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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation Lighten Family Foundation		A Employer identification number 20-8069108	
% c/o Foundation Source		B Telephone number (see instructions) (800) 839-1754	
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd Suite 123		C If exemption application is pending, check here <input type="checkbox"/>	
City or town, state or province, country, and ZIP or foreign postal code Wilmington, DE 198091377		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
H 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		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 5,869,004		J 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 (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)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	490	490		
	4 Dividends and interest from securities.	132,663	132,663		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	317,351			
	b Gross sales price for all assets on line 6a 2,442,134				
	7 Capital gain net income (from Part IV, line 2) . . .		317,351		
	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)				
Operating and Administrative Expenses	11 Other income (attach schedule)	90	90		
	12 Total. Add lines 1 through 11	450,594	450,594		
	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)	46,951	46,951		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,100	2,600		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	16,325	790		15,535
	24 Total operating and administrative expenses. Add lines 13 through 23	66,376	50,341		15,535
	25 Contributions, gifts, grants paid	376,056			376,056
	26 Total expenses and disbursements. Add lines 24 and 25	442,432	50,341		391,591
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	8,162			
	b Net investment income (if negative, enter -0-)		400,253		
	c Adjusted net income (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	154,067	485,820	485,820
	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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,056,709	<input checked="" type="checkbox"/> 2,458,746	3,669,205
	c	Investments—corporate bonds (attach schedule).	1,313,737	<input checked="" type="checkbox"/> 1,088,109	1,127,105
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,003,169	<input checked="" type="checkbox"/> 503,169	586,874
	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)	4,527,682	4,535,844	5,869,004
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	
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	4,527,682	4,535,844	
	30	Total net assets or fund balances (see page 17 of the instructions)	4,527,682	4,535,844	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,527,682	4,535,844	

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	4,527,682
2	Enter amount from Part I, line 27a	2	8,162
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	4,535,844
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	4,535,844

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	ARDEN FOCUSED GLOBAL MACRO FUND LTD	P	2010-07-26	
c	ARDEN FOCUSED GLOBAL MACRO FUND LTD	P	2010-07-26	
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 1,900,871		1,624,783	276,088
b 487,137		450,000	37,137
c 54,126		50,000	4,126
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			276,088
b			37,137
c			4,126
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	317,351
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))
2012	410,963	5,336,524	0 077009
2011	312,414	5,428,906	0 057546
2010	374,374	5,221,067	0 071705
2009	227,344	4,736,569	0 047998
2008	216,188	4,012,158	0 053883

2 Total of line 1, column (d).	2	0 308141
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 061628
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	5,669,719
5 Multiply line 4 by line 3.	5	349,413
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	4,003
7 Add lines 5 and 6.	7	353,416
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	391,591

Part VI Excise 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		1	4,003
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			
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	4,003
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	4,003
6 Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,671
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,332
d	Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d.		7	4,003
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	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>		11	

Part VII-A Statements 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?		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)?		1b	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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		2	No
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	No
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none">By language in the governing instrument, orBy state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> DE			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	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 2013 or the taxable year beginning in 2013 (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 Form 1041 —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 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
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? (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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. 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 2013?.	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
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 <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
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 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</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 2013?	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))?

YesNo

(2)

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

YesNo

(3)

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

YesNo

(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).

YesNo

(5)

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

YesNo

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)?

5b

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?

YesNo

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?

YesNo

b

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

6b

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?

YesNo

b

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

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
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.

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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	4,384,583
b	Average of monthly cash balances.	1b	656,702
c	Fair market value of all other assets (see instructions).	1c	714,775
d	Total (add lines 1a, b, and c).	1d	5,756,060
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	0
3	Subtract line 2 from line 1d.	3	5,756,060
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	86,341
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,669,719
6	Minimum investment return. Enter 5% of line 5.	6	283,486

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	283,486
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	4,003
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,003
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	279,483
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	279,483
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	279,483

