

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation THE LOOKOUT FOUNDATION		A Employer identification number 20-8686890	
Number and street (or P O box number if mail is not delivered to street address) 2877 HABERSHAM ROAD NW		Room/suite	B Telephone number (see instructions) (404) 671-4404
City or town, state or province, country, and ZIP or foreign postal code ATLANTA, GA 30305		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 15,294,083	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	824,467			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	9,386	9,386	9,386	
	4 Dividends and interest from securities	284,069	284,069	284,069	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	1,626,283			
	b Gross sales price for all assets on line 6a _____ 3,513,956				
	7 Capital gain net income (from Part IV, line 2)		1,509,918		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	143,836			
	12 Total. Add lines 1 through 11	2,888,041	1,803,373	293,455	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,952	2,766		1,186
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	784			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	97,089	67,963		29,126
	24 Total operating and administrative expenses. Add lines 13 through 23	101,825	70,729		30,312
	25 Contributions, gifts, grants paid	492,553			492,553
	26 Total expenses and disbursements. Add lines 24 and 25	594,378	70,729		522,865
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,293,663			
	b Net investment income (if negative, enter -0-)		1,732,644		
c Adjusted net income (if negative, enter -0-)				293,455	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	740,875	1,437,564	1,437,564
	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 (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	7,674,025	7,608,067	9,698,110
	c	Investments—corporate bonds (attach schedule)	293,557	876,458	878,325
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,908,133	3,350,458	3,280,084
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	11,616,590	13,272,547	15,294,083	
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 ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	11,616,590	13,272,547	
	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)	11,616,590	13,272,547	
	31	Total liabilities and net assets/fund balances (see instructions) .	11,616,590	13,272,547	

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	11,616,590
2	Enter amount from Part I, line 27a	2	2,293,663
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	13,910,253
5	Decreases not included in line 2 (itemize) ▶ _____	5	637,706
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	13,272,547

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

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	
a See Additional Data Table			
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	1,509,918
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	-24,341

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 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))
2015	448,604	12,305,955	0 03645
2014	238,207	5,560,701	0 04284
2013	107,500	2,376,327	0 04524
2012	128,922	2,065,381	0 06242
2011	101,509	1,846,418	0 05498
2 Total of line 1, column (d)			2 0 241926
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 048385
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 13,192,322
5 Multiply line 4 by line 3			5 638,310
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 17,326
7 Add lines 5 and 6			7 655,636
8 Enter qualifying distributions from Part XII, line 4			8 522,865

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	34,653
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	34,653
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	34,653
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	40,000
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 ☒ if Form 2220 is attached	8	181
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	5,166
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 5,166 Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	No
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA _____		
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? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of SUNNY BURROWS Telephone no (404) 848-0050			

Located at **2877 HABERSHAM ROAD NW ATLANTA GA** ZIP+4 **30305**

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 2016, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(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)? ☐ 1b			No
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 2016? ☐ 1c			No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐ 2b			No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 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 2016). ☐ 3b			No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
SUNNY H BURROWS 2877 HABERSHAM ROAD NW ATLANTA, GA 30305	President 5 00	0		
ROBERT LEE BURROWS JR 2877 HABERSHAM ROAD NW ATLANTA, GA 30305	SEC/TREAS 2 00	0		
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000.				

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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	
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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	12,412,116
b	Average of monthly cash balances.	1b	981,104
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	13,393,220
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	
3	Subtract line 2 from line 1d.	3	13,393,220
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	200,898
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	13,192,322
6	Minimum investment return. Enter 5% of line 5.	6	659,616

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	659,616
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	34,653
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	34,653
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	624,963
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	624,963
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	624,963

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	522,865
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	522,865
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	522,865

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				624,963
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			146,316	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 522,865				
a Applied to 2015, but not more than line 2a			146,316	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				376,549
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (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 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				248,414
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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

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))

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

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 email 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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	492,553
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	9,386	
4 Dividends and interest from securities. . . .			14	284,069	
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.					
8 Gain or (loss) from sales of assets other than inventory			18	116,365	1,509,918
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a See Additional Data Table					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). .				553,656	1,509,918
13 Total. Add line 12, columns (b), (d), and (e).			13		2,063,574

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

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

[illegible]

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

- b** If "Yes," complete the following schedule

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

Print/Type preparer's name Spencer T Knap CPA	Preparer's Signature	Date	Check if self-employed ☒	PTIN P01224652
Firm's name ▶ GULLANE ASSOCIATES LLC				Firm's EIN ▶
Firm's address ▶ 154 VIDAL BLVD DECATUR, GA 300302345				Phone no (404) 281-9081

