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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

**2012**  
Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation Lighten Family Foundation		<b>A Employer identification number</b>  20-8069108	
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd		<b>B Telephone number</b> (see instructions)  (800) 839-1754	
City or town, state, and ZIP code Wilmington, DE 198091377		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 5,307,587		<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(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)	20,285			
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	25	25		
	4 Dividends and interest from securities. . . . .	148,779	148,779		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	<input checked="" type="checkbox"/> 33,281			
	b Gross sales price for all assets on line 6a _____ 1,531,669				
	7 Capital gain net income (from Part IV , line 2 ) . . . .		33,281		
	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) . . . . .	<input checked="" type="checkbox"/> 127	113		
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	202,497	182,198		
	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) . . . . .	<input checked="" type="checkbox"/> 43,679	43,679		
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	<input checked="" type="checkbox"/> 3,919	1,519		
	19 Depreciation (attach schedule) and depletion . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	<input checked="" type="checkbox"/> 14,620	845		13,775
	24 <b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	62,218	46,043		13,775
	25 Contributions, gifts, grants paid . . . . .	398,550			398,550
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	460,768	46,043		412,325
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	-258,271			
	b <b>Net investment income</b> (if negative, enter -0-)		136,155		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

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 . . . . .	826,379	154,067	154,067
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	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) . . . . .	2,185,132	2,056,709	2,641,592
	c	Investments—corporate bonds (attach schedule). . . . .	1,270,073	1,313,737	1,458,569
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	503,169	1,003,169	1,053,359
	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)	4,786,053	4,527,682	5,307,587

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	0	

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	4,785,953	4,527,682	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	4,785,953	4,527,682	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	4,786,053	4,527,682	

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	4,785,953
2	Enter amount from Part I, line 27a . . . . .	2	-258,271
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3 . . . . .	4	4,527,682
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	4,527,682

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	Section 751 Gain on Sale of Partnership - Reclass			
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 1,531,669		1,498,402	33,307
b			-26
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			33,307
b			-26
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	33,281
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .		3	

Part V

Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income )

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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))
2011	312,414	5,428,906	000 057546
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

2 Total of line 1, column (d). . . . .	2	000 301445
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 060289
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .	4	5,336,524
5 Multiply line 4 by line 3. . . . .	5	321,734
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	1,362
7 Add lines 5 and 6. . . . .	7	323,096
8 Enter qualifying distributions from Part XII, line 4. . . . .	8	412,325

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See  
the Part VI instructions

Part 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	1,362
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	1,362
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	1,362
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,533	
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	2,533
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	1,171
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	1,171	Refunded	

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"><li>By language in the governing instrument, or</li><li>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? . . . . .</li></ul>	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 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? 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 instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of <u>co Foundation Source</u> Telephone no <u>(800) 839-1754</u> Located at <u>501 Silverside Road Suite 123 Wilmington DE</u> ZIP +4 <u>198091377</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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 ). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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. <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. If "Yes," list the years 20____, 20____, 20____, 20____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ).	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> )	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

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

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes 

No

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes 

No

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

Yes 

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1 ), (2), or (3), or section 4940(d)(2)? (see instructions).

Yes 

No

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes 

No

5b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here.

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes 

No

6b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

Yes 

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes 

No

7b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

Part VIII

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

1

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

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

2

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

Total number of other employees paid over \$50,000.

Part VIII

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services. . . . .		

Part IX-A

Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See 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 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	4,091,753
b	Average of monthly cash balances. . . . .	1b	309,896
c	Fair market value of all other assets (see instructions). . . . .	1c	1,016,142
d	Total (add lines 1a, b, and c). . . . .	1d	5,417,791
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	5,417,791
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) <del>5</del> . . . . .	4	81,267
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,336,524
6	Minimum investment return. Enter 5% of line 5. . . . .	6	266,826

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6. . . . .	1	266,826
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	2a	1,362
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	1,362
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	265,464
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	265,464
6	Deduction from distributable amount (see instructions). . . . .	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	265,464