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	391,591
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	391,591
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	4,003
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	387,588
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			
2		Undistributed income, if any, as of the end of 2013			
a		Enter amount for 2012 only.			
b		Total for prior years 2011 , 2010 , 2009			
3		Excess distributions carryover, if any, to 2013			
a		From 2008. 16,592			
b		From 2009.			
c		From 2010. 119,359			
d		From 2011. 47,249			
e		From 2012. 146,861			
f		Total of lines 3a through e. 330,061			
4		Qualifying distributions for 2013 from Part XII, line 4 \$ 391,591			
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. 279,483			
e		Remaining amount distributed out of corpus 112,108			
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 5 442,169			
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. 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 2008 not applied on line 5 or line 7 (see instructions). 16,592			
9		Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a. 425,577			
10		Analysis of line 9			
a		Excess from 2009.			
b		Excess from 2010. 119,359			
c		Excess from 2011. 47,249			
d		Excess from 2012. 146,861			
e		Excess from 2013. 112,108			

Part XIVPrivate 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 2013, 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) 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 XVSupplementary 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

NONE

2

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see 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

Form 990-PF (2013)

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	376,056
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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
----------	--

Form **990-PF** (2013)


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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Adrienne J Lighten	VP 1 0	0		
Foundation Source 501 Silverside Rd Wilmington, DE 198091377				
Alexis N Lighten	VP 1 0	0		
Foundation Source 501 Silverside Rd Wilmington, DE 198091377				
Chrstopher W Lighten	VP 1 0	0		
Foundation Source 501 Silverside Rd Wilmington, DE 198091377				
Janifer Lynn Lighten	VP 1 0	0		
Foundation Source 501 Silverside Rd Wilmington, DE 198091377				
William E Lighten	Pres / Dir / Sec 1 0	0		
Foundation Source 501 Silverside Rd Wilmington, DE 198091377				


Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).

JANIFER LYNN LIGHTEN
WILLIAM E LIGHTEN

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALVIN AILEY DANCE FOUNDATION INC 405 W 55TH ST NEW YORK,NY 10019	N/A	PC	General & Unrestricted	1,000
BOYS AND GIRLS CLUB OF NEW ROCHELLE INC 79 7TH ST NEW ROCHELLE,NY 10801	N/A	PC	General & Unrestricted	500
CENTER CHAPEL MISSIONARY BAPTIST CHURCH 3715 E SHELBY DR MEMPHIS,TN 38118	N/A	PC	General & Unrestricted	5,000
COLON CANCER CHALLENGE FOUNDATION 10 NEW KING ST STE 202 WHITE PLAINS,NY 10604	N/A	PC	General & Unrestricted	2,000
FAMILY SERVICES OF WESTCHESTER INC ONE GATEWAY PLZ PORT CHESTER,NY 10573	N/A	PC	General & Unrestricted	5,000
FELLAS COLLEGE SCHOLARSHIP FUND 99 BAYEAU RD NEW ROCHELLE,NY 10804	N/A	PC	General & Unrestricted	400
FOUNDATION OF WESTCHESTER CLUBMEN INC 8 IDLEWOOD RD WHITE PLAINS,NY 10605	N/A	PC	General & Unrestricted	2,000
GRACE BAPTIST CHURCH 52 S 6TH AVE MT VERNON,NY 10550	N/A	PC	General & Unrestricted	15,000
JACK AND JILL OF AMERICA FOUNDATION 148 LORRAINE AVE MOUNT VERNON,NY 10553	N/A	PC	General & Unrestricted	500
METRO-MANHATTAN COMMUNITY FOUNDATION INC 450 N END AVE NEW YORK,NY 10282	N/A	PC	General & Unrestricted	2,000
MOUNT VERNON MB CHURCH 6580 HWY 57 E ROSSVILLE,TN 38066	N/A	PC	General & Unrestricted	500
NAACP LEGAL DEFENSE AND EDUCATIONAL FUND INC 99 HUDSON ST FL 16 NEW YORK,NY 10013	N/A	PC	General & Unrestricted	25,000
NEW ROCHELLE BASKETBALL ASSOCIATION INC 1 N BROADWAY STE 1502 WHITE PLAINS,NY 10601	N/A	PC	General & Unrestricted	1,500
NEW ROCHELLE POLICE FOUNDATION INC 475 N AVE NEW ROCHELLE,NY 10801	N/A	PC	General & Unrestricted	4,075
NEW YORK THEOLOGICAL SEMINARY 475 RIVERSIDE DR STE 500 NEW YORK,NY 10115	N/A	PC	General & Unrestricted	5,000
Total  3a				376,056

