

2949113817300 9

Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2018Department of the Treasury
Internal Revenue Service▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

Open to Public Inspection

For calendar year 2018 or tax year beginning , and ending

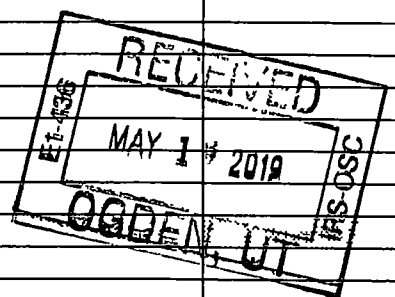
Name of foundation Lookout Foundation, Inc.		A Employer identification number 22-3745074
Number and street (or P O box number if mail is not delivered to street address) 934 Flagship Dr	Room/suite	B Telephone number (see instructions)
City or town, state or province, country, and ZIP or foreign postal code Summerland Key FL 33042		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ 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) ▶ \$ 13,640,690	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	18,500	18,500		
4	Dividends and interest from securities	196,796	196,796		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	397,122			
b	Gross sales price for all assets on line 6a	1,022,765			
7	Capital gain net income (from Part IV, line 2)		397,122		
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	612,418	612,418	0	
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	5,500	5,500		
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) Stmt 2	2,256	2,256		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch) Stmt 3	59	59		
24	Total operating and administrative expenses.	7,815	7,815	0	0
25	Add lines 13 through 23	309,450			309,450
26	Contributions, gifts, grants paid See Statement 4	317,265	7,815	0	309,450
27	Total expenses and disbursements. Add lines 24 and 25				
28	Subtract line 26 from line 12	295,153			
a	Excess of revenue over expenses and disbursements		604,603		
b	Net investment income (if negative, enter -0-)			0	
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2018)

DAA



SCANNED JUN 11 2019 Revenue

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing				
	2	Savings and temporary cash investments		1,437,743	1,612,950	1,610,013
	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		7,542,491	7,507,726	8,859,316
	c	Investments – corporate bonds (attach schedule) See Stmt 6		2,013,767	2,076,050	2,080,555
	11	Investments – land, buildings, and equipment basis ▶				
		Less: accumulated depreciation (attach sch.) ▶				
	12	Investments – mortgage loans				
	13	Investments – other (attach schedule) See Statement 7		680,202	695,329	1,090,806
	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)		11,679,184	11,897,036	13,640,690
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 and complete lines 24 through 26, and lines 30 and 31. ▶ ☒				
	24	Unrestricted		11,679,184	11,897,036	
	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)		11,679,184	11,897,036	
	31	Total liabilities and net assets/fund balances (see instructions)		11,679,184	11,897,036	

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	11,679,184
2	Enter amount from Part I, line 27a	2	295,153
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	11,974,337
5	Decreases not included in line 2 (itemize) ▶ See Statement 9	5	77,301
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	11,897,036

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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	HARBOR INTERNATIONAL FUND	P	Various	12/13/18
b	HARBOR INTERNATIONAL FUND	P	Various	12/13/18
c	SHORT TERM CAPITAL GAINS-SCHWAB	P	Various	12/31/18
d	Capital Gains Distributions			
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 31,571		37,493	-5,922
b 500,009		588,150	-88,141
c 14,299			14,299
d 476,886			476,886
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-5,922
b			-88,141
c			14,299
d			476,886
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	397,122
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	8,377

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 doesn't 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))
2017	858,330	14,175,305	0.060551
2016	830,246	9,679,121	0.085777
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

2 Total of line 1, column (d)	2	0.400571
3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.080114
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	14,708,413
5 Multiply line 4 by line 3	5	1,178,350
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,046
7 Add lines 5 and 6	7	1,184,396
8 Enter qualifying distributions from Part XII, line 4 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	8	309,450

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	12,092
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	12,092
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	12,092
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	39,000
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	39,000
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	26,908
11	Enter the amount of line 10 to be Credited to 2019 estimated tax 26,908 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	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?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i>	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 <i>General Instruction G</i> ? 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 2018 or the taxable year beginning in 2018? 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? Website address ► N/A	13	X
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	
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here	N/A	1b
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 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? If "Yes," list the years ► 20 , 20 , 20 , 20	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions)	N/A	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 2018 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 2018)	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 2018?	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. Organizations relying on a current notice regarding disaster assistance, check here	N/A	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	N/A ☐ Yes ☐ No	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	☐ Yes	☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, and 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