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26 <del>5</del> . . . . .	1a	412,325
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	412,325
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	5	1,362
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	410,963
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1		Distributable amount for 2012 from Part XI, line 7			
2		Undistributed income, if any, as of the end of 2012			
a		Enter amount for 2011 only.			
b		Total for prior years 20__, 20__, 20__			
3		Excess distributions carryover, if any, to 2012			
a	From 2007.	63,274			
b	From 2008.	16,592			
c	From 2009.				
d	From 2010.	119,359			
e	From 2011.	47,249			
f		Total of lines 3a through e.	246,474		
4		Qualifying distributions for 2012 from Part XII, line 4 \$ 412,325			
a		Applied to 2011, but not more than line 2a			
b		Applied to undistributed income of prior years (Election required—see instructions).			
c		Treated as distributions out of corpus (Election required—see instructions).			
d		Applied to 2012 distributable amount.			
e		Remaining amount distributed out of corpus			
5		Excess distributions carryover applied to 2012 (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	393,335		
b		Prior years' undistributed income Subtract line 4b from line 2b.			
c		Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			
d		Subtract line 6c from line 6b Taxable amount—see instructions.			
e		Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions.			
f		Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.			0
7		Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).			
8		Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).			
9		Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.			
10		Analysis of line 9			
a	Excess from 2008.	16,592			
b	Excess from 2009.				
c	Excess from 2010.	119,359			
d	Excess from 2011.	47,249			
e	Excess from 2012.	146,861			

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
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 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 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	398,550
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** (2012)

<b>1</b>	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?		<b>Yes</b>	<b>No</b>
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash. . . . .	<b>1a(1)</b>		<b>No</b>
	(2) Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b>	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
	(2) Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
	(3) Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
	(4) Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
	(5) Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
	(6) Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received.			

[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

**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.

*****	2013-05-09	*****
Signature of officer or trustee	Date	Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN
	Jeffrey D Haskell	Jeffrey D Haskell	2013-05-09		
	Firm's name <input type="checkbox"/>	Foundation Source		Firm's EIN <input type="checkbox"/>	
		One Hollow Lane Suite 212			
	Firm's address <input type="checkbox"/>	Lake Success, NY 11042		Phone no (800) 839-1754	

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

<b>(a)</b> Name and address	<b>(b)</b> Title, and average hours per week devoted to position	<b>(c)</b> Compensation <b>(If not paid, enter -0-)</b>	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	<b>(e)</b> Expense account, other allowances
Adrienne J Lighten	VP 001 00 Foundation Source 501 Silverside Rd Wilmington, DE 19809	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809				
Alexis N Lighten	VP 001 00 Foundation Source 501 Silverside Rd Wilmington, DE 19809	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809				
Chrstopher W Lighten	VP 001 00 Foundation Source 501 Silverside Rd Wilmington, DE 19809	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809				
Janifer Lynn Lighten	VP 001 00 Foundation Source 501 Silverside Rd Wilmington, DE 19809	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809				
William E Lighten	Pres / Dir / Sec 001 00 Foundation Source 501 Silverside Rd Wilmington, DE 19809	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809				

**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)				
<b>a</b> <i>Paid during the year</i>				
ARCHBISHOP STEPINAC HIGH SCHOOL 950 MAMARONECK AVE WHITE PLAINS,NY 10605	N/A	509a1	General Unrestricted	2,500
BARUCH COLLEGE FUND ONE BERNARD BARUCH WAY BOX A-1603 NEWYORK,NY 10010	N/A	509a3	General Unrestricted	20,000
BETA ZETA BOULE FOUNDATION 9 BAYBERRY RD ELMSFORD,NY 10523	N/A	509a1	General Unrestricted	500
BLACK ENTERPRISE BRIDGE FOUNDATION 123 RANDOM FARMS DR CHAPPAQUA,NY 10514	N/A	509a1	General Unrestricted	1,000
BOYS AND GIRLS CLUB OF NEW ROCHELLE INC 79 7TH ST NEW ROCHELLE,NY 10801	N/A	509a1	General Unrestricted	500
CENTER CHAPEL MISSIONARY BAPTIST CHURCH 3715 E SHELBY DR MEMPHIS,TN 38118	N/A	509a1	General Unrestricted	4,500
COLON CANCER CHALLENGE FOUNDATION 21 PARK ST RYE,NY 10580	N/A	509a1	Charitable Event	1,000
FOUNDATION OF WESTCHESTER CLUBMEN INC 8 IDLEWOOD RD WHITE PLAINS,NY 10605	N/A	509a1	General Unrestricted	6,000
GRACE BAPTIST CHURCH 52 S 6TH AVE MT VERNON,NY 10550	N/A	509a1	General Unrestricted	44,350
HARLEM JUNIOR TENNIS & EDUCATION PRGM INC 40 W 143RD ST NEWYORK,NY 10037	N/A	509a1	General Unrestricted	1,000
LUNG CANCER RESEARCH FOUNDATION 800 3RD AVE 4TH FL NEWYORK,NY 10022	N/A	509a1	General Unrestricted	500
MOUNT VERNON MB CHURCH 6580 HWY 57 E POBOX 189 ROSSVILLE,TN 38066	N/A	509a1	General Unrestricted	500
NAACP LEGAL DEFENSE AND EDUCATIONAL FUND INC 99 HUDSON ST FL 16 NEWYORK,NY 10013	N/A	509a1	General Unrestricted	25,000
NEW ROCHELLE POLICE FOUNDATION INC 475 N AVE NEW ROCHELLE,NY 10801	N/A	509a1	General Unrestricted	4,000
NEW YORK THEOLOGICAL SEMINARY 475 RIVERSIDE DR STE 500 NEWYORK,NY 10115	N/A	509a1	General Unrestricted	5,000

