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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
Lighten Family Foundation

Number and street (or P O box number if mail is not delivered to street address)
Foundation Source 501 Silverside Rd

City or town, state, and ZIP code
Wilmington, DE 198091377

A Employer identification number
20-8069108

B Telephone number (see page 10 of the instructions)
(800) 839-1754

C If exemption application is pending, check here ☐
D 1. Foreign organizations, check here ☐
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 ☐

H Check type of organization ☒ 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)
\$ 5,170,644

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	46	46		
	4 Dividends and interest from securities.	141,857	141,857		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	225,198			
	b Gross sales price for all assets on line 6a _____ 1,655,715				
	7 Capital gain net income (from Part IV, line 2)		225,198		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	95	95		
	12 Total. Add lines 1 through 11	367,196	367,196		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).				
	c Other professional fees (attach schedule)	50,290	50,290		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	7,971	2,328		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	18,793	539		18,254
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	77,054	53,157		18,254
	25 Contributions, gifts, grants paid	297,300			297,300
	26 Total expenses and disbursements. Add lines 24 and 25	374,354	53,157		315,554
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-7,158			
	b Net investment income (if negative, enter -0-)		314,039		
	c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.



















Cat No 11289X

Form **990-PF** (2011)

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	574,734	826,379
	3	Accounts receivable  1,300		
		Less allowance for doubtful accounts  _____	1,300	1,300
	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		
	10a	Investments—U S and state government obligations (attach schedule)		
	b	Investments—corporate stock (attach schedule)	2,594,250 	2,185,132
	c	Investments—corporate bonds (attach schedule).	1,120,032 	1,270,073
	11	Investments—land, buildings, and equipment basis  _____		
		Less accumulated depreciation (attach schedule)  _____		
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)	504,235 	503,169
	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)	4,793,251	4,786,053
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  _____)	 100	
	23	Total liabilities (add lines 17 through 22)		100
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here  <input type="checkbox"/> 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  <input checked="" type="checkbox"/> 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	4,793,251	4,785,953
	30	Total net assets or fund balances (see page 17 of the instructions)	4,793,251	4,785,953
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,793,251	4,786,053

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	4,793,251
2	Enter amount from Part I, line 27a	2	-7,158
3	Other increases not included in line 2 (itemize)  _____	3	
4	Add lines 1, 2, and 3	4	4,786,093
5	Decreases not included in line 2 (itemize)   _____	5	140
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,785,953

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)
1 a Publicly-traded Securities				
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 1,655,715		1,430,517	225,198	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			225,198	
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	225,198
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))
2010	374,374	5,221,067	000 071705
2009	227,344	4,736,569	000 047998
2008	216,188	4,012,158	000 053883
2007	244,644	3,479,356	000 070313
2006		985,000	

2 Total of line 1, column (d).	2	000 243899
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	000 048780
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	5,428,906
5 Multiply line 4 by line 3.	5	264,822
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	3,140
7 Add lines 5 and 6.	7	267,962
8 Enter qualifying distributions from Part XII, line 4.	8	315,554

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,140
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	3,140
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	3,140
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,273	
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	3,273
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> 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	133
11		Enter the amount of line 10 to be Credited to 2012 estimated tax 133	Refunded	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
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)?			No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none">By language in the governing instrument, orBy 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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) _____			
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	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of Foundation Source Telephone no (800) 839-1754 Located at 501 Silverside Road Suite 123 Wilmington DE ZIP+4 198091377			
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.			
16	At any time during calendar year 2011, 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?	15		
			Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country		16		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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). 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)? 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 2011? 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? 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). 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? b If "Yes," did it have excess business holdings in 2011 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 2011.). 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2011?			
		1b		
		1c		No
		2b		
		3b		
		4a		No
		4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>	5b	
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	Yes

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
Adrienne J Lighten	Vice President	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809	001 00			
Alexis N Lighten	Vice President	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809	001 00			
Janifer Lynn Lighten	Vice President	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809	001 00			
William E Lighten	President / Director /	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809	Secretary 001 00			
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
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 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	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	

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	4,475,504
b	Average of monthly cash balances.	1b	519,497
c	Fair market value of all other assets (see page 24 of the instructions).	1c	516,579
d	Total (add lines 1a, b, and c).	1d	5,511,580
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	5,511,580
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	82,674
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,428,906
6	Minimum investment return. Enter 5% of line 5.	6	271,445

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	271,445
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	3,140
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,140
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	268,305
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	268,305
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	268,305

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	315,554
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	315,554
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	3,140
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	312,414
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 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				268,305
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only.				
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2011				
a	From 2006.				
b	From 2007. 63,274				
c	From 2008. 16,592				
d	From 2009.				
e	From 2010. 119,359				
f	Total of lines 3a through e.	199,225			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 315,554				
a	Applied to 2010, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d	Applied to 2011 distributable amount.				268,305
e	Remaining amount distributed out of corpus	47,249			
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	246,474			
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 page 27 of the instructions . . .				
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				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 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	246,474			
10	Analysis of line 9				
a	Excess from 2007. 63,274				
b	Excess from 2008. 16,592				
c	Excess from 2009.				
d	Excess from 2010. 119,359				
e	Excess from 2011. 47,249				

Part XIV

Private Operating Foundations (see page 27 of the 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 2011, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 organization had \$5,000 or more in assets at any time during the year—see page 27 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))

See Additional Data Table

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

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	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 See Additional Data Table				
Total			3a	297,300
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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






Form **990-PF** (2011)

Part XVII

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?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

[illegible]