Form 990-PF (2018) **Lookout Foundation, Inc.****22-3745074**Page **7****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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

Form **990-PF** (2018)

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	14,531,633
b	Average of monthly cash balances	1b	400,766
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	14,932,399
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	14,932,399
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	223,986
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,708,413
6	Minimum investment return. Enter 5% of line 5	6	735,421

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	735,421
2a	Tax on investment income for 2018 from Part VI, line 5	2a	12,092
b	Income tax for 2018 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	12,092
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	723,329
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	723,329
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	723,329

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	309,450
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	309,450
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	309,450

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				723,329
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014				575,416
c From 2015				361,152
d From 2016				361,498
e From 2017				198,055
f Total of lines 3a through e	1,496,121			
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$ 309,450				
a Applied to 2017, 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 2018 distributable amount				309,450
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	413,879			413,879
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	1,082,242			
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 2017. Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				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 2013 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	1,082,242			
10 Analysis of line 9				
a Excess from 2014				161,537
b Excess from 2015				361,152
c Excess from 2016				361,498
d Excess from 2017				198,055
e Excess from 2018				

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 2018, 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) 2018	(b) 2017	(c) 2016	(d) 2015	
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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

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

c Any submission deadlines:
N/A

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

Form 990-PF (2018) **Lookout Foundation, Inc.****22-3745074**Page **11****Part XV** Supplementary Information *(continued)***3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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>				
Ballard Food Bank 5130 Leary Ave NW Seattle WA 98107	n/a	PC	Unrestricted Charitable Grant	3,500
Ballard Food Bank 5130 Leary Ave NW Seattle WA 98107	n/a	PC	Unrestricted Charitable Grant	3,000
Ballard Senior Citizen Center 5429 32nd Ave NW Seattle WA 98107	n/a	PC	Unrestricted Charitable Grant	1,000
Bellevue Botanical Gardens 12001 Main St. Bellevue WA 98005	n/a	PC	Unrestricted Charitable Grant	1,000
Big Pine & Lower Keys Rotary P.O. Box 431957 Big Pine Key FL 33043	n/a	PC	Unrestricted Charitable Grant	1,000
Blood:Water Mission P.O. Box 60381 Nashville TN 37206	n/a	PC	Unrestricted Charitable Grant	6,000
Christian Veterinary Mission 19303 Fremont Ave N. Seattle WA 98133	n/a	PC	Unrestricted Charitable Grant	2,000
Conch Republic Foster Children's Fu 1304 Truman Ave. Key West FL 33040	n/a	PC	Unrestricted Charitable Grant	1,500
ECHO, Inc. 17391 Durrance Rd North Ft. Myers FL 33917	n/a	PC	Unrestricted Charitable Grant	4,000
FL Keys Food Bank P.O. Box 4767 Key West FL 33041	n/a	PC	Unrestricted Charitable Grant	3,000
Total			► 3a	309,450
b <i>Approved for future payment</i>				
N/A				
Total			► 3b	

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				
Habitat for Humanity of KW and Lowe P.O. Box 5873 Key West FL 33045	n/a	PC	Unrestricted Charitable Grant	1,000
Habitat for Humanity of KW and Lowe P.O. Box 5873 Key West FL 33045	n/a	PC	Unrestricted Charitable Grant	1,000
HopeLink P.O. Box 3577 Redmond WA 98073-3577	n/a	PC	Unrestricted Charitable Grant	8,000
Humane Society - Seattle 13212 Southeast Eastgate Bellevue WA 98005	n/a	PC	Unrestricted Charitable Grant	2,750
Key West Botanical Gardens Society 5210 College Rd. Key West FL 33040	n/a	PC	Unrestricted Charitable Grant	1,100
Little Red Door 1801 Meridian Indianapolis IN 46202	n/a	PC	Unrestricted Charitable Grant	1,000
Mary's Place P.O. Box 1711 Seattle WA 98111	n/a	PC	Unrestricted Charitable Grant	1,000
MdDS Balance Disorder Foundation 22406 Shannondell Dr. Audubon PA 19403	n/a	PC	Unrestricted Charitable Grant	1,500
MIND Research Institute 111 Academy Suite 100 Irvine CA 92617	n/a	PC	Unrestricted Charitable Grant	3,000
Mote Marine Laboratory, Inc. 1600 Ken Thompson Pkwy Sarasota FL 34236-9677	n/a	PC	Unrestricted Charitable Grant	50,000
Total			3a	
b Approved for future payment				
N/A				
Total			3b	