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)				
<b>a</b> <i>Paid during the year</i>				
RETT SYNDROME RESEARCH TRUST INC 67 UNDER CLIFF RD TRUMBULL,CT 06611	N/A	509a1	General Unrestricted	1,200
STUYVESANT HIGH SCHOOL ALUMNI ASSOCIATION INC 345 CHAMBERS ST RM 301B NEW YORK,NY 10282	N/A	509a1	General Unrestricted	1,000
WASHINGTON D C MARTIN LUTHER KING JR NATL MEM PROJECT FOUNDATION INC 401 F ST NW WASHINGTON,DC 20001	N/A	509a1	General Unrestricted	25,000
WESTCHESTER HAWKS 15 COVENTRY CIR MAHOPAC,NY 10541	N/A	509a2	General Unrestricted	5,000
YALE UNIVERSITY PO BOX 208239 NEW HAVEN,CT 06520	N/A	509a1	General Unrestricted	250,000
<b>Total . . . . .</b>  <b>3a</b>				398,550



**TY 2012 General Explanation Attachment**

**Name:** Lighten Family Foundation

**EIN:** 20-8069108

**Software ID:** 12000057

**Software Version:** 12.13.328.3

TY 2012 Investments Corporate

Bonds Schedule

Name:

Lighten Family Foundation

EIN:

20-8069108

Software ID:

12000057

Software Version:

12.13.328.3

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AES CORP - 8.000 - 10/15/2017	11,643	13,860
AFFINION GROUP INC SR NT - 7.875 - 12/15/2018	6,216	5,338
AIRCASTLE LTD SR NT - 6.750 - 04/15/2017	6,240	6,420
ALLIANT TECHSYSTEMS INC - 6.875 - 9/15/2020	12,543	13,170
ALLY FINL INC - 8.000 - 03/15/2020	4,540	4,900
AMERICAN TOWER CORP - 4.500 - 01/15/2018	35,804	38,366
AMERICAN WEST AIRLS-8.057-07/02/2020	6,206	7,180
AMERISTAR CASINOS INC - 7.500 - 04/15/2021	7,665	7,586
ANHEUSER BUSCH COS INC 5.5 01/15/2018	23,647	29,970
APACHE CORP NT 6.90000 09/15/2018	21,686	25,506
ATT INC GLBL NT - 3.000 - 02/15/2022	20,086	20,800
AUTONATION INC NOTES-06.750-04/15/2018	12,300	13,560
AVIS BUDGET CAR - 8.250 - 10/15/2014	7,665	7,735
BALL CORP - 5.750 - 05/15/2021	5,910	6,495
BANK AMER FDG CORP SR NT-L 7.62500 06/01/2019	28,156	31,988
BANK OF NEW YORK MELLON 5.450 DUE 05-15-19	20,152	23,899
BECTON DICKINSON CO 5.00000 05/15/2019 NT	20,066	23,706
BERKSHIRE HATHAWAY INC DEL - 3.400 - 01/31/2022	4,986	5,386
BRISTOL-MYERS SQUIBB NOTES 05.45000 05/01/2018	21,242	24,160
CASE CORP NT 7.25000 01/15/2016	5,170	5,625
CATERPILLAR FINL SVCS MTNS - 7.150 - 02/15/2019	20,339	26,041
CCO HLDGS LLC / CCO HLDG CAP - 7.250 - 10/30/2017	12,395	13,080
CCO HLDGS LLC CAP CORP - 6.500 - 04/30/2021	4,931	5,394
CHESAPEAKE ENERGY NOTES 07.25000 12/15/2018	18,816	19,620
CHS/CMNTY HEALTH SYS INC - 7.1250 - 07/15/2020	7,149	7,473
CINEMARK USA INC-8.625-06/15/2019	6,533	6,645
CIT GROUP INC BOND - 05.000 - 05/15/2017	17,978	19,080
CLEAR CHANNEL INC - 7.625 - 03/15/2020	13,950	14,105
CONOCOPHILLIPS - 5.750 - 02/01/2019	25,678	30,748
CONSTELLATION BRANDS INC 8.375 12/15/2014	6,505	6,705

