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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](http://www.irs.gov/form990pf).

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation Lighten Family Foundation		<b>A Employer identification number</b>  20-8069108	
% Foundation Source		<b>B Telephone number</b> (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		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
Room/suite			
City or town, state or province, country, and ZIP or foreign postal code Wilmington, DE 198091377		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/>	
<b>G</b> 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		<b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 5,807,058		<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule) . . . . .	0			
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . .				
	<b>3</b> Interest on savings and temporary cash investments	121	121		
	<b>4</b> Dividends and interest from securities. . . . .	150,784	150,784		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	510,692			
	<b>b</b> Gross sales price for all assets on line 6a 3,902,180				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . .		510,692		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
Operating and Administrative Expenses	<b>11</b> Other income (attach schedule) . . . . .	108	108		
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	661,705	661,705		
	<b>13</b> Compensation of officers, directors, trustees, etc				
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .				
	<b>b</b> Accounting fees (attach schedule) . . . . .				
	<b>c</b> Other professional fees (attach schedule) . . . . .	52,182	52,182		
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions) . . . . .	9,463	3,031		
	<b>19</b> Depreciation (attach schedule) and depletion . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . .	15,890	865		15,025
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	77,535	56,078		15,025
	<b>25</b> Contributions, gifts, grants paid . . . . .	400,600			400,600
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	478,135	56,078		415,625
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	183,570			
	<b>b Net investment income</b> (if negative, enter -0-)		605,627		
	<b>c Adjusted net income</b> (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	485,820	185,554	185,554
	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) . . . . .	2,458,746	<input checked="" type="checkbox"/> 3,492,575	4,477,393
	c	Investments—corporate bonds (attach schedule). . . . .	1,088,109	<input checked="" type="checkbox"/> 538,116	534,889
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	503,169	<input checked="" type="checkbox"/> 503,169	609,222
	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)	4,535,844	4,719,414	5,807,058	
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	4,535,844	4,719,414	
30		Total net assets or fund balances (see instructions) . . . . .	4,535,844	4,719,414	
31		Total liabilities and net assets/fund balances (see instructions) . . .	4,535,844	4,719,414	

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 4,535,844
2	Enter amount from Part I, line 27a . . . . .	2 183,570
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3 . . . . .	4 4,719,414
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 4,719,414

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1 a Publicly-traded Securities				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,902,180		3,391,488	510,692
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			510,692
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	510,692
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 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))
2013	387,588	5,669,719	0 068361
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

2 Total of line 1, column (d). . . . .	2	0 322619
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 064524
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5. . . . .	4	5,866,538
5 Multiply line 4 by line 3. . . . .	5	378,532
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	6,056
7 Add lines 5 and 6. . . . .	7	384,588
8 Enter qualifying distributions from Part XII, line 4. . . . .	8	415,625

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

Part 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			
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 . . . . .		16,056	
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. . . . .		36,056	
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- . . . . .		56,056	
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014		6a	4,100
b		Exempt foreign organizations—tax withheld at source . . . . .		6b	
c		Tax paid with application for extension of time to file (Form 8868) . . . . .		6c	1,956
d		Backup withholding erroneously withheld . . . . .		6d	
7		Total credits and payments. Add lines 6a through 6d. . . . .		76,056	
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 2015 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 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				
		• By language in the governing instrument, or				
		• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .		6	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 2014 or the taxable year beginning in 2014 (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 Foundation Source Telephone no (800) 839-1754 Located at 501 Silverside Road Suite 123 Wilmington DE ZIP+4 198091377			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2014, 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 FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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?		Yes	No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		Yes	No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		Yes	No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		Yes	No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?		Yes	No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days )		Yes	No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.	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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years 20 , 20 , 20 , 20		Yes	No
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 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		Yes	No
b	If "Yes," did it have excess business holdings in 2014 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 2014.)	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 2014?	4b		No

Part VII-B

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

5a

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

(1)

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

Yes 

No

(2)

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

Yes 

No

(3)

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

Yes 

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (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)?

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?

Yes 

No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

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

Yes 

No

b

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

6b

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?

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.