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

b If "Yes," complete the following schedule				
(a) Name of organization		(b) Type of organization	(c) Description of relationship	
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				
***** Signature of officer or trustee		2012-10-11 Date	***** Title	
Paid Preparer's Use Only	Preparer's Signature  Jeffrey D Haskell		Date 2012-10-11	PTIN Check if self-employed 
	Firm's name  Foundation Source 55 Walls Drive		Firm's EIN 	
	Firm's address  Fairfield, CT 06824		Phone no (800) 839-1754	

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

TY 2011 General Explanation Attachment

Name: Lighten Family Foundation

EIN: 20-8069108

Software ID: 11000218

Software Version: 2011.0.0

Identifier	Return Reference	Explanation
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TY 2011 Investments Corporate Bonds Schedule

Name: Lighten Family Foundation
EIN: 20-8069108
Software ID: 11000218
Software Version: 2011.0.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES NT DTD 5.125 04/01/2019 002824AU4 2500000.00%	25,286	29,028
AEC CORP 8.0 10/15/2017 00130HBH7 1200000.00%	11,643	13,200
ALLIANT TECHSYSTEMS INC-6.875-9/15/2020 018804AP9 1200000.00%	12,480	12,240
ALLY FINL INC-8.00-03/15/2020 02005NAE0 600000.00%	6,810	6,150
AMERICAN GENL FIN CPMTN 5.400 12/01/2015 02635PTC7 800000.00%	5,880	5,820
AMERICAN WEST AIRLS-8.057-07/02/2020 023650AG9 784600.00%	7,314	7,689
ANHEUSER BUSCH COS INC 5.5 01/15/2018 035229DD2 2500000.00%	23,647	28,836
APACHE CORP NT 6.90000 09/15/2018 037411AV7 2000000.00%	21,686	25,432
AUTONATION INC NOTES-06.750-04/15/2018 05329WAJ1 1200000.00%	12,300	12,600
BALL CORP SR NT 6.62500 03/15/2018 058498AL0 700000.00%	7,135	7,175
BALL CORP-5.750-05/15/2021 058498AQ9 600000.00%	5,910	6,285
BANK AMER FDG CORP SR NT-L 7.62500 06/01/2019 06051GDZ9 2500000.00%	28,156	26,075
BANK OF NEW YORK MELLON 5.450 DUE 05-15-19 06406HBM0 2000000.00%	20,152	22,947
BEAR STEARNS COS IN NTS 06.400 10/02/17 073902PR3 2000000.00%	19,495	22,336
BECTON DICKINSON CO 5.00000 05/15/2019 NT 075887AU3 2000000.00%	20,066	23,092
BRISTOL-MYERS SQUIBB NOTES 05.45000 05/01/2018 110122AR9 2000000.00%	21,242	23,984
CASE CORP NT 7.25000 01/15/2016 14743RAB9 500000.00%	4,850	5,363
CATERPILLAR FINL SVCS MTNS - 7.150 - 02/15/2019 14912L4E8 2000000.00%	20,339	25,615
CCO HLDGS LLC / CCO HLDG CAP - 7.250 - 10/30/2017 1248EPAQ6 1200000.00%	12,395	12,645
CCO HLDGS LLC CAP CORP-06.500-04/30/2021 1248EPAU7 700000.00%	6,904	7,088
CHESAPEAKE ENERGY NOTES 07.25000 12/15/2018 165167CC9 1800000.00%	18,816	19,890
CIMAREX ENERGY CO SR NT 7.12500 05/01/2017 171798AA9 500000.00%	4,850	5,213
CINEMARK USA INC-8.625-06/15/2019 172441AS6 600000.00%	6,533	6,525
CIT GROUP INC NOTES - 7.000 - 05/01/2015 125581FV5 500000.00%	4,550	5,016
CIT GROUP INC NOTES - 7.000 - 05/01/2017 125581FX1 1400000.00%	12,193	14,035
COMCAST CORP CO GURNT NTS 6.500 01/15/2017 20030NAP6 2000000.00%	20,368	23,524
COMMUNITY HEALTH SYSTEMS 8.875 07/15/2015 12543DAF7 1200000.00%	12,405	12,390
CONOCOPHILLIPS - 5.750 - 02/01/2019 20825CAR5 2500000.00%	25,678	30,249
CONSTELLATION BRANDS INC 8.375 12/15/2014 21036PAG3 1200000.00%	12,595	13,485
CONTINENTAL AIRLINES-4.750-01/12/2021 21079VAA1 1500000.00%	15,088	15,225
CORRECTIONS CORP AMER NEW 7.75000 06/01/2017GTD S 22025YAK6 1100000.00%	11,583	11,935
CROWN CASTLE INTL CORP NOTE 09.00000 01/15/2015 228227AZ7 500000.00%	5,300	5,419
CSC HLDGS INC - 7.625 - 07/15/2018 126304AK0 500000.00%	4,375	5,500
ECHOSTAR DBS CORP SR NT 7.12500 02/01/2016 27876GBE7 2000000.00%	19,806	21,500
EDISON MISSION ENERGY 7.5 06/15/2013 281023AN1 700000.00%	5,685	6,790
EL PASO CORP 7.0 06/15/17 28336LBQ1 1200000.00%	11,600	13,148
EMERSON ELECTRIC CO - 5.000 - 04/15/2019 291011BA1 2000000.00%	20,151	23,493
ENERGY FUTURE INTER-10.00-12/01/2020 29269QAA5 1200000.00%	12,750	12,660
ENERGY TRANSFER EQUITY-07.50-10/15/2020 29273VAC4 1800000.00%	18,968	19,665
EOG RESOURCES INC NOTES 05.62500 06/01/2019 26875PAD3 2500000.00%	24,953	29,542
FIRST DATA CORP SR NT 9.87500 09/24/2015 319963AP9 600000.00%	5,535	5,640
FORD MOTOR - 7.000 - 10/1/2013 345397TZ6 1100000.00%	10,600	11,715
FREESCALE SEMICONDUCTOR INC 10.12500 12/15/2016 35687MAP2 600000.00%	5,057	6,315
FRONTIER COMMUNICTNSNOTES 08.25000 05/01/2014CALL 35906AAA6 700000.00%	6,706	7,298
