



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

2013

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation
THE LYNTON FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
C/O CAROL LYNTON 33 WEST 81ST STREET

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10024

A Employer identification number
13-3743511

B Telephone number (see instructions)
() -

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

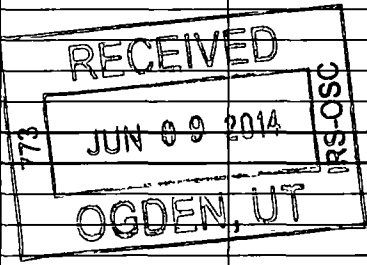
G Check all that apply. Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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) **\$ 8,123,890.**

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 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)	45,831.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	85.	85.		ATCH 1
	4 Dividends and interest from securities	110,125.	110,125.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,936,405.			
	b Gross sales price for all assets on line 6a	3,900,972.			
	7 Capital gain net income (from Part IV, line 2)		2,426,471.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 3	15,424.	9,807.			
12 Total. Add lines 1 through 11	3,107,870.	2,546,488.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 4	7,817.	2,200.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	33,264.	33,264.		
	24 Total operating and administrative expenses. Add lines 13 through 23	41,081.	35,464.		
	25 Contributions, gifts, grants paid	619,304.			619,304.
26 Total expenses and disbursements. Add lines 24 and 25	660,385.	35,464.		619,304.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	2,447,485.				
b Net investment income (if negative, enter -0-)		2,511,024.			
c Adjusted net income (if negative, enter -0-)					



SCANNED JUN 12 2014

618

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	130,843.	648,450.	648,450.	
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule) ATCH 6	6,241,602.	7,475,440.	7,475,440.	
	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)	6,372,445.	8,123,890.	8,123,890.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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"/>					
	check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
28	Paid-in or capital surplus, or land, bldg, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds	6,372,445.	8,123,890.			
30	Total net assets or fund balances (see instructions)	6,372,445.	8,123,890.			
31	Total liabilities and net assets/fund balances (see instructions)	6,372,445.	8,123,890.			

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 6,372,445.
2	Enter amount from Part I, line 27a	2 2,447,485.
3	Other increases not included in line 2 (itemize) ▶ ATCH 7	3 4,704.
4	Add lines 1, 2, and 3	4 8,824,634.
5	Decreases not included in line 2 (itemize) ▶ ATCH 8	5 700,744.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 8,123,890.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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				
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	2,426,471.
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	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	225,444.	5,901,016.	0.038204
2011	202,169.	5,794,140.	0.034892
2010	376,961.	5,654,952.	0.066660
2009	284,633.	4,881,758.	0.058305
2008	595,958.	7,342,211.	0.081169
2	Total of line 1, column (d)		2 0.279230
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3 0.055846
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4 4,327,358.
5	Multiply line 4 by line 3		5 241,666.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 25,110.
7	Add lines 5 and 6		7 266,776.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.		8 619,304.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax under section 511', 'Credits/Payments', and 'Total credits and payments'. Total tax due is 25,507.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions like 'During the tax year, did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 during the year for political purposes?', and 'Did the foundation have unrelated business gross income of \$1,000 or more during the year?'. Yes/No columns are present.

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 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of CAROL LYNTON Telephone no (212) 840-3456
Located at 1375 BROADWAY NEW YORK, NY ZIP+4 10018
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2013, 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 Yes No X
See the 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.

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2013 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 2013) 3b X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? 4b X

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
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b		
6b		X
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 9		0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0

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 NOT APPLICABLE	

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 NONE	

2	

All other program-related investments See instructions	
3 NONE	

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	4,047,887.
b	Average of monthly cash balances	1b	345,370.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,393,257.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,393,257.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	65,899.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,327,358.
6	Minimum investment return. Enter 5% of line 5	6	216,368.

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	216,368.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	25,110.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	25,110.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	191,258.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	191,258.
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	191,258.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	619,304.
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	619,304.
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	25,110.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	594,194.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				191,258.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11 , 20 10 , 20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009	75,131.			
c From 2010	377,934.			
d From 2011	202,169.			
e From 2012				
f Total of lines 3a through e	655,234.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 619,304				
a Applied to 2012, 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 2013 distributable amount				191,258.
e Remaining amount distributed out of corpus	428,046.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,083,280.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,083,280.			
10 Analysis of line 9				
a Excess from 2009	75,131.			
b Excess from 2010	377,934.			
c Excess from 2011	202,169.			
d Excess from 2012				
e Excess from 2013	428,046.			

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year		Prior 3 years		(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

CAROL LYNTON; MICHAEL LYNTON

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>ATCH 10</p>				
Total				619,304.
<p>b Approved for future payment</p>				
Total				

Schedule B

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

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

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

OMB No 1545-0047

2013

Name of the organization

THE LYNTON FOUNDATION

Employer identification number

13-3743511

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **THE LYNTON FOUNDATION**

Employer identification number
13-3743511

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LYNTON ASSET LP ----- 33 WEST 81ST STREET ----- NEW YORK, NY 10024 -----	\$ ----- 45,831.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE LYNTON FOUNDATION

Employer identification number

13-3743511

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	480 SHS FACEBOOK INC ----- ----- -----	\$ 11,482.	06/12/2013
1	332 SHS ZILLOW INC SHS CL A ----- ----- -----	\$ 17,113.	06/12/2013
1	583 SHS YELP INC CL A ----- ----- -----	\$ 17,236.	06/12/2013
	----- ----- -----	\$ -----	-----
	----- ----- -----	\$ -----	-----
	----- ----- -----	\$ -----	-----
	----- ----- -----	\$ -----	-----
	----- ----- -----	\$ -----	-----
	----- ----- -----	\$ -----	-----

Name of organization **THE LYNTON FOUNDATION**

Employer identification number

13-3743511

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	----- ----- -----
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	----- ----- -----
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	----- ----- -----
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	----- ----- -----

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CITIBANK	31.	31.
MERRILL LYNCH 5LW-02016	45.	45.
GOLDMAN SACHS	9.	9.
TOTAL	<u>85.</u>	<u>85.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
SKYLANDS QUEST LLC - DIVIDENDS	23,560.	23,560.
MERRILL LYNCH-5LW-04F75	858.	858.
MERRILL LYNCH 5LW-02016	46,417.	46,417.
GOLDMAN SACHS - DIVIDENDS	21,976.	21,976.
CHARLES SCHWAB	14,435.	14,435.
GOLDMAN SACHS - INTEREST	2,063.	2,063.
SKYLANDS QUEST LLC - INTEREST	816.	816.
TOTAL	<u>110,125.</u>	<u>110,125.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME (SKYLANDS)	1,065.	1,065.
FEDERAL EXCISE OVERPAYMENT	5,617.	
OTHER INCOME (CITIBANK)	2,186.	2,186.
OTHER INCOME (GOLDMAN SACHS)	6,556.	6,556.
	<u>15,424.</u>	<u>9,807.</u>
TOTALS		

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAX WITHHELD-ML#02016	1,426.	1,426.
FOREIGN TAX WITHHELD-SKYLANDS	179.	179.
FOREIGN TAX WITHHELD-ML#04F75	121.	121.
FEDERAL EXCISE OVERPAYMENT	5,617.	
FOREIGN TAX WITHHELD-GOLDMAN	46.	46.
FOREIGN TAX WITHHELD-SCHWAB	428.	428.
TOTALS	<u>7,817.</u>	<u>2,200.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT EXP.-SKYLANDS QUEST	18,535.	18,535.
INVESTMENT EXP.-MERRILL-02016	395.	395.
INTEREST EXPENSE-SKYLAND QUEST	2,795.	2,795.
INVESTMENT EXP.-MERRILL-04F75	10.	10.
INVESTMENT EXP.-GOLDMAN SACHS	11,479.	11,479.
INVESTMENT EXP.-CHARLES SCHWAB	50.	50.
TOTALS	<u>33,264.</u>	<u>33,264.</u>