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
MERRILL LYNCH 2005 ST COV	P	2016-01-01	2016-06-06
MERRILL LYNCH 2005 ST NON-COV	P	2016-01-01	2016-06-06
MERRILL LYNCH 2005 LT COV	P	2015-01-01	2016-06-06
MERRILL LYNCH 2005 LT NON-COV	P	2015-01-01	2016-06-06
MERRILL LYNCH 2008 ST COV	P	2016-01-01	2016-06-16
MERRILL LYNCH 2008 LT COV	P	2015-01-01	2016-06-06
MERRILL LYNCH 2009 ST COV	P	2016-01-01	2016-06-06
MERRILL LYNCH 2009 LT COV	P	2015-01-01	2016-06-06
MERRILL LYNCH 2009 LT NON COV	P	2015-01-01	2016-06-06
MERRILL LYNCH 2010 LT COV	P	2015-01-01	2016-06-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
64,701		66,166	-1,465
46			46
246,455		176,598	69,857
14			14
35,878		50,578	-14,700
126,857		133,793	-6,936
11,608		12,338	-730
319,842		381,215	-61,373
16,425		16,401	24
591,343		482,531	108,812

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-1,465
			46
			69,857
			14
			-14,700
			-6,936
			-730
			-61,373
			24
			108,812

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
MERRILL LYNCH 2010 LT NON-COV	P	2015-01-01	2016-06-06
MERRILL LYNCH 2036 ST COV	P	2016-01-01	2016-06-06
MERRILL LYNCH 2036 LT COV	P	2015-01-01	2016-06-06
FRANKLIN STREET TRUST COMPANY ST COV	P	2016-01-01	2016-06-06
FRANKLIN STREET TRUST COMPANY LT COV	P	2015-01-01	2016-06-06
FRANKLIN STREET TRUST COMPANY LT NON-COV	P	2015-01-01	2016-06-06
2 500 KKR & CO LP DEL	P	2013-05-31	2016-03-28
LITTLE BANK	P	2016-12-02	2016-12-02
ENTERPRISE PRDTS PRTN LP	P	2009-07-09	2016-03-28
Capital Gain Dividends			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,687,036		369,842	1,317,194
29		33	-4
51		66	-15
68,977		76,474	-7,497
95,480		90,342	5,138
55,328		44,199	11,129
35,399		50,003	-14,604
9			9
145,857		53,459	92,398
			12,621

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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))
(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	
			1,317,194
			-4
			-15
			-7,497
			5,138
			11,129
			-14,604
			9
			92,398

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ADVENTURES OF THE HEART 280 WEST PEACHTREE NORCROSS, GA 30071	N/A	501(c)3	MINISTRY	5,000
ATLANTA CHILDREN'S SHELTER 607 PEACHTREE STREET NE ATLANTA, GA 30308	N/A	501(c)3	GENERAL FUND	500
ATLANTA YOUTH ACADEMY 2120 FORREST PARK ROAD ATLANTA, GA 30315	N/A	501(c)3	GENERAL FUND	16,053
CAMP MERRIE-WOODE 100 MERRIE-WOODE ROAD SAPPHIRE, NC 28774	N/A	501(c)3	GENERAL FUND	1,000
FAMILIES FIRST FOR CHILDREN 1105 WEST PEACHTREE NE ATLANTA, GA 30309	N/A	501(c)3	GENERAL FUND	11,000
Total ▶ 3a				492,553

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MTOTO AFRICA INC 2907 NORTH HILLS DRIVE ATLANTA, GA 30305	N/A	501(c)3	GENERAL FUND	3,000
NORTH AVENUE PRESBYTERIAN CHURCH 607 PEACHTREE STREET NE ATLANTA, GA 30308	N/A	501(c)3	MINISTRY	10,000
NORTH POINT MINISTRIES 4350 NORTH POINT PARKWAY ALPHARETTA, GA 30022		501(c)3	PROGRAM SUPPORT	25,000
THE UNIVERSITY OF NORTH CAROLINA AT PO BOX 309 CHAPEL HILL, NC 27514	N/A	501(c)3	GENERAL FUND	1,000
THE UNIVERSITY OF NORTH CAROLINA AT PO BOX 309 CHAPEL HILL, NC 27514	N/A	501(c)3	GENERAL FUND	5,000
Total ▶ 3a				492,553

