

Return of Private Foundation

2016

Department of the Treasury
Internal Revenue Service

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

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

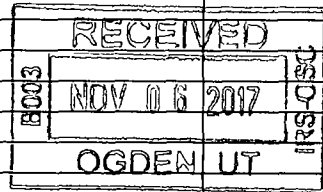
Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation THE LYNTON FOUNDATION		A Employer identification number 13-3743511
Number and street (or P O box number if mail is not delivered to street address) C/O CAROL LYNTON - 33 W 81ST STREET		B Telephone number (see instructions) () -
Room/suite		
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10024		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<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		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 8,051,003.		
J Accounting method		
<input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		
<input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual		

SCANNED BY [unreadable]

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)	2,975,389.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments	16.	16.		ATCH 1
	4 Dividends and interest from securities	92,482.	92,482.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-50,575.			
	b Gross sales price for all assets on line 6a	3,314,787.			
	7 Capital gain net income (from Part IV, line 2)		24,813.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 3	150.	150.			
12 Total. Add lines 1 through 11	3,017,462.	117,461.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) [4]	28,023.	28,023.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [5]	4,262.	4,262.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	7,520.	7,270.		250.
	24 Total operating and administrative expenses. Add lines 13 through 23.	39,805.	39,555.		250.
	25 Contributions, gifts, grants paid	1,932,454.			1,932,454.
26 Total expenses and disbursements Add lines 24 and 25	1,972,259.	39,555.		1,932,704.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,045,203.				
b Net investment income (if negative, enter -0-)		77,906.			
c Adjusted net income (if negative, enter -0-)					



9

3

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	364,027.	1,249,500.	1,249,500.
	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)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans				
13	Investments - other (attach schedule) ATCH 7	6,181,970.	6,801,503.	6,801,503.	
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	6,545,997.	8,051,003.	8,051,003.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	6,545,997.	8,051,003.		
30	Total net assets or fund balances (see instructions)	6,545,997.	8,051,003.		
31	Total liabilities and net assets/fund balances (see instructions)	6,545,997.	8,051,003.		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 6,545,997.
2	Enter amount from Part I, line 27a	2 1,045,203.
3	Other increases not included in line 2 (itemize) ▶ ATCH 8	3 459,803.
4	Add lines 1, 2, and 3	4 8,051,003.
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 8,051,003.

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	24,813.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	{ }	3	0.

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

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

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

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

(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))
2015	1,890,231.	7,223,698.	0.261671
2014	738,288.	7,666,611.	0.096299
2013	594,194.	4,327,358.	0.137311
2012	225,444.	5,901,016.	0.038204
2011	202,169.	5,794,140.	0.034892
2	Total of line 1, column (d)		2 0.568377
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 0.113675
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5		4 5,525,609.
5	Multiply line 4 by line 3.		5 628,124.
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 779.
7	Add lines 5 and 6.		7 628,903.
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 1,932,704.

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

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax under section 511', 'Add lines 1 and 2', 'Subtitle A (income) tax', 'Tax based on investment income', 'Credits/Payments', 'Total credits and payments', 'Tax due', and 'Overpayment'.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions like 'During the tax year, did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 during the year for political purposes?', 'Did the foundation file Form 1120-POL for this year?', 'Has the foundation engaged in any activities that have not previously been reported to the IRS?', 'Did the foundation have unrelated business gross income of \$1,000 or more during the year?', 'Was there a liquidation, termination, dissolution, or substantial contraction during the year?', 'Are the requirements of section 508(e) satisfied?', 'Did the foundation have at least \$5,000 in assets at any time during the year?', 'If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General?', '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 2016 or the taxable year beginning in 2016?', 'Did any persons become substantial contributors during the tax year?'.

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 Yes No X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 Yes No X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A 13 X
14 The books are in care of CAROL LYNTON Telephone no (212) 840-3456 Located at 1375 BROADWAY NEW YORK, NY ZIP+4 10018
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(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 X
(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 X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
b If "Yes," did it have excess business holdings in 2016 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 2016) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016? 4b X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

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

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

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

Total number of other employees paid over \$50,000. Yes No 0.

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0.
Total number of others receiving over \$50,000 for professional services		0.

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NOT APPLICABLE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,276,860.
b	Average of monthly cash balances	1b	593,109.
c	Fair market value of all other assets (see instructions)	1c	1,739,786.
d	Total (add lines 1a, b, and c)	1d	5,609,755.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,609,755.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	84,146.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,525,609.
6	Minimum investment return. Enter 5% of line 5	6	276,280.

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	276,280.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	779.
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	779.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	275,501.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	275,501.
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	275,501.

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	1,932,704.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,932,704.
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	779.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,931,925.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				275,501.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u>				
3 Excess distributions carryover, if any, to 2016				
a From 2011 202,169.				
b From 2012				
c From 2013 428,046.				
d From 2014 367,211.				
e From 2015 1,539,814.				
f Total of lines 3a through e	2,537,240.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>1,932,704.</u>				
a Applied to 2015, 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 2016 distributable amount.				275,501.
e Remaining amount distributed out of corpus.	1,657,203.			
5 Excess distributions carryover applied to 2016 . (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	4,194,443.			
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 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				
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)	2,975,389.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1,219,054.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016 1,219,054.				

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling

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

Table with 5 columns: (a) 2016, (b) 2015, (c) 2014, (d) 2013, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly for active conduct), 3 (Alternative tests: Assets, Endowment, Support).

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

1 Information Regarding Foundation Managers:

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

CAROL LYNTON; MICHAEL LYNTON

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

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>ATCH 10</p>				
Total				3a 1,932,454.
<p>b Approved for future payment</p> <p>ATCH 11</p>				
Total				3b 100,000.

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash... (2) Other assets... b Other transactions (1) Sales of assets... (2) Purchases of assets... (3) Rental of facilities... (4) Reimbursement arrangements... (5) Loans or loan guarantees... (6) Performance of services... c Sharing of facilities... d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' in columns (b) and (d).

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... 2b If "Yes," complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All cells are currently empty.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here: Signature of officer or trustee (handwritten), Date 11/01/2017, Title TRUSTEE. Box: May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No

Paid Preparer Use Only: Preparer's name MARC G GOLDBERG, Preparer's signature (handwritten), Date 11/01/2017, Check self-employed if [] PTIN P00140875, Firm's name ANCHIN BLOCK & ANCHIN LLP, Firm's EIN 13-0436940, Firm's address 1375 BROADWAY NEW YORK, NY, Phone no 212-840-3456

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Schedule of Contributors

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

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

OMB No 1545-0047

2016

Name of the organization

THE LYNTON FOUNDATION

Employer identification number

13-3743511

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

Name of organization **THE LYNTON FOUNDATION**

Employer identification number

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LYNTON ASSET LP 33 WEST 81ST STREET NEW YORK, NY 10024	\$ 75,389.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	LYNTON CLAT 33 WEST 81ST STREET NEW YORK, NY 10024	\$ 900,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	LYNTON ASSET LP 33 WEST 81ST STREET NEW YORK, NY 10024	\$ 2,000,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE LYNTON FOUNDATION

Employer identification number

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	271 SHS OF NEW RELIC	\$ 9,770.	01/05/2016
1	678 SHS OF ZENDESK INC	\$ 17,669.	01/05/2016
1	611 SHS OF NEW RELIC	\$ 18,397.	06/22/2016
1	512 SHS OF ZENDESK INC	\$ 13,962.	06/22/2016
1	521 SHS OF ZENDESK INC	\$ 15,591.	09/16/2016
3	128,370 SHS OF SNAP INC CLASS A COMMON STOCK	\$ 2,000,000.	12/29/2016