ATTACHMENT 6

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVESTMENTS IN SKYLANDS QUEST		
MERRILL 5LW-02016-SEE SCHED 2	3. 1,411,567.	1,411,567.
CHARLES SCHWAB-SEE SCHED 2	4,902,565.	4,902,565.
GOLDMAN SACHS-SEE SCHED 2	1,000,000.	1,000,000.
HARRIER FUND C LTD	161,305.	161,305.
LIBERTYVIEW CREDIT OPPOR FD II		
TOTALS	<u>7,475,440.</u>	<u>7,475,440.</u>

ATTACHMENT 7FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
NONDIVIDEND DISTRIBUTION	695.
WASH SALES	4,009.
TOTAL	<u>4,704.</u>

ATTACHMENT 8FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED LOSS	700,744.
TOTAL	<u>700,744.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
CAROL LYNTON 33 WEST 81ST STREET NEW YORK, NY 10024	TRUSTEE 3.00	0	0	0
MICHAEL LYNTON 510 HOMEWOOD ROAD LOS ANGELES, CA 90049	TRUSTEE 3.00	0	0	0
<u>GRAND TOTALS</u>		<u>0</u>	<u>0</u>	<u>0</u>

THE LYNTON FOUNDATION

13-3743511

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

SEE SCHEDULE # 2

NONE

PUBLIC CHARITIES

GENERAL PURPOSE

619,304

TOTAL CONTRIBUTIONS PAID

619,304

THE LYNTON FOUNDATION

13-3743511

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
FEDERAL EXCISE OVERPAYMENT			14	5,617.	
TOTALS				<u>5,617.</u>	

The Lynton Foundation
Cash Disbursements - Citibank - Checking a/c
12/31/13

Date	Payee	Donations
4/10/13	East Harlem Tutorial Program	25,000.00
4/10/13	Yale University	50,000.00
6/12/13	Harvard University	25,000.00
6/15/13	White Plains Hospital	1,500.00
6/15/13	Sarah Lawrence	1,000.00
6/15/13	Thirteen	1,000.00
6/15/13	Columbia University	121,554.00
10/3/13	Melanoma Research	3,000.00
10/3/13	Goddard Riverside	1,000.00
10/3/13	Human Rights Watch	5,000.00
10/3/13	Center for Urban Future	5,000.00
10/10/13	East Harlem Tutorial Program	250,000.00
10/19/13	Legal Action Central	1,000.00
10/23/13	CEI-PEA	25,000.00
10/23/13	MEMS, Mamaroneck EMS	250.00
10/11/13	Facing History	1,000.00
11/10/13	B'nei Jeshuvin	1,000.00
12/2/13	East Harlem Tutorial Program	50,000.00
12/6/13	Sanctuary for Families	1,000.00
12/6/13	Peer Health Exchange	2,500.00
12/23/13	Volunteer of Legal Services	1,000.00
12/18/13	Perla Avenue Armory	5,000.00
12/20/13	Mental Health Association	25,000.00
12/23/13	CARE USA	5,000.00
12/22/13	ECFS (Ethical Culture Fieldston Inc)	10,000.00
12/20/13	NY Collaborates for Autism	2,500.00
		619,304.00

Schwab One® Trust Account of
 CAROL LYNTON TTEE
 LYNTON FOUNDATION
 U/A DTD 12/06/1993

charles SCHWAB
 INSTITUTIONAL

Account Number
 2695-7068

Statement Period
 December 1-31, 2013

Investment Detail - Money Market Funds [Sweep]

Money Market Funds [Sweep]	Quantity	Market Price	Market Value	Current Yield
SCHWAB GOVT MONEY FUND: SWGXX	475,489.9500	1.0000	475,489.95	0.00%
Total Money Market Funds [Sweep]			475,489.95	
Total Money Market Funds [Sweep]			475,489.95	

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
EATON VANCE FLOATING ϕ RATE FD GL I SYMBOL: EIBLX	54,636.7560	9.1900	502,111.79	9.18	501,597.16	514.63
PIMCO EMRG LOCAL BD FD ϕ CL A SYMBOL: PELAX	195.7870	9.3300	1,826.69	11.10	2,173.70	(347.01)

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Schwab One® Trust Account of
CAROL LYNTON TTEE
LYNTON FOUNDATION
 U/A DTD 12/06/1993

charles SCHWAB
 INSTITUTIONAL

Account Number
2695-7088

Statement Period
December 1-31, 2013

Investment Detail - Mutual Funds (continued)

Bond Funds (continued)	Quantity	Market Price	Market Value	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
VANGUARD INFLATION & PROTECTED SECURITIES FD SYMBOL: VIPSX	19,165.7050	12.9800	248,770.85	13.15	252,033.98	(3,263.13)
Total Bond Funds	19,165.7050		248,770.85		252,033.98	(3,263.13)

Equity Funds	Quantity	Market Price	Market Value	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
ABERDEEN EMERGING & MARKETS INST CL SYMBOL: ABEMX	13,733.0540	14.4700	198,717.29	14.65	201,190.95	(2,473.66)
VAN ECK GLOBAL HARD & ASSETS FD CL I SYMBOL: GHAIX	5,161.9850	49.8900	257,531.43	48.45	250,077.41	7,454.02
YACKTMAN FOCUSED INST & SYMBOL: YAFIX	8,056.0180	25.1500	202,608.85	25.74	207,338.96	(4,730.11)
Total Equity Funds	26,951.0570		658,857.57		658,607.32	250.25

Total Mutual Funds	Quantity	Market Value	Unrealized Gain or (Loss)
Total Mutual Funds	46,116.7620	907,628.42	(3,012.88)
Total Investment Portfolio		907,628.42	(3,012.88)
Total Account Value		907,628.42	(3,012.88)
Total Cost-Basis		910,641.30	(3,012.88)

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

ACCOUNT NO 002-51922-1	STATEMENT PERIOD FROM 01 Dec 2013 TO 31 Dec 2013	PAGE 4 of 38
----------------------------------	--	------------------------

SECURITY POSITIONS

PRICE MAY BE OBTAINED FROM PRICING SERVICES. THE PRICES AND MARKET VALUES MAY NOT REFLECT PRICES OR VALUATIONS YOU WOULD RECEIVE FROM OTHER DEALERS, OR EVEN FROM AFFILIATES OR OTHER BUSINESS UNITS OF GOLDMAN SACHS AND CANNOT BE RELIED UPON AS A REPRESENTATION THAT ANY TRANSACTION CAN BE EFFECTED AT THIS PRICE OR VALUE. MARKET VALUE IN BASE CURRENCY IS PROVIDED FOR ILLUSTRATIVE PURPOSES ONLY, THESE ARE PRO FORMA BALANCES BASED UPON HYPOTHETICAL FX RATES, DETERMINED AS OF A REFERENCE POINT IN TIME UNIQUE TO EACH LOCAL MARKET, THAT ARE NOT NECESSARILY REPRESENTATIVE OF THE FX RATES THAT WOULD HAVE BEEN APPLICABLE HAD YOU ACTUALLY EXECUTED FX SPOT CONVERSIONS AS OF THE RELEVANT DATE.