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
OUR MOTHERS HOME OF SOUTHWEST FLORIDA INC 7438 CARRIER RD FORT MYERS,FL 33967	N/A	PC	Nurturing Parent Program	1,000
RETT SYNDROME RESEARCH TRUST INC 67 UNDER CLIFF RD TRUMBULL,CT 06611	N/A	PC	General & Unrestricted	500
STONE TRUST CORPORATION 680 WASHINGTON BLVD STE 10 STAMFORD,CT 06901	N/A	POF	expenditure responsibility grant	10,000
THE APOLLO THEATER FOUNDATION INC 253 W 125TH ST NEW YORK,NY 10027	N/A	PC	General & Unrestricted	25,000
US DEPARTMENT OF EDUCATION Presidential Scholar OFC OF COMMUNICATIONS AND OUTREACH 400 Maryland Ave SW WASHINGTON,DC 20202	N/A	PC	General & Unrestricted	10,000
Y-APPLY INC 628 W 151ST ST APT 2B NEW YORK,NY 10031	N/A	PC	General & Unrestricted	9,000
YALE UNIVERSITY PO BOX 208232 NEW HAVEN,CT 06520	N/A	PC	General & Unrestricted	1,081
YALE UNIVERSITY PO BOX 208239 NEW HAVEN,CT 06520	N/A	PC	Janifer and William Lighten New Residential College Theater	250,000
Total  3a				376,056

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: Lighten Family Foundation

EIN: 20-8069108

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Expenditure Responsibility Statement

Name: Lighten Family Foundation

EIN: 20-8069108

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
STONE TRUST CORPORATION	680 WASHINGTON BLVD STE 10 Stamford, CT 06901	2013-12-31	10,000	To support the undergraduate education program		NO	Expected in 2015		none necessary

