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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052
2016
Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation: Lookout Foundation, Inc.

A Employer identification number: 22-3745074

Number and street (or P O box number if mail is not delivered to street address): 934 Flagship Dr

Room/suite:

B Telephone number (see instructions):

City or town, state or province, country, and ZIP or foreign postal code: Summerland Key FL 33042

C If exemption application is pending, check here ▶ ☐

G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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) ▶ $ 13,678,032

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)	1,497,676			
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	653	653		
4	Dividends and interest from securities	156,945	156,945		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	610,189			
b	Gross sales price for all assets on line 6a 1,308,692				
7	Capital gain net income (from Part IV, line 2)		610,189		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	2,265,463	767,787	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) Stmt 1	3,560	3,560		
c	Other professional fees (attach schedule)				
17	Interest	365	365		
18	Taxes (attach schedule) (see instructions) Stmt 2	2,284	2,284		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch) Stmt 3	1,216	1,216		
24	**Total operating and administrative expenses.** Add lines 13 through 23	7,425	7,425	0	0
25	Contributions, gifts, grants paid See Statement 4	837,850			837,850
26	**Total expenses and disbursements.** Add lines 24 and 25	845,275	7,425	0	837,850
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	1,420,188			
b	**Net investment income** (if negative, enter -0-)		760,362		
c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

9-31

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	End of year (c) Fair Market Value
Assets	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	134,337	404,506	404,566
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att. schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) See Stmt 5	5,741,059	6,095,484	8,762,018
	c	Investments – corporate bonds (attach schedule) See Stmt 6	1,857,826	1,861,284	1,886,943
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) See Statement 7	395,641	1,188,370	2,624,505
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶ See Statement 8)	4,981	4,981	
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	8,133,844	9,554,625	13,678,032
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	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	8,133,844	9,554,625	
	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)	8,133,844	9,554,625	
	31	**Total liabilities and net assets/fund balances** (see instructions)	8,133,844	9,554,625	

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	8,133,844
2	Enter amount from Part I, line 27a	2	1,420,188
3	Other increases not included in line 2 (itemize) ▶ See Statement 9	3	593
4	Add lines 1, 2, and 3	4	9,554,625
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	9,554,625

DAA

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Worksheet			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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	610,189
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	

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))
2015	863,214	10,342,682	0.083461
2014	1,381,979	11,038,823	0.125193
2013	403,552	8,851,952	0.045589
2012	362,159	7,984,780	0.045356
2011	359,877	7,962,987	0.045194

2	**Total** of line 1, column (d)	2	0.344793
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	0.068959
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	9,679,121
5	Multiply line 4 by line 3	5	667,463
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,604
7	Add lines 5 and 6	7	675,067
8	Enter qualifying distributions from Part XII, line 4	8	837,850

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	7,604
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	7,604
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	7,604
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	4,297		
b	Exempt foreign organizations – tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	10,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	14,297
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	67
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	6,626
11	Enter the amount of line 10 to be. **Credited to 2017 estimated tax** ▶ 6,626 **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ Niles L. Noblitt Telephone no ▶ 305-745-1899
934 Flagship Drive
Located at ▶ Summerland Key FL ZIP+4 ▶ 33042

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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?	N/A	1c		
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)	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. ▶ 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)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		4b		X

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

			Yes	No
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)? N/A	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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?	6b		X
	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? N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10				

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	9,714,620
b	Average of monthly cash balances		1b	111,899
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	9,826,519
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	9,826,519
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)		4	147,398
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	9,679,121
6	**Minimum investment return.** Enter 5% of line 5		6	483,956

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	483,956
2a	Tax on investment income for 2016 from Part VI, line 5	2a 7,604		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	7,604
3	Distributable amount before adjustments Subtract line 2c from line 1		3	476,352
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	476,352
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	476,352

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	837,850
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	837,850
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	7,604
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	830,246

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					476,352
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only					
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	575,416				
e From 2015	361,152				
f **Total** of lines 3a through e		936,568			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 837,850					
a Applied to 2015, but not more than line 2a					
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2016 distributable amount					476,352
e Remaining amount distributed out of corpus		361,498			
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		1,298,066			
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					0
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		1,298,066			
10 Analysis of line 9:					
a Excess from 2012					
b Excess from 2013					
c Excess from 2014	575,416				
d Excess from 2015	361,152				
e Excess from 2016	361,498				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a 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(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines.