FOR HIC ACCOUNTS, "QUANTITY SD" AND "MARKET VALUE SD" INDICATE A POSITION FOR WHICH THE CONTRACTUAL SETTLEMENT DATE FOR THE UNDERLYING TRADE ESTABLISHING SUCH POSITION HAS OCCURRED ON OR BEFORE THE DATE OF THIS STATEMENT IRRESPECTIVE OF WHETHER THE COUNTERPARTY DELIVERED SECURITIES ON SUCH DATE.

THIS SUMMARY MAY INCLUDE SECURITY POSITIONS FOR WHICH GOLDMAN, SACHS & CO DOES NOT ACT AS CUSTODIAN BUT WHICH ARE HELD IN CLIENT SPECIFIC MARKETS, AS FURTHER DESCRIBED IN THE SECTION ENTITLED SECURITY POSITIONS IN CLIENT SPECIFIC MARKETS.

DESCRIPTION	QUANTITY TD	QUANTITY SD	PRICE*	MARKET VALUE TD	MARKET VALUE SD CCY	MARKET VALUE IN BASE CURRENCY TD	MARKET VALUE IN BASE CURRENCY SD CCY	A/C TYPE
SECURITY POSITIONS								
COMMON STOCK								
Canadian Dollar (Exchange Rate: 0.94094622 USD)								
BAUER PERFORMANCE SPORTS LTD								
CMN CUSIP 07162P103 ISIN CA07162P1036	1,400	1,400	14.17	19,838.00	19,838.00 CAD	18,666.49	18,666.49 USD	HIC
DEETHREE EXPLORATION LIMITED								
CMN CUSIP 24461P106 ISIN CA24461P1062	1,500	1,500	9.57	14,355.00	14,355.00 CAD	13,507.28	13,507.28 USD	MGNL
NEWALTA CORPORATION								
CMN CUSIP 65020P103 ISIN CA65020P1036	350	350	17.42	6,097.00	6,097.00 CAD	5,736.95	5,736.95 USD	MGNL
TOTAL Canadian Dollar (Exchange Rate: 0.94094622 USD)				40,290.00	40,290.00 CAD	37,910.72	37,910.72 USD	
Hong Kong Dollar (Exchange Rate: 0.12896486 USD)								
DYNAM JAPAN HOLDINGS CO. LTD								
CMN CUSIP 9HH1AEYG1 ISIN JP3491910000	2,050	2,050	27.15	55,657.50	55,657.50 HKD	7,177.86	7,177.86 USD	MGNL
LOUIS XIII HOLDINGS LTD								
CMN CUSIP 9HH1J9IT3 ISIN BMG5713J1403	4,100	4,100	7.81	32,021.00	32,021.00 HKD	4,129.58	4,129.58 USD	HIC
TOTAL Hong Kong Dollar (Exchange Rate: 0.12896486 USD)				87,678.50	87,678.50 HKD	11,307.45	11,307.45 USD	
US Dollar (Exchange Rate: 1.00000000 USD)								
AFC ENTERPRISES INC								
CMN CUSIP 00104Q107 ISIN US00104Q1076	500	500	38.5	19,250.00	19,250.00 USD	19,250.00	19,250.00 USD	MGNL
ALLISON TRANSMISSION HLDG INC								
CMN CUSIP 01973R101 ISIN US01973R1014	100	100	27.61	2,761.00	2,761.00 USD	2,761.00	2,761.00 USD	MGNL

* A dash (-) is displayed for the price if valuation is not available.

ACCOUNT NO 002-51922-1	STATEMENT PERIOD FROM 01 Dec 2013 TO 31 Dec 2013	PAGE 5 of 38
---------------------------	---	-----------------

DESCRIPTION	QUANTITY	QUANTITY	PRICE ²	MARKET VALUE	MARKET VALUE	MARKET VALUE	MARKET VALUE	A/C	
	TD	SD		TD	SD CCY	IN BASE CURRENCY	IN BASE CURRENCY		
SECURITY POSITIONS (Cont.)									
COMMON STOCK (Cont.)									
US Dollar (Exchange Rate 1.00000000 USD) (Cont.)									
AMERCO									
CMN									
CUSIP 023586100									
ISIN US0235861004	250	250	237 84	59,460 00	59,460 00 USD	59,460 00	59,460 00 USD	MGNL	
AMERICAN TOWER CORPORATION									
CMN									
CUSIP 03027X100									
ISIN US03027X1000	1,500	1,500	79 82	119,730 00	119,730 00 USD	119,730 00	119,730 00 USD	MGNL	
APACHE CORP									
CMN									
CUSIP 037411105									
ISIN US0374111054	600	600	85 94	51,564 00	51,564 00 USD	51,564 00	51,564 00 USD	MGNL	
APPLE, INC									
CMN									
CUSIP 037833100									
ISIN US0378331005	(200)	(200)	561 02	(112,204 00)	(112,204 00) USD	(112,204 00)	(112,204 00) USD	SUSP	
APPLE, INC									
CMN									
CUSIP 037833100									
ISIN US0378331005	250	250	561 02	140,255 00	140,255 00 USD	140,255 00	140,255 00 USD	MGNL	
ARIAD PHARMACEUTICALS INC									
CMN									
CUSIP 04033A100									
ISIN US04033A1007	1,000	1,000	6 82	6,820 00	6,820 00 USD	6,820 00	6,820 00 USD	MGNL	
ARMSTRONG WORLD INDUSTRIES, INC									
CMN									
CUSIP 04247X102									
ISIN US04247X1028	450	450	57 61	25,924 50	25,924 50 USD	25,924 50	25,924 50 USD	MGNL	
ASTRONICS CORP									
CMN									
CUSIP 046433108									
ISIN US0464331083	200	200	51	10,200 00	10,200 00 USD	10,200 00	10,200 00 USD	MGNL	
ASTRONICS CORPORATION									
CMN CLASS B									
CUSIP 046433207									
ISIN US0464332073	40	40	50 75	2,030 00	2,030 00 USD	2,030 00	2,030 00 USD	MGNL	
AVIS BUDGET GROUP, INC									
CMN									
CUSIP 053774105									
ISIN US0537741052	250	250	40 42	10,105 00	10,105 00 USD	10,105 00	10,105 00 USD	MGNL	
AVNET INC									
CMN									
CUSIP 053807103									
ISIN US0538071038	275	275	44 11	12,130 25	12,130 25 USD	12,130 25	12,130 25 USD	MGNL	
AZZ INC									
CMN									
CUSIP 002474104									
ISIN US0024741045	0	100	48 86	0 00	4,886 00 USD	0 00	4,886 00 USD	MGNL	
BANKUNITED INC									
CMN									
CUSIP 06652K103									
ISIN US06652K1034	1,000	1,000	32 92	32,920 00	32,920 00 USD	32,920 00	32,920 00 USD	MGNL	
BARRETT BUSINESS SERVICES INC									
CMN									
CUSIP 068463108									
ISIN US0684631080	(100)	(100)	92 74	(9,274 00)	(9,274 00) USD	(9,274 00)	(9,274 00) USD	MGNS	
BEACON ROOFING SUPPLY, INC									
CMN									
CUSIP 073685109									
ISIN US0736851090	800	900	40 28	32,224 00	36,252 00 USD	32,224 00	36,252 00 USD	MGNL	
BED BATH & BEYOND INC									
CMN									
CUSIP 075896100									
ISIN US0758961009	550	550	80 3	44,165 00	44,165 00 USD	44,165 00	44,165 00 USD	MGNL	
BRUNSWICK CORP									
CMN									
CUSIP 117043109									
ISIN US1170431092	300	300	46 06	13,818 00	13,818 00 USD	13,818 00	13,818 00 USD	MGNL	

