUMER NON-DURABLES					
			\$466,249.07		\$590,646.09



STATE STREET.

LOOKOUT FOUNDATION, INC

Account Holdings
As of December 31, 2013

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value
EQUITIES (Continued)					
CONSUMER SERVICES					
335,000	BROADCASTING & CABLE DISCOVERY COMMUNICATIONS INC-A	25470F104	\$17,867.05	90.420	\$30,290.70
797,000	TIME WARNER INC	887317303	30,556.98	69.720	55,566.84
ENTERTAINMENT & LEISURE TIME					
580,000	PROCTER & GAMBLE CO	742718109	\$38,664.59	81.410	\$47,217.80
360,000	STARWOOD HOTELS & RESORTS	85590A401	18,950.40	79.450	28,602.00
RESTAURANTS & LODGING					
159,000	PANERA BREAD CO-A	69840W108	\$27,896.47	176.690	\$28,093.71
RETAIL					
499,000	COSTCO WHOLESALE CORP	22160K105	\$47,448.02	119.020	\$59,390.98
561,000	HOME DEPOT INC	437076102	29,676.90	82.340	46,192.74
566,000	TJX COMPANIES INC	872540109	36,173.23	63.730	36,071.18
767,000	TARGET CORP	87612E106	44,632.72	63.270	48,528.09
TOTAL CONSUMER SERVICES			\$291,866.36		\$379,954.04
BUSINESS PRODUCTS & SERVICES					
FOOD DISTRIBUTION					
312,000	SHUCKER JM CO	832696405	\$24,639.89	103.620	\$32,329.44
COMPUTER SERVICES					
809,000	ADOBE SYSTEMS INC	00724F101	\$27,212.78	59.879	\$48,442.11
2,819,000	CISCO SYSTEMS INC	17275R102	49,019.37	22.430	63,230.17
81,000	GOOGLE INC-A	38259P508	65,299.05	1,120.710	90,777.51
1,502,000	MICROSOFT CORP	594918104	43,487.90	37.410	56,189.82
1,269,000	TRIMBLE NAVIGATION LTD	896239100	37,185.51	34.700	44,034.30



STATE STREET.

Account Holdings

As of December 31, 2013

LOOKOUT FOUNDATION, INC.

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value
EQUITIES (Continued)					
BUSINESS PRODUCTS & SERVICES (Continued)					
TELECOMMUNICATION SERVICES					
961.000	QUALCOMM INC	747525103	\$57,297.31	74.250	\$71,354.25
OTHER BUSINESS PRODS & SVCS					
995.000	MINERALS TECHNOLOGIES INC	603158106	\$31,790.25	60.070	\$59,769.65
33.000	PRICELINE COM INC	741503403	31,012.08	1,162.400	38,359.20
742.000	SANDISK CORP	80004C101	44,141.64	70.540	52,340.68
580.000	VERISK ANALYTICS INC-CLASS A	92345Y106	31,791.43	65.720	38,117.60
TOTAL BUSINESS PRODUCTS & SERVICES			\$442,877.21		\$594,944.73
CAPITAL GOODS					
ELECTRICAL EQUIPMENT					
68.000	WW GRAINGER INC	384802104	\$17,002.61	255.420	\$17,368.56
643.000	ITC HOLDINGS CORP	465685105	55,487.62	95.820	61,612.26
299.000	VALMONT INDUSTRIES INC	920253101	37,678.19	149.120	44,586.88
MACHINERY					
719.000	WABTEC CORP	929740108	\$28,673.46	74.270	\$53,400.13
MANUFACTURING-DIVERSIFIED					
424.000	LINCOLN ELECTRIC HOLDINGS	533900106	\$26,296.44	71.340	\$30,248.16
TRUCKS & PARTS					
147.000	CUMMINS INC	231021106	\$14,259.81	140.970	\$20,722.59
COMPUTER & BUSINESS EQUIPMENT					
160.000	APPLE INC	037833100	\$92,450.02	561.020	\$89,763.20
362.000	CERNER CORP	156782104	14,419.89	55.740	20,177.88
299.000	CITRIX SYSTEM INC	177376100	21,323.60	63.250	18,911.75



STATE STREET.