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CONTINENTAL AIRLINES-4.750-01/12/2021	14,397	15,568
CSC HLDGS INC - 7.625 - 07/15/2018	4,375	5,775
DEL MONTE CORP - 7.625 - 02/15/2019	7,271	7,298
ECHOSTAR DBS CORP SR NT - 7.12500 - 02/01/2016	17,049	19,040
EL PASO CORP - 7.000 - 06/15/2017	11,600	13,708
EMERSON ELECTRIC CO - 5.000 - 04/15/2019	20,151	23,935
ENERGY FUTURE INTER - 10.000 - 12/01/2020	11,883	12,403
ENERGY TRANSFER EQUITY - 7.500 - 10/15/2020	11,730	12,705
EOG RESOURCES INC NOTES 05.62500 06/01/2019	24,954	30,687
FIRST DATA CORP SR NT - 9.875 - 09/24/2015	5,535	6,120
FORD MOTOR CREDIT CO LLC - 5.875 - 08/02/2021	43,899	46,581
FREESCALE SEMICONDUCTOR INC 10.12500 12/15/2016	1,686	2,060
GE CAP CORP SR UNSERUES 5.625 9/15/17	18,031	23,586
GENON ESCROW CORP - 9.875 - 10/15/2020	10,210	11,550
GENWORTH FINL INC-7.625-09/24/2021	6,040	6,672
GMAC LLC GTD SR NT - 8.000 - 11/01/2031	10,255	13,929
HARRAHS OPER INC SR SECD - 11.250 - 06/01/2017	7,445	7,490
HCA INC - 7.875 - 02/15/2020	16,990	17,800
HEALTH MGMT ASSN - 6.125 - 4/15/2016	5,933	7,560
HEWLETT PACKARD CO-04.300-06/01/2021	34,575	34,667
HOST HOTELS RESORTS LP - 5.875 - 06/15/2019	13,845	14,170
HUNTINGTON INGALLS INDS INC - 6.875 - 03/15/2018	11,645	11,963
ICAHN ENTERPRISES - 8.000 - 01/15/2018	11,948	12,885
INTELSAT JACKSON HLDGS LTD - 7.250 - 04/01/2019	12,646	12,900
INTERNATIONAL LEASE FIN CORP - 8.250 - 12/15/2020	5,438	5,963
INTERNATIONAL LEASE FIN MTN BE 5.625 09/20/2013 F	5,325	6,150
IRON MTN INC DEL SR SB NT - 8.375 - 08/15/2021	6,315	6,660
JOHNSON CTLS INC SR NT 5.00000 03/30/2020	25,045	28,413
JPMORGAN CHASE CO NT - 4.625 - 05/10/2021	42,727	45,606
L-3 COMMUNICATIONS CORP - 4.750 - 07/15/2020	24,091	27,866