² A dash (-) is displayed for the price if valuation is not available

ACCOUNT NO	STATEMENT PERIOD	PAGE
002-51922-1	FROM 01 Dec 2013 TO 31 Dec 2013	6 of 38

DESCRIPTION	QUANTITY		PRICE ²	MARKET VALUE		MARKET VALUE		MARKET VALUE		A/C TYPE
	TD	SD		TD	SD	IN BASE CURRENCY	IN BASE CURRENCY	IN BASE CURRENCY		
SECURITY POSITIONS (Cont.)										
COMMON STOCK (Cont.)										
US Dollar (Exchange Rate: 1 00000000 USD) (Cont.)										
CAMERON INTERNATIONAL CORP										
CMN										
CUSIP 13342B105										
ISIN US13342B1052	400	400	59 53	23,812 00	23,812 00	USD	23,812 00	23,812 00	USD	MGNL
CARMIKE CINEMAS INC										
CMN										
CUSIP 143436400										
ISIN US1434364006	800	800	27 84	22,272 00	22,272 00	USD	22,272 00	22,272 00	USD	MGNL
CASELLA WASTE SYSTEMS INC										
CLASS A										
CUSIP 147448104										
ISIN US1474481041	4,000	4,000	5 8	23,200 00	23,200 00	USD	23,200 00	23,200 00	USD	MGNL
CHART INDUSTRIES, INC										
CMN										
CUSIP 16115Q308										
ISIN US16115Q3083	200	200	95 64	19,128 00	19,128 00	USD	19,128 00	19,128 00	USD	MGNL
CHUYS HLDGS INC										
CMN										
CUSIP 171604101										
ISIN US1716041017	650	650	36 02	23,413 00	23,413 00	USD	23,413 00	23,413 00	USD	HIC
CISCO SYSTEMS, INC										
CMN										
CUSIP 17275R102										
ISIN US17275R1023	1,100	1,100	22 43	24,673 00	24,673 00	USD	24,673 00	24,673 00	USD	MGNL
COGENT COMMUNICATIONS GROUP INC										
CMN										
CUSIP 19239V302										
ISIN US19239V3024	300	300	40 41	12,123 00	12,123 00	USD	12,123 00	12,123 00	USD	MGNL
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A										
CUSIP 192446102										
ISIN US1924461023	(200)	(200)	100 98	(20,196 00)	(20,196 00)	USD	(20,196 00)	(20,196 00)	USD	MGNS
COHERENT INC										
CMN										
CUSIP 192479103										
ISIN US1924791031	200	200	74 39	14,878 00	14,878 00	USD	14,878 00	14,878 00	USD	MGNL
CONSOLIDATED GRAPHICS INC										
CMN										
CUSIP 209341106										
ISIN US2093411062	400	400	67 44	26,976 00	26,976 00	USD	26,976 00	26,976 00	USD	MGNL
CONSTELLATION BRANDS INC										
CMN CLASS A										
CUSIP 21036P108										
ISIN US21036P1084	500	500	70 38	35,190 00	35,190 00	USD	35,190 00	35,190 00	USD	MGNL
CONTROL4 CORPORATION										
CMN										
CUSIP 21240D107										
ISIN US21240D1072	1,150	1,150	17 7	20,355 00	20,355 00	USD	20,355 00	20,355 00	USD	MGNL
CORE MARK HLDG CO INC										
CMN										
CUSIP 218681104										
ISIN US2186811046	300	300	75 93	22,779 00	22,779 00	USD	22,779 00	22,779 00	USD	MGNL
COVIDIEN PUBLIC LIMITED										
COMPAN'Y										
CMN										
CUSIP G2554F113										
ISIN IE00B68SQD29	1,300	1,300	68 1	88,530 00	88,530 00	USD	88,530 00	88,530 00	USD	MGNL
CPI AEROSTRUCTURES INC (NEW)										
CMN										
CUSIP 125919308										
ISIN US1259193084	(150)	(150)	15 04	(2,256 00)	(2,256 00)	USD	(2,256 00)	(2,256 00)	USD	MGNS
CROWN CASTLE INTL CORP										
COMMON STOCK										
CUSIP 228227104										
ISIN US2282271046	5,500	5,500	73 43	403,865 00	403,865 00	USD	403,865 00	403,865 00	USD	MGNL
CSX CORPORATION										
CMN										
CUSIP 126408103										
ISIN US1264081035	2,450	2,450	28 77	70,486 50	70,486 50	USD	70,486 50	70,486 50	USD	MGNL

² A dash () is displayed for the price if valuation is not available



ACCOUNT NO	STATEMENT PERIOD	PAGE
002-51922-1	FROM 01 Dec 2013 TO 31 Dec 2013	7 of 38

DESCRIPTION	QUANTITY	QUANTITY	PRICE ²	MARKET VALUE	MARKET VALUE	MARKET VALUE	MARKET VALUE	A/C	
	TD	SD		TD	SD CCY	IN BASE CURRENCY	IN BASE CURRENCY		SD CCY
SECURITY POSITIONS (Cont.)									
COMMON STOCK (Cont.)									
US Dollar (Exchange Rate: 1.00000000 USD) (Cont.)									
CUMMINS INC COMMON STOCK CUSIP 231021106 ISIN US2310211063	200	200	140 97	28,194 00	28,194 00 USD	28,194 00	28,194 00 USD	MGNL	
DARLING INTERNATIONAL INC CMN CUSIP 237266101 ISIN US2372661015	150	150	20 88	3,132 00	3,132 00 USD	3,132 00	3,132 00 USD	HIC	
DEERE & COMPANY CMN CUSIP 244199105 ISIN US2441991054	300	300	91 33	27,399 00	27,399 00 USD	27,399 00	27,399 00 USD	SUSP	
DENBURY RESOURCES INC CMN CUSIP 247916208 ISIN US2479162081	1,850	1,850	16 43	30,395 50	30,395 50 USD	30,395 50	30,395 50 USD	MGNL	
DENNY'S CORPORATION CMN CUSIP 24869P104 ISIN US24869P1049	600	600	7 19	4,314 00	4,314 00 USD	4,314 00	4,314 00 USD	MGNL	
DEVON ENERGY CORPORATION (NEW) CMN CUSIP 25179M103 ISIN US25179M1036	300	300	61 87	18,561 00	18,561 00 USD	18,561 00	18,561 00 USD	MGNL	
DRESSER-RAND GROUP INC CMN CUSIP 261608103 ISIN US2616081038	700	700	59 63	41,741 00	41,741 00 USD	41,741 00	41,741 00 USD	MGNL	
EATON CORP PLC CMN CUSIP G29183103 ISIN IE00B8KQN827	300	300	76 12	22,836 00	22,836 00 USD	22,836 00	22,836 00 USD	MGNL	
EDWARDS LIFESCIENCES CORP CMN CUSIP 28176E108 ISIN US28176E1082	100	100	65 76	6,576 00	6,576 00 USD	6,576 00	6,576 00 USD	MGNL	
EMC CORPORATION MASS CMN CUSIP 268648102 ISIN US2686481027	975	975	25 15	24,521 25	24,521 25 USD	24,521 25	24,521 25 USD	MGNL	
ENSERVCO CORP CMN CUSIP 29358Y102 ISIN US29358Y1029	400	400	1 81	724 00	724 00 USD	724 00	724 00 USD	HIC	
EXACT SCIENCES CORP CMN CUSIP 30063P105 ISIN US30063P1057	1,350	1,300	11 75	15,862 50	15,275 00 USD	15,862 50	15,275 00 USD	MGNL	
EXONE COMPANY CMN CUSIP 302104104 ISIN US3021041047	200	200	60 46	12,092 00	12,092 00 USD	12,092 00	12,092 00 USD	MGNL	
FARO TECHNOLOGIES INC CMN CUSIP 311642102 ISIN US3116421021	200	200	58 3	11,660 00	11,660 00 USD	11,660 00	11,660 00 USD	MGNL	
FLOTEK INDUSTRIES, INC CMN CUSIP 343389102 ISIN US3433891021	1,950	1,950	20 07	39,136 50	39,136 50 USD	39,136 50	39,136 50 USD	MGNL	
FMC CORPORATION CMN CUSIP 302491303 ISIN US3024913036	200	200	75 46	15,092 00	15,092 00 USD	15,092 00	15,092 00 USD	MGNL	
FOSTER L B CL A CMN CUSIP 350060109 ISIN US3500601097	200	200	47 29	9,458 00	9,458 00 USD	9,458 00	9,458 00 USD	MGNL	
FOX FACTORY HOLDING CORP CMN CUSIP 35138V102 ISIN US35138V1026	2,000	1,900	17 62	35,240 00	33,478 00 USD	35,240 00	33,478 00 USD	MGNL	