Name of organization THE LYNTON FOUNDATION

Employer identification number

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,827,928.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 2,808,663.				P	VAR	VAR
							19,265.	
486,859.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 481,311.				D	VAR	VAR
							5,548.	
TOTAL GAIN (LOSS)					<u>24,813.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CITIBANK	16.	16.
TOTAL	<u>16.</u>	<u>16.</u>

The Lynton Foundation, Inc.
EIN: 13-3743511

Federal Footnote:

Conduit Election – Part XIII – Line 7:

\$2,975,389 are distributions out of corpus as follows:

2011 – 2015 Excess Distribution Carryovers (See Election Statement Attached)	\$ 2,537,240
2016 Current Corpus Distribution	<u>438,149</u>
Total	<u>\$ 2,975,389</u>

THE LYNTON FOUNDATION

2016 FORM 990-PF

13-3743511

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GOLDMAN SACHS - DIVIDENDS	56,761.	56,761.
CHARLES SCHWAB -DIVIDENDS	35,721.	35,721.
TOTAL	<u>92,482.</u>	<u>92,482.</u>

THE LYNTON FOUNDATION

2016 FORM 990-PF

13-3743511

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MISCELLANEOUS INCOME	150.	150.
TOTALS	<u>150.</u>	<u>150.</u>

THE LYNTON FOUNDATION

2016 FORM 990-PF

13-3743511

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MANAGEMENT FEES (GOLDMAN SACHS)	28,023.	28,023.
TOTALS	<u>28,023.</u>	<u>28,023.</u>

THE LYNTON FOUNDATION

2016 FORM 990-PF

13-3743511

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAX WITHHELD-GOLDMAN	4,262.	4,262.
TOTALS	<u>4,262.</u>	<u>4,262.</u>

THE LYNTON FOUNDATION

2016 FORM 990-PF

13-3743511

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT EXP - GOLDMAN SACHS	7,270.	7,270.	
NYS FILING FEES	250.		250.
TOTALS	<u>7,520.</u>	<u>7,270.</u>	<u>250.</u>

ATTACHMENT 7FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
LIBERTYVIEW CREDIT OPPOR FD II	146,558.	148,784.	148,784.
CHARLES SCHWAB-SEE SCHED 2	1,269,684.	1,079,782.	1,079,782.
GOLDMAN SACHS-SEE SCHED 3	3,177,143.	1,977,291.	1,977,291.
HARRIER FUND C LTD	1,588,585.	1,595,646.	1,595,646.
128,370 SHRS SNAP INC CL A COM		2,000,000.	2,000,000.
TOTALS	<u>6,181,970.</u>	<u>6,801,503.</u>	<u>6,801,503.</u>

ATTACHMENT 8

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN	459,803.
TOTAL	<u>459,803.</u>

THE LYNTON FOUNDATION

2016 FORM 990-PF

13-3743511

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

ATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
CAROL LYNTON 33 WEST 81ST STREET NEW YORK, NY 10024	TRUSTEE 3 00	0	0.	0
MICHAEL LYNTON 510 HOMEWOOD ROAD LOS ANGELES, CA 90049	TRUSTEE 3.00	0.	0.	0.
	GRAND TOTALS	<u>0</u>	<u>0.</u>	<u>0</u>

THE LYNTON FOUNDATION

2016 FORM 990-PF

13-3743511

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

ATTACHMENT 10

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SEE SCHEDULE # 1 C/O THE LYNTON FOUNDATION 33 WEST 81ST STREET NEW YORK, NY 10024	NONE PUBLIC CHARITIES	GENERAL PURPOSE	1,932,454
		TOTAL CONTRIBUTIONS PAID	<u>1,932,454</u>

THE LYNTON FOUNDATION

2016 FORM 990-PF

13-3743511

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 11

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NEW YORK UNIVERSITY SCHOOL OF LAW 25 WEST FOURTH STREET NEW YORK, NY 10012	NONE PC	GENERAL SUPPORT	100,000
TOTAL CONTRIBUTIONS APPROVED			<u>100,000</u>

THE LYNTON FOUNDATION

2016 FORM 990-PF

13-3743511

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

ATTACHMENT 12

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
MISCELLANEOUS INCOME			14	150.	
TOTALS				<u>150.</u>	

Z84934 3846

R64402

ATTACHMENT 12

Schedule 1

The Lynton Foundation
 990-PF Part XV, Line 13a
 EIN#13-3743511
 Schedule #1
 December 31, 2016

Donee	Address	Status	Purpose	Amount
APAFI	New York, NY	Public Charity	General	750 00
Breaking Ground Building and Restoring Lives	505 Eight Avenue, 5th Floor, New York, NY 10018	Public Charity	General	50,000 00
Bronx Defenders	360 East 161st Street, Bronx, NY 10451	Public Charity	General	32,000 00
Brooklyn Community Bail Fund Inc	195 Montague Street, 14th Floor, New York, NY 11201	Public Charity	General	25,000 00
Brown University	164 Angell Street, Box 1877, Providence, RI 02912	Public Charity	General	250,000 00
Camp Kesem	P O Box 452, Culver City, CA 90232	Public Charity	General	250 00
Careers through Culinary Arts	505 Eight Avenue, Suite 1400, New York, NY 10018	Public Charity	General	7,500 00
Center For An Urban Future	120 Wall Street, 20th Floor, New York, NY 10005	Public Charity	General	5,000 00
Citizens Budget Commission	2 Penn Plaza, 5th Floor, New York, NY 10121	Public Charity	General	17,000 00
Columbia University	622 West 113th Street, Mail Code 4524, New York, NY 10025	Public Charity	General	128,984 00
East Harlem Tutonal Program	2035 Second Avenue, New York, NY 10029	Public Charity	General	300,000 00
Encounter Programs inc	25 Broadway, Suite 1700, New York, NY 10004	Public Charity	General	1,000 00
Filipino American Society of St Joan of Arc	8200 35th Avenue Jackson Heights Queens, New York	Public Charity	General	150 00
Footsteps	114 John Street, #930, New York, NY 10272	Public Charity	General	4,300 00
Fractured Atlas	284 West 35th Street, 10th Floor, New York, NY 10001	Public Charity	General	5,000 00
Girls Inc, Westchester	901 N Broadway, Suite 6, White Plains, NY 10603	Public Charity	General	5,000 00
Global Kids	137 East 25th Street, 2nd Floor, New York, NY 10010	Public Charity	General	3,500 00
Greater NY	1385 Broadway, 23rd Floor, New York, NY 10018	Public Charity	General	25,000 00
Literacy Inc	5030 Broadway, Suite 641, New York, NY 10034	Public Charity	General	2,000 00
New York Collaborates for Autism	3 East 54th Street, 5th Floor, New York, NY 10022	Public Charity	General	6,000 00
New York Legal Assistance	7 Hanover Square, 18th Floor, New York, NY 10004	Public Charity	General	5,000 00
NYC Ballet	New York State Theater 20, Lincoln Center, NY, NY 10025	Public Charity	General	1,000 00
New York University (Daily Gift Account)	25 West Fourth Street, New York, NY 10012-1119	Public Charity	General	25,000 00
Park Avenue Armory	643 Park Avenue New York, NY 10065	Public Charity	General	10,000 00
Playwnght Horizon	416 W 42nd Street, New York, NY 10036	Public Charity	General	3,500 00
President and Fellows of Harvard College RSO Account	1033 Massachusetts Avenue, Ste 3, Cambridge, MA 02138	Public Charity	General	795,000 00
Project Muszed	2812 West 54th Street, Los Angeles, CA 90043	Public Charity	General	250 00
Sea Change Capital Partners	1385 Broadway, 23rd Floor, New York, NY 10018	Public Charity	General	25,000 00
Strong Women Strong Girls	555 Armory Street, Suite#3R-3, Jamaica Plain, MA 02130	Public Charity	General	150 00
Team United	9273 Wedgewood Drne, PGH, PA 15239	Public Charity	General	120 00
The Brookings Institution	1775 Massachusetts Avenue, NW, Washington DC 20036	Public Charity	General	140,000 00
The History Makers	10346 Zelzah Avenue, Unit 8, Northhdge, CA 91326	Public Charity	General	25,000 00
The Hope Program	One Smith Street, 4th Floor, Brooklyn, NY 11201	Public Charity	General	5,000 00
The Marshall Project	156 W 56th Street, Suite 701, New York, NY 10019	Public Charity	General	5,000 00
The Mental Health Association of Westchester	580 White Plains Road, Suite 510, Tarrytown, NY 10591	Public Charity	General	15,000 00
The Public Theater	425 Lafayette Street, New York, NY 10003	Public Charity	General	4,000 00
Vera Institute of Justice	233 Broadway, 12th Floor, New York, NY 10279	Public Charity	General	2,500 00
Wendy Hilliard Foundation	550 West 155th Street, New York, NY 10032	Public Charity	General	2,500 00
				<u>1,932,454.00</u>