Name of Bond	End of Year Book Value	End of Year Fair Market Value
L-3 COMMUNICATIONS CORP-4.95-02/15/2021	10,413	11,283
LEUCADIA NATL CORP NTS 8.125 09/15/2015	8,263	10,119
LEVEL 3 FINANCING INC. BOND- 8.125 - 01/01/2012	12,883	13,080
LINN ENERGY LLC - 7.750 - 02/01/2021	7,159	7,455
LUBRIZOL CORP NOTES 08.87500 02/01/2019	21,909	27,907
MARKWEST ENERGY PARTNERS-06.750-11/01/2020	6,173	6,540
MASCO CORP NT - 5.950 - 03/15/2022	10,981	12,193
MGM MIRAGE INC NOTES - 7.625 - 01/15/2017	6,015	6,420
MORGAN STANLEY MTN 05.95000 12/28/2017	26,001	28,310
NEWFIELD EXPLORTN CONOTES - 7.125 - 05/15/2018	6,450	7,385
NRG ENERGY INC-8.50-06/15/2019	10,358	11,000
NUCOR CORP 5.85 6/1/18	20,722	24,370
PAETEC HOLDING CORP GTD SR SEC NT 8.87500 06/30/2	5,050	5,363
PEABODY ENERGY CORP NOTE - 6.500 - 09/15/2020	7,015	7,508
PENN NATL GAMING INCSR-8.75-08/15/2019	10,729	11,400
PLAINS EXPL PRO CO - 6.625 - 05/01/2021	7,385	7,709
PRAXAIR INC NT 4.50000 08/15/2019	15,225	17,367
RANGE RES CORP - 6.750 - 08/01/2020	12,728	13,020
RITE AID CORP SR NT - 7.500 - 03/01/2017	6,128	6,165
SALLY HLDGS LLC - 5.750 - 06/01/2022	7,473	7,595
SANDRIDGE ENERGY INCSR NT - 7.500 - 03/15/2021	11,955	12,840
SEALED AIR CORP - 7.875 - 06/15/2017	7,490	7,464
SEARS HLDGS CORP - 6.625 - 10/15/2018	11,448	12,740
SERVICEMASTER CO SR NT - 8.000 - 2/15/2020	7,837	7,298
SMITHFIELD FOODS INC - 7.750 - 07/01/2017	4,928	8,155
SOUTHWESTERN ENERGY CO-7.50-02/01/2018	28,968	30,637
SPRINT CAP CORP GTD NT - 6.900 - 05/01/2019	11,120	13,080
TENET HEALTHCARE CORP 9.25 02/01/2015	5,971	7,858
U S BANCORP MTNS BK SR NT - 4.125 - 05/24/2021	10,980	11,340
UNITED RENTALS NORTH NTS - 9.250 - 12/15/2019	11,473	12,540

Name of Bond	End of Year Book Value	End of Year Fair Market Value
UNITED TECHNOLOGIES CORP - 6.125 - 02/01/2019	21,518	24,925
UNITED TECHNOLOGIES CORP 04.50000 04/15/2020	16,618	17,623
VERIZON COMMUNICATIONS - 6.350 - 04/01/2019	20,826	25,276
VISTEON CORP SR NT - 6.750 - 04/15/2019	5,940	6,390
WACHOVIA CORP GLOBAL MTN - 5.750 - 02/01/2018	5,634	5,990
WELLS FARGO CO - 4.600 - 04/01/2021	37,413	40,257
WYNN LAS VEGAS LLC - 7.875 - 05/01/2020	7,530	7,928
ZAYO GROUP LLC/ZAYO CAP - 8.125 - 01/01/2020	7,797	7,788



TY 2012 Investments Corporate

Stock Schedule

Name:

Lighten Family Foundation

EIN:

20-8069108

Software ID:

12000057

Software Version:

12.13.328.3

Name of Stock	End of Year Book Value	End of Year Fair Market Value
525 shares of 3M CO	37,437	48,745
575 shares of ACCENTURE PLC	24,478	38,237
169 shares of ADIDAS AG	6,363	7,571
294 shares of ADECCO S.A. UNSP/ADR	7,397	7,776
265 shares of ADT LTD.	4,179	12,320
307 shares of AFLAC INC.	15,909	16,308
70 shares of AGRIUM INC.	6,818	6,991
191 shares of AIR PRODS CHEM INC.	16,570	16,048
268 shares of AMC NETWORKS INC	3,852	13,266
475 shares of AMERICAN EXPRESS CO	12,119	27,303
725 shares of AMERISOURCEBERGEN CORP	20,639	31,306
365 shares of ANADARKO PETROLEUM CORP	15,326	27,123
240 shares of ARRIS GROUP INC - COMMON STOCK	2,018	3,586
675 shares of ASAHI KAISAI CP ADR	7,134	7,945
335 shares of ASTRAZENECA	16,566	15,835
875 shares of ATLANTIA SPA ADR	7,214	7,901
950 shares of ATMEL CORPORATION	4,126	6,223
590 shares of AUTODESK, INC.	11,791	20,857
450 shares of AUTOMATIC DATA PROCESSING INC.	18,068	25,619
170 shares of AVNET INC.	4,968	5,204
490 shares of AXA ADS	6,971	8,928
1975 shares of BANK NEW YORK MELLON CORP COM	58,485	50,757
281 shares of BANK OF NOVA SCOTIA	15,180	16,264
500 shares of BELO CORP	1,809	3,835
525 shares of BERKSHIRE HATHAWAY INC. CLASS B	33,904	47,092
215 shares of BIOGEN IDEC INC	12,201	31,470
207 shares of BOEING CO	14,469	15,600
2290 shares of BOMBARDIER INC B	8,446	8,725
80 shares of BRINKS CO	1,572	2,282
149 shares of BRITISH AMERICAN TOBACCO PLC	12,257	15,086