² A dash (-) is displayed for the price if valuation is not available

ACCOUNT NO 002-51922-1	STATEMENT PERIOD FROM 01 Dec 2013 TO 31 Dec 2013	PAGE 8 of 38
---------------------------	---	-----------------

DESCRIPTION	QUANTITY	QUANTITY	PRICE*	MARKET VALUE	MARKET VALUE	MARKET VALUE	MARKET VALUE	A/C
	TD	SD		TD	SD CCY	IN BASE CURRENCY	IN BASE CURRENCY	
SECURITY POSITIONS (Cont.)								
COMMON STOCK (Cont.)								
US Dollar (Exchange Rate 1 00000000 USD) (Cont)								
FRANKS INTL N V								
CMN								
CUSIP N33462107								
ISIN NL0010556684	100	100	27	2,700 00	2,700 00 USD	2,700 00	2,700 00 USD	MGNL
FTD COMPANIES, INC								
CMN								
CUSIP 30281V108								
ISIN US30281V1089	300	300	32 58	9,774 00	9,774 00 USD	9,774 00	9,774 00 USD	MGNL
GATX CORPORATION								
CMN								
CUSIP 361448103								
ISIN US3614481030	1,850	1,850	52 17	96,514 50	96,514 50 USD	96,514 50	96,514 50 USD	MGNL
GENERAL MOTORS COMPANY								
CMN								
CUSIP 37045V100								
ISIN US37045V1008	4,500	4,500	40 87	183,915 00	183,915 00 USD	183,915 00	183,915 00 USD	MGNL
GLOBAL BRASS AND COPPER								
HOLDIN*GS, INC								
CMN								
CUSIP 37953G103								
ISIN US37953G1031	100	100	16 55	1,655 00	1,655 00 USD	1,655 00	1,655 00 USD	MGNL
GREENBRIER COMPANIES INC								
CMN								
CUSIP 393657101								
ISIN US3936571013	100	100	32 84	3,284 00	3,284 00 USD	3,284 00	3,284 00 USD	MGNL
GSE HOLDINGS INC								
CMN								
SRS 15182016								
CUSIP 36191X100								
ISIN US36191X1000	700	700	2 07	1,449 00	1,449 00 USD	1,449 00	1,449 00 USD	MGNL
HALLIBURTON COMPANY								
CMN								
CUSIP 406216101								
ISIN US4062161017	1 050	1,050	50 75	53,287 50	53,287 50 USD	53,287 50	53,287 50 USD	MGNL
HEWLETT-PACKARD CO								
CMN								
CUSIP 428236103								
ISIN US4282361033	800	800	27 98	22,384 00	22,384 00 USD	22,384 00	22,384 00 USD	MGNL
HILL INTERNATIONAL INC								
CMN								
CUSIP 431466101								
ISIN US4314661012	1,000	1,000	3 95	3,950 00	3,950 00 USD	3,950 00	3,950 00 USD	MGNL
HOME BANCSHARES, INC								
CMN								
CUSIP 436893200								
ISIN US4368932004	100	100	37 35	3,735 00	3,735 00 USD	3,735 00	3,735 00 USD	MGNL
IGNITE RESTAURANT GROUP								
INC								
CMN								
CUSIP 451730105								
ISIN US4517301051	2,500	2,500	12 5	31,250 00	31,250 00 USD	31,250 00	31,250 00 USD	MGNL
INSPERITY INC								
CMN								
CUSIP 45778Q107								
ISIN US45778Q1076	300	300	36 13	10,839 00	10,839 00 USD	10,839 00	10,839 00 USD	MGNL
INTEL CORPORATION								
CMN								
CUSIP 458140100								
ISIN US4581401001	1,000	1,000	25 955	25,955 00	25,955 00 USD	25,955 00	25,955 00 USD	MGNL
INTL BUSINESS MACHINES								
CORP								
CMN								
CUSIP 459200101								
ISIN US4592001014	150	150	187 57	28,135 50	28,135 50 USD	28,135 50	28,135 50 USD	MGNL
INTRALINKS HOLDINGS, INC								
CMN								
CUSIP 46118H104								
ISIN US46118H1041	600	600	12 11	7,266 00	7,266 00 USD	7,266 00	7,266 00 USD	MGNL
IPG PHOTONICS CORP								
CMN								
CUSIP 44980X109								
ISIN US44980X1090	100	100	77 61	7,761 00	7,761 00 USD	7,761 00	7,761 00 USD	MGNL

* A dash () is displayed for the price if valuation is not available

ACCOUNT NO 002-51922-1	STATEMENT PERIOD FROM 01 Dec 2013 TO 31 Dec 2013	PAGE 9 of 38
----------------------------------	--	------------------------