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
UBS Financial Services	Investment Mgmt	52,182
7700 Wisconsin Ave Suite 300 Bethesda, MD 20814		
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
<b>1</b>		
<b>2</b>		
All other program-related investments See instructions		
<b>3</b>		
<b>Total.</b> 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	4,948,537
b	Average of monthly cash balances. . . . .	1b	402,620
c	Fair market value of all other assets (see instructions). . . . .	1c	604,719
d	Total (add lines 1a, b, and c). . . . .	1d	5,955,876
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	5,955,876
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	89,338
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,866,538
6	Minimum investment return. Enter 5% of line 5. . . . .	6	293,327

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	293,327
2a	Tax on investment income for 2014 from Part VI, line 5. . . . .	2a	6,056
b	Income tax for 2014 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	6,056
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	287,271
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	287,271
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	287,271

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	415,625
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	415,625
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	6,056
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	409,569

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 2013	(c) 2013	(d) 2014
1	Distributable amount for 2014 from Part XI, line 7				287,271
2	Undistributed income, if any, as of the end of 2014				
a	Enter amount for 2013 only. . . . .				
b	Total for prior years 2012 , 2011 , 2010				
3	Excess distributions carryover, if any, to 2014				
a	From 2009. . . . .				
b	From 2010. . . . . 119,359				
c	From 2011. . . . . 47,249				
d	From 2012. . . . . 146,861				
e	From 2013. . . . . 112,108				
f	Total of lines 3a through e. . . . .	425,577			
4	Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 415,625				
a	Applied to 2013, 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 2014 distributable amount. . . . .				287,271
e	Remaining amount distributed out of corpus	128,354			
5	Excess distributions carryover applied to 2014 (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	553,931			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
f	Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 . . . . .				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .				
8	Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .				
9	Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .	553,931			
10	Analysis of line 9				
a	Excess from 2010. . . . . 119,359				
b	Excess from 2011. . . . . 47,249				
c	Excess from 2012. . . . . 146,861				
d	Excess from 2013. . . . . 112,108				
e	Excess from 2014. . . . . 128,354				

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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	
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

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 email 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

Form 990-PF (2014)

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	400,600
b Approved for future payment				
Total . . . . .			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

<b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</b> should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column <b>(d)</b> the value of the goods, other assets, or services received			

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

**b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

<b>Paid Preparer Use Only</b>	Print/Type preparer's name Jeffrey D Haskell	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P01345770
	Firm's name <input type="checkbox"/> Foundation Source			Firm's EIN <input type="checkbox"/>	
	Firm's address <input type="checkbox"/> One Hollow Ln Ste 212 Lake Success, NY 11042			Phone no (800) 839-1754	

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


<b>(a)</b> Name and address	<b>(b)</b> Title, and average hours per week devoted to position	<b>(c)</b> Compensation <b>(If not paid, enter -0-)</b>	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	<b>(e)</b> Expense account, other allowances
Adrienne J Lighten	VP 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)				
<b>a</b> Paid during the year				
BOYS AND GIRLS CLUB OF NEW ROCHELLE INC 79 7TH ST NEW ROCHELLE,NY 10801	N/A	PC	General & Unrestricted	5,000
CENTER CHAPEL MISSIONARY BAPTIST CHURCH 3715 E SHELBY DR MEMPHIS,TN 38118	N/A	PC	General & Unrestricted	4,500
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	PF	General & Unrestricted	2,500
GRACE BAPTIST CHURCH 52 S 6TH AVE MT VERNON,NY 10550	N/A	PC	General & Unrestricted	22,500
INTERSECTIONS INTERNATIONAL INITIATIVE INC 145 W 28TH ST 11TH FL NEW YORK,NY 10001	N/A	PC	General & Unrestricted	5,000
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 POBOX 189 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
NATIONAL URBAN TECHNOLOGY CENTER INC 80 MAIDEN LN RM 606 NEW YORK,NY 10038	N/A	PC	General & Unrestricted	1,000
NEW OPPORTUNITIES INC 232 N ELM ST WATERBURY,CT 06702	N/A	PC	General & Unrestricted	1,000
NEW ROCHELLE POLICE FOUNDATION INC 475 N AVE NEW ROCHELLE,NY 10801	N/A	PC	General & Unrestricted	4,300
NEW YORK THEOLOGICAL SEMINARY 475 RIVERSIDE DR STE 500 NEW YORK,NY 10115	N/A	PC	General & Unrestricted	6,400
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
<b>Total . . . . .</b>  <b>3a</b>				400,600