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ODYSSEY 1424 W PACES FERRY ROAD ATLANTA, GA 30327	N/A	501(c)3	EDUCATION OUTREACH	500
WOODBERRY FOREST AMICI FUND 898 WOODBERRY FOREST RD WOODBERRY FOREST, VA 22989	N/A	501(c)3	AMICI FUND	10,000
THEATRICAL OUTFIT 84 LUCKIE STREET ATLANTA, GA 30303	N/A	501(c)3	ANNUAL SUPPORT	4,000
THE WESTMINSTER SCHOOLS 1424 W PACES FERRY ROAD ATLANTA, GA 30327	N/A	501(c)3	ANNUAL SUPPORT	5,000
REFLECTION MINISTRIES ONE PIEDMONT CENTER STE 130 ATLANTA, GA 30305	N/A	501(c)3	MINISTRY	500
Total 				492,553
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
YOUNG LIFE 4105 BRIARCLIFF ROAD ATLANTA, GA 30345	N/A	501(c)3	GENERAL FUND	2,000
THE UNIVERSITY OF NORTH CAROLINA CH PO BOX 309 CHAPEL HILL, NC 27514	N/A	501(c)3	AMERICAN STUDIES	1,000
FAMILIES FIRST FOR CHILDREN 1105 WEST PEACHTREE NE ATLANTA, GA 30309	N/A	501(c)3	DINING FOR A DIFFERENCE PROGRAM	40,000
THE EDUCATIONAL FUND PO BOX 2446 CHAPEL HILL, NC 27515		501(c)3	GENERAL FUND	3,300
WOODBERRY FOREST SCHOOL 117 WOODBERRY STATION WOODBERRY FOREST, VA 22989		501(c)3	C FELIX HARVEY III '39 SCHOLARSHIP FUND	10,000
Total ▶ 3a				492,553

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CARE AND COUNSELING 1814 CLAIRMONT ROAD DECATUR, GA 30033		501(c)3	GENERAL FUND	500
LEADERSHIP ATLANTA 10 PEACHTREE PLACE NE 620 ATLANTA, GA 30329		501(c)3	GENERAL FUND	1,100
BEACON OF HOPE 120 RENAISSANCE PARKWAY NE ATLANTA, GA 30308		501(c)3	GENERAL FUND	2,500
EAST CAROLINA EDUCATION FOUNDATION 2200 S CHARLES BLVD STE 1100 GREENVILLE, NC 27858	N/A	501(c)3	GENERAL FUND	50,000
CARTERET GENERAL HOSPITAL FOUNDATIO 501NORTH 35TH STREET MOOREHEAD CITY, NC 28557	N/A	501(c)3	GENERAL FUND	55,000
Total ► 3a				492,553

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SHARON ELEMENTARY PTA 4330 FOXCROFT ROAD CHARLOTTE, NC 28211	N/A	501(c)3	GENERAL FUND	500
CAMPUS OUTREACH PO BOX 43591 BIRMINGHAM, AL 35243	N/A	501(c)3	GENERAL FUND	1,000
TRINITY COMMUNITY MINISTRIES 21 BELL STREET NE ATLANTA, GA 30303	N/A	501(c)3	GENERAL FUND	100
MT PARAN CHURCH OF GOD 2055 MOUNT PARAN ROAD NW ATLANTA, GA 30327	N/A	501(c)3	GENERAL FUND	500
MYERS PARK TRINITY L ITTLE LEAGUE 3400 RANDOLPH ROAD CHARLOTTE, NC 28211	N/A	501(c)3	GENERAL FUND	500
Total ▶ 3a				492,553

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
INSTITUTE FOR EMERGING ISSUES - NCS CENTENNIAL CAMPUS BOX 7406 RALEIGH, NC 27695	N/A	501(c)3	GENERAL FUND	4,000
UNIVERSITY OF MOUNT OLIVE FOUNDATIO 634 HENDERSON STREET MT OLIVE, NC 28365	N/A	501(c)3	GENERAL FUND	25,000
CAMP CHALLENGE - NC BANKERS ASSOCIA PO BOX 19999 RALEIGH, NC 27619	N/A	501(c)3	GENERAL FUND	5,000
OKRACOCKE YOUTH CENTER 1037 IRVIN GARRISH HWY OCRACOCKE, NC 27960	N/A	501(c)3	GENERAL FUND	56,250
VIDENT MEDICAL CENTER FOUNDATION 690 MEDICAL DR A GREENVILLE, NC 27834	N/A	501(c)3	GENERAL FUND	12,500
Total ▶ 3a				492,553