DESCRIPTION	QUANTITY TD	QUANTITY SD	PRICE*	MARKET VALUE TD	MARKET VALUE SD CCY	MARKET VALUE IN BASE CURRENCY TD	MARKET VALUE IN BASE CURRENCY SD CCY	A/C TYPE
SECURITY POSITIONS (Cont.)								
COMMON STOCK (Cont.)								
US Dollar (Exchange Rate: 1 00000000 USD) (Cont.)								
IRIDIUM COMMUNICATIONS INC								
CMN								
CUSIP 46269C102								
ISIN US46269C1027	3,200	3,200	6 251	20,003 20	20,003 20 USD	20,003 20	20,003 20 USD	MGNL
ISHARES 1-3 YEAR TREASURY BOND ETF								
CUSIP 464287457								
ISIN US4642874576	(1,400)	(1,400)	84 38	(118,132 00)	(118,132 00) USD	(118,132 00)	(118,132 00) USD	MGNS
ISHARES MSCI JAPAN ETF								
ge The fund normally invests in a representative subset of securities that comprise the index instead of investing in each stock that is in the index Management uses a passive investment strategy and selects securities in order to have aggregate fundame selects securities in order to have aggregate fundamental characteristics similar to that of the index The fund is nondiversified Prior to May 19, 2000, the fund was named WEBS Index Japan Fund								
CUSIP 464286848								
ISIN US4642868487	4,200	4,200	12 139	50,983 80	50,983 80 USD	50,983 80	50,983 80 USD	MGNL
ISHARES MSCI JAPAN SMALL CAP ETF								
CUSIP 464286582								
ISIN US4642865822	300	300	54 276	16,282 80	16,282 80 USD	16,282 80	16,282 80 USD	MGNL
ISHARES RUSSELL 2000 ETF								
CUSIP 464287655								
ISIN US4642876555	1,600	1,600	115 36	184,576 00	184,576 00 USD	184,576 00	184,576 00 USD	MGNL
ITT EDUCATIONAL SERVICES INC								
CMN								
CUSIP 45068B109								
ISIN US45068B1098	1,350	1,600	33 58	45,333 00	53,728 00 USD	45,333 00	53,728 00 USD	MGNL
JPMORGAN CHASE & CO								
CMN								
CUSIP 46625H100								
ISIN US46625H1005	1,500	1,500	58 48	87,720 00	87,720 00 USD	87,720 00	87,720 00 USD	MGNL
KENNEDY-WILSON HOLDINGS INC								
CMN								
CUSIP 489398107								
ISIN US4893981070	1,000	1,000	22 25	22,250 00	22,250 00 USD	22,250 00	22,250 00 USD	MGNL
KONA GRILL, INC								
CMN								
CUSIP 50047H201								
ISIN US50047H2013	1,850	1,850	18 52	34,262 00	34,262 00 USD	34,262 00	34,262 00 USD	MGNL
KRISPY KREME DOUGHNUTS INC								
CMN								
CUSIP 501014104								
ISIN US5010141043	100	100	19 29	1,929 00	1,929 00 USD	1,929 00	1,929 00 USD	MGNL
LCNB CORP								
CMN								
CUSIP 50181P100								
ISIN US50181P1003	450	450	17 87	8,041 50	8,041 50 USD	8,041 50	8,041 50 USD	MGNL
LEXMARK INTERNATIONAL INC								
CMN CLASS A								
CUSIP 529771107								
ISIN US5297711070	500	500	35 52	17,760 00	17,760 00 USD	17,760 00	17,760 00 USD	MGNL
LIBBEY INC								
CMN								
CUSIP 529898108								
ISIN US5298981086	4,400	4,400	21	92,400 00	92,400 00 USD	92,400 00	92,400 00 USD	MGNL

* A dash (-) is displayed for the price if valuation is not available



ACCOUNT NO 002-51922-1	STATEMENT PERIOD FROM 01 Dec 2013 TO 31 Dec 2013	PAGE 10 of 38
---------------------------	---	------------------

DESCRIPTION	QUANTITY TD	QUANTITY SD	PRICE ¹	MARKET VALUE TD	MARKET VALUE SD CCY	MARKET VALUE IN BASE CURRENCY TD	MARKET VALUE IN BASE CURRENCY SD CCY	A/C TYPE
SECURITY POSITIONS (Cont.)								
COMMON STOCK (Cont)								
US Dollar (Exchange Rate. 1.00000000 USD) (Cont.)								
LYONDELLBASELL INDUSTRIES								
N V								
CMN CLASS A								
CUSIP N53745100								
ISIN NL0009434992								
	400	400	80 28	32,112 00	32,112 00 USD	32,112 00	32,112 00 USD	MGNL
MALLINCKRODT PUBLIC								
LIMITED CO								
CMN								
CUSIP G5785G107								
ISIN IE00BBGT3753								
	200	200	52 26	10,452 00	10,452 00 USD	10,452 00	10,452 00 USD	MGNL
MANITEX INTERNATIONAL, INC								
CMN								
CUSIP 563420108								
ISIN US5634201082								
	1,500	1,500	15 88	23,820 00	23,820 00 USD	23,820 00	23,820 00 USD	MGNL
MANITOWOC CO INC								
CMN								
CUSIP 563571108								
ISIN US5635711089								
	(450)	(450)	23 32	(10,494 00)	(10,494 00) USD	(10,494 00)	(10,494 00) USD	MGNS
MARCUS CORP								
CMN								
CUSIP 566330106								
ISIN US5663301068								
	350	350	13 44	4,704 00	4,704 00 USD	4,704 00	4,704 00 USD	MGNL
MARTIN MARIETTA								
MATERIALS,INC								
CMN								
CUSIP 573284106								
ISIN US5732841060								
	225	225	99 94	22,486 50	22,486 50 USD	22,486 50	22,486 50 USD	MGNL
MEDLEY CAPITAL								
CORPORATION								
CMN								
CUSIP 58503F106								
ISIN US58503F1066								
	(100)	(100)	13 85	(1,385 00)	(1,385 00) USD	(1,385 00)	(1,385 00) USD	MGNS
MESABI TRUST UBI								
CMN								
CUSIP 590672101								
ISIN US5906721015								
	(1,000)	(1,000)	22 26	(22,260 00)	(22,260 00) USD	(22,260 00)	(22,260 00) USD	MGNS
MIDSOUTH BANCORP, INC								
CMN								
CUSIP 598039105								
ISIN US5980391057								
	500	500	17 86	8,930 00	8,930 00 USD	8,930 00	8,930 00 USD	MGNL
MRC GLOBAL INC								
CMN								
CUSIP 55345K103								
ISIN US55345K1034								
	900	900	32 26	29,034 00	29,034 00 USD	29,034 00	29,034 00 USD	MGNL
NATIONAL OILWELL VARCO, INC								
COMMON STOCK								
CMN								
CUSIP 637071101								
ISIN US6370711011								
	400	400	79 53	31,812 00	31,812 00 USD	31,812 00	31,812 00 USD	MGNL
NEWMONT MINING								
CORPORATION								
CMN								
CUSIP 651639106								
ISIN US6516391066								
	2,300	2,300	23 03	52,969 00	52,969 00 USD	52,969 00	52,969 00 USD	MGNL
NORDSON CORP								
CMN								
CUSIP 655663102								
ISIN US6556631025								
	150	150	74 3	11,145 00	11,145 00 USD	11,145 00	11,145 00 USD	MGNL
NORFOLK SOUTHERN								
CORPORATION								
CMN								
CUSIP 655844108								
ISIN US6558441084								
	2,600	2,600	92 83	241,358 00	241,358 00 USD	241,358 00	241,358 00 USD	MGNL
NORTHWEST PIPE COMPANY								
CMN								
CUSIP 667746101								
ISIN US6677461013								
	200	200	37 76	7,552 00	7,552 00 USD	7,552 00	7,552 00 USD	MGNL
NUANCE COMMUNICATIONS,								
INC								
CMN								
CUSIP 67020Y100								
ISIN US67020Y1001								
	650	600	15 2	9,880 00	9,120 00 USD	9,880 00	9,120 00 USD	MGNL

¹ A dash (-) is displayed for the price if valuation is not available



ACCOUNT NO 002-51922-1	STATEMENT PERIOD FROM 01 Dec 2013 TO 31 Dec 2013	PAGE 11 of 38
---------------------------	---	------------------

