Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation Lighten Family Foundation		**A Employer identification number** 20-8069108
	Number and street (or P O box number if mail is not delivered to street address) c/o Foundation Source, 501 Silverside Road	Room/suite 123	**B** Telephone number (see page 10 of the instructions) (800) 839-1754
	City or town, state, and ZIP code Wilmington DE 19809-1377		**C** If exemption application is pending, check here ▶ ☐ **D** 1. Foreign organizations, check here ▶ ☐

H Check type of organization [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 5,306,061

J Accounting method [X] Cash ☐ Accrual
☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

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 page 11 of the 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)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,119	3,119		
	4 Dividends and interest from securities	85,900	85,900		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-151,143			
	b Gross sales price for all assets on line 6a 1,244,761				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	950	73		
	12 **Total.** Add lines 1 through 11	-61,174	89,092		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	32,665	32,665		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	486	486		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	20,758	863		19,895
	24 **Total operating and administrative expenses.** Add lines 13 through 23	53,909	34,014		19,895
	25 Contributions, gifts, grants paid	208,000			208,000
	26 **Total expenses and disbursements.** Add lines 24 and 25	261,909	34,014		227,895
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-323,083			
	b **Net investment income** (if negative, enter -0-)		55,078		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	2,442,882	1,049,159	1,049,159
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,681,555	2,806,529	3,159,139
	c	Investments—corporate bonds (attach schedule)	62,060	1,009,319	1,093,207
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	5,828	4,235	4,556
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	5,192,325	4,869,242	5,306,061
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			
	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	5,192,325	4,869,242	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	5,192,325	4,869,242	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,192,325	4,869,242	

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	5,192,325
2	Enter amount from Part I, line 27a	2	-323,083
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	4,869,242
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,869,242

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	Publicly-traded Securities	P	Various	Various
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	1,244,761		1,395,904	-151,143
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	-151,143
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 pages 13 and 17 of the 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 page 18 of 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))
2008	216,188	4,012,158	0 053883
2007	244,644	3,479,356	0 070313
2006	0	985,000	0 000000
2005			0 000000
2004			0 000000

2	**Total** of line 1, column (d)	2	0 124196
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 041399
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,736,569
5	Multiply line 4 by line 3	5	196,089
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	551
7	Add lines 5 and 6	7	196,640
8	Enter qualifying distributions from Part XII, line 4	8	227,895

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a 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 ▶ [X] and enter 1% of Part I, line 27b	1	551	
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	551	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	551	
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 600			
b Exempt foreign organizations—tax withheld at source — 6b:			
c Tax paid with application for extension of time to file (Form 8868) — 6c: 0			
d Backup withholding erroneously withheld — 6d:			
7 Total credits and payments Add lines 6a through 6d	7	600	
8 Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached	8	0	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	49	
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 49 **Refunded** ▶	11	0	

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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 page 19 of the instructions for definition)?	1b		X
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			
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
4 a 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	N/A	
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	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ DE			
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶

14 The books are in care of ▶ c/o Foundation Source Telephone no ▶ (800) 839-1754

Located at ▶ 501 Silverside Road, Suite 123, Wilmington, DE ZIP+4 ▶ 19809-1377

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 |

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 page 20 of the instructions)?		1b	N/A	
	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 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ 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 page 20 of the instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)?		**5b**	N/A	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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?		**7b**	N/A	

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 page 22 of the 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 ATTACHMENT				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 ▶

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 page 23 of the 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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	3,319,489
b	Average of monthly cash balances	1b	1,489,210
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	4,808,699
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,808,699
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	72,130
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,736,569
6	**Minimum investment return.** Enter 5% of line 5	6	236,828

Part XI Distributable Amount (see page 25 of the 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	236,828
2a	Tax on investment income for 2009 from Part VI, line 5	2a	551		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	551
3	Distributable amount before adjustments Subtract line 2c from line 1			3	236,277
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	236,277
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	236,277

Part XII Qualifying Distributions (see page 25 of the 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	227,895
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
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	227,895
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 page 26 of the instructions)	5	551
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	227,344

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				236,277
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0	
b Total for prior years 20____, 20____, 20___		0		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007 71,656				
e From 2008 16,592				
f **Total** of lines 3a through e	88,248			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 227,895				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				227,895
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a))*	8,382			8,382
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	79,866			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	79,866			
10 Analysis of line 9				
a Excess from 2005 0				
b Excess from 2006 0				
c Excess from 2007 63,274				
d Excess from 2008 16,592				
e Excess from 2009 0				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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 page 28 of the 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))

Janifer Lynn Lighten William E Lighten

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

NONE

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

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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 ATTACHMENT				
Total			▶ 3a	208,000
b *Approved for future payment* NONE				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
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	3,119	
4 Dividends and interest from securities			14	85,900	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-151,143	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a Tax Refund			01	878	
b K-1 Pass-Through			14	72	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		-61,174	0

13 Total. Add line 12, columns (b), (d), and (e) . 13 -61,174

(See worksheet in line 13 instructions on page 28 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 page 28 of the instructions)
	N/A

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
1		NONE	

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 or fiduciary) is based on all information of which preparer has any knowledge

William E Leighton | 5/12/10 | President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature: Jeffrey D. Haskell	Date: 04/27/2010	Check if self-employed ☐	Preparer's identifying number (see Signature on page 30 of the instructions)
Firm's name (or yours if self-employed), address and ZIP code: FOUNDATION SOURCE, 55 WALLS DRIVE, FAIRFIELD, CT 06824		EIN	Phone no (800) 839-1754

Lighten Family Foundation
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Form 990-PF, Part I, Line 11 – Other Income

Asset Description	Line 11 - Column (a) Revenue and Expenses Per Books	Line 11 - Column (b) Net Investment Income
FEDERAL TAX REFUND	$877	$0
FOREIGN TAX REFUND	$1	$1
LAZARD LTD K-1 PASS-THROUGH SHARE OF PARTNERSHIP INCOME/(LOSS)	$72	$72
TOTAL OTHER INCOME	**$950**	**$73**