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SON SET MINISTRIES 1380 LOWER FIELD ROAD AYDEN, NC 28513	N/A	501(c)3	GENERAL FUND	5,000
INSTITUTE FOR RESPONSIBLE CITIZENS 1227 25TH ST NW 600 WASHINGTON, DC 20037	N/A	501(c)3	GENERAL FUND	1,000
CENTER FOR STUDY OF CLASSICAL ARCHI 20 WEST 44TH STREET NEW YORK, NY 10036	N/A	501(c)3	GENERAL FUND	1,000
FUQUA SCHOOL OF BUSINESS 100 FUQUA DRIVE DURHAM, NC 27708	N/A	501(c)3	GENERAL FUND	1,000
HOMELESS AT HEART 3715 NORTHSIDE PKWY STE 2-600 ATLANTA, GA 30327	N/A	501(c)3	GENERAL FUND	750
Total ► 3a				492,553

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LENOIR COUNTY RED CROSS 1500 N QUEEN STREET KINSTON, NC 28501	N/A	501(c)3	GENERAL FUND	5,000
VISIBLE MUSIC COLLEGE 200 MADISON AVENUE MEMPHIS, TN 38103	N/A	501(c)3	GENERAL FUND	3,000
SMITHSONIAN INSTITUTE 600 MARYLAND AVENUE WASHINGTON, DC 20002	N/A	501(c)3	GENERAL FUND	500
B ROBERT WILLIMSON JR FOUNDATION 300 PARK AVENUE NEW YORK, NY 10022	N/A	501(c)3	GENERAL FUND	500
UNC CHAPEL HILLCOLLEGE OF ARTSSCIEN CAMPUS BOX 3100 205 SOUTH BLDG CHAPEL HILL, NC 27599	N/A	501(c)3	GENERAL FUND	5,000
Total ► 3a				492,553

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNC CHAPEL HILLLOOKOUT SCHOLARS FIR CAMPUS BOX 3100 205 SOUTH BLDG CHAPEL HILL, NC 27599	N/A	501(c)3	GENERAL FUND	95,000
NCMSS 3101 INDUSTRIAL DRIVE STE 210 RALEIGH, NC 27609	N/A	501(c)3	GENERAL FUND	350
PORCH PO BOX 16363 CHAPEL HILL, NC 27516	N/A	501(c)3	GENERAL FUND	300
FACT RELIEF FOUNDATION 1776 PEACHTREE ST STE 4005 ATLANTA, GA 30309	N/A	501(c)3	GENERAL FUND	2,500
DONORS CHOOSEORG 134 WEST 37TH STREET 11TH FLOOR NEW YORK, NY 10018	N/A	501(c)3	KIPP SCHOOL	600
Total ▶ 3a				492,553

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ST JOHN THE DIVINE 1047 AMSTERDAM AVENUE NEW YORK, NY 10025	N/A	501(c)3	GENERAL FUND	250
VCU MASSEY CANCER CENTER BOX 980214 RICHMOND, VA 23298	N/A	501(c)3	GENERAL FUND	1,000
WINSHIP CANCER CENTER 1365 CLIFTON ROAD ATLANTA, GA 30322	N/A	501(c)3	GENERAL FUND	1,500
Total ▶ 3a				492,553

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a CALDWELL MILL OPPORTUNITY			18	10,638	
b CARDINAL SELF STORAGE L P			16	5,895	
c ENTERPRISE PRODUCTS			14	-3,574	
d FRANKLIN-FAIRVIEW I, L P			18	-347	
e FSP MANAGER OF MANAGERS L			18	18,614	
f GLENEAGLES CREDIT PARTNER			18	5,597	
g HARBERT SENIORS HOUSING			18	-4,874	
h KFBSF REAL ESTATE FUND I			16	4,949	
i KKR & CO			18	28,452	
j PARTNERS GROUP			18	85,805	
k PLEXUS IV			18	-2,940	
l TTV FUND IV			18	-4,379	

TY 2016 Accounting Fees Schedule**Name:** THE LOOKOUT FOUNDATION**EIN:** 20-8686890**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING/TAX FEES	3,952	2,766	0	1,186

TY 2016 Investments Corporate Bonds Schedule**Name:** THE LOOKOUT FOUNDATION**EIN:** 20-8686890**Software ID:** 16000303**Software Version:** 2016v3.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MERRILL LYNCH ACCT # 02003	726,458	728,325
MASHBURN - NOTES	150,000	150,000