GE CAP CORP SR UNSERUES 5.625 9/15/17 36962G3H5 2000000.00%	18,031	22,136
GENON ESCROW CORP-9.875-10/15/2020 37244DAF6 1100000.00%	11,300	11,165
GENWORTH FINL INC-7.625-09/24/2021 37247DAP1 600000.00%	6,040	5,610
GEORGIA PAC CORP 8.0 01/15/24 373298CF3 500000.00%	3,725	6,411
GMAC LLC GTD SR NT 8.00000 11/01/2031 36186CBY8 1100000.00%	10,255	10,615
GOODRICH PETROLEUM CORP-5.00-10/01/2029 382410AC2 500000.00%	4,650	4,588
HARRAHS OPER INC SR SECD 11.25 06/01/2017 413627BL3 700000.00%	7,445	7,438
HCA INC-7.875-02/15/2020 404119BJ7 1800000.00%	19,105	19,440
HEALTH MGMT ASSN - 6.125 - 4/15/2016 421933AH5 700000.00%	5,933	7,245
HERTZ CORP SR NT 144A 8.875 01/01/2014 428040BZ1 100000.00%	1,005	1,005
HEWLETT PACKARD CO-04.300-06/01/2021 428236BM4 3500000.00%	34,575	35,760
HOST MARRIOT LP NTS 6.375 03/15/2015 44108EAY4 1200000.00%	10,279	12,210
ICAHN ENTERPRISES-8.00-01/15/2018 451102AH0 1200000.00%	11,948	12,450
INTERNATIONAL LEASE FIN MTN BE 5.625 09/20/2013 F 45974VA81 600000.00%	5,325	5,865
IRON MTN INC DEL SR SB NT 8.375 08/15/2021 46284PAM6 600000.00%	6,315	6,390
JETBLUE AIRWAYS 6.75 10/15/2039 477143AG6 200000.00%	2,377	2,683
JOHNSON CTLS INC SR NT 5.00000 03/30/2020 478366AU1 2500000.00%	25,045	27,807
KINDER MORGAN FIN 5.7 01/05/2016 49455WAD8 1200000.00%	11,115	12,270
L-3 COMMUNICATIONS CORP - 4.750 - 07/15/2020 502413AZ0 2500000.00%	24,090	24,701
L-3 COMMUNICATIONS CORP-4.95-02/15/2021 502413BA4 1000000.00%	10,413	9,911
LEUCADIA NATL CORP 7.125 03/15/2017 527288BC7 1200000.00%	9,920	12,075
LEUCADIA NATL CORP NTS 8.125 09/15/2015 527288BD5 500000.00%	3,813	5,325
LEVEL 3 FING INC SR NT 8.75000 02/15/2017 527298AL7 2100000.00%	17,824	21,368
LUBRIZOL CORP NOTES 08.87500 02/01/2019 549271AG9 2000000.00%	21,909	27,634
LUCENT TECHNOLOGIES INC CONV 2.750 DUE 6/15/2025 549463AH0 200000.00%	1,735	1,750
MARKWEST ENERGY PARTNERS-06.750-11/01/2020 570506AM7 600000.00%	6,173	6,285
MEDIACOM BROADBAND 8.5 10/15/2015 58446VAE1 800000.00%	7,320	8,240
MIDWEST GENERATION PASS THRU CERT 8.56 01/02/2016 59832WAF6 282400.00%	2,902	2,853
MORGAN STANLEY MTN 05.95000 12/28/2017 61744YAD0 2500000.00%	26,001	23,819
NEWFIELD EXPLORTN CONOTES 07.12500 05/15/2018 651290AK4 700000.00%	6,450	7,473
NORTHWEST AIRLINES-6.264-11/20/2021 667294BB7 1812900.00%	18,474	18,174
NRG ENERGY INC-8.50-06/15/2019 629377BG6 1500000.00%	15,545	15,225
NUCOR CORP 5.85 6/1/18 670346AK1 2000000.00%	20,722	23,862
PAETEC HOLDING CORP GTD SR SEC NT 8.87500 06/30/2 695459AD9 500000.00%	5,050	5,400
PENN NATL GAMING INCSR-8.75-08/15/2019 707569AN9 1200000.00%	12,746	13,050
PIONEER NAT RES CO NTS 5.875 07/15/2016 723787AE7 500000.00%	3,775	5,441
PRAXAIR INC NT 4.50000 08/15/2019 74005PAU8 1500000.00%	15,225	17,154
QUEBECOR MEDIA NTS 7.75 03/15/2016 74819RAG1 500000.00%	3,800	5,138
QWEST COMMUNICATIONS INTL INC 7.5 02/15/2014 749121BV0 600000.00%	5,864	6,023
RANGE RES CORP-06.750-08/01/2020 75281AAL3 1200000.00%	12,728	13,320
REGIONS FINANCIAL CORP NEW 5.750 06/15/2015 7591EPAG5 600000.00%	5,910	5,730
ROYAL CARIBBEAN CRUISES LTD 6.87500 12/01/2013 SR 780153AP7 800000.00%	7,080	8,440
SEARS HLDGS CORP-6.625-10/15/2018 812350AE6 1400000.00%	11,448	10,640
SMITHFIELD FOODS INC 7.75 07/01/2017 832248AQ1 700000.00%	4,928	7,665
SOUTHWESTERN ENERGY CO-7.50-02/01/2018 845467AE9 2500000.00%	28,968	28,812
SPRINT CAP CORP GTD NT 6.90000 05/01/2019 852060AG7 1900000.00%	16,210	15,628
TENET HEALTHCARE CORP 9.25 02/01/2015 88033GBC3 700000.00%	5,971	7,359
TEREX CORP NEW SR NT 10.87500 06/01/2016 880779AW3 500000.00%	5,534	5,525
UNITED RENTALS NORTHNOTES 09.25000 12/15/2019CALL 911365AU8 1100000.00%	11,473	11,523
UNITED TECHNOLOGIES CORP - 6.125 - 02/01/2019 913017BQ1 2000000.00%	21,518	24,713
UNITED TECHNOLOGIES CORP 04.50000 04/15/2020 913017BR9 1500000.00%	16,618	16,839
USEC INC SR NT CV 3.00000 10/01/2014 90333EAC2 200000.00%	1,130	928
VERIZON COMMUNICATIONS - 6.350 - 04/01/2019 92343VAV6 2000000.00%	20,826	24,507
VIDEOTRON LTEE SR NT 6.87500 01/15/2014 92658TAG3 300000.00%	3,038	3,008
WACHOVIA CORP GLOBAL MTN 5.75000 02/01/2018NT 92976WBH8 500000.00%	5,634	5,680
WACHOVIA CORP NT - 5.750 - 06/15/2017 929903DT6 2000000.00%	17,817	22,597
WELLS FARGO CO - 4.600 - 04/01/2021 94974BEV8 3500000.00%	37,413	38,359
WYNN LAS VEGAS LLC-7.875-05/01/20201 983130AP0 1100000.00%	11,775	12,114