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
THE APOLLO THEATER FOUNDATION INC 253 W 125TH ST 2ND FL NEW YORK,NY 10027	N/A	PC	General & Unrestricted	30,000
UJAMAA COMMUNITY DEVELOPMENT CORPORATION 52 S 6TH AVE MOUNT VERNON,NY 10550	N/A	PC	General & Unrestricted	5,000
YALE UNIVERSITY PO BOX 208239 NEW HAVEN,CT 06520	N/A	PC	Yale President Fund	25,000
YALE UNIVERSITY PO BOX 208239 NEW HAVEN,CT 06520	N/A	PC	Janifer and William Lighten New Residential College Theater	250,000
<b>Total . . . . .</b>			<b>3a</b>	400,600

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

**TY 2014 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 2014 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 (Installment 1 of 5)	10,000	NO	11/5/2014		NONE NECESSARY
STONE TRUST CORPORATION	680 WASHINGTON BLVD STE 10 STAMFORD, CT 06901	2014-11-03	10,000	TO SUPPORT THE UNDERGRADUATE EDUCATION PROGRAM (Installment 2 of 5)		NO	Report Expected in 2016		None necessary

# TY 2014 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 FIN - 4.875% - 05/15/2023	5,929	6,090
AES CORP SER B - 8.000% - 06/0	5,831	5,713
ALLIANT TECHSYSTEMS INC - 6.87	10,453	10,638
ALLY FINL INC - 8.000% - 03/15	7,975	8,260
ANTERO RESOURCES - 5.375% - 11	8,160	7,740
AUTONATION INC NTS - 6.750% -	5,225	5,594
BALL CORP NTS - 5.000% - 03/15	6,053	6,180
CALPINE CORP SR NT - 5.750% -	5,944	6,075
CATAMARAN CORP - 4.750% - 03/1	11,173	11,000
CBRE SERVICES INC - 5.000% - 0	11,953	12,262
CCO HLDGS LLC - 5.750% - 01/15	5,685	6,060
CCO HLDGS LLC CAP CORP - 6.500	11,141	11,549
CHESAPEAKE ENERGY CORP - 6.12	9,813	9,450
CHS/CMNTY HEALTH SYS INC - 7.1	5,106	5,331
CINEMARK USA SR - 5.125% - 12/	5,975	5,865
CIT GROUP INC - 5.000% - 08/15	12,387	12,329
CROWN AMERICAS LLC/CAP - 6.250	5,539	5,263
CROWN CASTLE INTL - 4.875% -	6,098	6,060
CSC HLDGS INC - 7.625% - 07/15	4,375	5,619
DAVITA INC - 5.750% - 08/15/20	6,443	6,360

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
DISH DBS CORP - 5.875% - 07/15	12,955	12,299
DYNEGY INC - 5.875% - 06/01/20	5,995	5,700
EL PASO CORP - 7.000% - 06/15	6,020	6,615
ENERGY TRANSFER EQUITY - 7.500	9,645	9,990
EVEREST ACQ LLC - 9.375% - 05/	6,788	6,060
FIRST DATA CORP - 12.625% - 01	4,785	4,750
GENERAL MOTORS FINL CO BOND -	6,105	6,008
GENL MOTORS FINL CO INC - 4.25	5,906	6,119
GENON ESCROW CORP - 9.875% - 1	6,083	5,910
GLP CAPITAL - 4.875% - 11/01/2	5,140	5,063
GRAPHIC PACKAGING - 4.750% - 0	5,935	6,045
HCA INC - 3.750% - 03/15/2019	6,083	6,008
HCA INC CORP - 5.000% - 03/15/	12,025	12,329
HEINZ H J CO SR NT - 4.250% -	18,102	18,179
HERTZ CORP SR NT - 6.750% - 04	6,540	6,180
ICAHN ENTERPRISES LP - 6.000%	5,339	5,151
INTELSAT JACKSON HLDGS LTD - 7	10,544	10,438
INTERNATIONAL LEASE FIN CORP -	11,372	12,049
IRON MOUNTAIN INC BOND - 5.750	6,093	6,038
IRON MTN INC DEL SR SB NT - 8.	1,053	1,043