TY 2016 Investments Corporate Stock Schedule**Name:** THE LOOKOUT FOUNDATION**EIN:** 20-8686890**Software ID:** 16000303**Software Version:** 2016v3.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MERRILL LYNCH ACCT # 02010	5,345,165	7,194,177
MERRILL LYNCH ACCT # 02005	481,142	557,589
MERRILL LYNCH ACCT # 02006	198,699	261,455
MERRILL LYNCH ACCT # 02008		
MERRILL LYNCH ACCT # 02009	483,061	523,631
MERRILL LYNCH ACCT # 02007		
MERRILL LYNCH ACCT # 02036	1,100,000	1,161,258

TY 2016 Investments - Other Schedule**Name:** THE LOOKOUT FOUNDATION**EIN:** 20-8686890**Software ID:** 16000303**Software Version:** 2016v3.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MCVEAN TRADING	AT COST	567,932	559,003
FRANKLIN STREET PARTNERS TRUST	AT COST	1,270,324	1,275,832
TWEEDY BROWN INC	AT COST	472,350	413,454
KFBSF REAL ESTATE FUND I	AT COST	1	1
CALDWELL MILLS OPPORTUNITY FUND	AT COST	151,191	201,431
FRANKLIN-FAIRVIEW I, LP	AT COST	146,375	95,000
TTV FUND IV	AT COST	34,864	28,432
GLENEAGLES CREDIT PARTNERS II	AT COST	225,000	224,307
PLEXUS FUND IV	AT COST	37,500	37,500
HARBERT SENIORS HOUSING	AT COST	394,921	395,124

TY 2016 Other Decreases Schedule**Name:** THE LOOKOUT FOUNDATION**EIN:** 20-8686890**Software ID:** 16000303**Software Version:** 2016v3.0

Description	Amount
FAIR MARKET VALUE TO TAX BASIS ADJUSTMENT	637,706

TY 2016 Other Expenses Schedule**Name:** THE LOOKOUT FOUNDATION**EIN:** 20-8686890**Software ID:** 16000303**Software Version:** 2016v3.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	2,232	1,562		670
INVESTMENT MANAGEMENT FEES	2,540	1,778		762
INVESTMENT MANAGEMENT FEES	25,355	17,749		7,606
INVESTMENT MANAGEMENT FEES	4,356	3,049		1,307
INVESTMENT MANAGEMENT FEES	40	28		12
INVESTMENT MANAGEMENT FEES	44	31		13
INVESTMENT MANAGEMENT FEES	46,848	32,794		14,054
INVESTMENT MANAGEMENT FEES	7,500	5,250		2,250
INVESTMENT MANAGEMENT FEES	8,174	5,722		2,452

TY 2016 Other Income Schedule**Name:** THE LOOKOUT FOUNDATION**EIN:** 20-8686890**Software ID:** 16000303**Software Version:** 2016v3.0**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CALDWELL MILL OPPORTUNITY	10,638		
CARDINAL SELF STORAGE L P	5,895		
ENTERPRISE PRODUCTS	-3,574		
FRANKLIN-FAIRVIEW I, L P	-347		
FSP MANAGER OF MANAGERS L	18,614		
GLENEAGLES CREDIT PARTNER	5,597		
HARBERT SENIORS HOUSING	-4,874		
KFBSF REAL ESTATE FUND I	4,949		
KKR & CO	28,452		
PARTNERS GROUP	85,805		
PLEXUS IV	-2,940		
TTV FUND IV	-4,379		

TY 2016 Taxes Schedule**Name:** THE LOOKOUT FOUNDATION**EIN:** 20-8686890**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	784			

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990	OMB No 1545-0047 2016

Name of the organization THE LOOKOUT FOUNDATION	Employer identification number 20-8686890
---	---

Organization type (check one)

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

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE LOOKOUT FOUNDATION	Employer identification number 20-8686890
---	---

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	MLA PARTNERS 2877 HABERSHAM ROAD NW ATLANTA, GA 30305	\$ 725,615	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	MLA PARTNERS 2877 HABERSHAM ROAD NW ATLANTA, GA 30305	\$ 99,852	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization THE LOOKOUT FOUNDATION	Employer identification number 20-8686890
---	---

Part II Noncash Property			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	11,000 ALTRIA GROUP INCORPORATED COMMON SHARES	\$ 725 615	2016-12-12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	7,850 KEYCORP COMMON SHARES	\$ 99 852	
(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
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization THE LOOKOUT FOUNDATION	Employer identification number 20-8686890
---	---

Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
-----------------	--

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