TY 2011 Investments Corporate
 Stock Schedule

Name: Lighten Family Foundation

EIN: 20-8069108

Software ID: 11000218

Software Version: 2011.0.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
694 shares of 3M CO MMM	50,507	56,720
600 shares of ACCENTURE PLC ACN	24,017	31,938
131 shares of AETNA INC. NEW AET	3,829	5,527
227 shares of AFLAC INC. AFL	12,578	9,820
58 shares of AGCO CP AGCO	2,094	2,492
141 shares of AIR PRODS CHEM INC. APD	12,346	12,012
68 shares of ALLIANT TECH SYS INC ATK	4,037	3,887
289 shares of ALLIANZ SE ADR AZSEY.PK	3,018	2,737
603 shares of ALSTOM ALSMY.PK	2,538	1,779
359 shares of ALUMINA LTD ADS AWC	1,343	1,655
268 shares of AMC NETWORKS INC AMCX	3,852	10,071
232 shares of AMEREN CORPORATION AEE	5,809	7,686
525 shares of AMERICAN EXPRESS CO AXP	13,992	24,764
800 shares of AMERISOURCEBERGEN CORP ABC	22,716	29,752
315 shares of ANADARKO PETROLEUM CORP APC	11,595	24,044
114 shares of ANGLOGOLD LTD AU	4,135	4,839
57 shares of AON PLC AON	2,103	2,668
537 shares of ARCH COAL INC. ACI	9,390	7,792
240 shares of ARRIS GROUP INC - COMMON STOCK ARRS	2,018	2,597
374 shares of ASTRAZENECA AZN	18,795	17,312
435 shares of ATT CORP COM NEW T	13,236	13,154
950 shares of ATMEL CORPORATION ATML	4,126	7,695
590 shares of AUTODESK, INC. ADSK	11,791	17,895
500 shares of AUTOMATIC DATA PROCESSING INC. ADP	20,053	27,005
180 shares of AVNET INC. AVT	5,304	5,596
214 shares of AXIS CAPITAL HOLDINGS LTD AXS	6,525	6,839
50 shares of BAKER HUGHES INTL BHI	2,680	2,432
1625 shares of BANK NEW YORK MELLON CORP COM BK	55,280	32,354
1112 shares of BANRO CORPORATION BAA	2,041	4,114
146 shares of BARRICK GOLD CORP COM ABX	5,336	6,607

