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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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation
Lighten Family Foundation

% Foundation Source

Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd | Room/suite

City or town, state or province, country, and ZIP or foreign postal code
Wilmington, DE 198091377

A Employer identification number
20-8069108

B Telephone number (see instructions)
(800) 839-1754

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

H Check type of organization ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 4,874,840

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) ____
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	61	61		
	4	Dividends and interest from securities	134,271	129,727		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	335,288			
	b	Gross sales price for all assets on line 6a 2,730,293				
	7	Capital gain net income (from Part IV, line 2)		335,288		
	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)	301	301		
	12	**Total.** Add lines 1 through 11	469,921	465,377		
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)	38,811	38,811		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,776	176		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	15,332	307		15,025
	24	**Total operating and administrative expenses.** Add lines 13 through 23	57,919	39,294		15,025
	25	Contributions, gifts, grants paid	518,600			518,600
	26	**Total expenses and disbursements.** Add lines 24 and 25	576,519	39,294		533,625
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-106,598			
	b	**Net investment income** (if negative, enter -0-)		426,083		
	c	**Adjusted net income**(if negative, enter -0-)				

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	130,615	159,090	159,090
	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)	3,534,510	3,483,941	3,591,742
	c	Investments—corporate bonds (attach schedule)	595,293	597,706	609,795
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	505,261	418,344	514,213
	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)	4,765,679	4,659,081	4,874,840
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 ▶ ☐ 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.			
	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	4,765,679	4,659,081	
	30	**Total net assets or fund balances** (see instructions)	4,765,679	4,659,081	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,765,679	4,659,081	

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	4,765,679
2	Enter amount from Part I, line 27a	2	-106,598
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,659,081
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	4,659,081

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	A&Q GLOBAL DIVERSIFIED STRATEGIES FUND LTD CL B	P	2012-01-25	2016-01-27
c	A&Q GLOBAL DIVERSIFIED STRATEGIES FUND LTD CL B	P	2012-01-25	2016-01-27
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	2,630,293		2,313,349	316,944
b	10,524		476	10,048
c	89,476		81,180	8,296
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				316,944
b				10,048
c				8,296
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	335,288
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))
2015	482,303	5,557,709	0 086781
2014	409,569	5,866,538	0 069814
2013	387,588	5,669,719	0 068361
2012	410,963	5,336,524	0 077009
2011	312,414	5,428,906	0 057546

2	**Total** of line 1, column (d)	2	0 359511
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 071902
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 . . .	4	4,985,000
5	Multiply line 4 by line 3	5	358,431
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	4,261
7	Add lines 5 and 6	7	362,692
8	Enter qualifying distributions from Part XII, line 4 , ...	8	533,625

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 instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	4,261
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	4,261
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	4,261
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	5,428		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	5,428
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,167
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 1,167	**Refunded** ▶		11	

Part VII-A **Statements Regarding Activities**

			Yes	No
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 ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		No
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? *If "Yes," attach the statement required by General Instruction T*	5		No
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) ▶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 2016 or the taxable year beginning in 2016 (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)

			Yes	No
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 |

			Yes	No
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		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

				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)?		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		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? 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 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		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 2016?		4b		No

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

			Yes	No
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
Adrienne J Lighten Foundation Source 501 Silverside Rd Wilmington, DE 198091377	VP 1 0	0	0	0
Alexis N Lighten Foundation Source 501 Silverside Rd Wilmington, DE 198091377	VP 1 0	0	0	0
Christopher W Lighten Foundation Source 501 Silverside Rd Wilmington, DE 198091377	VP 1 0	0	0	0
William E Lighten Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Pres / Dir / Sec 1 0	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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation

Total number of others receiving over $50,000 for professional services. . . . . ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities.		1a	4,250,511
b	Average of monthly cash balances.		1b	288,813
c	Fair market value of all other assets (see instructions).		1c	521,590
d	**Total** (add lines 1a, b, and c).		1d	5,060,914
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	5,060,914
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).		4	75,914
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	4,985,000
6	**Minimum investment return.** Enter 5% of line 5.		6	249,250

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	249,250
2a	Tax on investment income for 2016 from Part VI, line 5.	2a 4,261		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b		
c	Add lines 2a and 2b.		2c	4,261
3	Distributable amount before adjustments Subtract line 2c from line 1.		3	244,989
4	Recoveries of amounts treated as qualifying distributions.		4	
5	Add lines 3 and 4.		5	244,989
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	244,989

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	533,625
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	533,625
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	4,261
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	529,364