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
ISTAR FINL - 5.000% - 07/01/20	6,008	5,820
KINETIC CONCEPTS INC - 10.500%	5,450	5,438
LAMAR MEDIA CORP - 5.000% - 05	6,015	5,940
LEVEL 3 FINANCING INC. BOND- 8	10,743	10,625
LEVEL 3 FING INC - 7.000% - 06	6,550	6,323
LIMITED BRANDS INC NOTE - 6.62	11,244	11,250
LINN ENERGY LLC - 7.750% - 02/	5,113	4,213
MARKWEST ENERGY - 5.500% - 02/	11,257	11,138
MARKWEST ENERGY PARTNERS-06.75	6,173	6,240
MASCO CORP NT - 5.950% - 03/15	5,990	6,660
MGM RESORTS - 6.750% - 10/1/20	6,608	6,300
NATIONSTAR MORT CAP - 6.500% -	5,670	5,460
NIELSEN FIN LLC - 0.500% - 10/	11,176	11,055
NRG ENERGY INC - 6.625% - 03/1	11,397	11,439
NT NEXTEL CORP - 6.000% - 11/1	6,135	5,520
PEABODY ENERGY CORP NOTE - 6.5	5,005	4,338
PENNEY J C CORP INC SR NT - 5.	1,740	1,550
POST HLDGS INC - 7.375% - 02/1	17,312	15,999
RANGE RES CORP - 5.000% - 03/1	6,075	6,000
RANGE RES CORP - 6.750% - 08/0	5,235	5,200

Name of Bond	End of Year Book Value	End of Year Fair Market Value
REYNOLDS GROUP ISSUER LLC - 5.	4,950	5,125
SALLY HLDGS LLC - 5.750% - 06/	5,338	5,238
SEARS HLDGS CORP - 6.625% - 10	9,798	11,040
SLM CORP BOND - 5.500% - 01/25	5,655	5,745
SPRINT CAPITAL CORP - 6.875% -	5,873	5,280
T MOBILE USA INC - 6.125% - 01	5,235	5,075
T-MOBILE USA INC - 6.542% - 04	5,219	5,163
TARGA RES PARTNERS - 5.250% -	6,230	5,790
TENET HEALTHCARE CORP - 4.750%	5,944	6,090
TRANSDIGM INC NTS - 5.500% - 1	5,985	5,865
TRIUMPH GROUP - 4.875% - 04/0	6,015	5,828
UNITED RENTALS - 5.750% - 11/1	6,255	6,180
WYNN LAS VEGAS LLC - 7.875% -	5,388	5,250
ZAYO GROUP LLC/ZAYO CAP - 8.12	5,569	5,300



TY 2014 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 CL I MF	21,552	21,277
ACTAVIS PLC	16,016	59,204
ADT LTD.	4,179	9,601
AFLAC INC.	16,025	18,755
AMC NETWORKS INC	5,764	19,003
AMEC FOSTER WHEELER PLC	3,068	3,533
ANADARKO PETROLEUM CORP	30,978	44,633
ANGEL OAK MULTI-STRATEGY INCOM	105,456	105,196
APPLIED MICRO CIRCUITS CORP	3,928	2,738
AQR MULTI STRGY ALTERNATIVE	22,135	21,723
ARRAY BIOPHARMA INC	3,622	3,169
ARRIS GROUP INC	3,745	10,868
ATMEL CORPORATION	7,553	11,760
AUTODESK, INC.	11,791	35,435
AVNET INC.	4,968	7,313
BELMOND LTD	6,403	7,917
BIOGEN IDEC INC	12,201	72,982
BLACKROCK GLOBAL LONG/SHORT CR	10,606	10,214
BLACKROCK STRAT INC OPP - INS	177,983	175,422
BOEING CO	11,048	18,457
BOYD GAMING CORP	3,521	4,729
BRITISH AMERICAN TOBACCO PLC	15,918	17,467
BROADCOM CORPORATION	10,910	22,098
CABLEVISION SYSTEMS CORP	11,554	24,562
CAE INC	5,963	7,351
CAMECO CORPORATION	13,051	7,795
CINCINNATI BELL INC	4,364	4,338
COGNEX CORPORATION	1,339	6,613
COLGATE-PALMOLIVE COMPANY	12,425	18,335
COMCAST CORP	20,672	88,658