Name of Stock	End of Year Book Value	End of Year Fair Market Value
260 shares of BELO CORP BLC	255	1,638
450 shares of BERKSHIRE HATHAWAY INC. CLASS B BRK-B	27,487	34,335
169 shares of BEST BUY INC. BBY	4,043	3,950
60 shares of BILL BARRETT CORP BBG	2,817	2,044
215 shares of BIOGEN IDEC INC BIIB	12,201	23,661
182 shares of BOEING CO BA	12,606	13,350
80 shares of BRINKS CO BCO	1,572	2,150
29 shares of BRISTOW GROUP BRS	980	1,374
167 shares of BRITISH AMERICAN TOBACCO PLC BTI	12,692	15,845
510 shares of BROADCOM CORPORATION BRCM	10,910	14,974
200 shares of BROOKS AUTOMATION, INC BRKS	1,808	2,054
1070 shares of CABLEVISION SYSTEMS CORP CL A CVC	9,487	15,215
385 shares of CAE INC CAE	4,005	3,735
1159 shares of CAMECO CORPORATION CCJ	31,638	20,920
55 shares of CANADIAN PACIFIC RAILWAY LTD CP	2,434	3,722
1126 shares of CARREFOUR S.A. CRRFY.PK	7,585	5,044
277 shares of CHESAPEAKE ENERGY CORPORATION CHK	6,327	6,174
1360 shares of CINCINNATI BELL INC CBB	4,364	4,121
700 shares of CINTAS CRP CTAS	23,551	24,367
101 shares of CNA FINANCIAL CORPORATION CNA	2,400	2,702
200 shares of COCA-COLA CO KO	11,773	13,994
80 shares of COGNEX CORPORATION CGNX	1,339	2,863
162 shares of COLGATE-PALMOLIVE COMPANY CL	12,704	14,967
1540 shares of COMCAST CORP CMCSK	20,672	36,282
1050 shares of COMERICA INC CMA	32,385	27,090
162 shares of COMPUTER SCIENCES CORP CSC	4,633	3,839
102 shares of CONSOL ENERGY INC. CNX	3,994	3,743
835 shares of COVIDIEN LTD COV	33,459	37,583
111 shares of CREDIT SUISSE GROUP ADR CS	4,011	2,606
565 shares of CREE, INC. CREE	22,853	12,453

Name of Stock	End of Year Book Value	End of Year Fair Market Value
117 shares of CRESUD S.A.C.I.F. Y A. - AMERICAN DEPOSITARY SHARE CRESY.PK	1,103	1,333
100 shares of CUMMINS INC CMI	4,953	8,802
415 shares of DAI NIPPON PRINTING LTD JAPANSPONSORED ADR DNPLY.PK	6,107	3,926
124 shares of DAIICHI SANKYO CO LTD SPONSORED ADR LEVEL 1 DSNKY.PK	2,343	2,425
1560 shares of DAIWA SECURITIES GROUP DSEFY.PK	8,102	4,898
538 shares of DEAN FOODS CO DF	4,859	6,026
525 shares of DEVON ENERGY CORPORATION DVN	34,274	32,550
484 shares of DIAGEO PLC ADS DEO	36,996	42,311
80 shares of DIEBOLD INC. DBD	2,084	2,406
290 shares of DIRECTV GROUP DTV	4,610	12,400
205 shares of DISCOVERY COMMUNICATIONS, INC - SERIES C COMMON ST DISCK	4,806	7,729
310 shares of DOLBY LABORATORIES DLB	11,613	9,458
213 shares of EAST JAPAN RAILWAY C EJPRY.PK	2,474	2,226
619 shares of ELECTRICITE FR UNSP/ADR ECIFY.PK	5,042	2,977
413 shares of ELECTROBRAS-CENTRA PR ADR EBR-B	4,500	5,989
243 shares of EMERSON ELECTRIC CO. EMR	13,673	11,321
53 shares of ENDURANCE SPCLTY HLDGS LTD ENH	2,081	2,027
167 shares of EXXON MOBIL CORP XOM	10,340	14,155
2302 shares of FINMECCANICA ADR FINMY.PK	9,122	4,098
350 shares of FLUOR CORP NEW FLR	14,040	17,588
1131 shares of FOREST LABORATORIES FRX	36,218	34,224
1546 shares of FORTIS NL S/ADR AGESY.PK	4,486	2,350
160 shares of FOSTER WHEELER AG FWLT	3,764	3,062
200 shares of FREEPORT-MCMORAN COPPER GOLD INC. FCX	2,878	7,358
156 shares of FRESH DEL MONTE PROD FDP	3,265	3,902
130 shares of FUJIFILM HOLDINGS FUJIY.PK	2,609	3,024
280 shares of GANNETT CO INC GCI	3,994	3,744
351 shares of GENERAL MILLS INC GIS	12,955	14,184
943 shares of GEOVIC MINING CORP GVCM	1,178	151
93 shares of GLATFELTER GLT	1,189	1,313

Name of Stock	End of Year Book Value	End of Year Fair Market Value
818 shares of GLAXOSMITHKLINE PLC GSK	35,248	37,325
632 shares of GOLD FIELDS LTD ADS GFI	7,317	9,638
90 shares of GOODRICH CORPORATION GR	5,710	11,133
57 shares of GOODRICH PETROLEUM CORP NEW GDP	746	783
67 shares of GUOCO GROUP LTD UNSP/ADR GULRY.PK	1,314	1,233
38 shares of HACHIJUNI BANK LTD ADR HACBY.PK	2,229	2,158
530 shares of HARMONIC INC. HLIT	5,059	2,671
120 shares of HELMERICH PAYNE HP	3,910	7,003
195 shares of HEXCEL CP DELAWARE HXL	4,147	4,721
367 shares of HOME DEPOT INC. HD	11,614	15,429
356 shares of HOME RETAIL GRP PLC ADR HMRTY.PK	3,420	1,837
340 shares of HUMAN GENOME SCIENCES, INC HGSI	8,215	2,513
70 shares of IAC/INTERACTIVE CORP IACI	1,141	2,982
65 shares of IDACORP INC HLDG CO IDA	2,215	2,757
782 shares of ILLINOIS TOOL WORKS ITW	36,798	36,527
140 shares of IMMUNOGEN, INC IMGN	1,269	1,621
65 shares of IMPALA PLATINUM LTD S/ADR IMPUY.PK	1,464	1,340
575 shares of INGERSOL-RAND PLC IR	25,930	17,520
289 shares of INGRAM MICRO INC - CL A IM	5,064	5,257
280 shares of INPUT/OUTPUT INC. IO	4,225	1,716
606 shares of INTEL CORP INTC	13,869	14,696
120 shares of INTERXION HOLDING N.V. INXN	1,482	1,614
260 shares of ISIS PHARMACEUTICALS, INC. ISIS	3,756	1,875
118 shares of IVANHOE MINES LIMITED COM IVN	1,717	2,091
22 shares of JAPAN STEEL WORKS JPSWY.PK	1,681	1,505
202 shares of JOHNSON JOHNSON JNJ	12,528	13,247
90 shares of KANSAS CITY SOUTHERN KSU	1,214	6,121
450 shares of KIMBERLY CLARK CORP KMB	29,785	33,102
1272 shares of KINROSS GOLD CORP KGC	18,582	14,501
248 shares of KOREA ELECTRIC PW CP KEP	2,221	2,723