Schedule #2 - page 1 of 3



Schwab One® Trust Account of
CAROL LYNTON TTEE
LYNTON FOUNDATION
 U/A DTD 12/06/1993
 EIN 13-3743511

Account Number
2695-7068

Statement Period
December 1-31, 2016

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
EATON VANCE FLOATING ◊ RATE FD CL I SYMBOL EIBLX	44,015.7590	8.9500	393,941.04	9.13	401,781.51	(7,840.47)
VANGUARD INFLATION ◊ PROTECTED SECS ADM SHR SYMBOL VAIPX	8,482.6650	25.4800	216,138.30	25.81	218,828.06	(2,689.76)

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

Schedule #2 - page 2 of 3



Schwab One® Trust Account of
CAROL LYNTON TTEE
LYNTON FOUNDATION
 U/A DTD 12/06/1993
 EIN 13-3743511

Account Number
2695-7068

Statement Period
December 1-31, 2016

Investment Detail - Mutual Funds (continued)

Bond Funds (continued)	Quantity	Market Price	Market Value	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
VANGUARD SHORT TERM TRSY ^o FUND ADMIRAL SHARE SYMBOL VFIRX	14,644 2910	10 6400	155,815 26	10 71	156,845 32	(1,030 06)

Investment Detail - Other Assets

Other Assets	Quantity	Market Price	Market Value		Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
ISHARES CORE MSCI ^o	3,699.3578	42.4500	157,037.74		(1,281.75)	2.75%	4,332 65
EMERGING ETF	32 6136	40 1166	1,308 35		76 10		Long-Term
SYMBOL IEMG	72 7442	42 0840	3,061 37		26 62		Short-Term
	5 0000	43 3920	216 96	10/22/15	(4 71)	436	Long-Term
	50 0000	43 3918	2,169 59	10/22/15	(47 09)	436	Long-Term
	100 0000	43.3918	4,339 18	10/22/15	(94 18)	436	Long-Term
	100 0000	43 3918	4,339 18	10/22/15	(94 18)	436	Long-Term
	100 0000	43 3918	4,339 18	10/22/15	(94 18)	436	Long-Term
	100 0000	43 3918	4,339 18	10/22/15	(94 18)	436	Long-Term
	100 0000	43 3918	4,339 18	10/22/15	(94 18)	436	Long-Term
	100 0000	43 3918	4,339 18	10/22/15	(94 18)	436	Long-Term
	100 0000	43 3918	4,339 18	10/22/15	(94 18)	436	Long-Term
	100 0000	43 3918	4,339 18	10/22/15	(94 18)	436	Long-Term
	100 0000	43 3918	4,339 18	10/22/15	(94 18)	436	Long-Term
	140 0000	43 3918	6,074 86	10/22/15	(131 86)	436	Long-Term
	200 0000	43 3918	8,678 37	10/22/15	(188 37)	436	Long-Term

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



Schwab One® Trust Account of
CAROL LYNTON TTEE
LYNTON FOUNDATION
 U/A DTD 12/06/1993
 EIN 13-3743511

Account Number
2695-7068

Statement Period
December 1-31, 2016

Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value		Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
			Cost Basis	Acquired			
ISHARES CORE MSCI ◊	200 0000	43 3918	8,678 37	10/22/15	(188 37)	436	Long-Term
	300 0000	43 3918	13,017 55	10/22/15	(282 55)	436	Long-Term
	300 0000	43 3918	13,017 55	10/22/15	(282 55)	436	Long-Term
	300 0000	43 3918	13,017 55	10/22/15	(282 55)	436	Long-Term
	199 0000	41 7233	8,302 95	06/30/16	144 60	184	Short-Term
	200 0000	41 7234	8,344 68	06/30/16	145 32	184	Short-Term
	200 0000	41 7234	8,344 68	06/30/16	145 32	184	Short-Term
	200 0000	41 7234	8,344 68	06/30/16	145 32	184	Short-Term
	200 0000	41 7234	8,344 68	06/30/16	145 32	184	Short-Term
	200 0000	41 7234	8,344 68	06/30/16	145 32	184	Short-Term
<i>Cost Basis</i>			158,319 49				
ISHARES CURRENCY HEDG ◊	6,004.9822	26.1200	156,850 14		8,666.33	3 76%	5,909.72
MSCI EAFE ETF	34 2617	25 5813	876 46		18 46		Long-Term
SYMBOL HEFA	168 7205	24 4273	4,121 40		285 58		Short-Term
	300 0000	25 0702	7,521 07	08/25/15	314 93	494	Long-Term
	800 0000	25 0762	20,061 00	08/25/15	835 00	494	Long-Term
	2,610 0000	25 0802	65,459 43	08/25/15	2,713 77	494	Long-Term
	2,092 0000	23 9696	50,144 45	06/30/16	4,498 59	184	Short-Term
<i>Cost Basis</i>			148,183 81				



Total Market Value - \$1,079,782 48
 Total Cost - \$1,083,958 19



Lynton Foundation
EIN: 13-3743511

Schedule #3 - page 1 of 10

Statement of Account With
GOLDMAN, SACHS & CO.
200 West Street New York, NEW YORK 10282, UNITED STATES