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Form 990-PF, Part I, Line 16c – Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
INVESTMENT MANAGEMENT SERVICES	$32,665	$32,665	-	$0
TOTAL:	**$32,665**	**$32,665**	**-**	**$0**

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Form 990-PF, Part I, Line 18 – Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
FOREIGN TAX PAID	$486	$486	-	$0
TOTAL:	**$486**	**$486**	-	**$0**

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Form 990-PF, Part I, Line 23 – Other expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
ADMINISTRATIVE FEES	$19,895	$0	-	$19,895
BANK CHARGE	$861	$861	-	$0
K-1 PASS-THROUGH LAZARD LTD	$2	$2	-	$0
TOTAL:	**$20,758**	**$863**	-	**$19,895**

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Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
25000	ANHEUSER BUSCH COS INC 5 5% 01/15/2018 (035229DD2)	$23,647 00	$25,339 25
273	ALCOA INC (AA)	$1,783 19	$4,400 76
192	BARRICK GOLD CORP COM (ABX)	$6,025 10	$7,560 96
397	ARCH COAL INC (ACI)	$5,440 62	$8,833 25
850	ACCENTURE PLC (ACN)	$32,566 74	$35,275 00
675	AUTOMATIC DATA PROCESSING INC (ADP)	$26,572 07	$28,903 50
860	AUTODESK, INC (ADSK)	$24,356 54	$21,852 60
613	AMEREN CORPORATION (AEE)	$15,309 99	$17,133.35
459	AEGON N V ORD AMER REG (AEG)	$1,482 57	$2,942.19
298	AETNA INC NEW (AET)	$7,508 55	$9,446 60
368	AGCO CP (AGCO)	$10,971 44	$11,901 12
1048	ALCATEL LUCENT (ALU)	$1,697 76	$3,479 36
350	A M R CORP (AMR)	$3,485 96	$2,705 50
105	AON CORP (AON)	$3,874 71	$4,025 70
700	ANADARKO PETROLEUM CORP (APC)	$33,287 90	$43,694 00
350	ARRIS GROUP INC - COMMON STOCK (ARRS)	$2,991 62	$4,000 50
90	ARROW ELECTRONICS INC (ARW)	$3,047.70	$2,664 90
18	ASCENT MEDIA CORPORATION - SER A (ASCMA)	$662 10	$459.54
1120	ATMEL CORPORATION (ATML)	$4,797 46	$5,163 20
129	ANGLOGOLD LTD (AU)	$4,389 97	$5,183 22
130	AVNET INC (AVT)	$4,117 40	$3,920 80
578	ALUMINA LTD ADS (AWC)	$1,589 03	$3,785 90
110	AXA ADS (AXAHY PK)	$2,749 45	$2,604 80
525	AMERICAN EXPRESS CO (AXP)	$13,991 66	$21,273 00
195	AXIS CAPITAL HOLDINGS LTD (AXS)	$5,814 21	$5,539 95
450	ALLIANZ SE ADR (AZSEY PK)	$5,139 00	$5,602 50
185	BAE SYSTEMS PLC SP/AR (BAESY PK)	$3,829 50	$4,288 30
120	BROOKFIELD ASSET MANAGEMENT CL A (BAM)	$2,523 42	$2,661 60

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Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
100	BASF AG SPONS ADR (BASFY PK)	$5,380 00	$6,210 00
60	BILL BARRETT CORP (BBG)	$2,816 87	$1,866 60
265	BELGACOM SA ADR (BGAOY PK)	$2,107 55	$1,947 75
190	BHP BILLITON LIMITED (BHP)	$12,497 73	$14,550 20
470	BIOGEN IDEC INC (BIIB)	$26,671 18	$25,145 00
122	BJ'S WHLSL CLUB INC (BJ)	$4,071 79	$3,990 62
654	BJ SERVICES CO (BJS)	$9,878 46	$12,164 40
1300	BANK NEW YORK MELLON CORP COM (BK)	$48,035 25	$36,361 00
380	BELO CORP (BLC)	$373 31	$2,067 20
739	BP P L C SPONSORED ADR (BP)	$43,304 68	$42,839 83
730	BROADCOM CORPORATION (BRCM)	$17,079 19	$22,973 10
9	BERKSHIRE HATHAWAY INC. CLASS B (BRK-B)	$27,487 36	$29,574 00
90	BRITISH AMERICAN TOBACCO PLC (BTI)	$5,777 71	$5,819 40
195	PEABODY ENERGY CORP (BTU)	$5,020 96	$8,815 95
180	BUCYRUS INTERNATIONAL INC (BUCY)	$5,633 66	$10,146 60
555	CAE INC (CAE)	$6,065 10	$4,567 65
625	CARDINAL HEALTH INC (CAH)	$25,031 06	$20,150 00
1140	CINCINNATI BELL INC (CBB)	$5,154 82	$3,933 00
165	COOPER INDUSTRIES PLC (CBE)	$6,415 20	$7,035 60
100	CADBURY ADR ADR (4 1) (CBY)	$5,090.00	$5,139 00
702	CAMECO CORPORATION (CCJ)	$18,798 64	$22,583 34
575	CAREFUSION CORP (CFN)	$10,667 89	$14,380 75
190	COGNEX CORPORATION (CGNX)	$3,563 93	$3,364 90
177	CHESAPEAKE ENERGY CORPORATION (CHK)	$3,970 36	$4,580 76
25	CORE LABRATORIES (CLB)	$2,624 75	$2,953 00
2600	COMCAST CORP (CMCSK)	$41,246 35	$41,626 00
160	CUMMINS INC (CMI)	$8,310 20	$7,337 60
157	CNA FINANCIAL CORPORATION (CNA)	$3,892 11	$3,768 00
110	CANADIAN NATL RAILWAY CO (CNI)	$5,328 13	$5,979 60
60	CANADIAN NATURAL RESOURCES LTD (CNQ)	$3,885 93	$4,317 00