Name of Stock	End of Year Book Value	End of Year Fair Market Value
265 shares of KROGER CO KR	5,472	6,418
260 shares of L-3 COMMUNICATIONS CORP LLL	26,597	17,337
120 shares of LAM RESEARCH CORP LRCX	4,802	4,442
240 shares of LAS VEGAS SANDS CORP LVS	1,091	10,255
222 shares of LAYNE CHRISTENSEN COMPANY LAYN	5,305	5,372
120 shares of LEVEL 3 COMMUNICATIONS, INC LVLT	1,585	2,039
925 shares of LIBERTY INTERACTIVE CORP LINTA	2,894	15,004
175 shares of LIBERTY MEDIA CORPORATION COM LMCA	1,199	13,659
290 shares of LIN TV CORP TVL	2,938	1,227
104 shares of LOEWS CORP L	3,556	3,916
560 shares of LSI CORPORATION LSI	2,037	3,332
55 shares of MADISON SQUARE GARDEN CO. MSG	858	1,575
193 shares of MARINE HARVEST ASA MNHVV	2,130	1,642
172 shares of MCDONALDS CORP MCD	13,119	17,257
105 shares of MEADWESTVACO CORP MWV	2,664	3,145
347 shares of MEDTRONIC INC MDT	11,646	13,273
370 shares of MICROMET, INC MITI	2,476	2,660
925 shares of MICROSOFT CORPORATION MSFT	25,993	24,013
33 shares of MOLSON COOR BREW CO CL B TAP	1,423	1,437
250 shares of MONSANTO CO MON	15,463	17,518
540 shares of MSAD INS GROUP ADR MSADY.PK	6,194	4,909
880 shares of MURRAY ROBERTS HLDGS LTD SPONSORED ADR MURZY.PK	3,985	2,719
180 shares of MYRIAD GENETICS, INC MYGN	4,226	3,769
145 shares of NATL OILWELL VARCO NOV	3,872	9,859
800 shares of NESTLE S.A. NSRGY.PK	37,172	46,168
158 shares of NEWCREST MINING LTD-SPON ADR NCMGY.PK	4,265	4,789
805 shares of NEXEN INC NXY	15,809	12,808
241 shares of NEXTERA ENERGY, INC NEE	13,123	14,672
172 shares of NINTENDO CO LTD ADR OTC NTDOY.PK	4,886	2,914
289 shares of NIPPON TELEPHONE ADR NTT	5,683	7,320

Name of Stock	End of Year Book Value	End of Year Fair Market Value
684 shares of NOKIA NOK	7,205	3,297
210 shares of NORTH AMERICAN ENERGY PARTNERS NOA	2,322	1,352
401 shares of NORTHEAST UTIL NU	11,893	14,464
36 shares of NORTHERN TRUST CORPORATION NTRS	1,267	1,428
472 shares of NOVAGOLD RESOURCES NG	4,747	4,003
220 shares of NOVARTIS AG ADR NVS	12,651	12,577
160 shares of NOVELLUS SYS INC. NVLS	3,613	6,606
744 shares of NTT DOCOMO ADS DCM	12,772	13,652
260 shares of NUCOR CP NUE	10,345	10,288
399 shares of OAO GAZPROM SPONS GDR OGZPY.PK	4,185	4,262
184 shares of OLD REP INTL CORP ORI	1,342	1,706
675 shares of OMNICOM GROUP OMC	29,561	30,092
120 shares of ONYX PHARMACEUTICALS, INC. ONXX	3,089	5,274
440 shares of ORIENT-EXPRESS HOTEL OEH	4,545	3,287
420 shares of PALL CP PLL	13,162	24,003
303 shares of PANASONIC CORP PC	3,523	2,542
818 shares of PEARSON PLC PSO	12,756	15,436
189 shares of PEPSICO INC PEP	12,499	12,540
99 shares of PETROBRAS ENERGIA SA BUENOS AIRES PZE	1,666	1,249
3110 shares of POLYUS GOLD INTL LTD GDR LEVEL 1 PLZLY.PK	10,989	9,175
70 shares of PRECISION CASTPARTS PCP	5,249	11,535
196 shares of PROCTER GAMBLE CO PG	12,055	13,075
73 shares of PT TELEKOM. IND. TBK ADR TLK	2,462	2,244
370 shares of R F MICRO DEVICES INC RFMD	2,033	1,998
110 shares of RAYMOND JAMES FINANCIAL INC RJF	1,959	3,406
258 shares of RAYTHEON CO. RTN	11,730	12,482
140 shares of REGENERON PHARMACEUTICALS, INC REGN	2,448	7,760
100 shares of ROBERT HALF INTL INC. RHI	2,334	2,846
132 shares of ROHM CO LTD UNSP ADR ROHCY.PK	3,680	3,041
120 shares of ROWAN CO PLC RDC	3,069	3,640