ACCOUNT NO	STATEMENT PERIOD	PAGE
002 51922-1	FROM 01 Dec 2016 TO 31 Dec 2016	4 of 35

SECURITY POSITIONS

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

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

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

DESCRIPTION	QUANTITY TD	QUANTITY SD	PRICE ²	MARKET VALUE TD	MARKET VALUE SD	MARKET VALUE IN BASE CURRENCY		A/C TYPE
						CCY	TD	
SECURITY POSITIONS								
COMMON STOCK								
US Dollar (Exchange Rate 1.00000000 USD)								
1-800-FLOWERS COM CMN CLASS A CUSIP 68243Q106 ISIN US68243Q1067	900	900	10.7	9,630.00	9,630.00	USD	9,630.00	9,630.00 USD MGNL
A O SMITH CORP (DEL) CMN CUSIP 831865209 ISIN US8318652091	200	200	47.35	9,470.00	9,470.00	USD	9,470.00	9,470.00 USD MGNL
ALLIANCE DATA SYSTEMS CORPORATION CMN CUSIP 018581108 ISIN US0185811082	50	50	228.5	11,425.00	11,425.00	USD	11,425.00	11,425.00 USD MGNL
AMAZON COM INC CMN CUSIP 023135106 ISIN US0231351067	15	15	749.87	11,248.05	11,248.05	USD	11,248.05	11,248.05 USD MGNL
AMERCO CMN CUSIP 023586100 ISIN US0235861004	130	130	369.59	48,046.70	48,046.70	USD	48,046.70	48,046.70 USD MGNL
AMERICAN TOWER CORPORATION CMN CUSIP 03027X100 ISIN US03027X1000	200	200	105.68	21,136.00	21,136.00	USD	21,136.00	21,136.00 USD MGNL
APOGEE ENTERPRISES INC CMN CUSIP 037598109 ISIN US0375981091	200	200	53.56	10,712.00	10,712.00	USD	10,712.00	10,712.00 USD MGNL
APPLE INC CMN CUSIP 037833100 ISIN US0378331005	1,100	1,100	115.82	127,402.00	127,402.00	USD	127,402.00	127,402.00 USD MGNL
ARCH COAL INC CMN CUSIP 039380407 ISIN US0393804077	400	300	78.05	31,220.00	23,415.00	USD	31,220.00	23,415.00 USD MGNL

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DESCRIPTION	QUANTITY	QUANTITY	PRICE ²	MARKET VALUE	MARKET VALUE	MARKET VALUE	MARKET VALUE	A/C
	TD	SD		TD	SD CCY	IN BASE CURRENCY	IN BASE CURRENCY	
SECURITY POSITIONS (Cont.)								
COMMON STOCK (Cont)								
US Dollar (Exchange Rate. 1 00000000 USD) (Cont)								
ASTRONICS CORP								
CMN								
CUSIP 046433108								
ISIN US0464331083	400	400	33 84	13,536 00	13,536 00 USD	13 536 00	13,536 00 USD	MGNL
ASTRONICS CORPORATION								
CMN CLASS B								
CUSIP 046433207								
ISIN US0464332073	52	52	33 7	1,752 40	1,752 40 USD	1 752 40	1 752 40 USD	MGNL
ATRICURE, INC								
CMN								
CUSIP 04963C209								
ISIN US04963C2098	50	50	19 57	978 50	978 50 USD	978 50	978 50 USD	MGNL
ATRION CORP								
CMN								
CUSIP 049904105								
ISIN US0499041053	(20)	(20)	507 2	(10,144 00)	(10,144 00) USD	(10 144 00)	(10,144 00) USD	MGNS
BANK OF THE OZARKS INC								
CMN								
CUSIP 063904106								
ISIN US0639041062	200	200	52 59	10,518 00	10,518 00 USD	10 518 00	10 518 00 USD	MGNL
BANKUNITED INC								
CMN								
CUSIP 06652K103								
ISIN US06652K1034	300	300	37 69	11,307 00	11,307 00 USD	11,307 00	11,307 00 USD	MGNL
BEACON ROOFING SUPPLY, INC								
CMN								
CUSIP 073685109								
ISIN US0736851090	200	200	46 07	9,214 00	9 214 00 USD	9,214 00	9,214 00 USD	MGNL
BIOTELEMETRY INC								
CMN								
CUSIP 090672106								
ISIN US0906721065	250	250	22 35	5,587 50	5,587 50 USD	5,587 50	5,587 50 USD	MGNL
BLOOMIN BRANDS, INC								
CMN								
CUSIP 094235108								
ISIN US0942351083	1 700	1,700	18 03	30,651 00	30,651 00 USD	30 651 00	30 651 00 USD	MGNL
BOINGO WIRELESS, INC								
CMN								
CUSIP 09739C102								
ISIN US09739C1027	2,100	2 100	12 19	25,599 00	25 599 00 USD	25,599 00	25,599 00 USD	MGNL
BOJANGLES, INC								
CMN								
CUSIP 097488100								
ISIN US0974881007	400	400	18 65	7,460 00	7,460 00 USD	7,460 00	7,460 00 USD	MGNL
CANADIAN PACIFIC RAILWAY								
LTD								
CMN								
CUSIP 13645T100								
ISIN CA13645T1003	100	100	142 77	14,277 00	14 277 00 USD	14,277 00	14 277 00 USD	MGNL
CARMAX, INC								
CMN								
CUSIP 143130102								
ISIN US1431301027	(200)	(200)	64 39	(12,878 00)	(12 878 00) USD	(12,878 00)	(12,878 00) USD	MGNS
CASELLA WASTE SYSTEMS INC								
CLASS A								
CUSIP 147448104								
ISIN US1474481041	7 800	7,800	12 41	96,798 00	96,798 00 USD	96,798 00	96,798 00 USD	MGNL
CELGENE CORPORATION								
CMN								
CUSIP 151020104								
ISIN US1510201049	150	150	115 75	17,362 50	17,362 50 USD	17,362 50	17,362 50 USD	MGNL
CENTURY COMMUNITIES INC								
CMN								
CUSIP 156504300								
ISIN US1565043007	700	700	21	14,700 00	14,700 00 USD	14,700 00	14,700 00 USD	MGNL
CHUYS HLDGS INC								
CMN								
CUSIP 171604101								
ISIN US1716041017	100	100	32 45	3,245 00	3 245 00 USD	3,245 00	3,245 00 USD	HIC
CHUYS HLDGS INC								
CMN								
CUSIP 171604101								
ISIN US1716041017	100	100	32 45	3,245 00	3,245 00 USD	3 245 00	3,245 00 USD	MGNL