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 Paid during the year				
Mountaineers 7700 Sandpoint Way Seattle WA 98115	n/a	PC Unrestricted Charitable Grant		2,000
NAMI Eastside 16315 NE 87th St., Suite Redmond WA 98052	n/a	PC Unrestricted Charitable Grant		1,000
Nature Conservancy-FL Keys 127 Industrial Rd., Suite Big Pine Key FL 33043	n/a	PC Unrestricted Charitable Grant		20,000
Nature Conservancy-WA 74 Wall Street Seattle WA 98121	n/a	PC Unrestricted Charitable Grant		10,000
Nature Conservancy-WA 74 Wall Street Seattle WA 98121	n/a	PC Unrestricted Charitable Grant		8,000
New Beginnings P.O. Box 75125 Seattle WA 98175-0125	n/a	PC Unrestricted Charitable Grant		20,000
New Beginnings P.O. Box 75125 Seattle WA 98175-0125	n/a	PC Unrestricted Charitable Grant		2,500
New Beginnings P.O. Box 75125 Seattle WA 98175-0125	n/a	PC Unrestricted Charitable Grant		7,500
Northwest Harvest P.O. Box 12272 Seattle WA 98102-0272	n/a	PC Unrestricted Charitable Grant		3,000
O.R.E.F. 9400 W Higgins Rd. Ste 2 Rosemont IL 60018-4975	n/a	PC Unrestricted Charitable Grant		5,500
Total			▶ 3a	
b Approved for future payment				
N/A				
Total			▶ 3b	

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				
PCC Farmland Trust 1402 Third Avenue #709 Seattle WA 98101	n/a	PC Unrestricted Charitable Grant		2,000
Plant With Purpose 4747 Morena Blvd #100 San Diego CA 92117	n/a	PC Unrestricted Charitable Grant		8,000
Pratt Fine Arts Center 1902 S. Main St. Seattle WA 98144-2206	n/a	PC Unrestricted Charitable Grant		1,000
Red Cross FL 335 SW 27th Ave Miami FL 33135	n/a	PC Unrestricted Charitable Grant		5,000
Rose Hulman Institute of Technology 5500 Wabash Ave Terre Haute IN 47803	n/a	PC Unrestricted Charitable Grant		50,000
Ryther 2400 NE 95th St. Seattle WA 98115	n/a	PC Unrestricted Charitable Grant		2,000
Ryther 2400 NE 95th St. Seattle WA 98115	n/a	PC Unrestricted Charitable Grant		1,000
Salvation Army FL 8362 Pines Blvd., Suite 4 Pembroke Pines FL 33024	n/a	PC Unrestricted Charitable Grant		15,000
Salvation Army FL 8362 Pines Blvd., Suite 4 Pembroke Pines FL 33024	n/a	PC Unrestricted Charitable Grant		5,000
Salvation Army FL 8362 Pines Blvd., Suite 4 Pembroke Pines FL 33024	n/a	PC Unrestricted Charitable Grant		5,000
Total			▶ 3a	
b Approved for future payment N/A				
Total			▶ 3b	

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				
Salvation Army Seattle 111 Queen Anne Ave N #30 Seattle WA 98109	n/a	PC	Unrestricted Charitable Grant	6,500
Samuel's House, Inc. 1614 Truesdell Ct. Key West FL 33040	n/a	PC	Unrestricted Charitable Grant	2,500
Save Our Wild Salmon 811 First Ave Suite 305 Seattle WA 98104	n/a	PC	Unrestricted Charitable Grant	2,750
St. Paul's Episcopal Church 401 Duval St. Key West FL 33040	n/a	PC	Unrestricted Charitable Grant	4,000
Star of the Sea Foundation, Inc. 5640 Maloney Ave Key West FL 33040	n/a	pc	Unrestricted Charitable Grant	5,000
Take Stock in Children P.O. Box 2561 Key West FL 33045-2561	n/a	PC	Unrestricted Charitable Grant	6,000
Tau Beta Pi Association P.O. Box 2697 Knoxville TN 37901-9910	n/a	PC	Unrestricted Charitable Grant	100
United Way of FL Keys P.O. Box 2143 Key West FL 33045	n/a	PC	Unrestricted Charitable Grant	5,000
USO P.O. Box 96860 Washington DC 20077-7677	n/a	PC	Unrestricted Charitable Grant	750
Wesley House Family Services 1304 Truman Ave. Key West FL 33040	n/a	PC	Unrestricted Charitable Grant	3,000
Total			3a	
b Approved for future payment N/A				
Total			3b	