Name of Stock	End of Year Book Value	End of Year Fair Market Value
120 shares of ROYAL CARRIBEAN CRUISE RCL	1,799	2,972
130 shares of RTI INTL METALS INC RTI	3,436	3,017
667 shares of RUSHYDRO JSC ADR RSHYY.PK	3,435	2,021
437 shares of SAIC INC SAI	6,001	5,371
260 shares of SAKS INC SKS	3,452	2,535
300 shares of SANDISK CORP SNDK	9,744	14,763
526 shares of SANOFI-AVENTIS SPONSORED ADR SNY	17,254	19,220
250 shares of SCHLUMBERGER LTD SLB	14,912	17,078
380 shares of SEACHANGE INTERNATIONAL, INC SEAC	2,554	2,671
1240 shares of SEAGATE TECHNOLOGY STX	5,244	20,336
200 shares of SEATTLE GENETICS, INC. SGEN	1,599	3,344
383 shares of SEKISUI HOUSE LTD SKHSY.PK	2,837	3,336
70 shares of SEVEN I HOLDINGS C SVNDY.PK	3,223	3,868
240 shares of SHAW GROUP INC SHAW	6,441	6,456
275 shares of SHISEIDO CO LTD SSDOY.PK	4,115	4,986
32 shares of SIEMENS A G ADR SI	2,089	3,060
387 shares of SILVER STANDARD RES. INC. SSRI	5,526	5,348
340 shares of SINCLARI BROADCAST GROUP INC SBGI	2,232	3,852
632 shares of SK TELECOM ADS ADS SKM	9,876	8,602
413 shares of SKYWEST, INC. SKYW	5,374	5,200
182 shares of SOCIETE GENERALE FRANCE SCGLY.PK	1,440	791
80 shares of SOTHEBYS BID	2,619	2,282
321 shares of SOUTHWEST AIRLINES LUV	2,756	2,748
225 shares of ST. BARBARA LTD ADR STBMY.PK	2,529	2,081
2425 shares of STAPLES INC. SPLS	49,133	33,683
360 shares of STILLWATER MNG CO SWC	3,026	3,766
862 shares of SUMITOMO MITSUI TR HOLDINGS SPON ADR SUTNY.PK	3,009	2,448
815 shares of SUMITOMO MITSUI TRUST HOLDINGS INC CMTDY.PK	2,224	2,315
90 shares of SUNOCO INC SUN	4,771	3,692
100 shares of SWISSCOM AG S/ADR SCMWY.PK	2,919	3,792

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1425 shares of SYSCO CORP SYY	39,383	41,795
356 shares of TALISMAN ENERGY INC TLM	4,670	4,539
1780 shares of TE CONNECTIVITY LTD TEL	33,830	54,841
14 shares of TECH DATA CORP TECD	260	692
451 shares of TELECOM ITALIA SPA TI-A	4,122	4,014
13 shares of TELUS CORP TU	393	696
652 shares of TESCO PLC ADR TSCDY.PK	12,639	12,284
110 shares of THE MOSAIC CO MOS	6,776	5,547
875 shares of TIME WARNER INC. TWX	30,836	31,623
245 shares of TIME WARNER TELECOM INC. TWTC	3,657	4,748
702 shares of TNT EXPRESS TNTEY.PK	5,748	5,167
48 shares of TOYOTA MTR CORP TM	3,391	3,174
78 shares of TRANSOCEAN LTD. RIG	3,339	2,994
190 shares of TRIMBLE NAV LTD TRMB	5,263	8,246
530 shares of TRIQUINT SEMICONDUCTOR, INC. TQNT	2,629	2,581
207 shares of TURKCELL ILET NEW TKC	2,899	2,434
530 shares of TYCO INTERNATIONAL LTD. TYC	12,963	24,756
161 shares of UNIFI INC. UFI	1,989	1,224
700 shares of UNITED PARCEL SERVICE UPS	45,981	51,233
65 shares of UNITED STATES CELLULAR CORP USM	4,618	2,836
70 shares of UNITED STATES STEEL CORP X	3,709	1,852
159 shares of UNITED TECHNOLOGIES CORP UTX	12,383	11,621
630 shares of UNITEDHEALTH GROUP INC. UNH	13,673	31,928
116 shares of UPM-KYMMENE OYJ UPMKY.PK	1,366	1,279
140 shares of VALSPAR CORP VAL	3,000	5,456
310 shares of VERTEX PHARMCTLS INC VRTX	8,489	10,295
310 shares of VISHAY INTERTECH VSH	3,343	2,787
676 shares of VODAFONE GROUP PLC VOD	16,097	18,948
51 shares of WACOAL CORP ADR WACLY.PK	2,952	3,348
120 shares of WADDELLREED FIN INC WDR	1,639	2,972

Name of Stock	End of Year Book Value	End of Year Fair Market Value
700 shares of WAL-MART STORES INC. WMT	34,250	41,832
1800 shares of WEATHERFORD INTL NEW WFT	18,224	26,352
32 shares of WEST JAPAN RAILWAY C WJRYY.PK	1,321	1,365
142 shares of WESTERN DIGITAL CORP WDC	4,121	4,395
40 shares of WHIRLPOOL CORP WHR	2,434	1,898
575 shares of WILLIS GROUP HOLDINGS LTD WSH	21,787	22,310
242 shares of WOLTERS KLUWER S/ADR WTKWY.PK	4,251	4,143
78 shares of ZIMMER HOLDINGS INC ZMH	3,927	4,167