TY 2013 Investments Corporate
Bonds Schedule

Name: Lighten Family Foundation
EIN: 20-8069108

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ACMP/ACMP FIN ACMP 4.875% 05/1	11,849	11,580
AIRCASTLE LTD SR NT - 6.750% -	6,240	6,690
ALLIANT TECHSYSTEMS INC - 6.87	10,453	10,775
ALLY FINL INC - 8.000% - 03/15	4,540	4,795
AMERICAN TOWER CORP 4.5% 02/15	15,037	15,111
AMERICAN WEST AIRLS-8.057%-07/	5,237	6,025
AMERISTAR CASINOS INC - 7.500%	5,475	5,425
ANHEUSER-BUSCH INBEVFIN NOTE 0	24,940	22,958
AT&T INC GLBL NT - 3.000% - 02	20,086	18,843
AUTONATION INC NOTES-06.750%-0	9,285	10,418
AVIS BUDGET CAR - 8.250% - 01/	5,475	5,450
BALL CORP NTS - 5.000% - 03/15	6,053	5,940
BANK AMER CORP FR - 3.30000% -	14,992	14,194
BANK AMER FDG CORP SR NT-L 7.6	11,263	12,410
BANK OF NEW YORK MELLON 5.450%	20,151	22,722
BE AEROSPACE INC 05.250% - 04/	11,306	11,165
BECTON DICKINSON & CO 5.00000%	20,066	22,425
BERKSHIRE HATHAWAY INC DEL - 3	4,986	4,973
CASE CORP NT 7.25000% 01/15/20	5,170	5,513
CATERPILLAR FINL SVCS MTNS - 7	20,338	24,584
CBRE SERVICES INC BOND 05.0000	11,954	11,535
CCO HLDGS LLC / CCO HLDGS CAP	5,685	5,670
CCO HLDGS LLC CAP CORP - 6.500	11,141	11,303
CDW LLC/ CDW FIN CORP - 8.000%	3,345	3,270
CHESAPEAKE ENERGY CORP - 6.12	5,344	5,363
CHEVRON CORP - 3.191% - 06/24/	24,999	23,998
CHS/CMNTY HEALTH SYS INC - 7.1	5,106	5,188
CIT GROUP INC BOND - 05.000% -	15,955	17,080
CLEAR CHANNEL WORLDWIDE BOND -	11,040	11,234
CONTINENTAL AIRLINES-4.750%-01	13,455	14,218
CONTINENTAL RESOURCES INC 4.50	5,985	6,083
CROWN AMERICAS LLC/CAP CORP II	5,539	5,425
CSC HLDGS INC - 7.625% - 07/15	4,375	5,719
DELPHI CORP BOND 05.00000% 02/	6,483	6,173
ECHOSTAR DBS CORP SR NT - 7.12	15,210	16,613
EL PASO CORP - 7.000% - 06/15	10,000	11,306
ENERGY TRANSFER EQUITY - 7.500	9,645	10,103
EOG RESOURCES INC NOTES 05.625	24,953	28,689
EVEREST ACQ LLC - 9.375% - 05/	6,788	6,923
FORD MOTOR CREDIT CO LLC - 5.8	27,437	28,342
GENERAL ELEC CAP CORP MTN BE 3	24,942	23,718
GENON ESCROW CORP - 9.875% - 1	6,083	6,660
GMAC LLC GTD SR NT - 8.000% -	8,395	10,766
GRAPHIC PACKAGING INTL 4.75% 0	5,935	5,940
HALCON RESOURCES CORP 8.875% 5	5,120	5,050
HARRAHS OPER INC SR SECD - 11.	5,315	5,100
HCA INC - 7.875% - 02/15/2020	16,990	17,180
HERTZ CORP SR NT - 6.750% - 04	6,540	6,405
HEWLETT PACKARD CO-04.300%-06/	24,765	25,338
HUNTINGTON INGALLS INDS INC -	11,645	11,880
IBM CORP BOND 03.375% - 08/01/	25,382	24,357
ICAHN ENTERPRISES - 8.000% - 0	11,948	12,480
INTELSAT JACKSON HLDGS LTD - 7	10,544	10,800
INTERNATIONAL LEASE FIN CORP -	5,438	5,850
IRON MOUNTAIN INC BOND - 5.750	6,093	5,565
IRON MTN INC DEL SR SB NT - 8.	6,315	6,465
JOHNSON CTLS INC SR NT 5.00000	25,045	27,310
JPMORGAN CHASE & CO BOND 03.20	14,981	14,220
JPMORGAN CHASE & CO NT - 4.625	10,859	10,780
KINETIC CONCEPTS INCSR NT 10.5	5,450	5,750
L-3 COMMUNICATIONS CORP - 4.75	24,090	26,033
LEUCADIA NATL CORP NTS - 8.125	8,263	9,965
LEVEL 3 FINANCING INC. BOND- 8	10,743	10,950
LINN ENERGY LLC - 7.750% - 02/	5,113	5,288
LUBRIZOL CORP NOTES 08.87500%	21,908	25,947
MARKWEST ENERGY - 5.500% - 02/	11,258	11,083
MARKWEST ENERGY PARTNERS-06.75	6,173	6,510
MASCO CORP NT - 5.950% - 03/15	8,989	9,518
MGM MIRAGE INC NOTES - 7.625%	6,015	6,825
MORGAN STANLEY BD - 5.500% - 0	28,193	27,936
NCR CORP - 5.000% - 07/15/2022	5,854	5,708
NRG ENERGY INC-8.50%-06/15/201	10,358	10,675
OFFSHORE GROUP INVT LTD - 7.5%	5,413	5,438
OIL STS INTL INC SR NT 6.50000	6,460	6,383
PEABODY ENERGY CORP NOTE - 6.5	5,005	5,263
PLAINS EXPL& PRO CO - 6.625% -	5,275	5,483
POST HLDGS INC SR NT 7.37500%	17,313	17,120
PRAXAIR INC NT 4.50000% 08/15/	15,225	16,616
RANGE RES CORP - 6.750% - 08/0	10,583	10,825
REYNOLDS GROUP ISSUER LLC - 5.	4,950	5,100
SALLY HLDGS LLC - 5.750% - 06/	5,338	5,200
SANDRIDGE ENERGY INCSR NT - 7.	4,981	5,238
SEARS HLDGS CORP - 6.625% - 10	9,798	10,860
SLM CORP BOND 05.500% 01/25/20	5,655	5,668
SMITHFIELD FOODS INC - 7.750%	3,703	5,863
SPRINT CAP CORP GTD NT - 6.900	9,380	10,925
T-MOBILE USA INC 6.542% 042820	5,219	5,313
TENET HEALTHCARE CORP - 4.750%	5,944	5,865
TW TELECOM HOLDINGS INC COMPAN	4,769	4,913
U S BANCORP MTNS BK SR NT - 4.	10,980	10,628
UNITED RENTALS NORTH NTS - 9.2	11,473	12,265
UNITED TECHNOLOGIES CORP 04.50	16,618	16,319
VISTEON CORP SR NT - 6.750% -	4,950	5,313
WEATHERFORD INTL LTD - 4.500%	20,108	20,126
WELLS FARGO CO - 4.600% - 04/0	26,724	27,405
WYNN LAS VEGAS LLC - 7.875% -	5,388	5,513
ZAYO GROUP LLC/ZAYO CAP - 8.12	5,569	5,475
VERIZON COMMUNICATIONS 2.45% 1	19,165	17,705