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DESCRIPTION	QUANTITY	QUANTITY	PRICE ²	MARKET VALUE	MARKET VALUE	MARKET VALUE	MARKET VALUE	A/C	
	TD	SD		TD	SD CCY	IN BASE CURRENCY	IN BASE CURRENCY		SD CCY
SECURITY POSITIONS (Cont.)									
COMMON STOCK (Cont.)									
US Dollar (Exchange Rate 1.00000000 USD) (Cont.)									
CISCO SYSTEMS, INC									
CMN									
CUSIP 17275R102									
ISIN US17275R1023									
	300	300	30 22	9,066 00	9,066 00 USD	9 066 00	9,066 00 USD	MGNL	
CME GROUP INC									
CMN CLASS A									
CUSIP 12572Q105									
ISIN US12572Q1058									
	50	50	115 35	5 767 50	5,767 50 USD	5,767 50	5 767 50 USD	MGNL	
COGENT COMMUNICATIONS									
HLDGS									
CMN									
CUSIP 19239V302									
ISIN US19239V3024									
	1,600	1,600	41 35	66,160 00	66,160 00 USD	66,160 00	66,160 00 USD	MGNL	
COHERENT INC									
CMN									
CUSIP 192479103									
ISIN US1924791031									
	850	850	137 385	116,777 25	116,777 25 USD	116 777 25	116,777 25 USD	MGNL	
COMSCORE, INC									
CMN									
CUSIP 20564W105									
ISIN US20564W1053									
	700	700	31 58	22,106 00	22 106 00 USD	22,106 00	22,106 00 USD	MGNL	
CONSOLIDATED EDISON INC									
CMN									
CUSIP 209115104									
ISIN US2091151041									
	(100)	(100)	73 68	(7,368 00)	(7,368 00) USD	(7,368 00)	(7,368 00) USD	MGNS	
CONTINENTAL BLDG PRODS									
INC									
CMN									
CUSIP 211171103									
ISIN US2111711030									
	1,200	1,200	23 1	27,720 00	27,720 00 USD	27 720 00	27,720 00 USD	MGNL	
CONTROL4 CORPORATION									
CMN									
CUSIP 21240D107									
ISIN US21240D1072									
	1,900	1 900	10 2	19 380 00	19,380 00 USD	19 380 00	19 380 00 USD	MGNL	
CORE-MARK HOLDING									
COMPANY, INC									
CMN									
CUSIP 218681104									
ISIN US2186811046									
	400	400	43 07	17,228 00	17,228 00 USD	17 228 00	17,228 00 USD	MGNL	
CROWN CASTLE INTL CORP									
CMN									
CUSIP 22822V101									
ISIN US22822V1017									
	1 100	1,100	86 77	95 447 00	95,447 00 USD	95 447 00	95,447 00 USD	MGNL	
CSX CORPORATION									
CMN									
CUSIP 126408103									
ISIN US1264081035									
	650	650	35 93	23 354 50	23,354 50 USD	23,354 50	23,354 50 USD	MGNL	
CVS HEALTH CORP									
CMN									
CUSIP 126650100									
ISIN US1266501006									
	200	200	78 91	15,782 00	15,782 00 USD	15,782 00	15,782 00 USD	MGNL	
DAVITA INC									
CMN									
CUSIP 23918K108									
ISIN US23918K1088									
	200	200	64 2	12,840 00	12,840 00 USD	12 840 00	12,840 00 USD	MGNL	
DEERE & COMPANY									
CMN									
CUSIP 244199105									
ISIN US2441991054									
	(400)	(400)	103 04	(41,216 00)	(41 216 00) USD	(41 216 00)	(41 216 00) USD	MGNS	
DELTA AIR LINES, INC									
CMN									
CUSIP 247361702									
ISIN US2473617023									
	750	750	49 19	36,892 50	36,892 50 USD	36,892 50	36,892 50 USD	MGNL	
DENNY S CORPORATION									
CMN									
CUSIP 24869P104									
ISIN US24869P1049									
	600	600	12 83	7,698 00	7 698 00 USD	7,698 00	7,698 00 USD	MGNL	
DIGITALGLOBE, INC									
CMN									
CUSIP 25389M877									
ISIN US25389M8771									
	150	150	28 65	4,297 50	4,297 50 USD	4 297 50	4,297 50 USD	MGNL	

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DESCRIPTION	QUANTITY TD	QUANTITY SD	PRICE ²	MARKET VALUE TD	MARKET VALUE SD CCY	MARKET VALUE IN BASE CURRENCY TD	MARKET VALUE IN BASE CURRENCY SD CCY	A/C TYPE
SECURITY POSITIONS (Cont.)								
COMMON STOCK (Cont)								
US Dollar (Exchange Rate: 1 00000000 USD) (Cont)								
DYCOM INDUSTRIES INC								
CMN								
CUSIP 267475101								
ISIN US2674751019	(100)	(100)	80.29	(8,029.00)	(8,029.00) USD	(8,029.00)	(8,029.00) USD	MGNS
EAGLE MATERIALS INC								
CMN								
CUSIP 26969P108								
ISIN US26969P1084	150	150	98.53	14,779.50	14,779.50 USD	14,779.50	14,779.50 USD	MGNL
EBIX INC								
CMN								
CUSIP 278715206								
ISIN US2787152063	(500)	(500)	57.05	(28,525.00)	(28,525.00) USD	(28,525.00)	(28,525.00) USD	MGNS
ENERSYS								
CMN								
CUSIP 29275Y102								
ISIN US29275Y1029	100	100	78.1	7,810.00	7,810.00 USD	7,810.00	7,810.00 USD	MGNL
ESCALADE INC								
CMN								
CUSIP 296056104								
ISIN US2960561049	200	200	13.2	2,640.00	2,640.00 USD	2,640.00	2,640.00 USD	MGNL
EXACT SCIENCES CORP								
CMN								
CUSIP 30063P105								
ISIN US30063P1057	1,700	1,700	13.36	22,712.00	22,712.00 USD	22,712.00	22,712.00 USD	MGNL
EXXON MOBIL CORPORATION								
CMN								
CUSIP 30231G102								
ISIN US30231G1022	(200)	(200)	90.26	(18,052.00)	(18,052.00) USD	(18,052.00)	(18,052.00) USD	MGNS
FARO TECHNOLOGIES INC								
CMN								
CUSIP 311642102								
ISIN US3116421021	100	100	36	3,600.00	3,600.00 USD	3,600.00	3,600.00 USD	MGNL
FLOTEK INDUSTRIES, INC								
CMN								
CUSIP 343389102								
ISIN US3433891021	200	200	9.39	1,878.00	1,878.00 USD	1,878.00	1,878.00 USD	MGNL
FOX FACTORY HOLDING CORP								
CMN								
CUSIP 35138V102								
ISIN US35138V1026	200	200	27.75	5,550.00	5,550.00 USD	5,550.00	5,550.00 USD	MGNL
GATX CORPORATION								
CMN								
CUSIP 361448103								
ISIN US3614481030	300	300	61.58	18,474.00	18,474.00 USD	18,474.00	18,474.00 USD	MGNL
GEE GROUP INC								
CMN								
CUSIP 36165A102								
ISIN US36165A1025	555	555	4.3326	2,404.59	2,404.59 USD	2,404.59	2,404.59 USD	MGNL
GENERAL DYNAMICS CORP								
CMN								
CUSIP 369550108								
ISIN US3695501086	100	100	172.66	17,266.00	17,266.00 USD	17,266.00	17,266.00 USD	MGNL
GENERAL MOTORS COMPANY								
CMN								
CUSIP 37045V100								
ISIN US37045V1008	3,500	3,500	34.84	121,940.00	121,940.00 USD	121,940.00	121,940.00 USD	MGNL
GENTHERM INCORPORATED								
CMN								
CUSIP 37253A103								
ISIN US37253A1034	950	950	33.85	32,157.50	32,157.50 USD	32,157.50	32,157.50 USD	MGNL
GILEAD SCIENCES								
CMN								
CUSIP 375558103								
ISIN US3755581036	100	100	71.61	7,161.00	7,161.00 USD	7,161.00	7,161.00 USD	MGNL
GLACIER BANCORP INC (NEW)								
CMN								
CUSIP 37637Q105								
ISIN US37637Q1058	300	300	36.23	10,869.00	10,869.00 USD	10,869.00	10,869.00 USD	MGNL
GMS INC								
CMN								
CUSIP 36251C103								
ISIN US36251C1036	150	150	29.28	4,392.00	4,392.00 USD	4,392.00	4,392.00 USD	MGNL