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>				
Wolf Education & Resource Center 69 Avenue W, Unit H University Place WA 98466	n/a	PC	Unrestricted Charitable Grant	3,000
Wounded Warrior Project PO Box 758517 Topeka KS 66675-8517	n/a	PC	Unrestricted Charitable Grant	1,000
Total			► 3a	
b <i>Approved for future payment</i>				
N/A				
Total			► 3b	

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

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

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

**Paid
Preparer
Use Only**

Lee L. Heyde

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

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

Treas. / Dir

Title

05/06/19

PTIN P00024387

Firm's EIN ▶ 35-2018670

Phone no **574-269-4351**

Form **990-PF** (2018)

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Accounting Fees	\$ 5,500	\$ 5,500	\$	\$
Total	\$ 5,500	\$ 5,500	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Foreign Taxes Paid	\$ 2,256	\$ 2,256	\$	\$
Total	\$ 2,256	\$ 2,256	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
Postage	59	59		
Total	\$ 59	\$ 59	\$ 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
3,500					5/09/18
3,000					9/29/18
1,000					9/28/18
1,000					5/09/18
1,000					9/29/18
6,000					7/18/18

Federal Statements

5/6/2019 8:21 AM

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
2,000					7/18/18
1,500					9/29/18
4,000					7/18/18
3,000					9/29/18
1,000					4/24/18
1,000					9/29/18
8,000					9/29/18
2,750					9/28/18
1,100					10/09/18
1,000					9/29/18
1,000					5/09/18
1,500					9/29/18
3,000					9/29/18
50,000					2/19/18
2,000					5/09/18
1,000					5/09/18
20,000					9/29/18
10,000					9/28/18
8,000					9/29/18
20,000					3/27/18
2,500					5/09/18
7,500					9/28/18
3,000					5/09/18
5,500					9/29/18
2,000					9/28/18
8,000					6/25/18
1,000					5/09/18
5,000					9/28/18
50,000					10/10/18
2,000					5/09/18
1,000					9/29/18
15,000					11/13/18
5,000					9/28/18
5,000					10/11/18
-6,500					10/09/18

Federal Statements

5/6/2019 8:21 AM

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
2,500					9/29/18
2,750					9/28/18
4,000					1/08/18
5,000					9/29/18
6,000					10/09/18
100					9/29/18
5,000					9/29/18
750					9/29/18
3,000					9/29/18
3,000					1/12/18
1,000					10/09/18

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 Stock Fund	\$ 7,542,491	\$ 7,507,726	Cost	\$ 8,859,316
Total	\$ 7,542,491	\$ 7,507,726		\$ 8,859,316

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	\$ 2,013,767	\$ 2,076,050	Cost	\$ 2,080,555
Total	\$ 2,013,767	\$ 2,076,050		\$ 2,080,555

LOOK5074 Lookout Foundation, Inc.
22-3745074
FYE: 12/31/2018

5/6/2019 8:21 AM

Federal Statements

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	\$ 680,202	\$ 695,329	Cost	\$ 1,090,806
Total	\$ 680,202	\$ 695,329		\$ 1,090,806

22-3745074

Federal Statements

FYE: 12/31/2018

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

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

Statement 9 - Form 990-PF, Part III, Line 5 - Other Decreases

<u>Description</u>	<u>Amount</u>
Excise Taxes	\$ 76,864
Income Items paid 2019 for 2018	436
Rounding	1
Total	\$ 77,301

LOOK5074 Lookout Foundation, Inc.
22-3745074
FYE: 12/31/2018

Federal Statements

5/6/2019 8:21 AM

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

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
	Pres./Dir.				
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