TY 2013 Investments Corporate
Stock Schedule

Name: Lighten Family Foundation
EIN: 20-8069108

Name of Stock	End of Year Book Value	End of Year Fair Market Value
361 MANAGED FUTURES STRATEGY F	12,352	11,760
3M CO	28,787	45,581
ACCENTURE PLC	25,207	41,110
ACCOR SA LTD S/ADR	7,340	10,323
ADT LTD.	4,179	10,725
AFLAC INC.	17,066	22,044
AISIN SEIKO CO LTD	9,330	9,425
AMC NETWORKS INC	3,852	18,253
AMERICA MOVIL SA	7,911	8,951
AMERICAN EXPRESS CO	11,304	34,024
AMERISOURCEBERGEN CORP	11,638	28,124
ANADARKO PETROLEUM CORP	15,326	28,952
AQR MANAGED FUTURES FUND CL N	11,986	12,470
AQR MULTI STRATEGY ALTERNATIVE	12,426	12,134
ARRAY BIOPHARMA INC	2,675	2,154
ARRIS GROUP INC - COMMON STOCK	3,745	8,762
ASAHI KAISAI CP ADR	6,436	9,549
ATMEL CORPORATION	7,553	10,962
AUTODESK, INC.	11,791	29,689
AVNET INC.	4,968	7,499
AXA ADS	5,345	10,431
BANCO BILBAO ARG SA	7,878	10,730
BANK NEW YORK MELLON CORP COM	26,919	40,181
BARCLAYS PLC ADR	9,200	9,663
BERKSHIRE HATHAWAY INC. CLASS	20,609	38,532
BIOGEN IDEC INC	12,201	60,107
BLACKROCK EMERGING MRKTS LG SH	83,819	83,629
BLACKROCK GLOBAL LONG SHORT CR	8,024	8,152
BOEING CO	13,140	25,524
BOMBARDIER INC B	13,187	13,985

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BRITISH AMERICAN TOBACCO PLC	16,401	19,980
BROADCOM CORPORATION	10,910	15,122
CABLEVISION SYSTEMS CORP CL A	11,554	21,337
CAE INC	5,963	7,198
CAMECO CORPORATION	10,421	7,373
CAP GEMINI SA UNSP/ADR	6,718	10,229
CHECK POINT SOFTWARE TECHNOLOG	7,828	9,933
CINCINNATI BELL INC	4,364	4,842
CINTAS CRP	12,885	25,326
CLOROX CO	17,858	21,706
COCA-COLA CO	16,785	21,109
COGNEX CORPORATION	1,339	6,109
COLGATE-PALMOLIVE COMPANY	14,606	21,585
COMCAST CORP	20,672	76,814
COMERICA INC	17,225	30,901
COVIDIEN LTD	32,857	53,459
CREE, INC.	22,853	35,324
CSX CORP	17,255	22,843
CUMMINS INC	4,953	14,097
DAIMLERCHRYSLER AG	9,207	15,559
DBS GROUP HLDGS SPON ADR	7,076	8,141
DEUTSCHE BOERSE ADR	6,769	11,146
DEVON ENERGY CORPORATION	33,782	34,029
DIAGEO PLC ADS	13,869	20,525
DIRECTV GROUP	4,610	20,027
DISCOVERY COMMUNICATIONS, INC	4,806	17,191
DOLBY LABORATORIES	11,613	11,954
EMERSON ELECTRIC CO.	17,784	22,738
ENDOCYTE INC	2,756	1,709
EUROPEAN ARNUTC D&S ADR	4,703	9,767