Account Holdings

As of December 31, 2013

LOOKOUT FOUNDATION, INC.

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value
EQUITIES (Continued)					
CAPITAL GOODS (Continued)					
OTHER CAPITAL GOODS					
1,356,000	JOHNSON CONTROLS INC	478366107	\$44,309.16	51.300	\$69,562.80
876,000	OWENS ILLINOIS INC	690768403	16,862.79	35.780	31,343.28
1,816,000	SEALED AIR CORP	81211K100	52,173.50	34.050	61,834.80
TOTAL CAPITAL GOODS			\$420,937.09		\$519,532.29
INDUSTRIAL ELECTRONICS					
SEMICONDUCTORS					
586,000	ANALOG DEVICES INC	032654105	\$27,433.88	50.930	\$29,844.98
353,000	FIRST SOLAR INC	336433107	18,671.69	54.640	19,287.92
TOTAL INDUSTRIAL ELECTRONICS			\$46,105.57		\$49,132.90
ENERGY					
OIL-INTEGRATED					
622,000	EOG RESOURCES INC	26875P101	\$72,966.01	167.840	\$104,396.48
1,113,000	HESS CORP	42809H107	60,689.14	83.000	92,379.00
903,000	MARATHON PETROLEUM CORP	56585A102	55,160.69	91.730	82,832.19
OTHER ENERGY					
395,000	APACHE CORP	037411105	\$31,228.66	85.940	\$33,946.30
760,000	ATWOOD OCEANICS INC	050095108	32,597.97	53.390	40,576.40
559,000	NATIONAL OILWELL VARCO INC	637071101	36,537.72	79.530	44,457.27
TOTAL ENERGY			\$289,180.19		\$398,587.64
TRANSPORTATION					
OTHER TRANSPORTATION					
530,000	UNITED PARCEL SERVICE INC-B	911312106	\$40,540.74	105.080	\$55,692.40
TOTAL TRANSPORTATION			\$40,540.74		\$55,692.40



STATE STREET.

Account Holdings

As of December 31, 2013

LOOKOUT FOUNDATION, INC.

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value
EQUITIES (Continued)					
FINANCIAL					
BANKS					
884,000	CITIGROUP INC	172967424	\$24,319.23	52.110	\$46,065.24
791,000	EAST WEST BANCORP INC	27579R104	27,090.25	34.970	27,661.27
2,467,000	FIFTH THIRD BANCORP	316773100	50,388.48	21.030	51,881.01
1,019,000	WELLS FARGO & CO	949746101	33,425.05	45.400	46,262.60
INSURANCE					
947,000	AFLAC INC	001055102	\$42,306.17	66.800	\$63,259.60
378,000	CHUBB CORP	171232101	30,336.94	96.630	36,526.14
388,000	LINCOLN NATIONAL CORP	534187109	8,470.04	51.620	20,028.56
OTHER FINANCIAL					
254,000	AMERICAN EXPRESS CO	025816109	\$14,508.16	90.730	\$23,045.42
578,000	HARTFORD FINANCIAL SVCS GROUP INC	416515104	17,874.82	36.230	20,940.94
1,130,000	JP MORGAN CHASE & CO	46625H100	41,038.07	58.480	66,082.40
83,000	MASTERCARD INC-A	57636Q104	36,849.11	835.460	69,343.18
798,000	REINSURANCE GROUP OF AMERICA INC	759351604	46,980.22	77.410	61,773.18
227,000	SVB FINANCIAL GROUP	78486Q101	22,866.62	104.860	23,803.22
1,661,000	SCHWAB CHARLES CORP	808513105	35,129.98	26.000	43,186.00
1,117,000	UMPQUA HLDGS CORP	904214103	18,675.46	19.140	21,379.38
TOTAL FINANCIAL			\$450,258.60		\$621,238.14
TOTAL EQUITIES			\$2,497,390.11		\$3,275,590.21
FOREIGN ASSETS					
EQUITIES					
536,000	EATON CORP PLC	G29183103	\$34,770.27	76.120	\$40,800.32

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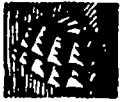
STATE STREET.