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				244,989
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 2014 , 2013 , 2012				
3 Excess distributions carryover, if any, to 2016				
a From 2011. 47,249				
b From 2012. 146,861				
c From 2013. 112,108				
d From 2014. 128,354				
e From 2015. 215,162				
f **Total** of lines 3a through e.	649,734			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 533,625				
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.				244,989
e Remaining amount distributed out of corpus	288,636			
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	938,370			
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				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 2011 not applied on line 5 or line 7 (see instructions) . . .	47,249			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	891,121			
10 Analysis of line 9				
a Excess from 2012. . . . 146,861				
b Excess from 2013. . . . 112,108				
c Excess from 2014. . . . 128,354				
d Excess from 2015. . . . 215,162				
e Excess from 2016. . . . 288,636				

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

William E Lighten

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

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
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				518,600
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	61	
4 Dividends and interest from securities. . . .			14	134,271	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	335,288	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a K-1 Inc/Loss			14	301	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				469,921	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 469,921

(See worksheet in line 13 instructions to verify calculations)

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

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

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

		Yes	No
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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(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 **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2017-09-14 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Jeffrey D Haskell				P01345770
Firm's name ▶ Foundation Source				Firm's EIN ▶
Firm's address ▶ One Hollow Ln Ste 212 Lake Success, NY 11042				Phone no (800) 839-1754

Form 990PF Part XV Line 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
a *Paid during the year*				
ATLANTA TECHNICAL COLLEGE FOUNDATION INC 1560 METROPOLITAN PKWY SW ATLANTA, GA 30310	N/A	PC	General & Unrestricted	1,000
BOYS AND GIRLS CLUB OF NEW ROCHELLE INC 79 7TH ST NEW ROCHELLE, NY 10801	N/A	PC	Janifer Lynn Lighten Leadership Award Program	5,000
CENTER CHAPEL MISSIONARY BAPTIST CHURCH 3715 E SHELBY DR MEMPHIS, TN 38118	N/A	PC	General & Unrestricted	9,500
CITY OF NEW ROCHELLE - YOUTH BUREAU 515 N AVE NEW ROCHELLE, NY 10801	N/A	GOV	General & Unrestricted	700
FELLAS COLLEGE SCHOLARSHIP FUND 99 BAYEAU RD NEW ROCHELLE, NY 10804	N/A	PC	General & Unrestricted	400
Total . . . . ▶ **3a**				518,600

Form 990PF Part XV Line 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
a *Paid during the year*				
GRACE BAPTIST CHURCH 52 S 6TH AVE MT VERNON, NY 10550	N/A	PC	General & Unrestricted	90,000
HOOPS4LIFE INC PO BOX 731 WATERBURY, CT 06720	N/A	PC	General & Unrestricted	1,000
INTERSECTIONS INTERNATIONAL INITIATIVE INC 145 W 28TH ST NEW YORK, NY 10001	N/A	PC	Women's Anointed Ministry Program	2,500
LEGAL AID SOCIETY OF THE DISTRICT OF COLUMBIA 1331 H ST NW WASHINGTON, DC 20005	N/A	PC	General & Unrestricted	500
METRO-MANHATTAN COMMUNITY FOUNDATION INC PO BOX 5916 ENGLEWOOD, NJ 07631	N/A	PC	General & Unrestricted	2,000
Total . . . . ▶ **3a**				518,600

Form 990PF Part XV Line 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
a *Paid during the year*				
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 40 RECTOR ST 5TH FL NEW YORK, NY 10006	N/A	PC	General & Unrestricted	25,000
NAACP LEGAL DEFENSE AND EDUCATIONAL FUND INC 40 RECTOR ST 5TH FL NEW YORK, NY 10006	N/A	PC	Police Reform Initiative	45,000
NEW ROCHELLE POLICE FOUNDATION INC 475 N AVE NEW ROCHELLE, NY 10801	N/A	PC	General & Unrestricted	13,000
NEW YORK THEOLOGICAL SEMINARY 475 RIVERSIDE DR STE 500 NEW YORK, NY 10115	N/A	PC	General & Unrestricted	10,000
Total . . . . ▶ 3a				518,600

Form 990PF Part XV Line 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
a *Paid during the year*				
STONE TRUST CORPORATION 680 WASHINGTON BLVD 10TH FL STAMFORD, CT 06901	N/A	POF	expenditure responsibility grant	10,000
THE APOLLO THEATER FOUNDATION INC 253 W 125TH ST NEW YORK, NY 10027	N/A	PC	General & Unrestricted	25,000
YALE UNIVERSITY PO BOX 208239 NEW HAVEN, CT 06520	N/A	PC	Yale President's 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
YALE UNIVERSITY PO BOX 208239 NEW HAVEN, CT 06520	N/A	PC	30TH Yale Reunion Campaign	2,500
Total . . . . ▶ 3a				518,600