Name of Stock	End of Year Book Value	End of Year Fair Market Value
510 shares of BROADCOM CORPORATION	10,910	16,937
1190 shares of CABLEVISION SYSTEMS CORP CL A	11,554	17,779
385 shares of CAE INC	4,005	3,908
355 shares of CAMECO CORPORATION	10,421	7,001
335 shares of CAP GEMINI SA UNSP/ADR	6,315	7,417
1360 shares of CINCINNATI BELL INC	4,364	7,453
625 shares of CINTAS CRP	20,708	25,563
209 shares of CLOROX CO	15,592	15,303
235 shares of COCA COLA ENTRPR INC	6,979	7,457
423 shares of COCA-COLA CO	13,173	15,334
80 shares of COGNEX CORPORATION	1,339	2,943
145 shares of COLGATE-PALMOLIVE COMPANY	11,853	15,158
1540 shares of COMCAST CORP	20,672	55,316
950 shares of COMERICA INC	28,595	28,823
835 shares of COVIDIEN LTD	34,641	48,212
565 shares of CREE, INC.	22,853	19,199
763 shares of CSX CORP	16,321	15,054
100 shares of CUMMINS INC	4,953	10,835
140 shares of DAIMLERCHRYSLER AG	7,056	7,696
150 shares of DBS GROUP HLDGS SPON ADR	7,076	7,359
1405 shares of DEUTSCHE BOERSE ADR	7,039	8,683
625 shares of DEVON ENERGY CORPORATION	39,669	32,525
198 shares of DIAGEO PLC ADS	17,342	23,083
80 shares of DIEBOLD INC.	2,084	2,449
290 shares of DIRECTV GROUP	4,610	14,546
205 shares of DISCOVERY COMMUNICATIONS, INC - SERIES C COMMON ST	4,806	11,993
310 shares of DOLBY LABORATORIES	11,613	9,092
303 shares of EMERSON ELECTRIC CO.	16,497	16,047
210 shares of EUROPEAN ARNUTC DS ADR	7,828	8,168
725 shares of EXPEDITORS INTL WASH INC.	27,476	28,674

Name of Stock	End of Year Book Value	End of Year Fair Market Value
350 shares of FLUOR CORP NEW	14,040	20,559
1000 shares of FOREST LABORATORIES	32,575	35,320
330 shares of FOSTER WHEELER AG	7,237	8,026
200 shares of FREEPORT-MCMORAN COPPER GOLD INC.	2,878	6,840
460 shares of GANNETT CO INC	6,630	8,285
260 shares of GEA GROUP AG ADR	7,072	8,515
387 shares of GENERAL MILLS INC	14,424	15,643
650 shares of GLAXOSMITHKLINE PLC	28,339	28,256
2075 shares of GROUPE DANONE ADS	27,257	27,784
530 shares of HARMONIC INC.	5,059	2,687
218 shares of HEINEKEN N V S ADR	5,903	7,318
120 shares of HELMERICH PAYNE	3,910	6,721
195 shares of HEXCEL CP DELAWARE	4,147	5,257
70 shares of IAC/INTERACTIVE CORP	1,141	3,307
735 shares of ICAP PLC SPON ADR	7,689	7,541
851 shares of ILLINOIS TOOL WORKS	42,036	51,748
140 shares of IMMUNOGEN, INC	1,269	1,785
960 shares of INFINEON TECH ADS	6,185	7,757
500 shares of INGERSOL-RAND PLC	22,435	23,980
280 shares of INPUT/OUTPUT INC.	4,225	1,823
740 shares of INTEL CORP	16,880	15,259
120 shares of INTERXION HOLDING N.V.	1,482	2,851
260 shares of ISIS PHARMACEUTICALS, INC.	3,756	2,714
300 shares of JANUS CAPITAL GROUP INC.	2,181	2,556
190 shares of JDS UNIPHASE CORP	2,511	2,565
218 shares of JOHNSON JOHNSON	13,739	15,282
1070 shares of JULIUS BAER GROUP LTD	7,656	7,544
90 shares of KANSAS CITY SOUTHERN	1,214	7,513
288 shares of KAO CORP ADR	8,029	7,479
400 shares of KIMBERLY CLARK CORP	26,207	33,772