DESCRIPTION	QUANTITY	QUANTITY	PRICE ²	MARKET VALUE	MARKET VALUE	MARKET VALUE	MARKET VALUE	A/C TYPE
	TD	SD		TD	SD	IN BASE CURRENCY TD	IN BASE CURRENCY SD	
SECURITY POSITIONS (Cont.)								
COMMON STOCK (Cont.)								
US Dollar (Exchange Rate: 1.00000000 USD) (Cont.)								
OCCIDENTAL PETROLEUM								
CORP								
CMN								
CUSIP 674599105								
ISIN US6745991058								
	500	500	95 1	47,550 00	47,550 00 USD	47,550 00	47,550 00 USD	MGNL
OMNOVA SOLUTIONS INC								
CMN								
CUSIP 682129101								
ISIN US6821291019								
	800	800	9 11	7,288 00	7,288 00 USD	7,288 00	7,288 00 USD	MGNL
ON SEMICONDUCTOR CORP								
CMN								
CUSIP 682189105								
ISIN US6821891057								
	3,950	3,950	8 24	32,548 00	32,548 00 USD	32,548 00	32,548 00 USD	MGNL
OWENS CORNING								
CMN								
CUSIP 690742101								
ISIN US6907421019								
	1,350	1,350	40 72	54,972 00	54,972 00 USD	54,972 00	54,972 00 USD	MGNL
PANERA BREAD COMPANY CL-A								
CMN CLASS A								
CUSIP 69840W108								
ISIN US69840W1080								
	100	100	176 69	17,669 00	17,669 00 USD	17,669 00	17,669 00 USD	MGNL
PHI INC								
CMN CLASS								
CUSIP 69336T205								
ISIN US69336T2050								
	650	650	43 4	28,210 00	28,210 00 USD	28,210 00	28,210 00 USD	MGNL
PINNACLE ENTMT INC								
CMN								
CUSIP 723456109								
ISIN US7234561097								
	200	200	25 99	5,198 00	5,198 00 USD	5,198 00	5,198 00 USD	MGNL
PLATFORM ACQUISITION								
HOLDINGS 'LTD								
CMN								
PLATFORM ACQUISITION								
HOLDING								
CUSIP 9EQ369RQ6								
ISIN VGG712491098								
	100	100	10 455	1,045 50	1,045 50 USD	1,045 50	1,045 50 USD	HIC
POWERSECURE								
INTERNATIONAL INC								
CMN								
CUSIP 73936N105								
ISIN US73936N1054								
	500	500	17 17	8,585 00	8,585 00 USD	8,585 00	8,585 00 USD	MGNL
QUALITY DISTRIBUTION, INC								
CMN								
CUSIP 74756M102								
ISIN US74756M1027								
	1,150	1,100	12 83	14,754 50	14,113 00 USD	14,754 50	14,113 00 USD	MGNL
RAYMOND JAMES FINANCIAL								
INC								
CMN								
CUSIP 754730109								
ISIN US7547301090								
	600	600	52 19	31,314 00	31,314 00 USD	31,314 00	31,314 00 USD	MGNL
RENT-A-CENTER INC								
CMN								
CUSIP 76009N100								
ISIN US76009N1000								
	1,900	1,900	33 34	63,346 00	63,346 00 USD	63,346 00	63,346 00 USD	MGNL
REXNORD HOLDINGS, INC								
CMN								
CUSIP 76169B102								
ISIN US76169B1026								
	600	600	27 01	16,206 00	16,206 00 USD	16,206 00	16,206 00 USD	MGNL
ROCK-TENN CO CL A								
CMN CLASS A								
CUSIP 772739207								
ISIN US7727392075								
	300	300	105 01	31,503 00	31,503 00 USD	31,503 00	31,503 00 USD	MGNL
ROGERS CORP								
CMN								
CUSIP 775133101								
ISIN US7751331015								
	300	300	61 5	18,450 00	18,450 00 USD	18,450 00	18,450 00 USD	MGNL
RYDER SYSTEM INC								
CMN								
CUSIP 783549108								
ISIN US7835491082								
	2,200	2,200	73 78	162,316 00	162,316 00 USD	162,316 00	162,316 00 USD	MGNL

² A dash () is displayed for the price if valuation is not available



ACCOUNT NO 002-51922-1	STATEMENT PERIOD FROM 01 Dec 2013 TO 31 Dec 2013	PAGE 12 of 38
---------------------------	---	------------------

DESCRIPTION	QUANTITY	QUANTITY	PRICE ²	MARKET VALUE	MARKET VALUE	MARKET VALUE	MARKET VALUE	A/C	
	TD	SD		TD	SD	IN BASE CURRENCY	IN BASE CURRENCY		SD CCY
SECURITY POSITIONS (Cont.)									
COMMON STOCK (Cont.)									
US Dollar (Exchange Rate 1 00000000 USD) (Cont.)									
SCHWEITZER-MAUDUIT INTERNATIONAL INC CMN CUSIP 808541106 ISIN US8085411069	100	100	51 47	5,147 00	5,147 00 USD	5,147 00	5,147 00 USD	MGNL	
SENSATA TECHNOLOGIES HLDG N V CMN CUSIP N7902X106 ISIN NL0009324904	1,850	1,850	38 77	71,724 50	71,724 50 USD	71,724 50	71,724 50 USD	MGNL	
SHARPS COMPLIANCE CORP CMN CUSIP 820017101 ISIN US8200171010	500	500	4 73	2,365 00	2,365 00 USD	2,365 00	2,365 00 USD	MGNL	
SIRONA DENTAL SYSTEMS, INC CMN CUSIP 82966C103 ISIN US82966C1036	200	200	70 2	14,040 00	14,040 00 USD	14,040 00	14,040 00 USD	MGNL	
SPARK NETWORKS, INC CMN CUSIP 84651P100 ISIN US84651P1003	3,350	3,350	6 16	20,636 00	20,636 00 USD	20,636 00	20,636 00 USD	MGNL	
SPDR S&P 500 ETF TRUST CUSIP 78462F103 ISIN US78462F1030	1,100	1,100	184 69	203,159 00	203,159 00 USD	203,159 00	203,159 00 USD	MGNL	
TANGOE INC CMN CUSIP 87582Y108 ISIN US87582Y1082	300	300	18 01	5,403 00	5,403 00 USD	5,403 00	5,403 00 USD	MGNL	
TERADATA CORPORATION CMN CUSIP 88076W103 ISIN US88076W1036	1,200	1,200	45 49	54,588 00	54,588 00 USD	54,588 00	54,588 00 USD	MGNL	
TEXAS CAPITAL BANCSHARES, INC CMN CUSIP 88224Q107 ISIN US88224Q1076	300	300	62 2	18,660 00	18,660 00 USD	18,660 00	18,660 00 USD	MGNL	
THE CHEF S WAREHOUSE INC CMN SRS 14009480 CUSIP 163086101 ISIN US1630861011	150	150	29 16	4,374 00	4,374 00 USD	4,374 00	4,374 00 USD	MGNL	
THE WILLIAMS COMPANIES, INC CMN CUSIP 969457100 ISIN US9694571004	250	250	38 57	9,642 50	9,642 50 USD	9,642 50	9,642 50 USD	MGNL	
TILE SHOP HLDGS INC CMN CUSIP 88677Q109 ISIN US88677Q1094	5,400	5,400	18 07	97,578 00	97,578 00 USD	97,578 00	97,578 00 USD	MGNL	
TITAN INTERNATIONAL INC (NEW) CMN CUSIP 88830M102 ISIN US88830M1027	550	550	17 98	9,889 00	9,889 00 USD	9,889 00	9,889 00 USD	MGNL	
TITAN MACHINERY INC CMN CUSIP 88830R101 ISIN US88830R1014	2,100	2,100	17 82	37,422 00	37,422 00 USD	37,422 00	37,422 00 USD	MGNL	
TRANSDIGM GROUP INCORPORATED CMN CUSIP 893641100 ISIN US8936411003	150	150	161 02	24,153 00	24,153 00 USD	24,153 00	24,153 00 USD	MGNL	
TRIMAS CORPORATION CMN CUSIP 896215209 ISIN US8962152091	700	700	39 89	27,923 00	27,923 00 USD	27,923 00	27,923 00 USD	MGNL	
TRINITY BIOTECH PLC SPONSORED ADR CMN CUSIP 896438306 ISIN US8964383066	100	100	25 14	2,514 00	2,514 00 USD	2,514 00	2,514 00 USD	MGNL	