Account Holdings
As of December 31, 2013

LOOKOUT FOUNDATION, INC.

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value
FOREIGN ASSETS (Continued)					
EQUITIES (Continued)					
1,035,000	PENTAIR LTD	H6169Q108	53,136.90	77.670	80,388.45
963,000	NXP SEMICONDUCTORS NV	N6596X109	38,442.96	45.930	44,230.59
3,296,000	ABB LTD ADR	000375204	67,585.92	26.560	87,541.76
1,038,000	BT GROUP PLC ADR	05577E101	35,880.54	63.130	65,528.94
262,000	CANADIAN PAC RY LTD	13645T100	21,507.06	151.320	39,645.84
468,000	HSBC HOLDINGS PLC ADR	404280406	21,593.19	55.130	25,800.84
470,000	LULULEMON ATHLETICA INC	550021109	27,859.91	59.030	27,744.10
371,000	NATIONAL GRID PLC-SPONSORED ADR	636274300	19,696.39	65.320	24,233.72
599,000	NOVARTIS AG ADR	66987V109	34,581.79	80.380	48,147.62
464,000	SHIRE PLC	82481R106	52,547.96	141.290	65,558.56
258,000	TOYOTA MOTOR CORP ADR	892331307	32,386.95	121.920	31,455.36
2,109,000	UNILEVER NV NY SHARE F	904784709	80,207.23	40.230	84,845.07
705,000	VODAFONE GROUP PLC ADR	92857W209	18,153.75	39.310	27,713.55
TOTAL EQUITIES			\$538,350.82		\$693,634.72
TOTAL FOREIGN ASSETS			\$538,350.82		\$693,634.72 ^(A)

Sum ^(A) = Total Common Stock = \$3,969,224.93



STATE STREET.

Account Holdings
As of December 31, 2013

LOOKOUT FOUNDATION, INC.