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Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
38	CONSOL ENERGY INC (CNX)	$1,049 78	$1,892 40
835	COVIDIEN LTD (COV)	$33,458 68	$39,988 15
193	CANADIAN PACIFIC RAILWAY LTD (CP)	$7,558 37	$10,422 00
160	CREE, INC (CREE)	$3,941 23	$9,019 20
464	CARREFOUR S A (CRERY PK)	$4,146 47	$4,398 72
173	CRESUD S.A C I F Y A - AMERICAN DEPOSITARY SHARE (CRESY PK)	$1,830 88	$2,492 93
240	CROWN MEDIA HOLDINGS, INC (CRWN)	$1,695 20	$348 00
1050	CINTAS CRP (CTAS)	$36,816 01	$27,373 50
1500	CABLEVISION SYSTEMS CORP CL A (CVC)	$27,062 80	$38,730 00
80	DIEBOLD INC (DBD)	$2,084 46	$2,276 00
575	DIAGEO PLC ADS (DEO)	$44,068 21	$39,910.75
285	DISCOVERY COMMUNICATIONS, INC - SERIES C COMMON ST (DISCK)	$6,410 74	$7,558 20
320	DOLBY LABORATORIES (DLB)	$9,424 67	$15,273 60
415	DAI NIPPON PRINTING LTD JAPANSPONSORED ADR (DNPLY PK)	$6,107 31	$5,295 40
76	DAIWA SECURITIES GROUP (DSEEY PK)	$3,809 62	$3,800 76
870	DIRECTV GROUP (DTV)	$16,467 98	$29,014 50
27	DAIWA HOUSE IND LTD (DWAHY PK)	$1,951 02	$2,895 75
517	ELECTROBRAS-CENTRA PR ADR (EBR-B)	$6,152 73	$9,667 90
105	EMBRAER EMPRESA BR (ERJ)	$2,202 49	$2,321.55
90	ENSIGN RESOURCE SERVICE GROUP INC (ESVIF PK)	$1,296 45	$1,287 00
310	FREEPORT-MCMORAN COPPER & GOLD INC (FCX)	$8,631 20	$24,889 90
205	FLUSHING FINANCIAL CORPORATION (FFIC)	$3,205.55	$2,308 30
435	FLUOR CORP NEW (FLR)	$17,862 65	$19,592 40
1000	FOREST LABORATORIES (FRX)	$32,574 58	$32,110 00
182	FUJIFILM HOLDINGS (FUJI)	$3,652 92	$5,496.40
160	GANNETT CO INC (GCI)	$1,271 76	$2,376 00
170	GOODRICH PETROLEUM CORP NEW (GDP)	$4,123 05	$4,139 50
445	GENZYME CORP (GENZ)	$31,075 93	$21,809 45
1045	GOLD FIELDS LTD ADS (GFI)	$11,537 88	$13,699 95
160	GILEAD SCIENCES INC (GILD)	$7,186 23	$6,923 20

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Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
130	GOODRICH CORPORATION (GR)	$8,552 80	$8,352 50
943	GEOVIC MINING CORP (GVCME)	$1,177 52	$565 80
225	GRAINGER W W INC (GWW)	$18,632 53	$21,786 75
305	GENCORP INC (GY)	$3,613 55	$2,135 00
38	HACHIJUNI BANK LTD ADR (HACBY PK)	$2,228 64	$2,230 60
750	HARMONIC INC (HLIT)	$7,349 93	$4,740 00
160	HELMERICH PAYNE (HP)	$5,316 60	$6,380 80
70	HEIDRICK&STRUGGLES INTL (HSII)	$2,538 70	$2,186 80
104	HUMANA INC (HUM)	$2,716 58	$4,564.56
275	HEXCEL CP DELAWARE (HXL)	$6,106 89	$3,569 50
90	IAC/INTERACTIVE CORP (IACI)	$1,467 00	$1,843 20
235	L-1 IDENTITY SOLUTIONS INC (ID)	$3,284 64	$1,760 15
157	IDACORP INC HLDG CO (IDA)	$4,814 35	$5,016 15
335	INGRAM MICRO INC - CL A (IM)	$4,749 26	$5,845 75
84	IMPALA PLATINUM LTD S/ADR (IMPUY PK)	$1,188 60	$2,293 20
240	INTERMEC INCCOM (IN)	$4,565 34	$3,086 40
410	INPUT/OUTPUT INC (IO)	$6,164 50	$2,427 20
200	INGERSOL-RAND PLC (IR)	$6,339 26	$7,148 00
300	ISIS PHARMACEUTICALS, INC (ISIS)	$4,859 98	$3,333 00
362	IVANHOE MINES LIMITED COM (IVN)	$1,654 81	$5,288 82
38499	ARTIO INTERNATIONAL EQUITY FUND II CL A (JETAX)	$382,105 44	$450,826 53
190	KB HOME (KBH)	$3,445 30	$2,599 20
350	KAO CORP ADR (KCRPY PK)	$7,174 22	$8,176 00
248	KOREA ELECTRIC PW CP (KEP)	$2,221 16	$3,605 92
1104	KINROSS GOLD CORP (KGC)	$16,614 43	$20,313 60
450	KIMBERLY CLARK CORP (KMB)	$29,785 26	$28,669 50
590	KROGER CO (KR)	$12,252 85	$12,112 70
120	KANSAS CITY SOUTHERN (KSU)	$1,647 18	$3,994 80
169	KT CORP ADS (KT)	$4,040 86	$2,842 58
140	LIBERTY GLOBAL INC (LBTYA)	$5,178 60	$3,064 60