² A dash () is displayed for the price if valuation is not available



ACCOUNT NO 002-51922-1	STATEMENT PERIOD FROM 01 Dec 2013 TO 31 Dec 2013	PAGE 13 of 38
---------------------------	---	------------------

DESCRIPTION	QUANTITY TD	QUANTITY SD	PRICE ²	MARKET VALUE TD	MARKET VALUE SD CCY	MARKET VALUE IN BASE CURRENCY TD	MARKET VALUE IN BASE CURRENCY SD CCY	A/C TYPE
SECURITY POSITIONS (Cont.)								
COMMON STOCK (Cont)								
US Dollar (Exchange Rate: 1.00000000 USD) (Cont.)								
TRISTATE CAPITAL HOLDINGS, INC CMN CUSIP 89678F100 ISIN US89678F1003								
	250	250	11.86	2,965.00	2,965.00 USD	2,965.00	2,965.00 USD	MGNL
TRIUMPH GROUP INC CMN CUSIP 896818101 ISIN US8968181011								
	950	950	76.07	72,266.50	72,266.50 USD	72,266.50	72,266.50 USD	MGNL
ULTA SALON COSMETICS & FRAGRANCE INC CMN CUSIP 90384S303 ISIN US90384S3031								
	150	150	96.52	14,478.00	14,478.00 USD	14,478.00	14,478.00 USD	MGNL
UNION PACIFIC CORP CMN CUSIP 907818108 ISIN US9078181081								
	1,600	1,600	168	268,800.00	268,800.00 USD	268,800.00	268,800.00 USD	MGNL
UNITED RENTALS, INC CMN CUSIP 911363109 ISIN US9113631090								
	100	100	77.95	7,795.00	7,795.00 USD	7,795.00	7,795.00 USD	MGNL
USG CORP (NEW) CMN CUSIP 903293405 ISIN US9032934054								
	400	400	28.38	11,352.00	11,352.00 USD	11,352.00	11,352.00 USD	MGNL
VERIFONE SYSTEMS INC CMN CUSIP 92342Y109 ISIN US92342Y1091								
	1,400	1,400	26.82	37,548.00	37,548.00 USD	37,548.00	37,548.00 USD	MGNL
VISA INC CMN CLASS A CUSIP 92826C839 ISIN US92826C8394								
	200	200	222.68	44,536.00	44,536.00 USD	44,536.00	44,536.00 USD	MGNL
VISHAY PRECISION GROUP INC CMN CUSIP 92835K103 ISIN US92835K1034								
	200	200	14.89	2,978.00	2,978.00 USD	2,978.00	2,978.00 USD	MGNL
W W GRAINGER INCORPORATED CMN CUSIP 384802104 ISIN US3848021040								
	175	175	255.42	44,698.50	44,698.50 USD	44,698.50	44,698.50 USD	MGNL
WHITING PETROLEUM CORPORATION CMN CUSIP 966387102 ISIN US9663871021								
	400	400	61.87	24,748.00	24,748.00 USD	24,748.00	24,748.00 USD	MGNL
WORLD WRESTLING ENTERTAINMENT CMN CLASS A CUSIP 98156Q108 ISIN US98156Q1085								
	2,000	2,000	16.58	33,160.00	33,160.00 USD	33,160.00	33,160.00 USD	MGNL
ZALE CORP (NEW) CMN CUSIP 988858106 ISIN US9888581066								
	850	850	15.77	13,404.50	13,404.50 USD	13,404.50	13,404.50 USD	MGNL
ZOETIS INC CMN CLASS A CUSIP 98978V103 ISIN US98978V1035								
	1,000	1,000	32.69	32,690.00	32,690.00 USD	32,690.00	32,690.00 USD	MGNL
TOTAL US Dollar (Exchange Rate: 1.00000000 USD)				4,789,013.80	4,802,571.80 USD	4,789,013.80	4,802,571.80 USD	
TOTAL COMMON STOCK						4,838,231.97	4,851,789.97 USD	

² A dash () is displayed for the price if valuation is not available



ACCOUNT NO 002-51922-1	STATEMENT PERIOD FROM 01 Dec 2013 TO 31 Dec 2013	PAGE 14 of 38
---------------------------	---	------------------

DESCRIPTION	QUANTITY TD	QUANTITY SD	PRICE*	MARKET VALUE TD	MARKET VALUE SD CCY	MARKET VALUE IN BASE CURRENCY TD	MARKET VALUE IN BASE CURRENCY SD CCY	A/C TYPE
SECURITY POSITIONS (Cont.)								
DISTRESSED								
US Dollar (Exchange Rate: 1.00000000 USD)								
CENTRAL GARDEN & PET COMPANY								
8 25% 03/01/2018								
SRS 10514407								
CUSIP 153527AG1								
ISIN US153527AG11								
MOODY B3	50,000	50,000	97.25	48,625.00	48,625.00 USD	48,625.00	48,625.00 USD	MGNL
TOTAL US Dollar (Exchange Rate: 1.00000000 USD)				48,625.00	48,625.00 USD	48,625.00	48,625.00 USD	
TOTAL DISTRESSED						48,625.00	48,625.00 USD	
UNIT								
US Dollar (Exchange Rate: 1.00000000 USD)								
QUINPARIO ACQUISITION CORP								
UNIT								
CUSIP 74874R207								
ISIN US74874R2076	200	200	10.749	2,149.80	2,149.80 USD	2,149.80	2,149.80 USD	MGNL
TOTAL US Dollar (Exchange Rate: 1.00000000 USD)				2,149.80	2,149.80 USD	2,149.80	2,149.80 USD	
TOTAL UNIT						2,149.80	2,149.80 USD	
TOTAL SECURITY POSITIONS						4,889,006.77	4,902,564.77 USD	

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions THE LYNTON FOUNDATION	Employer identification number (EIN) or 13-3743511
	Number, street, and room or suite no. If a P O box, see instructions C/O CAROL LYNTON 33 WEST 81ST STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10024	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ► CAROL LYNTON

Telephone No. ► 212 840-3456 FAX No ►

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for

► calendar year 2013 or

► tax year beginning _____, 20____, and ending _____, 20____

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	50,617.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	5,617.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	45,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					460,903.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					1,329,802.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					15,435.	
3,900,972.		PUBLICLY TRADED SECURITIES 3,284,650.					01/01/2010 620,331.	12/31/2013
TOTAL GAIN (LOSS)							<u>2,426,471.</u>	