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

TY 2016 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 2016 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 10TH FL 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 10TH FL STAMFORD, CT 06901	2014-11-03	10,000	TO SUPPORT THE UNDERGRADUATE EDUCATION PROGRAM (INSTALLMENT 2 OF 5)	10,000	NO	10/14/2015		NONE NECESSARY
STONE TRUST CORPORATION	680 WASHINGTON BLVD 10TH FL STAMFORD, CT 06901	2015-12-29	10,000	TO SUPPORT THE UNDERGRADUATE EDUCATION PROGRAM (INSTALLMENT 3 OF 5)	10,000	NO	11/15/2016		NONE NECESSARY
STONE TRUST CORPORATION	680 WASHINGTON BLVD 10TH FL STAMFORD, CT 06901	2016-11-21	10,000	TO SUPPORT THE UNDERGRADUATE EDUCATION PROGRAM (INSTALLMENT 4 OF 5)		NO	Expected in 2018		NONE NECESSARY

TY 2016 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	6,112
AES CORP SER B - 8.000% - 06/0	5,831	5,813
ALLY FINL - 5.125% - 09/30/202	6,165	6,105
ALLY FINL INC - 8.000% - 03/15	10,362	10,193
AMERIGAS PARTNERS L P NOTE - 0	6,298	6,090
AMSURG CORP - 0.056% - 07/15/2	6,130	6,186
ANTERO RESOURCES - 5.375% - 11	12,039	12,269
ARAMARK - 0.051% - 01/15/2024	6,170	6,188
BALL - 0.044% - 12/15/2020	5,119	5,225
BERRY PLASTICS - 5.125% - 07/1	5,558	6,105
BLUE CUBE SPINCO INC - 0.100%	5,989	6,038
BOYD GAMING CORP - 6.875% - 05	6,180	6,450
CALPINE CORP SR NT - 5.750% -	5,944	5,790
CBRE SERVICES INC - 5.000% - 0	9,920	10,315
CBS OUTDOOR AMERS CAP LLC BOND	6,300	6,255
CCO HLDGS LLC - 5.750% - 01/15	5,685	6,270
CDW LLC / CDW FIN CORP - 6.000	5,188	5,288
CENTENE CORP NTS - 4.750% - 05	6,145	6,060
CHEMOURS CO - 0.066% - 05/15/2	3,034	2,970
CHEMOURS CO LLC - 6.625% - 05/	2,768	2,970

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CHS / CMNTY HEALTH SYS INC BON	6,008	5,565
CLEAN HARBORS INC - 5.250% - 0	6,104	6,135
CLEAR CHANNEL WORLDWIDE BOND -	5,546	6,135
CNH CAPITAL - 0.036% - 04/15/2	5,910	6,075
CONCHO RESOURCES INC - 5.500%	5,980	6,218
CONCHO RESOURCES NOTE - 6.500%	3,131	3,104
CONSOL ENERGY - 0.059% - 04/15	5,003	6,860
CONSTELLATION BRANDS - 6.000%	5,576	5,639
CROWN AMERICAS NOTE - 4.500% -	6,080	6,120
CSC HLDGS INC - 7.625% - 07/15	4,375	5,338
CSC HOLDINGS BOND - 0.068% - 1	6,416	6,450
D.R. HORTON INC - 4.000% - 02/	6,075	6,165
DAVITA HEALTHCARE PTNRS - 5.12	6,050	5,985
DAVITA INC - 5.750% - 08/15/20	6,443	6,270
DISH DBS CORP - 5.875% - 07/15	12,955	12,629
DISH DBS CORP SR NT - 7.875% -	5,345	5,550
EL PASO CORP - 7.000% - 06/15/	6,020	6,139
EL PASO PIPELINE PART OP - 5.0	6,302	6,389
EQUINIX INC - 5.750% - 01/01/2	6,263	6,270
GOODYEAR TIRE & RUBBER - 7.000	5,330	5,275