Name of Stock	End of Year Book Value	End of Year Fair Market Value
325 shares of KOMATSU LTD.	6,997	8,356
491 shares of KONINKLIJKE DSM NV ADR	6,428	7,630
260 shares of L-3 COMMUNICATIONS CORP	25,522	19,921
290 shares of LAM RESEARCH CORP	7,962	10,478
240 shares of LAS VEGAS SANDS CORP	1,091	11,078
170 shares of LEVEL 3 COMMUNICATIONS, INC	2,544	3,929
925 shares of LIBERTY INTERACTIVE CORP	2,510	18,204
175 shares of LIBERTY MEDIA CORPORATION COM	1,199	20,302
560 shares of LSI CORPORATION	2,037	3,959
55 shares of MADISON SQUARE GARDEN CO.	858	2,439
640 shares of MARKS SPENCER GRP ADR	6,989	7,974
160 shares of MCDERMOTT INT PANAMA	1,722	1,763
105 shares of MEADWESTVACO CORP	2,369	3,346
70 shares of MEDICINES COMPANY	1,676	1,678
368 shares of MEDTRONIC INC	12,825	15,095
825 shares of MICROSOFT CORPORATION	23,168	22,036
372 shares of MITSUBISHI ESTATE CO ADR	7,268	8,906
225 shares of MONSANTO CO	13,790	21,296
180 shares of MYRIAD GENETICS, INC	4,226	4,905
145 shares of NATL OILWELL VARCO	3,872	9,911
425 shares of NESTLE S.A.	18,899	27,697
228 shares of NEXTERA ENERGY, INC	12,926	15,775
220 shares of NII HOLDINGS INC - COMMON STOCK	3,724	1,569
583 shares of NINTENDO CO LTD ADR UNSPON	8,994	7,760
300 shares of NORTH AMERICAN ENERGY PARTNERS	2,914	1,020
403 shares of NORTHEAST UTIL	12,703	15,749
433 shares of NOVARTIS AG ADR	25,345	27,409
260 shares of NUCOR CP	10,345	11,222
200 shares of OCCIDENTAL PETROLEUM CORP	17,547	15,322
600 shares of OMNICOM GROUP	26,107	29,976

Name of Stock	End of Year Book Value	End of Year Fair Market Value
120 shares of ONYX PHARMACEUTICALS, INC.	3,089	9,064
640 shares of ORIENT-EXPRESS HOTEL	6,403	7,482
450 shares of PACCAR INC	18,593	20,345
420 shares of PALL CP	13,162	25,309
778 shares of PEARSON PLC	12,723	15,202
127 shares of PENTAIR INC. COM	2,443	6,242
1472 shares of PORSCHE AUTOMOBILE HOLDING SE	8,513	12,070
70 shares of PRECISION CASTPARTS	5,249	13,259
770 shares of R F MICRO DEVICES INC	3,552	3,450
110 shares of RAYMOND JAMES FINANCIAL INC	1,959	4,238
275 shares of RAYTHEON CO.	12,986	15,829
90 shares of REGENERON PHARMACEUTICALS, INC	1,554	15,396
395 shares of REPSOL YPF S A SPND ADR	7,055	8,256
100 shares of ROBERT HALF INTL INC.	2,334	3,182
235 shares of ROCHE HOLDING LTD ADR	10,453	11,868
160 shares of ROWAN CO PLC	4,450	5,003
240 shares of ROYAL CARRIBEAN CRUISE	5,041	8,160
145 shares of ROYAL DUTCH SHEL PLC SPONS ADR B	10,642	10,279
130 shares of RTI INTL METALS INC	3,436	3,583
450 shares of SAIPEM SPA UNSPON ADR	10,575	8,775
260 shares of SAKS INC	3,452	2,733
330 shares of SANDISK CORP	11,165	14,355
348 shares of SANOFI-AVENTIS SPONSORED ADR	12,426	16,488
90 shares of SAP AKTIENGESELL ADS	5,795	7,234
420 shares of SCHLUMBERGER LTD	26,604	29,105
380 shares of SEACHANGE INTERNATIONAL, INC	2,554	3,675
1240 shares of SEAGATE TECHNOLOGY	5,244	37,721
200 shares of SEATTLE GENETICS, INC.	1,599	4,634
575 shares of SECOM CO LTD ADR OTC	7,021	7,211
255 shares of SINGAPORE TELECOMMUNICATIONS LTD	6,974	6,946