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Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
970	LIBERTY MEDIA HLDG CAP SER A (LCAPA)	$5,685 91	$23,163 60
523	LIHIR GOLD LTD ADR (LIHR)	$9,025 23	$15,276 83
1800	LIBERTY MEDIA HLDG INTERACTIVE A (LINTA)	$5,631 48	$19,512 00
260	L-3 COMMUNICATIONS CORP (LLL)	$26,597 04	$22,607 00
220	LODGENET ENTMT CORP COM (LNET)	$2,264 55	$1,216 60
160	LAM RESEARCH CORP (LRCX)	$6,610 73	$6,273.60
590	LSI CORPORATION (LSI)	$1,745 20	$3,545 90
87	LIBERTY MEDIA CORP STARZ (LSTZA)	$2,576 80	$4,015 05
350	LAS VEGAS SANDS CORP (LVS)	$1,527 00	$5,229 00
140	MANULIFE FIN CORP (MFC)	$2,607 85	$2,567 60
174	MAGNA INTERNATIONAL INC (MGA)	$4,493 50	$8,800 92
775	MCGRAW-HILL (MHP)	$18,856 62	$25,970 25
230	MARSHALL & ILSLEY CORP (MI)	$1,889 79	$1,253 50
156	MARSH AND MCLENNAN COMPANIES INC (MMC)	$2,950 32	$3,444 48
450	3M CO (MMM)	$27,476 53	$37,201 50
161	THE MOSAIC CO (MOS)	$7,843 72	$9,616 53
205	MITSUI SUMITM I/G UNS/ADR (MSIGY PK)	$2,357 50	$2,613 75
145	MEADWESTVACO CORP (MWV)	$3,887 51	$4,151 35
250	MYRIAD GENETICS, INC (MYGN)	$5,781 01	$6,522 50
565	NABORS INDUSTRIES LTD (NBR)	$11,863 59	$12,367 85
119	NEWCREST MINING LTD-SPON ADR (NCMGY PK)	$2,988 61	$3,766 35
385	NOBLE CORPORATION (NE)	$15,698 30	$15,669 50
709	NOVAGOLD RESOURCES (NG)	$1,699 90	$4,346 17
311	NOKIA (NOK)	$3,893 56	$3,996 35
330	NATL OILWELL VARCO (NOV)	$11,158.70	$14,549 70
165	NESTLE SA CHAM ET VE OTC (NSRGF PK)	$7,698 90	$8,035 50
625	NESTLE S A. (NSRGY PK)	$26,698 35	$30,218 75
94	NINTENDO CO LTD ADR OTC (NTDOY PK)	$3,092 54	$2,803 08
301	NIPPON TELEPHONE ADR (NTT)	$5,634 47	$5,941 74
260	NUCOR CP (NUE)	$10,344 98	$12,129 00

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Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
230	NOVELLUS SYS INC (NVLS)	$5,430 51	$5,368 20
211	NOVARTIS AG ADR (NVS)	$9,318 66	$11,484 73
286	NEXEN INC (NXY)	$6,278 25	$6,843 98
160	NEW YORK TIMES CO CL A (NYT)	$2,397 04	$1,977.60
183	OMNICARE INC (OCR)	$4,342 75	$4,424 94
340	ORIENT-EXPRESS HOTEL (OEH)	$3,326 43	$3,447 60
90	ONYX PHARMACEUTICALS, INC (ONXX)	$2,254 40	$2,640 60
95	OSI PHARMACEUTICALS INC (OSIP)	$3,968 73	$2,950 70
285	PALM, INC (PALM)	$2,078 65	$2,858 55
200	PANASONIC CORP (PC)	$2,216 78	$2,870 00
90	PRECISION CASTPARTS (PCP)	$7,991 70	$9,931 50
360	PDL BIOPHARMA INC (PDLI)	$5,737 90	$2,469 60
785	PALL CP (PLL)	$26,874 03	$28,417 00
125	POTASH CORPORATION OF SASKATCHEWAN INC (POT)	$11,673 50	$13,562 50
35	PARTNERRE LTD COM (PRE)	$2,684.15	$2,613 10
192	PAIN THERAPEUTICS (PTIE)	$978 03	$1,029.12
94	PIONEER NAT RES CO (PXD)	$1,404 64	$4,527 98
114	PETROBRAS ENERGIA SA BUENOS AIRES (PZE)	$1,922 57	$1,781 82
160	ROYAL CARRIBEAN CRUISE (RCL)	$2,399 09	$4,044 80
110	ROWAN COS INC (RDC)	$3,442 20	$2,490 40
100	ROYAL DUTCH SHELL PLC SPON ADR REPSTG B SHS (RDSB)	$4,496 41	$5,813 00
240	REGENERON PHARMACEUTICALS, INC (REGN)	$4,276 85	$5,803 20
46	REXAM PLC ADR (REXMY PK)	$1,045 81	$1,094.34
530	R F MICRO DEVICES INC (RFMD)	$2,950 10	$2,528 10
140	ROBERT HALF INTL INC (RHI)	$3,361 30	$3,742 20
185	TRANSOCEAN LTD (RIG)	$15,565 12	$15,318 00
150	RAYMOND JAMES FINANCIAL INC (RJF)	$2,728 89	$3,565 50
60	ROHM CO LTD UNSP ADR (ROHCY PK)	$1,638 00	$1,980 60
500	ROCKWELL AUTOMAT INC (ROK)	$13,501 53	$23,490 00
190	RTI INTL METALS INC (RTI)	$6,032 26	$4,782 30