N/A

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

N/A

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Statement 11				837,850
Total			▶ 3a	837,850
b *Approved for future payment* N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

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	653	
4 Dividends and interest from securities			14	156,945	
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			14	518,687	91,502
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)		0		676,285	91,502

13 **Total.** Add line 12, columns (b), (d), and (e) 13 767,787

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

DAA

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

b If "Yes," complete the following schedule

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

Sign Here

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

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

[signature] 9/5/2017 Treas. / Dir

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
Lee L. Heyde	[signature]	08/31/17	
Firm's name ▶ Heyde & Associates, PC		PTIN	P00024387
Firm's address ▶ 1822 E Center St Warsaw, IN 46580-3604		Firm's EIN ▶	35-2018670
		Phone no	574-269-4351

DAA

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

Schedule of Contributors

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

OMB No 1545-0047

2016

Name of the organization	**Employer identification number**
Lookout Foundation, Inc.	22-3745074

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private 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 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 $33^1/_3$ % 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: Lookout Foundation, Inc.

Employer identification number: 22-3745074

Part I **Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Nancy Z. Noblitt 934 Flagship Dr. Summerland Key FL 33042	$ 1,497,676	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: Lookout Foundation, Inc.

Employer identification number: 22-3745074

Part II **Noncash Property** (See instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	195 SHARES AMAZON COM INC	$ 149,911	12/29/16
1	104 SHARES ASTERIAS BIOTHERAPEU	$ 502	12/27/16
1	1,666 SHARES CDK GLOBAL INC	$ 99,160	12/14/16
1	1,272 SHARES CELGENE CORP	$ 148,888	12/29/16
1	12,204 SHARES KINDER MORGAN INC	$ 256,406	12/14/16
1	403 SHARES MARRIOTT INTL INC	$ 33,993	12/22/16

Name of organization
Lookout Foundation, Inc.

Employer identification number
22-3745074

Part II **Noncash Property** (See instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	40 SHARES MARRIOTT VACATIONS	$ 3,420	12/22/16

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	3,272 SHARES NUVEEN NEW JERSEY Q	$ 42,945	12/22/16

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	2,600 SHARES PHILLIPS 66	$ 226,291	12/14/16

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	1,500 SHARES PIONEER NATURAL RES	$ 278,257	12/27/16

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	1,250 SHARES SMITH & NEPHEW	$ 37,225	12/22/16

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	500 SHARES STRYKER	$ 60,478	12/27/16

Name of organization	Employer identification number
Lookout Foundation, Inc.	22-3745074

Part II **Noncash Property** (See instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	1,252 SHARES URBAN EDGE PPTYS	$ 34,680	12/14/16
1	4,200 SHARES VISA INC	$ 332,661	12/14/16
1	500 SHARES ZIMMER BIOMET HLDGS	$ 51,418	12/27/16
1	10,557 SHARES ISHARES GLOBAL ENE	$ 371,237	12/27/16
1	7,585 SHARES ISHARES GLOBAL MATE	$ 415,203	12/22/16
1	1,500 SHARES ISHARES SELECT DIVI	$ 133,868	12/22/16

Name of organization	Employer identification number
Lookout Foundation, Inc.	22-3745074

Part II **Noncash Property** (See instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	14,420 SHARES MAGELLAN MIDSTREAM	$ 1,039,610	12/14/16

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	650 SHARES SPDR GOLD SHARES ETF	$ 70,580	12/27/16

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	163 SHARES VANGUARD 500 INDEX	$ 34,021	12/22/16

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	1,915 SHARES VISA INC	$ 150,155	12/29/16

(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
		$	

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Capital Gains and Losses for Tax on Investment Income

Form **990-PF** **2016**

For calendar year 2016, or tax year beginning , and ending

Name: Lookout Foundation, Inc.