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COVIDIEN LTD	9,229	26,593
CREE, INC.	23,782	18,849
CUMMINS INC	4,953	14,417
CURRENCY SHARES BRITISH POUND	38,552	38,265
DIAGEO PLC ADS	15,060	17,342
DIRECTV GROUP	4,610	25,143
DISCOVERY COMMUNICATIONS, INC	4,806	13,825
DOLBY LABORATORIES	11,613	13,367
DOMINION RESOURCES INC	17,299	19,456
DOUBLELINE TOTAL RETURN BOND	96,602	96,339
DYAX CORP	2,415	3,796
EMERSON ELECTRIC CO.	16,320	18,025
ENDOCYTE INC	2,756	1,006
FLUOR CORP	14,040	21,221
FREEPORT-MCMORAN COPPER & GOLD	2,878	4,672
GANNETT CO INC	8,396	16,604
GOLDMAN SACHS STRAT INC-INSTIT	105,563	105,868
HARMONIC INC.	6,091	4,697
HELMERICH PAYNE	3,910	8,090
HEXCEL CP DELAWARE	4,147	8,091
IAC/INTERACTIVE CORP	1,141	4,255
ILLINOIS TOOL WORKS	10,348	18,182
IMMUNOGEN, INC	2,198	1,342
INTEL CORP	11,377	18,072
INTERXION HOLDING N.V.	3,741	6,015
INVESCO PLC	15,488	17,784
IRIDIUM COMMUNICATIONS INC	3,792	4,388
ISHARES CORE MSCI EMERGING MAR	271,845	275,595
ISHARES IBOXX \$ HIGH YIELD COR	101,281	101,606
ISHARES TRUST RUSSELL 1000 GRO	256,605	257,190

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ISHARES TRUST RUSSELL 1000 VAL	248,337	249,829
ISIS PHARMACEUTICALS, INC.	3,756	16,052
JANUS CAPITAL GROUP INC.	2,181	4,839
JDS UNIPHASE CORP	4,889	5,214
JOHNSON & JOHNSON	11,897	17,881
KANSAS CITY SOUTHERN	3,143	13,423
L-3 COMMUNICATIONS CORP	25,522	32,815
LAM RESEARCH CORP	7,048	20,628
LAS VEGAS SANDS CORP	1,091	13,958
LEVEL 3 COMMUNICATIONS, INC	4,548	13,876
LIBERTY BROADBAND CORP- LBRDA	89	2,154
LIBERTY BROADBAND CORP- LBRDK	180	4,334
LIBERTY BROADBAND CORP- LBRKR		266
LIBERTY INTERACTIVE CORPORATIO	2,173	27,214
LIBERTY MEDIA CORPORATION	527	12,261
LIBERTY MEDIA CORPORATION COM	276	6,172
LIBERTY VENTURES	336	4,941
MADISON SQUARE GARDEN CO.	2,587	6,397
MARKETFIELD FUND	30,060	28,494
MEDICINES COMPANY	1,676	1,937
MEDTRONIC INC	9,653	17,906
MICROSOFT CORPORATION	15,086	18,069
MYRIAD GENETICS, INC	4,226	6,131
NATL OILWELL VARCO	3,481	9,502
NEUBERGER BERMAN ABSOLUTE RETU	21,010	20,549
NEUBERGER BERMAN ALTRNTIVE FDS	39,273	41,789
NEXTERA ENERGY, INC	11,154	18,813
NORDSTROM INC	14,163	19,689
NORTHEAST UTIL	12,992	18,946
NOVARTIS AG ADR	11,731	17,883