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value
GOVERNMENT AND AGENCY ISSUES					
60,000,000	FHLB (FED RM LN BKS) 2.125% 8/10/16	313373S26	\$63,475.20	103.639	\$62,183.40
60,000,000	FHLB (FED RM LN BK) 2.875% 9/11/20	313370US5	66,306.60	101.067	60,640.20
	TOTAL GOVERNMENT AND AGENCY ISSUES		\$128,781.80		\$122,823.60
CORPORATE BONDS					
40,000,000	PEPSICO, INC. 0.8% 8/26/14	713448BV8	\$40,275.60	100.255	\$40,102.00
40,000,000	TEXAS INSTRUMENTS INC 0.45% 8/03/15	882508AT1	39,956.14	99.931	39,972.40
35,000,000	VERIZON COMMUNICATIONS 2.6% 9/15/18	92343VBN3	35,703.15	103.404	36,191.40
30,000,000	AT&T INC 1.7% 8/01/17	00206RBF8	29,670.60	99.387	29,816.10
40,000,000	TOYOTA MOTOR CR CORP 1.25% 10/06/17	88233P6S0	40,088.80	98.168	39,267.20
35,000,000	NORTHERN TRUST CORP 3.375% 8/23/21	865859AN6	37,497.95	101.475	35,516.25
70,000,000	AMHERST COLLEGE 2.316% 11/01/21	898361AK6	70,000.00	93.418	65,392.60
40,000,000	JOHN DEERE CAP MTN 1.25% 12/02/14	24422ERK7	40,624.40	100.883	40,353.20
35,000,000	BK OF AMER CORP MTN 1.35% 11/21/16	06051GEZ8	34,990.80	99.959	34,985.65
40,000,000	GENL ELEC CAP CORP 4.65% 10/17/21	36962G5J9	45,018.80	108.945	43,578.00
	TOTAL CORPORATE BONDS		\$413,826.34		\$405,174.80
OTHER FIXED INCOME					
MUNICIPAL OBLIGATIONS					
60,000,000	CA ST DEPT WTR 12A0 2.837% 12/01/22	13066KW88	\$60,544.80	93.005	\$55,803.00
60,000,000	CT ST GO TXB 12B 1.896% 10/15/19	20772JKM3	60,000.00	96.245	57,747.00
60,000,000	COOK CNTY IL GO 12D 2.25% 8/01/16	218129EV4	62,366.40	101.888	61,132.80
50,000,000	EL SEGUNDO CA USD 12A 1.4% 9/01/16	284047HQ3	50,000.00	99.817	49,908.50
40,000,000	HARRIS CNTY TX GO 12 1.023% 10/01/17	41400SRW0	40,000.00	97.971	39,188.40
60,000,000	HONOLULU CITY HI 12G 1.538% 11/01/18	438670Q38	60,000.00	96.125	57,675.00
60,000,000	MOUNTAIN VIEW CA GO 0.745% 8/01/16	624454KV5	59,772.60	100.086	60,051.60
60,000,000	NY ST ENVR FAC 12F 2.666% 11/15/23	64985HJG3	60,000.00	90.273	54,163.80
60,000,000	NY ST DORM AUTH 12F 2.192% 2/15/20	64980EJH1	60,000.00	95.306	57,183.60
65,000,000	OH ST MTR DEV 12A 0.686% 12/01/14	67766WUS9	64,988.30	100.316	65,205.40
60,000,000	SAN MATEO CA TXB 12B 2.193% 9/01/19	798017KT4	60,000.00	98.079	57,647.40
60,000,000	S SAN ANTONIO TX 12A 3.5% 8/15/22	8398562A8	64,717.80	100.367	60,220.20
30,000,000	TX ST GO 12D 0.386% 8/01/14	882722ZW0	30,000.00	100.021	30,006.30
30,000,000	UNION CA ELEM SD 12B 1.673% 9/01/17	906573FA3	30,000.00	99.550	29,865.00
	TOTAL MUNICIPAL OBLIGATIONS		\$762,389.90		\$735,798.00
	TOTAL OTHER FIXED INCOME		\$762,389.90		\$735,798.00





STATE STREET.

Account Holdings

As of December 31, 2013

LOOKOUT FOUNDATION, INC.

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value
FOREIGN ASSETS					
CORPORATE OBLIGATIONS					
30,000,000	AFRICAN DEV BK	00828EAX7	\$29,912.10	98.780	\$29,834.00
20,000,000	BK OF NOVA SCOTIA	064149A64	21,076.60	103.166	20,633.20
35,000,000	INTL BK RECON	45905JUN9	34,991.80	100.000	35,000.00
70,000,000	INTL FIN CORP	45950VCJ3	69,860.70	99.808	69,865.60
40,000,000	SANOFI	801060AA2	40,533.60	100.617	40,246.80
TOTAL CORPORATE OBLIGATIONS			\$196,374.60		\$195,679.60
TOTAL FOREIGN ASSETS			\$196,374.60		\$195,679.60 ^(A)

Sum ^(A) = Total Corporate Bonds = \$1,459,476

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**
► Information about Form 8868 and its instructions is at www.irs.gov/form8868

OMB No. 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

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

		Enter filer's identifying number
Type or print	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 (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

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.

- I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, 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 _____

- 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	\$	40,000.
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	\$	40,000.
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

• 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 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-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

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, 2014.**

5 For calendar year **2013**, 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	40,000.
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 and any amount paid previously with Form 8868.	8b	\$	40,000.
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 **Blanca Macan** Title **CPA**

Date **7/9/14**

Form 8868 (Rev. 1-2014)