Name of Stock	End of Year Book Value	End of Year Fair Market Value
90 shares of SHAW GROUP INC	2,993	4,195
1270 shares of SILICONWARE PRECISION INDUSTRIES COMPANY, LTD. - A	6,994	6,782
340 shares of SINCLARI BROADCAST GROUP INC	2,232	4,291
440 shares of SONY FINANCIAL HLDGS INC	7,154	7,898
120 shares of SOTHEBYS	3,973	4,034
360 shares of STILLWATER MINING CO	3,026	4,601
330 shares of SUNCOR ENERGY INC	10,582	10,883
115 shares of SWISS RE LTD-SPN ADR	7,154	8,315
100 shares of SYNGENTA AG ADS	6,923	8,080
1300 shares of SYSCO CORP	35,731	41,157
1855 shares of TE CONNECTIVITY LTD	35,977	68,857
260 shares of TECHNIP ADS	6,945	7,662
110 shares of TELEPHONE DATA SYS INC.	2,636	2,435
680 shares of TESCO PLC S ADR	10,486	11,274
140 shares of THE MOSAIC CO	8,384	7,928
575 shares of TIME WARNER INC.	17,751	27,502
245 shares of TIME WARNER TELECOM INC.	3,657	6,240
188 shares of TORONTO DOMINION	15,444	15,854
316 shares of TOTAL FINA ELF S.A.	14,102	16,435
475 shares of TOTO LTD ADR OTC	7,153	7,082
190 shares of TRIMBLE NAV LTD	5,263	11,358
530 shares of TRIQUINT SEMICONDUCTOR, INC.	2,629	2,560
530 shares of TYCO INTERNATIONAL LTD.	6,336	15,503
161 shares of UNIFI INC.	1,989	2,095
412 shares of UNILEVER PLC AMER	15,447	15,953
212 shares of UNITED PARCEL SERVICE	14,680	15,631
65 shares of UNITED STATES CELLULAR CORP	4,618	2,291
70 shares of UNITED STATES STEEL CORP	3,709	1,670
199 shares of UNITED TECHNOLOGIES CORP	15,648	16,320
630 shares of UNITEDHEALTH GROUP INC.	13,673	34,171

Name of Stock	End of Year Book Value	End of Year Fair Market Value
90 shares of V F CORP	14,328	13,587
140 shares of VALSPAR CORP	3,000	8,736
310 shares of VERTEX PHARMCTLS INC	8,489	12,989
310 shares of VISHAY INTERTECH	3,343	3,295
1021 shares of VODAFONE GROUP PLC	28,595	25,719
120 shares of WADDELLREED FIN INC	1,639	4,178
475 shares of WAL-MART STORES INC.	23,259	32,409
1800 shares of WEATHERFORD INTL	18,224	20,142
500 shares of WILLIS GROUP HOLDINGS LTD	18,945	16,765
110 shares of WPP GROUP PLC	7,279	8,019

## TY 2012 Investments - Other Schedule

**Name:** Lighten Family Foundation

**EIN:** 20-8069108

**Software ID:** 12000057

**Software Version:** 12.13.328.3

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ARDEN FOCUSED GLOBAL MACRO FUND LTD		500,000	524,067
LAZARD LTD		3,169	2,686
OCONNOR FD OF FDS GLOBAL DVRSFD STRTG Y LTD		500,000	526,606



**TY 2012 Other Expenses Schedule****Name:** Lighten Family Foundation**EIN:** 20-8069108**Software ID:** 12000057**Software Version:** 12.13.328.3

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	13,750			13,750
Bank Charges	843	843		
K-1 Exp ENERGY TRANSFER PARTNERS LP	2	2		
State or Local Filing Fees	25			25

**TY 2012 Other Income Schedule****Name:** Lighten Family Foundation**EIN:** 20-8069108**Software ID:** 12000057**Software Version:** 12.13.328.3

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Inc/Loss ENERGY TRANSFER PARTNERS LP	-4	8	
K-1 Inc/Loss LAZARD LTD	105	105	
751 Gain on Sale ENERGY TRANSFER PARTNERS LP	26		

TY 2012 Other Liabilities Schedule

**Name:** Lighten Family Foundation

**EIN:** 20-8069108

**Software ID:** 12000057

**Software Version:** 12.13.328.3

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

**TY 2012 Other Professional Fees Schedule****Name:** Lighten Family Foundation**EIN:** 20-8069108**Software ID:** 12000057**Software Version:** 12.13.328.3

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	43,679	43,679		

**TY 2012 Taxes Schedule****Name:** Lighten Family Foundation**EIN:** 20-8069108**Software ID:** 12000057**Software Version:** 12.13.328.3

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2012	2,400			
Foreign Tax Paid	1,519	1,519		