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EXPEDITORS INTL WASH INC.	21,640	25,444
FAIRWAY GROUP HOLDINGS CORPORA	1,698	1,816
FLUOR CORP	14,040	28,102
FOREST LABORATORIES	32,575	60,029
FOSTER WHEELER AG	7,237	10,890
FREEPORT-MCMORAN COPPER & GOLD	2,878	7,548
GANNETT CO INC	6,630	13,607
GEA GROUP AG ADR	6,093	10,680
GLAXOSMITHKLINE PLC	12,894	16,017
GOLDMAN SACHS DYNAMIC ALLOCATI	17,008	16,841
GOLDMAN SACHS N-11 EQUITY A	28,452	26,864
GROUPE DANONE ADS	27,451	29,040
HARDING, LOEVNER FUNDS, INC. E	49,922	53,853
HARMONIC INC.	5,059	3,911
HEINEKEN N V S ADR	7,243	8,643
HELMERICH PAYNE	3,910	10,090
HEXCEL CP DELAWARE	4,147	8,715
HITACHI LTD	12,102	14,441
IAC/INTERACTIVE CORP	1,141	4,806
ICAP PLC SPON ADR	7,689	11,150
ILLINOIS TOOL WORKS	38,703	62,807
IMMUNOGEN, INC	1,269	2,054
INTEL CORP	20,166	23,052
INTERXION HOLDING N.V.	3,741	5,194
IPSEN S A SPON ADR	9,060	9,589
ISHARES CORE MSCI EMERGING MAR	88,120	88,412
ISIS PHARMACEUTICALS, INC.	3,756	10,358
JANUS CAPITAL GROUP INC.	2,181	3,711
JDS UNIPHASE CORP	2,511	2,468
JOHNSON & JOHNSON	14,368	19,967

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JULIUS BAER GROUP LTD	7,439	10,036
KANSAS CITY SOUTHERN	1,214	11,145
KAO CORP ADR	8,619	9,542
KINETICS MUTUAL FDS, THE MULTI	12,647	12,359
KOMATSU LTD.	8,602	7,820
KONINKLIJKE DSM NV ADR	6,428	9,668
KONINKLIJKE PHILIPS ELECTRONIC	8,706	10,056
L-3 COMMUNICATIONS CORP	25,522	27,784
LAM RESEARCH CORP	7,048	14,157
LAS VEGAS SANDS CORP	1,091	18,929
LEVEL 3 COMMUNICATIONS, INC	2,544	5,639
LIBERTY INTERACTIVE CORP	2,510	27,149
LIBERTY MEDIA CORPORATION COM	1,075	25,601
LSI CORPORATION	4,322	9,494
LVMH MOET HENN UNSP	8,115	8,418
MADISON SQUARE GARDEN CO.	2,587	4,894
MARKETFIELD FUND	23,318	25,601
MATTHEWS ASIA PACIFIC EQUITY I	53,054	53,480
MCDERMOTT INT PANAMA	3,550	2,840
MEADWESTVACO CORP	805	1,662
MEDICINES COMPANY	1,676	2,703
MEDTRONIC INC	13,387	20,833
MICROSOFT CORPORATION	37,922	42,872
MITSUBISHI ESTATE CO ADR	7,041	10,187
ITSUI & COMPANY, LTD. - ADR	9,328	8,962
MYRIAD GENETICS, INC	4,226	3,776
NATL OILWELL VARCO	3,872	11,532
NESTLE S.A.	20,761	29,436
NEUBERGER BERMAN LONG SHORT A	23,786	25,735
NEXTERA ENERGY, INC	14,486	20,720

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NII HOLDINGS INC - COMMON STOC	4,151	770
NIPPON TELEPHONE ADR	12,604	14,250
NORDSTROM INC	19,797	21,692
NORTHEAST UTIL	16,449	20,517
NOVARTIS AG ADR	22,418	30,223
NUCOR CP	10,345	13,879
OCCIDENTAL PETROLEUM CORP	19,939	21,683
OPPENHEIMER DEVELOPING MKTS FD	49,650	54,003
ORIENT-EXPRESS HOTEL	6,403	9,670
PACCAR INC	15,984	22,189
PALL CP	13,162	35,847
PEARSON PLC	16,580	21,594
PENTAIR INC. COM	2,443	9,864
PORSCHE AUTOMOBILE HOLDING SE	6,749	11,114
POTASH CORPORATION OF SASKATCH	53,614	46,968
PRECISION CASTPARTS	5,249	18,851
R F MICRO DEVICES INC	5,163	5,521
RAYMOND JAMES FINANCIAL INC	1,959	5,741
REGENERON PHARMACEUTICALS, INC	1,196	19,267
REPSOL YPF S A SPND ADR	6,197	8,776
ROBERT HALF INTL INC.	2,334	4,199
ROCHE HOLDING LTD ADR	7,197	9,758
ROWAN CO PLC	4,450	5,658
ROYAL CARRIBEAN CRUISE	7,372	14,700
RTI INTL METALS INC	3,436	4,447
SANDISK CORP	11,165	23,278
SANOFI-AVENTIS SPONSORED ADR	14,278	20,326
SAP AKTIENGESELL ADS	8,264	10,718
SCHLUMBERGER LTD	33,417	44,064
SEACHANGE INTERNATIONAL, INC	2,554	4,621