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DESCRIPTION	QUANTITY TD	QUANTITY SD	PRICE ²	MARKET VALUE TD	MARKET VALUE SD CCY	MARKET VALUE IN BASE CURRENCY TD	MARKET VALUE IN BASE CURRENCY SD CCY	A/C TYPE
SECURITY POSITIONS (Cont.)								
COMMON STOCK (Cont)								
US Dollar (Exchange Rate: 1.00000000 USD) (Cont)								
HALLIBURTON COMPANY								
CMN								
CUSIP 406216101								
ISIN US4062161017	300	300	54 09	16,227 00	16,227 00 USD	16 227 00	16,227 00 USD	MGNL
HEADWATERS INC								
CMN								
CUSIP 42210P102								
ISIN US42210P1021	500	500	23 52	11,760 00	11,760 00 USD	11,760 00	11 760 00 USD	MGNL
HOME BANCSHARES, INC								
CMN								
CUSIP 436893200								
ISIN US4368932004	400	400	27 77	11,108 00	11,108 00 USD	11,108 00	11,108 00 USD	MGNL
IGNITE RESTAURANT GROUP								
INC								
CMN								
CUSIP 451730105								
ISIN US4517301051	6 000	6,000	0 54	3,240 00	3,240 00 USD	3 240 00	3,240 00 USD	MGNL
INTERCONTINENTAL								
EXCHANGE INC								
CMN								
CUSIP 45866F104								
ISIN US45866F1049	250	250	56 42	14,105 00	14,105 00 USD	14,105 00	14,105 00 USD	MGNL
ISHARES 1-3 YEAR								
TREASURY BOND								
ETF								
CUSIP 464287457								
ISIN US4642874576	(2,000)	(2,000)	84 45	(168,900 00)	(168,900 00) USD	(168 900 00)	(168 900 00) USD	MGNS
JASON INDS INC								
CMN								
CUSIP 471172106								
ISIN US4711721062	1,200	1 200	1 8	2,160 00	2,160 00 USD	2,160 00	2,160 00 USD	MGNL
JOINT CORP (THE)								
CMN								
CUSIP 47973J102								
ISIN US47973J1025	2,500	2,500	2 65	6,625 00	6 625 00 USD	6,625 00	6,625 00 USD	MGNL
JPMORGAN CHASE & CO								
CMN								
CUSIP 46625H100								
ISIN US46625H1005	450	450	86 29	38,830 50	38,830 50 USD	38 830 50	38,830 50 USD	MGNL
KANSAS CITY SOUTHERN								
CMN								
CUSIP 485170302								
ISIN US4851703029	100	100	84 85	8,485 00	8,485 00 USD	8 485 00	8,485 00 USD	MGNL
KENNAMETAL INC								
CMN								
CUSIP 489170100								
ISIN US4891701009	100	100	31 26	3,126 00	3,126 00 USD	3,126 00	3,126 00 USD	MGNL
KENNEDY-WILSON HOLDINGS								
INC								
CMN								
CUSIP 489398107								
ISIN US4893981070	1 950	1,950	20 5	39,975 00	39,975 00 USD	39 975 00	39,975 00 USD	MGNL
KRATON CORP								
CMN								
CUSIP 50077C106								
ISIN US50077C1062	650	650	28 48	18 512 00	18 512 00 USD	18 512 00	18,512 00 USD	MGNL
L BRANDS, INC								
CMN								
CUSIP 501797104								
ISIN US5017971046	300	300	65 84	19,752 00	19 752 00 USD	19,752 00	19,752 00 USD	MGNL
LIBBEY INC								
CMN								
CUSIP 529898108								
ISIN US5298981086	450	450	19 46	8,757 00	8,757 00 USD	8,757 00	8 757 00 USD	MGNL
LIFELOCK, INC								
CMN								
CUSIP 53224V100								
ISIN US53224V1008	300	300	23 92	7,176 00	7,176 00 USD	7 176 00	7,176 00 USD	MGNL
LINCOLN ELECTRIC HOLDINGS								
INC								
CMN								
CUSIP 533900106								
ISIN US5339001068	150	150	76 67	11,500 50	11 500 50 USD	11,500 50	11,500 50 USD	MGNL

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DESCRIPTION	QUANTITY TO	QUANTITY SD	PRICE ²	MARKET VALUE TO	MARKET VALUE SD CCY	MARKET VALUE IN BASE CURRENCY TD	MARKET VALUE IN BASE CURRENCY SD CCY	A/C TYPE
SECURITY POSITIONS (Cont.)								
COMMON STOCK (Cont.)								
US Dollar (Exchange Rate 1 00000000 USD) (Cont.)								
LUMBER LIQUIDATORS HOLDINGS IN^C								
CMN								
CUSIP 55003T107								
ISIN US55003T1079	150	150	15 74	2 361 00	2,361 00 USD	2,361 00	2,361 00 USD	MGNL
LYONDELLBASELL INDUSTRIES N V								
CMN CLASS A								
CUSIP N53745100								
ISIN NL0009434992	250	250	85 78	21,445 00	21,445 00 USD	21,445 00	21,445 00 USD	MGNL
MANITOWOC FOODSERVICE, INC								
CMN								
CUSIP 563568104								
ISIN US5635681043	(100)	(100)	19 33	(1,933 00)	(1,933 00) USD	(1,933 00)	(1 933 00) USD	MGNS
MARTIN MARIETTA MATERIALS, INC								
CMN								
CUSIP 573284106								
ISIN US5732841060	75	75	221 53	16,614 75	16,614 75 USD	16,614 75	16,614 75 USD	MGNL
MEDEQUITIES REALTY TRUST, INC								
CMN								
CUSIP 58409L306								
ISIN US58409L3069	800	800	11 1	8,880 00	8,880 00 USD	8,880 00	8 880 00 USD	MGNL
MEDTRONIC PUBLIC LIMITED COMPA^NY								
CMN								
CUSIP G5960L103								
ISIN IE00BTN1Y115	200	200	71 23	14,246 00	14,246 00 USD	14,246 00	14,246 00 USD	MGNL
METALDYNE PERFORMANCE GROUP IN^C								
CMN								
CUSIP 59116R107								
ISIN US59116R1077	75	75	22 95	1 721 25	1 721 25 USD	1,721 25	1,721 25 USD	MGNL
MITEK SYSTEMS INC (NEW)								
CMN								
CUSIP 606710200								
ISIN US6067102003	1,400	1 400	6 15	8,610 00	8 610 00 USD	8,610 00	8,610 00 USD	MGNL
NCI BUILDING SYSTEMS INC								
CMN								
CUSIP 628852204								
ISIN US6288522047	100	100	15 65	1,565 00	1,565 00 USD	1,565 00	1,565 00 USD	MGNL
NN INC								
CMN								
CUSIP 629337106								
ISIN US6293371067	2,000	2,000	19 05	38,100 00	38,100 00 USD	38 100 00	38 100 00 USD	MGNL
NORFOLK SOUTHERN CORPORATION								
CMN								
CUSIP 655844108								
ISIN US6558441084	300	300	108 07	32,421 00	32 421 00 USD	32,421 00	32,421 00 USD	MGNL
NOVANTA INC								
CMN								
CUSIP 67000B104								
ISIN CA67000B1040	500	500	21	10,500 00	10,500 00 USD	10,500 00	10,500 00 USD	MGNL
ON SEMICONDUCTOR CORP								
CMN								
CUSIP 682189105								
ISIN US6821891057	1 700	1,700	12 76	21,692 00	21,692 00 USD	21 692 00	21,692 00 USD	MGNL
ORBCOMM INC								
CMN								
CUSIP 68555P100								
ISIN US68555P1003	2,600	2 600	8 27	21 502 00	21 502 00 USD	21,502 00	21 502 00 USD	MGNL
ORBITAL ATK INC								
CMN								
CUSIP 68557N103								
ISIN US68557N1037	100	100	87 73	8,773 00	8,773 00 USD	8 773 00	8,773 00 USD	MGNL
OWENS CORNING								
CMN								
CUSIP 690742101								
ISIN US6907421019	200	200	51 56	10,312 00	10,312 00 USD	10 312 00	10,312 00 USD	MGNL