Employer Identification Number: 22-3745074

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	Ally Bank CD:02006LDZ3	P	04/10/14	04/18/16
(2)	Dodge & Cox Income Fund:DODIX	P	09/29/04	10/03/16
(3)	Dodge & Cos Stock Fund:DODGX	P	01/14/02	10/03/16
(4)	IShares Dow Jones US ETF: IYY	P	10/07/08	06/07/16
(5)	IShares Dow Jones US EFT: IYY	P	10/10/08	06/07/16
(6)	Rice Hall James Small Cap: RHJMX	P	08/03/07	10/03/16
(7)	T Rowe Price Mid Cap:RPMGX	P	12/14/09	10/03/16
(8)	Vanguard Growth Index Fd:VIGRX	P	08/23/07	10/03/16
(9)	Vanguard 500 Index Fd:VFINX	P	09/30/08	06/07/16
(10)	Vanguard 500 Index Fd:VFINX	P	09/30/08	10/03/16
(11)	Capital Gains Distributions			
(12)				
(13)				
(14)				
(15)				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	50,000		50,000	
(2)	50,000		45,204	4,796
(3)	100,000		69,442	30,558
(4)	158,526		75,968	82,558
(5)	95,115		37,651	57,464
(6)	50,000		59,138	-9,138
(7)	100,000		59,997	40,003
(8)	100,000		54,236	45,764
(9)	249,950		138,369	111,581
(10)	200,000		108,498	91,502
(11)	155,101			155,101
(12)				
(13)				
(14)				
(15)				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				
(2)				4,796
(3)				30,558
(4)				82,558
(5)				57,464
(6)				-9,138
(7)				40,003
(8)				45,764
(9)				111,581
(10)				91,502
(11)				155,101
(12)				
(13)				
(14)				
(15)				

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Accounting Fees	$ 3,560	$ 3,560	$	$
Total	$ 3,560	$ 3,560	$ 0	$ 0

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Foreign Taxes Paid	$ 2,284	$ 2,284	$	$
Total	$ 2,284	$ 2,284	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
Postage	38	38		
Other investment income	1,178	1,178		
Total	$ 1,216	$ 1,216	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants

Amount	Noncash Description	FMV Explanation	Book Value Amount	Book Value Explanation	Date
10,000					8/18/16
6,000					11/21/16
10,000					10/02/16
6,000					11/07/16
1,000					11/07/16

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants (continued)

Amount	Noncash Description	FMV Explanation	Book Value Amount	Book Value Explanation	Date
5,000					11/21/16
1,000					5/03/16
1,000					11/21/16
1,000					5/03/16
1,000					11/07/16
4,000					10/16/16
1,000					10/16/16
1,000					11/07/16
7,000					10/16/16
3,000					11/07/16
2,000					1/02/16
1,000					11/07/16
4,000					10/16/16
3,500					11/21/16
2,000					11/21/16
1,000					11/21/16
1,100					11/02/16
700					5/01/16
1,000					11/21/16
500					5/03/16
1,500					11/21/16
2,500					11/07/16
3,000					11/21/16
1,000					5/03/16
50,000					2/04/16
2,000					11/21/16
1,000					5/03/16
20,000					11/07/16
8,000					11/21/16
1,000					5/03/16
10,000					11/28/16
2,500					5/03/16
7,500					6/02/16
2,000					5/03/16
6,000					10/30/16

Statement 4 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants (continued)

Amount	Noncash Description	FMV Explanation	Book Value Amount	Book Value Explanation	Date
5,500					11/21/16
1,000					11/21/16
3,000					11/21/16
2,000					11/21/16
4,000					10/16/16
1,000					5/03/16
50,000					11/29/16
500,000					6/10/16
2,000					11/21/16
17,500					11/07/16
15,000					11/21/16
15,000					11/21/16
2,000					11/07/16
2,000					11/21/16
4,000					1/09/16
1,000					11/07/16
1,000					11/07/16
4,000					11/07/16
100					11/07/16
1,000					11/21/16
200					11/07/16
5,000					11/07/16
750					11/07/16
3,000					3/30/16
4,000					11/21/16
1,000					5/03/16

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Charles Schwab Equiities Fund	$	$ 582,922	Cost	$ 1,881,309
Charles Schwab Stock Fund	5,741,059	5,512,562	Cost	6,880,709
Total	$ 5,741,059	$ 6,095,484		$ 8,762,018

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Charles Schwab Bond Fund	$ 1,857,826	$ 1,861,284	Cost	$ 1,886,943
Total	$ 1,857,826	$ 1,861,284		$ 1,886,943

Statement 7 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Other Assets	$ 395,641	$ 1,188,370	Cost	$ 2,624,505
Total	$ 395,641	$ 1,188,370		$ 2,624,505

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
Organizational Expense	$ 4,981	$ 4,981	$
Total	$ 4,981	$ 4,981	$ 0

Statement 9 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
Reverse paid in 2016 for 2015	$ 593
Total	$ 593

Federal Statements

Statement 10 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

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

Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name Address	Address Relationship	Status	Purpose	Amount
American Red Cross Washington DC 20006-5009	2025 E St NW n/a	PC	Unrestricted Charitable Grant	10,000
American Red Cross Seattle WA 98144	1900 25th Ave S n/a	PC	Unrestricted Charitable Grant	6,000
American Red Cross Washington DC 20006-5009	2025 E St NW n/a	PC	Unrestricted Charitable Grant	10,000
American Red Cross-FL Keys Miami FL 33135	335 SW 27th Ave n/a	PC	Unrestricted Charitable Grant	6,000

Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name Address	Relationship	Address Status	Purpose	Amount
Backpacks for Kids Marathon FL 33050	n/a	230 41st St PC	Unrestricted Charitable Grant	1,000
Ballard Food Bank Seattle WA 98107	n/a	5130 Leary Ave NW PC	Unrestricted Charitable Grant	5,000
Ballard Food Bank Seattle WA 98107	n/a	5130 Leary Ave NW PC	Unrestricted Charitable Grant	1,000
Ballard Senior Citizen Center Seattle WA 98107	n/a	5429 32nd Ave NW PC	Unrestricted Charitable Grant	1,000
Bellevue Botanical Gardens Bellevue WA 98005	n/a	12001 Main St. PC	Unrestricted Charitable Grant	1,000
Big Pine & Lower Keys Rotary Big Pine Key FL 33043	n/a	P.O. Box 431957 PC	Unrestricted Charitable Grant	1,000
Blood:Water Mission Nashville TN 37206	n/a	P.O. Box 60381 PC	Unrestricted Charitable Grant	4,000
Christian Veterinary Mission Seattle WA 98133	n/a	19303 Fremont Ave N. PC	Unrestricted Charitable Grant	1,000
Conch Republic Foster Children's Fu Key West FL 33040	n/a	1304 Truman Ave. PC	Unrestricted Charitable Grant	1,000
ECHO, Inc. North Ft. Myers FL 33917	n/a	17391 Durrance Rd PC	Unrestricted Charitable Grant	7,000
FKOC Key West FL 33041	n/a	P.O. Box 4767 PC	Unrestricted Charitable Grant	3,000
Grimal Grove Big Pine Key FL 33043	n/a	258 Cunningham Lane PC	Unrestricted Charitable Grant	2,000
Habitat for Humanity of KW and Lowe Key West FL 33045	n/a	P.O. Box 5873 PC	Unrestricted Charitable Grant	1,000
Heart to Heart International Lenexa KS 66215	n/a	13250 W 98th St PC	Unrestricted Charitable Grant	4,000
HopeLink Redmond WA 98073-3577	n/a	P.O. Box 3577 PC	Unrestricted Charitable Grant	3,500
Humane Society Seattle Bellevue WA 98005	n/a	13212 Southeast Eastgate PC	Unrestricted Charitable Grant	2,000
Intrepid Fallen Heroes Fund New York NY 10036	n/a	One Intrepid Square PC	Unrestricted Charitable Grant	1,000

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Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
Key West Botanical Gardens Society Key West FL 33040	5210 College Rd. n/a	PC	Unrestricted Charitable Grant	1,100
Lakeland Hills Family YMCA Mtn. Lakes NJ 07046	100 Fanny Rd. n/a	PC	Unrestricted Charitable Grant	700
Little Red Door Indianapolis IN 46202	1801 Meridian n/a	PC	Unrestricted Charitable Grant	1,000
Mary's Place Seattle WA 98111	P.O. Box 1711 n/a	PC	Unrestricted Charitable Grant	500
Mary's Place Seattle WA 98111	P.O. Box 1711 n/a	PC	Unrestricted Charitable Grant	1,500
MdDS Balance Disorder Foundation Audubon PA 19403	22406 Shannondell Dr. n/a	PC	Unrestricted Charitable Grant	2,500
MIND Research Institute Irvine CA 92617	111 Academy Suite 100 n/a	PC	Unrestricted Charitable Grant	3,000
Mountaineers Seattle WA 98115	7700 Sandpoint Way n/a	PC	Unrestricted Charitable Grant	1,000
Mote Marine Laboratory, Inc. Sarasota FL 34236-9677	1600 Ken Thompson Pkwy n/a	PC	Unrestricted Charitable Grant	50,000
NAMI Eastside Redmond WA 98052	16315 NE 87th St., Suite n/a	PC	Unrestricted Charitable Grant	2,000
NAMI Eastside Redmond WA 98052	16315 NE 87th St., Suite n/a	PC	Unrestricted Charitable Grant	1,000
Nature Conservancy-FL Keys Big Pine Key FL 33043	127 Industrial Rd., Suite n/a	PC	Unrestricted Charitable Grant	20,000
Nature Conservancy-WA Seattle WA 98121	74 Wall Street n/a	PC	Unrestricted Charitable Grant	8,000
Nature Conservancy-WA Seattle WA 98121	74 Wall Street n/a	PC	Unrestricted Charitable Grant	1,000
Nature Conservancy-WA Seattle WA 98121	74 Wall Street n/a	PC	Unrestricted Charitable Grant	10,000
New Beginnings Seattle WA 98175-0125	P.O. Box 75125 n/a	PC	Unrestricted Charitable Grant	2,500
New Beginnings Seattle WA 98175-0125	P.O. Box 75125 n/a	PC	Unrestricted Charitable Grant	7,500