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEAGATE TECHNOLOGY	5,244	69,637
SEATTLE GENETICS, INC.	1,599	7,978
SECOM CO LTD ADR OTC	7,021	8,700
SEVEN & I HOLDINGS C	8,591	9,762
SINCLARI BROADCAST GROUP INC	2,232	12,148
SONY FINANCIAL HLDGS INC	7,623	9,016
SOTHEBYS	5,092	7,980
STANLEY BLACK & DECKER INC	19,810	18,559
STARZ	124	5,117
STILLWATER MINING CO	4,272	5,676
SUMITOMO MITSUI FINCL GRP	9,210	9,693
SUNCOR ENERGY INC	8,260	9,253
TAIWAN SEMICONDUCTOR MFG CO LT	13,527	13,673
TE CONNECTIVITY LTD	22,459	70,540
TECHNIP ADS	9,710	9,025
TELEPHONE & DATA SYS INC.	2,636	2,836
TESCO PLC S ADR	7,278	7,948
TEVA PHARMECEUTICAL SP ADR	19,311	19,880
THE MOSAIC CO	8,384	6,618
THIRD AVENUE FOCUSED CREDIT FU	16,825	17,109
TIME WARNER INC.	8,967	20,916
TIME WARNER TELECOM INC.	3,657	7,465
TORAY INDUSTRIES INC	9,304	9,004
TOUCHSTONE MERGER ARBITRAGE FD	16,308	16,098
TRIMBLE NAV LTD	5,263	13,186
TRIQUINT SEMICONDUCTOR, INC.	2,629	4,420
TYCO INTERNATIONAL LTD.	6,336	21,751
UBS DYNAMIC ALPHA FD CL A	16,013	16,593
UNIFI INC.	1,989	4,386
UNILEVER PLC AMER	33,964	35,556

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UNITED PARCEL SERVICE	16,540	24,063
UNITED STATES CELLULAR CORP	4,618	2,718
UNITED TECHNOLOGIES CORP	15,964	21,850
UNITEDHEALTH GROUP INC.	33,363	68,146
USD CYRUSONE INC	2,033	2,233
V F CORP	16,191	25,435
VALSPAR CORP	3,000	9,981
VERTEX PHARMCTLS INC	8,489	23,033
VISHAY INTERTECH	3,343	4,111
VIVUS, INC.	4,133	2,724
VODAFONE GROUP PLC	7,476	10,378
WADDELL&REED FIN INC	1,639	7,814
WAL-MART STORES INC.	19,799	29,509
WEATHERFORD INTL	29,996	41,296
WELLS FARGO ABSOLUTERETURN FUN	16,074	16,735
WILLIS GROUP HOLDINGS LTD	15,218	17,924
WPP GROUP PLC	5,625	9,763
YUM BRANDS INC	21,107	22,154

TY 2013 Investments - Land Schedule**Name:** Lighten Family Foundation**EIN:** 20-8069108

TY 2013 Investments - Other Schedule

Name: Lighten Family Foundation

EIN: 20-8069108

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LAZARD LTD		3,169	4,079
O'CONNOR FD OF FDS GLOBAL DVRS		500,000	582,795

TY 2013 Land, Etc. Schedule**Name:** Lighten Family Foundation**EIN:** 20-8069108

TY 2013 Other Expenses Schedule**Name:** Lighten Family Foundation**EIN:** 20-8069108

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	15,500			15,500
Bank Charges	790	790		
State or Local Filing Fees	35			35

TY 2013 Other Income Schedule

Name: Lighten Family Foundation

EIN: 20-8069108

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Inc/Loss LAZARD LTD	90	90	

TY 2013 Other Professional Fees Schedule

Name: Lighten Family Foundation

EIN: 20-8069108

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	46,951	46,951		

TY 2013 Taxes Schedule**Name:** Lighten Family Foundation**EIN:** 20-8069108

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2013	500			
Foreign Tax Paid	2,600	2,600		