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Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
70	RIO TINTO PLC SPONSORED ADR (RTP)	$12,517 75	$15,077 30
30	RWE AKTIENGESELLSCHAF (RWEOY PK)	$2,641 50	$2,907 00
280	SINCLARI BROADCAST GROUP INC (SBGI)	$2,793 76	$1,128 40
133	SOCIETE GENERALE FRANCE (SCGLY PK)	$870 52	$1,861 63
184	SCHOLASTIC CORPORATION (SCHL)	$5,043 32	$5,488 72
107	SWISSCOM AG S/ADR (SCMWY PK)	$2,985 30	$4,061 72
530	SEACHANGE INTERNATIONAL, INC (SEAC)	$3,692 04	$3,476 80
366	SMITHFIELD FOODS (SFD)	$4,373 11	$5,559 54
971	SEGA SAMMY HLDGS S/ADR (SGAMY PK)	$2,262 43	$2,961 55
290	SEATTLE GENETICS, INC (SGEN)	$2,334 70	$2,946 40
155	SHAW GROUP INC (SHAW)	$2,921 36	$4,456.25
42	SIEMENS A G ADR (SI)	$2,396 44	$3,851 40
1108	SEKISUI HOUSE LTD (SKHSY PK)	$10,262 44	$10,215 76
643	SK TELECOM ADS ADS (SKM)	$9,752 09	$10,455 18
380	SAKS INC (SKS)	$5,005 13	$2,492 80
485	SCHLUMBERGER LTD (SLB)	$23,077.96	$31,568 65
740	SANDISK CORP (SNDK)	$11,944 00	$21,452 60
159	SANOFI-AVENTIS SPONSORED ADR (SNY)	$4,325 35	$6,243 93
267	SHISEIDO CO LTD (SSDOY PK)	$3,713 81	$5,145.09
105	SILVER STANDARD RES INC (SSRI)	$2,056 82	$2,296.35
1748	SUMITOMO TRUST & BANKING CO LTD (STBUY PK)	$9,496 86	$8,617.64
1800	SEAGATE TECHNOLOGY (STX)	$7,612 20	$32,742 00
375	SUNCOR ENERGY INC (SU)	$12,396 56	$13,241 25
130	SUNOCO INC (SUN)	$7,491 05	$3,393 00
123	SEVEN & I HOLDINGS C (SVNDY PK)	$5,377 00	$5,092 20
510	STILLWATER MNG CO (SWC)	$4,478 20	$4,834 80
1125	SYSCO CORP (SYY)	$30,854 48	$31,432 50
112	TECH DATA CORP (TECD)	$3,277 39	$5,225 92
2600	TYCO ELECTRONICS (TEL)	$60,478 51	$63,830 00
499	TELECOM ITALIA SPA (TI-A)	$4,465 45	$5,489 00

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Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
33	TECHNIP ADS (TKPPY PK)	$1,136 52	$2,318 25
150	TALISMAN ENERGY INC (TLM)	$2,549 63	$2,796 00
740	TRIQUINT SEMICONDUCTOR, INC (TQNT)	$3,859 91	$4,440.00
190	TRIMBLE NAV LTD (TRMB)	$3,965 14	$4,788 00
275	TENARIS SA-ADR (TS)	$9,822 37	$11,728 75
915	TYSON FOODS INC CL A (TSN)	$12,485 90	$11,227 05
703	TESORO CORP (TSO)	$8,575 91	$9,525 65
137	TIM PARTICIPACOES S A SPONSORED ADR REPSTG PFD (TSU)	$2,782 31	$4,070 27
34	TDK CORP (TTDKY PK)	$1,275 44	$2,079 10
184	TATA MOTORS LTD ADS (TTM)	$769 68	$3,102 24
317	TELUS CORP (TU)	$9,787 24	$9,874 55
420	LIN TV CORP (TVL)	$4,269 27	$1,873 20
98	TIME WARNER CABLE INC (TWC)	$4,058 80	$4,056 22
355	TIME WARNER TELECOM INC (TWTC)	$5,991.58	$6,088 25
1025	TIME WARNER INC (TWX)	$38,679 04	$29,868 50
1815	TYCO INTERNATIONAL LTD (TYC)	$59,090 91	$64,759.20
10000	UBS BLOOMBERG CMCI (UCI)	$190,505 25	$199,060 00
455	UNIFI INC (UFI)	$1,366 60	$1,765 40
47	DOMTAR LTD (UFS)	$978 44	$2,604 27
180	UNILEVER N V N Y (UN)	$5,577 75	$5,819.40
1750	UNITEDHEALTH GROUP INC (UNH)	$63,969 51	$53,340 00
525	UNITED PARCEL SERVICE (UPS)	$34,137 63	$30,119 25
85	UNITED STATES CELLULAR CORP (USM)	$6,226 20	$3,604 85
217	UNITED UTILITS S/ADR NEW (UUGRY PK)	$2,985 92	$3,519 74
190	VALSPAR CORP (VAL)	$4,138 70	$5,156 60
330	VALE SA (VALE)	$8,451 30	$9,579 90
225	VODAFONE GROUP PLC (VOD)	$3,769 48	$5,195 25
310	VERTEX PHARMCTLS INC (VRTX)	$8,489 20	$13,283 50
430	VISHAY INTERTECH (VSH)	$5,171 90	$3,590 50
51	WACOAL CORP ADR (WACLY PK)	$2,952 38	$2,797 86

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Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol		Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
160	WADDELL&REED FIN INC (WDR)		$2,173 26	$4,886 40
73	WHOLE FOODS MARKET, INC (WFMI)		$696 12	$2,003 85
2920	WEATHERFORD INTL NEW (WFT)		$43,190 15	$52,297 20
40	WHIRLPOOL CORP (WHR)		$2,433 90	$3,226 40
700	WAL-MART STORES INC (WMT)		$34,250 22	$37,415 00
196	WOLTERS KLUWER S/ADR (WTKWY PK)		$3,418 59	$4,282 60
20	UNITED STATES STEEL CORP (X)		$1,845 20	$1,102.40
775	DENTSPLY INTERNATIONAL INC NEW (XRAY)		$21,733 07	$27,256 75
20	YARA INTL ASA SPON ADR (YRAIF PK)		$669 00	$912 96
112	ZIMMER HOLDINGS INC (ZMH)		$4,229 34	$6,620 32
		TOTAL	**$2,806,529**	**$3,159,139**

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Form 990-PF, Part II, Line 10c - Columns (b) & (c) - Investments: Corporate Bonds