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DESCRIPTION	QUANTITY TD	QUANTITY SD	PRICE ²	MARKET VALUE TD	MARKET VALUE SD CCY	MARKET VALUE IN BASE CURRENCY TD	MARKET VALUE IN BASE CURRENCY SD CCY	A/C TYPE
SECURITY POSITIONS (Cont.)								
COMMON STOCK (Cont.)								
US Dollar (Exchange Rate 1 00000000 USD) (Cont.)								
PANERA BREAD COMPANY CL-A								
CMN CLASS A								
CUSIP 69840W108								
ISIN US69840W1080								
	100	100	205 09	20,509 00	20,509 00 USD	20,509 00	20,509 00 USD	MGNL
PERFORMANCE SPORTS GROUP LTD								
CMN								
CUSIP 71377G100								
ISIN CA71377G1000								
	800	800	1 49	1,192 00	1,192 00 USD	1,192 00	1,192 00 USD	HIC
PHI INC								
CMN CLASS								
CUSIP 69336T205								
ISIN US69336T2050								
	300	300	18 02	5,406 00	5 406 00 USD	5,406 00	5,406 00 USD	MGNL
POPEYES LOUISIANA KITCHEN INC CMN								
CUSIP 732872106								
ISIN US7328721060								
	100	100	60 48	6,048 00	6,048 00 USD	6 048 00	6,048 00 USD	MGNL
POTBELLY CORP								
CMN								
CUSIP 73754Y100								
ISIN US73754Y1001								
	200	200	12 9	2 580 00	2,580 00 USD	2,580 00	2,580 00 USD	MGNL
POWERSHARES QQQ TRUST								
ETF								
INDEX TRACKING STOCK								
CUSIP 73935A104								
ISIN US73935A1043								
	(50)	(50)	118 48	(5,924 00)	(5,924 00) USD	(5 924 00)	(5,924 00) USD	MGNS
PPG INDUSTRIES, INC								
CMN								
CUSIP 693506107								
ISIN US6935061076								
	100	100	94 76	9,476 00	9,476 00 USD	9 476 00	9 476 00 USD	MGNL
PURECYCLE CORP								
CMN								
CUSIP 746228303								
ISIN US7462283034								
	800	800	5 5	4,400 00	4 400 00 USD	4,400 00	4,400 00 USD	MGNL
RAYMOND JAMES FINANCIAL								
INC								
CMN								
CUSIP 754730109								
ISIN US7547301090								
	200	200	69 27	13,854 00	13,854 00 USD	13,854 00	13,854 00 USD	MGNL
REALOGY HLDGS CORP								
CMN								
CUSIP 75605Y106								
ISIN US75605Y1064								
	600	600	25 73	15,438 00	15,438 00 USD	15 438 00	15,438 00 USD	MGNL
RESTORATION HARDWARE								
HLDGS INC								
CMN								
CUSIP 761283100								
ISIN US7612831005								
	250	250	30 7	7,675 00	7,675 00 USD	7,675 00	7,675 00 USD	MGNL
REXNORD HOLDINGS, INC								
CMN								
CUSIP 76169B102								
ISIN US76169B1026								
	150	150	19 59	2,938 50	2,938 50 USD	2 938 50	2,938 50 USD	HIC
REXNORD HOLDINGS, INC								
CMN								
CUSIP 76169B102								
ISIN US76169B1026								
	150	150	19 59	2,938 50	2,938 50 USD	2,938 50	2 938 50 USD	MGNL
ROGERS CORP								
CMN								
CUSIP 775133101								
ISIN US7751331015								
	350	350	76 81	26,883 50	26 883 50 USD	26,883 50	26,883 50 USD	MGNL
RYDER SYSTEM INC								
CMN								
CUSIP 783549108								
ISIN US7835491082								
	(100)	(100)	74 44	(7,444 00)	(7,444 00) USD	(7,444 00)	(7,444 00) USD	MGNS
S&P GLOBAL INC								
CMN								
CUSIP 78409V104								
ISIN US78409V1044								
	100	100	107 54	10,754 00	10,754 00 USD	10 754 00	10,754 00 USD	MGNL
SENESTECH, INC								
CMN								
CUSIP 81720R109								
ISIN US81720R1095								
	400	400	8 15	3,260 00	3,260 00 USD	3,260 00	3,260 00 USD	MGNL

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DESCRIPTION	QUANTITY TD	QUANTITY SD	PRICE ²	MARKET VALUE TD	MARKET VALUE SD CCY	MARKET VALUE IN BASE CURRENCY TD	MARKET VALUE IN BASE CURRENCY SD CCY	A/C TYPE
SECURITY POSITIONS (Cont.)								
COMMON STOCK (Cont.)								
US Dollar (Exchange Rate 1.00000000 USD) (Cont.)								
SENSATA TECHNOLOGIES								
HLDG N V								
CMN								
CUSIP N7902X106								
ISIN NL0009324904								
	150	150	38 95	5 842 50	5,842 50 USD	5,842 50	5 842 50 USD	MGNL
SHERWIN-WILLIAMS CO								
CMN								
CUSIP 824348106								
ISIN US8243481061								
	100	100	268 74	26,874 00	26,874 00 USD	26,874 00	26,874 00 USD	MGNL
SIGNET JEWELERS LIMITED								
CMN								
CUSIP G81276100								
	300	300	94 26	28,278 00	28,278 00 USD	28,278 00	28,278 00 USD	MGNL
SIMULATIONS PLUS, INC								
CMN								
CUSIP 829214105								
ISIN US8292141053								
	1 100	1,100	9 65	10,615 00	10,615 00 USD	10,615 00	10,615 00 USD	MGNL
SITEONE LANDSCAPE SUPPLY, INC								
CMN								
CUSIP 82982L103								
ISIN US82982L1035								
	100	100	34 73	3,473 00	3,473 00 USD	3,473 00	3,473 00 USD	HIC
SITEONE LANDSCAPE SUPPLY, INC								
CMN								
CUSIP 82982L103								
ISIN US82982L1035								
	400	400	34 73	13,892 00	13,892 00 USD	13,892 00	13,892 00 USD	MGNL
SMITH & WESSON HOLDING CORP								
CMN								
CUSIP 831756101								
ISIN US8317561012								
	100	100	21 08	2,108 00	2,108 00 USD	2,108 00	2 108 00 USD	MGNL
SOUTHWEST AIRLINES CO								
CMN								
CUSIP 844741108								
ISIN US8447411088								
	400	400	49 84	19,936 00	19 936 00 USD	19,936 00	19,936 00 USD	MGNL
SPORTSMANS WHSE HLDGS INC								
CMN								
CUSIP 84920Y106								
ISIN US84920Y1064								
	1,600	1,600	9 39	15,024 00	15,024 00 USD	15 024 00	15 024 00 USD	MGNL
STERICYCLE INC								
CMN								
CUSIP 858912108								
ISIN US8589121081								
	150	150	77 04	11,556 00	11,556 00 USD	11 556 00	11,556 00 USD	MGNL
STUDENT TRANSPORTATION INC								
CMN								
CUSIP 86388A108								
ISIN CA86388A1084								
	3 000	3,000	5 59	16,770 00	16,770 00 USD	16,770 00	16,770 00 USD	MGNL
SUMMIT MATERIALS, INC								
CMN CLASS A								
CUSIP 86614U100								
ISIN US86614U1007								
	506	506	23 79	12,037 74	12,037 74 USD	12 037 74	12 037 74 USD	MGNL
TESLA MOTORS, INC								
CMN								
CUSIP 88160R101								
ISIN US88160R1014								
	(200)	(200)	213 69	(42,738 00)	(42 738 00) USD	(42 738 00)	(42 738 00) USD	MGNS
THE HOME DEPOT, INC								
CMN								
CUSIP 437076102								
ISIN US4370761029								
	100	100	134 08	13,408 00	13,408 00 USD	13,408 00	13,408 00 USD	MGNL
THE MICHAELS COMPANIES, INC								
CMN								
CUSIP 59408Q106								
ISIN US59408Q1067								
	800	800	20 45	16 360 00	16,360 00 USD	16,360 00	16 360 00 USD	HIC
THE MICHAELS COMPANIES, INC								
CMN								
CUSIP 59408Q106								
ISIN US59408Q1067								
	1 250	1,200	20 45	25,562 50	24,540 00 USD	25 562 50	24,540 00 USD	MGNL