TY 2011 Investments - Other Schedule**Name:** Lighten Family Foundation**EIN:** 20-8069108**Software ID:** 11000218**Software Version:** 2011.0.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ARDEN FOCUSED GLOBAL MACRO FUND LTD		500,000	516,579
LAZARD LTD LAZ		3,169	2,350

TY 2011 Other Decreases Schedule

Name: Lighten Family Foundation

EIN: 20-8069108

Software ID: 11000218

Software Version: 2011.0.0

Description	Amount
Prior Period Adjustment	140

TY 2011 Other Expenses Schedule**Name:** Lighten Family Foundation**EIN:** 20-8069108**Software ID:** 11000218**Software Version:** 2011.0.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	18,229			18,229
Bank Charges	539	539		
State or Local Filing Fees	25			25

TY 2011 Other Income Schedule**Name:** Lighten Family Foundation**EIN:** 20-8069108**Software ID:** 11000218**Software Version:** 2011.0.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Foreign Tax Refund	23	23	
LAZARD LTD K-1 Pass-Through Share of Partnership Income/Loss	72	72	

TY 2011 Other Liabilities Schedule

Name: Lighten Family Foundation

EIN: 20-8069108

Software ID: 11000218

Software Version: 2011.0.0

Description	Beginning of Year - Book Value	End of Year - Book Value
		100

TY 2011 Other Professional Fees Schedule**Name:** Lighten Family Foundation**EIN:** 20-8069108**Software ID:** 11000218**Software Version:** 2011.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	50,290	50,290		

TY 2011 Taxes Schedule**Name:** Lighten Family Foundation**EIN:** 20-8069108**Software ID:** 11000218**Software Version:** 2011.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2011	3,200	0	0	0
Foreign Tax Paid	2,328	2,328	0	0
IRS Excise Tax Payment with 1st ext 2010 990PF	2,442	0	0	0
IRS Excise Tax Payment with 2nd ext 2010 990PF	1	0	0	0

Additional Data

Software ID: 11000218
Software Version: 2011.0.0
EIN: 20-8069108
Name: Lighten Family Foundation

Part VI Line 7 - Tax Paid Original Return: 3273


Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part XV Line 1a - 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).

Janifer Lynn Lighten
William E Lighten

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALPHA KAPPA ALPHA SORORITY ZETA NUPO BOX 1159 NEW ROCHELLE,NY 10802	N/A	509(a)(2)	General Unrestricted	1,000
ARCHBISHOP STEPINAC HIGH SCHOOL950 MAMARONECK AVE WHITE PLAINS,NY 10605	N/A	509(a)(1)	General Unrestricted	5,000
BOULE FOUNDATION50 HURT PLZ SE STE 750 ATLANTA,GA 30303	N/A	509(a)(2)	General Unrestricted	25,000
CENTER CHAPEL MISSIONARY BAPTIST CH3715 E SHELBY DR MEMPHIS,TN 38118	N/A	509(a)(1)	General Unrestricted	3,500
CONVENT OF THE SACRED HEART 1177 KING ST GREENWICH,CT 06831	N/A	509(a)(1)	General Unrestricted	6,550
FIVER CHILDRENS FOUNDATION INC519 8TH AVE 24TH FL NEW YORK,NY 10028	N/A	509(a)(1)	General Unrestricted	1,500
FOUNDATION OF WESTCHESTER CLUBMEN I8 IDLEWOOD RD WHITE PLAINS,NY 10605	N/A	509(a)(1)	General Unrestricted	6,000
GRACE BAPTIST CHURCH52 S 6TH AVE MT VERNON,NY 10550	N/A	509(a)(1)	General Unrestricted	40,000
HOLISTIC HARDWARE FOUNDATION INC423 W 141ST ST NEW YORK,NY 10031	N/A	509(a)(2)	General Unrestricted	12,000
METRO-MANHATTAN COMMUNITY FOUNDATIO450 N END AVE NEW YORK,NY 10282	N/A	509(a)(1)	General Unrestricted	2,000
MOUNT VERNON MB CHURCH6580 HWY 57 E POBOX 189 ROSSVILLE,TN 38066	N/A	509(a)(1)	General Unrestricted	500
NAACP LEGAL DEFENSE AND EDUCATIONAL99 HUDSON ST FL 16 NEW YORK,NY 10013	N/A	509(a)(1)	General Unrestricted	25,000
NEW ROCHELLE POLICE FOUNDATION INC475 N AVE NEW ROCHELLE,NY 10801	N/A	509(a)(1)	General Unrestricted	4,500
NEW YORK THEOLOGICAL SEMINARY475 RIVERSIDE DR STE 500 NEW YORK,NY 10115	N/A	509(a)(1)	General Unrestricted	10,000
SECOND THANKFUL MISSIONARY BAPTIST2373 CYPRESS CREEK RD PINELAND,SC 29934	N/A	509(a)(1)	General Unrestricted	1,000
VILLAGE LUTHERAN CHURCH172 WHITE PLAINS RD BRONXVILLE,NY 10708	N/A	509(a)(1)	General Unrestricted	3,750
WASHINGTON DC MARTIN LUTHER KING JR401 F ST NW WASHINGTON,DC 20001	N/A	509(a)(1)	General Unrestricted	25,000
WESTCHESTER HAWKS15 COVENTRY CIR MAHOPAC,NY 10541	N/A	509(a)(2)	General Unrestricted	5,000
YALE UNIVERSITYPO BOX 208239 NEW HAVEN,CT 06520	N/A	509(a)(1)	General Unrestricted	120,000
Total  3a				297,300