Shares	Description/Symbol/CUSIP Number	Line 10c - Column (b) Book Value	Line 10c - Column (c) Fair Market Value
10000	AEC CORP 8 0% 10/15/2017 (00130HBH7)	$9,460 00	$10,262 50
25000	ABBOTT LABORATORIES NT DTD 5 125% 04/01/2019 (002824AU4)	$25,287 25	$26,149 25
5000	AMERICAN GEN'L - 4 000% - 03/15/2011 (02635PSK0)	$3,325 00	$4,520 55
10000	AMERICAN GENL FIN CPMTN 5 400% 12/01/2015 (02635PTC7)	$6,500.00	$6,875 10
10000	AMR REAL ESTATE 7 125% 02/15/2013 (029171AF2)	$8,974 50	$10,200 00
20000	APACHE CORP NT 6 90000% 09/15/2018 (037411AV7)	$21,685 93	$23,435 40
5000	ARCH WESTN NTS 6 75% 07/01/2013 (03939RAB6)	$4,425 00	$4,962 50
5000	BALL CORP SR NT 6 875% 12/15/12 (058498AF3)	$4,994 00	$5,062 50
20000	BANK OF NEW YORK MELLON 5 450% DUE 05-15-19 (06406HBM0)	$20,151 80	$20,980 40
20000	BEAR STEARNS COS IN NTS 06 400% 10/02/17 (073902PR3)	$19,494 60	$22,057 60
20000	BECTON DICKINSON & CO 5 00000% 05/15/2019 NT (075887AU3)	$20,065 60	$20,540 40
5000	BIOMET INC 10 0% 10/15/2017 (090613AC4)	$4,987 50	$5,431 25
5000	BOSTON SCIENTIFIC CORP 6 0% 06/15/2011 (101137AH0)	$4,875 00	$5,225 00
20000	BRISTOL-MYERS SQUIBB NOTES 05 45000% 05/01/2018 (110122AR9)	$21,242 29	$21,391 00
15000	COMMUNITY HEALTH SYSTEMS 8 875% 07/15/2015 (12543DAF7)	$15,050 00	$15,525 00
5000	CIT GROUP INC NOTES - 7 000% - 05/01/2015 (125581FV5)	$4,550 00	$4,475 00
14000	CIT GROUP INC NOTES - 7 000% - 05/01/2017 (125581FX1)	$12,192 50	$12,180 00
5000	CSC HLDGS INC SR DEB 7 625% 07/15/2018 (126304AK0)	$4,375 00	$5,150 00
5000	CASE CORP NT 7 25000% 01/15/2016 (14743RAB9)	$4,850 00	$4,937 50
20000	CATERPILLAR FINL SVCS MTNS BE 7 15000% 02/15/2019 (14912L4E8)	$20,339 00	$23,000.00
5000	CHESAPEAKE ENERGY CORP 7.625% 07/15/2013 (165167BY2)	$4,587 50	$5,237 50
5000	CIMAREX ENERGY CO SR NT 7 12500% 05/01/2017 (171798AA9)	$4,850 00	$5,050 00
20000	COMCAST CORP CO GURNT NTS 6 500% 01/15/2017 (20030NAP6)	$20,368 21	$22,141 20
5000	CGG VERITAS SR NT 7 50000% 05/15/2015 (204386AF3)	$3,875 00	$4,962.50
20000	CONOCOPHILLIPS NOTES 05 75000% 02/01/2019 (20825CAR5)	$20,212 60	$21,797 60
10000	CONSTELLATION BRANDS INC 8 375% 12/15/2014 (21036PAG3)	$10,349 50	$10,650 00
5000	CORRECTIONS CORP AMER NEW 7 75000% 06/01/2017GTD S (22025YAK6)	$5,162 50	$5,150 00
12000	CROWN AMERS LLC / CROWN AMERS 7 75000% 11/15/2015 (228188AD0)	$12,210 00	$12,420 00

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Form 990-PF, Part II, Line 10c - Columns (b) & (c) - Investments: Corporate Bonds

Shares	Description/Symbol/CUSIP Number	Line 10c - Column (b) Book Value	Line 10c - Column (c) Fair Market Value
5000	CROWN CASTLE INTL CORP NOTE 09 00000% 01/15/2015 (228227AZ7)	$5,300 00	$5,325 00
5000	CUBIST PHARMACEUTICALS INC 2 25000% 06/15/2013SB (229678AC1)	$4,818 75	$4,668 75
5000	DELTA PETROLEUM DPTR 3 75% 05/01/2037 (247907AD0)	$2,463 54	$3,493 75
5000	DIRECTV HLDGS LLC 6 375% 06/15/2015 (25459HAD7)	$4,687 50	$5,193 75
5000	DYNERGY 7 5% 06/01/2015 (26816LAX0)	$3,375 00	$4,675 00
25000	EOG RESOURCES INC NOTES 05 62500% 06/01/2019 (26875PAD3)	$24,954 00	$26,558.50
5000	ECHOSTAR DBS CORP NT 6 375% 10/01/2011 MAKE WHOLE (27876GAQ1)	$4,775 00	$5,162.50
5000	ECHOSTAR DBS CORP SR NT 7 12500% 02/01/2016 (27876GBE7)	$4,596 25	$5,106 50
5000	EDISON MISSION ENERGY 7 5% 06/15/2013 (281023AN1)	$3,925 00	$4,700 00
10000	EL PASO CORP 7 0% 06/15/17 (28336LBQ1)	$8,975 00	$9,917 90
20000	EMERSON ELECTRIC CO (291011BA1)	$20,150 53	$20,612 40
25000	FISHER SCIENTIFIC INTL INC 6 125% 07/01/2015 SR SB (338032BB0)	$25,377 01	$25,885 00
5000	FLEXTRONICS INTL LTDSR SB NT 6 50000% 05/15/2013 (33938EAJ6)	$4,975 00	$5,012 50
18000	FORD MOTOR 7 0% 10/1/13 (345397TZ6)	$17,105 00	$18,045 00
10000	FREEPORT-MCMORAN COPPER & GOLD 8 37500% 04/01/2017 SR NT (35671DAS4)	$9,811 50	$10,950.00
5000	FRONTIER COMMUNICTNSNOTES 08 25000% 05/01/2014CALL (35906AAA6)	$4,631 25	$5,212 50
20000	GE CAP CORP SR UNSERUES 5 625% 9/15/17 (36962G3H5)	$18,031 10	$20,118 10
5000	GEORGIA PAC CORP NT 8 125% 05/15/2011 (373298BV9)	$4,972 50	$5,250 00
5000	GEORGIA PAC CORP 8.0% 01/15/24 (373298CF3)	$3,725 00	$5,100 00
3000	GOLD RESV INC SR SB CV 5 500% 06/15/2022 (38068NAB4)	$2,959 42	$2,017 50
4000	GOODRICH PETE CORP SR NT CV 3 25000% 12/01/2026 (382410AB4)	$3,705 00	$3,685 00
3000	GRIFFON CORP CON SB NT CV 4 00000% 07/18/2023 (398433AC6)	$2,625 00	$3,011 25
17000	HCA INC SR NT 9 25000% 11/15/2016 (404119AX7)	$17,231 25	$18,253 75
5000	HEALTH MGMT ASSN INC (421933AH5)	$3,850 00	$4,687 50
10000	HERTZ CORP SR NT 144A 8 875% 01/01/2014 (428040BZ1)	$7,400 00	$10,250 00
12000	HOST MARRIOT LP NTS 6 375% 03/15/2015 (44108EAY4)	$10,278 55	$11,760 00
5000	IRON MTN 7.75% 01/15/2015 (462846AB2)	$4,937 50	$5,025 00
4	KANSAS CITY SOUTHERN 5.125% 12/31/49 (485170807OLD)	$2,940 00	$4,660 00
10000	KINDER MORGAN FIN 5 7% 01/05/2016 (49455WAD8)	$9,075 00	$9,600 00
12000	LEUCADIA NATL CORP 7 125% 03/15/2017 (527288BC7)	$9,920 00	$11,340 00