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DESCRIPTION	QUANTITY TD	QUANTITY SD	PRICE ²	MARKET VALUE TD	MARKET VALUE SD CCY	MARKET VALUE IN BASE CURRENCY TD	MARKET VALUE IN BASE CURRENCY SD CCY	A/C TYPE
SECURITY POSITIONS (Cont.)								
COMMON STOCK (Cont.)								
US Dollar (Exchange Rate 1 00000000 USD) (Cont.)								
TILE SHOP HLDGS INC CMN CUSIP 88677Q109 ISIN US88677Q1094	1 600	1,600	19 55	31,280 00	31,280 00 USD	31 280 00	31,280 00 USD	MGNL
TJX COMPANIES INC (NEW) CMN CUSIP 872540109 ISIN US8725401090	150	150	75 13	11 269 50	11,269 50 USD	11,269 50	11,269 50 USD	MGNL
TOWNSQUARE MEDIA, INC CMN CUSIP 892231101 ISIN US8922311019	850	850	10 41	8,848 50	8 848 50 USD	8,848 50	8,848 50 USD	MGNL
TRANSDIGM GROUP INCORPORATED CMN CUSIP 893641100 ISIN US8936411003	25	25	248 96	6,224 00	6,224 00 USD	6 224 00	6,224 00 USD	MGNL
UNION PACIFIC CORP CMN CUSIP 907818108 ISIN US9078181081	1,000	1 000	103 68	103 680 00	103 680 00 USD	103,680 00	103,680 00 USD	MGNL
UNIQUE FABRICATING INC CMN CUSIP 90915J103 ISIN US90915J1034	150	250	14 6	2 190 00	3 650 00 USD	2,190 00	3,650 00 USD	MGNL
UPLAND SOFTWARE, INC CMN CUSIP 91544A109 ISIN US91544A1097	600	600	8 95	5,370 00	5,370 00 USD	5 370 00	5,370 00 USD	MGNL
UTILITIES SELECT SECTOR SPDR FUND (THE) ETF CUSIP 81369Y886 ISIN US81369Y8865	(500)	(500)	48 57	(24,285 00)	(24 285 00) USD	(24,285 00)	(24 285 00) USD	MGNS
VERIFONE SYSTEMS INC CMN CUSIP 92342Y109 ISIN US92342Y1091	400	400	17 73	7,092 00	7 092 00 USD	7,092 00	7,092 00 USD	MGNL
VISA INC CMN CLASS A CUSIP 92826C839 ISIN US92826C8394	300	300	78 02	23,406 00	23,406 00 USD	23 406 00	23,406 00 USD	MGNL
VISTA OUTDOOR INC CMN CUSIP 928377100 ISIN US9283771007	100	100	36 9	3,690 00	3,690 00 USD	3 690 00	3,690 00 USD	MGNL
WESTROCK COMPANY CMN CUSIP 96145D105 ISIN US96145D1054	200	200	50 77	10,154 00	10,154 00 USD	10,154 00	10,154 00 USD	MGNL
WEYERHAEUSER COMPANY CMN CUSIP 962166104 ISIN US9621661043	250	250	30 09	7,522 50	7,522 50 USD	7,522 50	7,522 50 USD	MGNL
XERIUM TECHNOLOGIES INC CMN CUSIP 98416J118 ISIN US98416J1189	2 400	2,400	5 62	13,488 00	13,488 00 USD	13 488 00	13,488 00 USD	MGNL
ZEBRA TECHNOLOGIES INC CMN CLASS A CUSIP 989207105 ISIN US9892071054	100	100	85 76	8,576 00	8,576 00 USD	8 576 00	8 576 00 USD	MGNL
TOTAL US Dollar (Exchange Rate 1 00000000 USD)				1,961,196.23	1,953,828 73 USD	1,961,196 23	1,953,828 73 USD	
TOTAL COMMON STOCK						1,961,196 23	1,953,828 73 USD	

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DESCRIPTION	QUANTITY		PRICE	MARKET VALUE		MARKET VALUE		MARKET VALUE		A/C TYPE
	TD	SD		TD	SD CCY	IN BASE CURRENCY TD	IN BASE CURRENCY SD CCY			
SECURITY POSITIONS (Cont.)										
HIGH YIELD										
US Dollar (Exchange Rate 1 00000000 USD)										
TRIUMPH GROUP INC										
4 875% 04/01/2021 USD										
SER B SR LIEN										
CUSIP 896818AH4										
ISIN US896818AH46										
MOODY B1	25,000	25 000	93 8	23,450 00	23,450 00 USD	23,450 00	23,450 00 USD	MGNL		
TOTAL US Dollar (Exchange Rate 1.00000000 USD)				23,450.00	23,450 00 USD	23,450.00	23,450 00 USD			
TOTAL HIGH YIELD						23,450 00	23,450 00 USD			
WRNT										
US Dollar (Exchange Rate 1 00000000 USD)										
WTS/BACTERIN										
INTERNATIONAL HOLDINGS INC										
7 1200 EXP08/06/2019										
CUSIP 056991714										
	50	50	-	0 00	0 00 USD	0 00	0 00 USD	HIC		
WTS/CVSL INC										
3 7500 EXP03/04/2020										
CUSIP 126994532										
	500	500	-	0 00	0 00 USD	0 00	0 00 USD	HIC		
WTS/JASON INDS INC										
12 0000 EXP09/27/2018										
CUSIP 471172114										
ISIN US4711721146										
	200	200	0 0599	11 98	11 98 USD	11 98	11 98 USD	MGNL		
TOTAL US Dollar (Exchange Rate 1 00000000 USD)				11 98	11.98 USD	11 98	11 98 USD			
TOTAL WRNT						11 98	11 98 USD			
TOTAL SECURITY POSITIONS						1,984,658.21	1,977,290 71 USD			