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Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
Northwest Harvest Seattle WA 98102-0272	P.O. Box 12272 n/a	PC	Unrestricted Charitable Grant	2,000
Northwest Harvest Seattle WA 98102	P.O. Box 12272 n/a	PC	Unrestricted Charitable Grant	6,000
O.R.E.F. Rosemont IL 60018-4975	9400 W Higgins Rd. Ste 2 n/a	PC	Unrestricted Charitable Grant	5,500
Operation Walk Mooresville IN 46158	1199 Hadley Rd. n/a	PC	Unrestricted Charitable Grant	1,000
Pathfinder International Watertown MA 02472-9926	9 Galen St. Suite 217 n/a	PC	Unrestricted Charitable Grant	3,000
PCC Farmland Trust Seattle WA 98101	1402 Third Avenue #709 n/a	PC	Unrestricted Charitable Grant	2,000
Plant With Purpose San Diego CA 92117	4747 Morena Blvd #100 n/a	PC	Unrestricted Charitable Grant	4,000
Pratt Fine Arts Center Seattle WA 98144-2206	1902 S. Main St. n/a	PC	Unrestricted Charitable Grant	1,000
Rose Hulman Institute of Technology Terre Haute IN 47803	5500 Wabash Ave n/a	PC	Unrestricted Charitable Grant	50,000
Rose Hulman Institute of Technology Terre Haute IN 47803	5500 Wabash Ave n/a	PC	Unrestricted Charitable Grant	500,000
Ryther Seattle WA 98115	2400 NE 95th St. n/a	PC	Unrestricted Charitable Grant	2,000
Salvation Army FL Key West FL 33045-2130	P.O. Box 2130 n/a	PC	Unrestricted Charitable Grant	17,500
Salvation Army National Alexandria VA 22313	615 Slaters Lane n/a	PC	Unrestricted Charitable Grant	15,000
Salvation Army Seattle Seattle WA 98109	111 Queen Anne Ave N #30 n/a	PC	Unrestricted Charitable Grant	15,000
Samuel's House, Inc. Key West FL 33040	1614 Truesdell Ct. n/a	PC	Unrestricted Charitable Grant	2,000
Save Our Wild Salmon Seattle WA 98104	811 First Ave Suite 305 n/a	PC	Unrestricted Charitable Grant	2,000
St. Paul's Episcopal Church Key West FL 33040	401 Duval St. n/a	PC	Unrestricted Charitable Grant	4,000

Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Relationship	Address / Status	Purpose	Amount
St. Peter's SeaBee Foundation Big Pine Key FL 33043	n/a	P.O. Box 430657 PC	Unrestricted Charitable Grant	1,000
Star of the Sea Foundation, Inc. Key West FL 33040	n/a	5640 Maloney Ave pc	Unrestricted Charitable Grant	1,000
Take Stock in Children Key West FL 33040	n/a	241 Trumbo Rd. PC	Unrestricted Charitable Grant	4,000
Tau Beta Pi Association Knoxville TN 37901-9910	n/a	P.O. Box 2697 PC	Unrestricted Charitable Grant	100
Tippecanoe Watershed Foundation Warsaw IN 46581-1671	n/a	P.O. Box 1671 PC	Unrestricted Charitable Grant	1,000
Toys for Tots Lehigh Valley PA 18002-58	n/a	P.O. Box 25845 PC	Unrestricted Charitable Grant	200
United Way of FL Keys Tavernier FL 33070	n/a	93911 Overseas Hwy PC	Unrestricted Charitable Grant	5,000
USO Washington DC 20077-7677	n/a	P.O. Box 96860 PC	Unrestricted Charitable Grant	750
Wolf Education & Resource Center Portland OR 97212	n/a	P.O. Box 12604 PC	Unrestricted Charitable Grant	3,000
Women for Women International Washington DC 20036	n/a	2000 M St. NW, Ste 200 PC	Unrestricted Charitable Grant	4,000
Youth Care Orion House Seattle WA 98105-3142	n/a	2500 NE 54th St. Ste 100 PC	Unrestricted Charitable Grant	1,000
Total				837,850