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Form 990-PF, Part II, Line 10c - Columns (b) & (c) - Investments: Corporate Bonds

Shares	Description/Symbol/CUSIP Number	Line 10c - Column (b) Book Value	Line 10c - Column (c) Fair Market Value
5000	LEUCADIA NATL CORP NTS 8 125% 09/15/2015 (527288BD5)	$3,812 50	$5,100 00
10000	LEVEL 3 FIN INC 12 25% 03/15/2013 (527298AF0)	$8,612 50	$10,600 00
5000	LEVEL 3 FING INC SR NT 8 75000% 02/15/2017 (527298AL7)	$3,538 72	$4,562 50
10000	LEVI STRAUSS & CO NEW 9 75000% 01/15/2015SR NT (52736RAQ5)	$10,028 65	$10,500 00
20000	LUBRIZOL CORP NOTES 08 87500% 02/01/2019 (549271AG9)	$21,909 40	$24,865 60
10000	LUCENT TECHNOLOGIES INC 2 750% 06/15/2023 (549463AG2)	$9,862 50	$9,912 50
8000	MEDIACOM BROADBAND 8 5% 10/15/2015 (58446VAE1)	$7,320 00	$8,080 00
25000	MERRILL LYNCH & CO NOTES - 5 000% - 01/15/2015 (59018YUW9)	$21,854 00	$25,425 75
5000	METROPCS WIRELESS INC 9 250% DUE 11-01-14 (591709AC4)	$4,750 00	$5,062 50
4174	MIDWEST GENERATION PASS THRU CERT 8 56% 01/02/2016 (59832WAF6)	$4,288 79	$4,215 74
5000	MIRANT NORTH AMER LLC 7 375% 12/31/2013 (60467XAC1)	$4,425 00	$4,943 75
25000	MORGAN STANLEY MTN 05 95000% 12/28/2017 (61744YAD0)	$26,002 25	$25,786 00
10000	NRG ENERGY INC SR NT 7 375% 02/01/2016 (629377AU6)	$9,512 50	$10,012 50
2000	NTL CABLE PLC 8 75% 04/15/2014 (62941FAG3)	$2,065 00	$2,065 00
5000	NEWFIELD EXPLORTN CONOTES 07 12500% 05/15/2018 (651290AK4)	$4,350 00	$5,050 00
20000	NUCOR CORP 5 85% 6/1/18 (670346AK1)	$20,722 15	$21,551 80
8000	OMNICARE INC SR DB CV 3 250% 12/15/2035 (681904AL2)	$5,762 08	$6,510 00
5000	OMEGA HEALTHCARE INVS INC 7 000% 04/01/2014 SR NT (681936AM2)	$4,937 50	$4,950 00
7000	OWENS-BROCKWAY GLASS CONTAINER 8 25000% 05/15/2013 (69073TAJ2)	$7,085 00	$7,192 50
5000	PAETEC HOLDING CORP GTD SR SEC NT 8 87500% 06/30/2 (695459AD9)	$5,050.00	$5,062 50
5000	PEABODY ENERGY CORP 6 875% 03/15/2013 (704549AC8)	$4,850 00	$5,056 25
5000	PENN NATL GAMING INCSR SB NT 6 75000% 03/01/2015 (707569AL3)	$4,850 00	$4,831 25
10000	PETROHAWK ENERGY CORP SR NOTES 144A 9 125% 07/15/2013 (716495AB2)	$10,033 82	$10,450 00
5000	PIONEER NAT RES CO NTS 5 875% 07/15/2016 (723787AE7)	$3,775 00	$4,786 50
5000	QUEBECOR MEDIA NTS 7 75% 03/15/2016 (74819RAG1)	$3,800 00	$4,987 50
5000	QWEST COMMUNICATIONS INTL INC 7 25000% 02/15/2011 (749121BP3)	$5,030 00	$5,025 00
10000	QWEST COMMUNICATIONS INTL INC 7 5% 02/15/2014 (749121BV0)	$9,218 75	$10,037 50
6000	RRI ENERGY INC SR SEC 6 75000% 12/15/2014 (74971XAA5)	$5,720 00	$6,120 00
5000	RANGE RESOURCES CORPSR SUB NOTES 7 500% 05/15/2016 (75281AAG4)	$4,600 00	$5,137 50
8000	ROYAL CARIBBEAN CRUISES LTD 6 87500% 12/01/2013 SR (780153AP7)	$7,080 00	$7,800 00