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NOW INC.	4,226	4,400
NUANCE COMMUNICATIONS, INC.	10,071	8,748
NUCOR CP	10,345	12,753
NUVEEN HIGH YIELD MUNICIPAL BD	62,971	63,007
OCCIDENTAL PETROLEUM CORP	19,205	18,943
PALL CP	13,162	42,508
PEARSON PLC	17,495	17,989
PENTAIR INC. COM	2,443	8,435
POLYCOM, INC.	2,707	2,835
PRECISION CASTPARTS	5,249	16,862
QUALCOMM INC	19,855	18,805
R F MICRO DEVICES INC	3,729	13,438
RAYMOND JAMES FINANCIAL INC	1,959	6,302
REGENERON PHARMACEUTICALS, INC	1,107	26,666
ROBERT HALF INTL INC.	2,334	5,838
ROCHE HOLDING LTD ADR	18,209	16,553
ROWAN CO PLC	4,450	3,731
ROYAL CARRIBEAN CRUISE	7,372	25,553
SANDISK CORP	11,165	32,333
SEACHANGE INTERNATIONAL, INC	2,554	2,424
SEAGATE TECHNOLOGY	5,244	82,460
SEATTLE GENETICS, INC.	1,599	6,426
SINCLARI BROADCAST GROUP INC	2,232	9,302
SOTHEBYS	5,092	6,477
STANLEY BLACK & DECKER INC	16,697	18,736
STARZ	3,725	8,465
STILLWATER MINING CO	4,272	6,780
TE CONNECTIVITY LTD	9,622	52,498
TELEPHONE & DATA SYS INC.	2,636	2,778
THE MOSAIC CO	5,765	5,022

Name of Stock	End of Year Book Value	End of Year Fair Market Value
THIRD AVENUE FOCUSED CREDIT FU	31,031	26,229
TORONTO DOMINION	20,199	19,160
TRAVELERS COMPANIES INC	14,268	18,418
TRIMBLE NAV LTD	5,263	10,085
TRIQUINT SEMICONDUCTOR, INC.	2,629	14,602
TYCO INTERNATIONAL LTD.	6,336	23,246
UBS DYNAMIC ALPHA FUND CLASS P	9,981	10,268
UNIFI INC.	1,989	4,787
UNION PACIFIC	14,983	19,299
UNITED PARCEL SERVICE	12,644	18,677
UNITED STATES CELLULAR CORP	4,618	2,589
UNITED TECHNOLOGIES CORP	14,187	18,745
UNITEDHEALTH GROUP INC.	13,673	63,687
USD CYRUSONE INC	2,033	2,755
V F CORP	10,102	18,950
VALSPAR CORP	3,000	12,107
VANGUARD FTSE DEVELOPED MARKET	370,098	365,503
VANGUARD MID-CAP GROWTH ETF	136,961	137,174
VANGUARD MID-CAP VALUE INDEX	137,493	137,186
VANGUARD SM-CAP ETF	178,403	178,606
VERTEX PHARMCTLS INC	8,489	36,828
VISHAY INTERTECH	3,343	4,387
WADDELL&REED FIN INC	1,639	5,978
WEATHERFORD INTL	37,785	36,331
WELLS FARGO ADVTG ABSLT RETURN	9,990	10,071
WORLD WRESTLING ENT	3,861	3,825
YUM BRANDS INC	17,424	17,630

## TY 2014 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	4,503
A&Q GLOBAL DIVERSIFIED STRAT		500,000	604,719

**TY 2014 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	15,000			15,000
Bank Charges	865	865		
State or Local Filing Fees	25			25

TY 2014 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	108	108	



## TY 2014 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	52,182	52,182		

**TY 2014 Taxes Schedule****Name:** Lighten Family Foundation**EIN:** 20-8069108

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
990-PF Estimated Tax for 2014	4,100			
990-PF Extension for 2013	2,332			
Foreign Tax Paid	3,031	3,031		