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Shares	Description/Symbol/CUSIP Number	Line 10c - Column (b) Book Value	Line 10c - Column (c) Fair Market Value
5000	SILGAN HOLDINGS GLOBAL SR SUB 6 75% DUE 11/15/2013 (827048AK5)	$5,000 00	$5,050 00
20000	SMITH INTL INC SR NT 9 75000% 03/15/2019 (832110AL4)	$20,951 60	$25,334 60
7000	SMITHFIELD FOODS INC 7 75% 07/01/2017 (832248AQ1)	$4,927 50	$6,457 50
5000	SMITHFIELD FOODS INCSR NT CV 4 00000% 06/30/2013 (832248AR9)	$4,499 72	$4,918 75
12000	SPRINT CAP CORP GTD NT 6 90000% 05/01/2019 (852060AG7)	$9,455 00	$11,040 00
5000	STATER BROS HLDGS INC 8 12500% 06/15/2012SR NT (857555AM8)	$5,062 00	$5,050 00
5000	SUPERVALU INC NOTE 08 00000% 05/01/2016 MAKE WHOLE (868536AT0)	$5,168 75	$5,075 00
5000	TENET HEALTHCARE CORP 9.25% 02/01/2015 (88033GBC3)	$3,855 50	$5,325 00
5000	TEREX CORP NEW SR NT 10.87500% 06/01/2016 (880779AW3)	$5,533 50	$5,575 00
10000	TRANSDIGM INC 7 75% 07/15/2014 (893647AJ6)	$9,762 50	$10,125 00
12000	USEC INC SR NT CV 3.00000% 10/01/2014 (90333EAC2)	$9,017 72	$7,800 00
20000	UNTD TECHNOLOGIES CORP 6 125% 02/01/2019 (913017BQ1)	$21,517 60	$22,401 20
20000	VERIZON COMMUNICATIONS 6 350% DUE 04-01-19 (92343VAV6)	$20,825 60	$22,322 20
5000	VIDEOTRON LTEE SR NT 6 87500% 01/15/2014 (92658TAG3)	$5,062 50	$5,025 00
20000	WACHOVIA CORP NEW NTS 5 75% 06/15/2017 (929903DT6)	$17,817 40	$20,799 20
5000	WILLIAMS COS INC 7 125% 09/01/2011 (969457BF6)	$4,937 50	$5,343 55
5000	WINDSTREAM CORP 8 625% 08/01/2016 (97381WAD6)	$4,750 00	$5,087 50
12000	WYNN LAS VEGAS LLC 6 625% 12/01/2014 (983130AD7)	$10,352 50	$11,595 60
25000	XTO ENERGY INC SR NT - 6 250% - 08/01/2017 (98385XAL0)	$25,964.75	$28,154 75
	TOTAL	**$1,009,319**	**$1,093,207**

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

Asset Description		Line 13 - Column (b) Book Value	Line 13 - Column (c) Fair Market Value
LAZARD LTD (LAZ)		$4,234 59	$4,556 40
	TOTAL INVESTMENTS - OTHER	$4,235	$4,556

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Form 990-PF, Part VIII, Line 1 - List all foundation officers, directors, trustees, foundation managers and their compensation

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
William E Lighten c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	<1	President / Director / Secretary hour(s) per week	$0 00	$0 00	$0 00
Adrienne J Lighten c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	<1	Vice President hour(s) per week	$0 00	$0 00	$0 00
Alexis N Lighten c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	<1	Vice President hour(s) per week	$0 00	$0 00	$0 00
Janifer Lynn Lighten c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	<1	Vice President hour(s) per week	$0 00	$0 00	$0 00

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

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
BOULE FOUNDATION 50 HURT PLZ SE STE 750, ATLANTA, GA 30303	N/A	509(a)(2)	GENERAL & UNRESTRICTED	$15,000 00
BOYS AND GIRLS CLUB OF NEW ROCHELLE INC 79 SEVENTH ST, NEW ROCHELLE, NY 10801	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$4,000 00
CENTER CHAPEL MISSIONARY BAPTIST CHURCH 3715 EAST SHELBY DRIVE, MEMPHIS, TN 38118	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$7,000 00
FUND FOR COMMUNITY LEADERSHIP DEVELOPMENT INC - UTH TURN 475 RIVERSIDE DRIVE, SUITE 554, NEW YORK, NY 10115	N/A	509(a)(1)	UTH TURN PROGRAM	$5,000 00
GRACE BAPTIST CHURCH 52 SOUTH SIXTH AVENUE, MT VERNON, NY 10550	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$65,000 00
JACK AND JILL OF AMERICA FOUNDATION 148 LORRAINE AVENUE, MOUNT VERNON, NY 10553	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$2,500 00
METRO-MANHATTAN COMMUNITY FOUNDATION INC 450 NORTH END AVENUE, NEW YORK, NY 10282	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$2,000 00
MOUNT VERNON M B CHURCH 6580 HIGHWAY 57 EASTP O BOX 189, ROSSVILLE, TN 38066	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$2,000 00

Lighten Family Foundation
EIN: 20-8069108
Taxable Year Ending December 31, 2009

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

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
N A A C P LEGAL DEFENSE AND EDUCATIONAL FUND INC 99 HUDSON ST FL 16, NEW YORK, NY 10013	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$50,000 00
NEW ROCHELLE POLICE FOUNDATION INC 475 NORTH AVE, NEW ROCHELLE, NY 10801	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$4,500 00
RETT SYNDROME RESEARCH TRUST INC 67 UNDER CLIFF RD, TRUMBULL, CT 06611	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$5,000 00
STUDIO MUSEUM IN HARLEM INC 144 W 125TH STREET, NEW YORK, NY 10027	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$15,000 00
WESTCHESTER GOLF ASSOCIATION CADDIE SCHOLARSHIP FUND INC 49 KNOLLWOOD RD, ELMSFORD, NY 10523	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$1,000 00
YALE UNIVERSITY PO BOX 208239, NEW HAVEN, CT 06520	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$30,000 00
			TOTAL:	**$208,000**