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GRAPHIC PACKAGING - 4.750% - 0	5,935	6,300
HCA INC - 0.059% - 02/15/2026	6,405	6,180
HCA INC - 3.750% - 03/15/2019	6,083	6,165
HERTZ CORP SR NT - 6.750% - 04	2,175	2,000
ICAHN ENTERPRISES LP - 6.000%	5,339	5,106
INTERNATIONAL LEASE FIN CORP -	11,372	11,649
IRON MOUNTAIN INC BOND - 5.750	6,093	6,165
ISTAR - 0.065% - 07/01/2021	5,981	6,180
ISTAR FINANCIAL INC - 0.040% -	5,916	6,030
ISTAR FINL - 5.000% - 07/01/20	5,940	6,023
KINDRED HEALTHCARE - 0.088% -	5,933	5,610
LAMAR MEDIA CORP - 5.000% - 05	6,015	6,180
LENNAR - 4.750% - 05/30/2025	5,893	5,850
LENNAR CORP - 4.500% - 06/15/2	5,148	5,163
LEUCADIA NATL CORP - 5.500% -	6,025	6,354
LEVEL 3 COMMUNICATIONS - 5.750	6,173	6,165
LEVEL 3 FINANCING INC - 0.054%	5,108	5,100
LKQ CORP BOND - 0.048% - 05/15	6,115	5,970
MARKWEST ENERGY - 5.500% - 02/	7,192	7,187
MASCO CORP NT - 5.950% - 03/15	5,990	6,630

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MGIC INVT CORP - 0.058% - 08/1	7,276	7,298
MGM RESORTS - 6.750% - 10/01/2	12,057	12,237
NATIONSTAR MORT CAP - 6.500% -	5,670	6,075
NATIONSTAR MORT/CAP CORP - 0.0	5,190	5,231
NATIONSTAR MORTGAGE LLC - 6.50	6,006	6,098
NAVIENT CORP - 0.055% - 01/15/	4,735	5,188
NRG ENERGY INC - 6.625% - 03/1	7,277	7,018
PULTEGROUP INC - 5.500% - 03/0	6,185	5,955
PVH CORP - 0.045% - 12/15/2022	5,945	6,090
RADIAN GROUP INC NTS B/E - 7.0	6,203	6,675
RICE ENERGY INC NOTE - 0.063%	6,116	6,165
RITE AID - 6.750% - 06/15/2021	6,360	6,300
ROYAL CARIBBEAN CRUISES LTD -	6,408	6,375
SABINE PASS LIQUEFACTION - 5.6	11,089	11,769
SALLY HLDGS LLC - 5.750% - 06/	5,338	5,194
SBA COMM CORP - 0.049% - 07/15	5,985	6,090
SEAGATE HDD CAYMAN - 0.000% -	5,760	5,716
SOUTHWESTERN ENERGY CO - 0.041	4,221	7,210
SPRINGLEAF FINANCE CORP - 0.08	6,609	6,525
SPRINT CORP NTS B/E - 11.500%	3,300	3,683

Name of Bond	End of Year Book Value	End of Year Fair Market Value
STANDARD PACIFIC CORP SENIOR N	5,504	5,425
STEEL DYNAMICS - 5.250% - 04/1	5,868	6,285
SUMMIT MATERIALS LLC NOTE - 0.	6,143	6,157
SUNOCO LP - 0.055% - 08/01/202	6,120	6,120
T MOBILE USA INC - 6.125% - 01	5,235	5,275
T-MOBILE USA INC - 6.542% - 04	5,219	5,150
TEMPUR SEALY - 5.500% - 06/15/	6,180	6,030
TENET HEALTHCARE CORP - 4.750%	5,944	6,060
TESORO LOGISTICS - 0.061% - 10	6,248	6,300
THE ADT CORPORATION - 0.063% -	2,170	2,170
THE MEN'S WEARHOUSE BOND - 0.0	3,520	3,920
TRANSDIGM INC NTS - 5.500% - 1	5,985	6,150
TRIBUNE MEDIA CO NOTE - 0.059%	6,063	6,098
UNITED RENTALS - 5.750% - 11/1	6,255	6,300
VEREIT OPER PARTNERSHIP L P NO	12,869	12,153
VERISIGN - 0.000% - 05/01/2023	5,961	6,060
ZAYO GROUP LLC/ZAYO CAP INC NO	6,195	6,240

TY 2016 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
ABAXIS, INC	10,546	11,029
ACCENTURE PLC	31,955	33,733
ADOBE SYSTEMS, INC	15,426	15,751
ALPHABET INC CL A	15,200	15,057
AMERIPRISE FINANCIAL INC	15,553	17,639
AMERISOURCEBERGEN CORP	9,480	9,383
APTAR GROUP INC	4,808	4,554
ARTISAN PARTNERS ASSET MANAGEM	6,888	7,527
ASPEN TECHNOLOGY, INC	8,963	10,772
AT HOME CORP	11,993	12,008
BECTON DICKINSON & CO	15,435	14,568
BLACKROCK HIGH YIELD BOND INST	147,360	156,456
BRITISH AMERICAN TOBACCO PLC	16,330	16,901
CDW CORP	12,276	14,221
CHUBB LIMITED	17,191	18,761
COLGATE-PALMOLIVE COMPANY	13,522	16,229
COMCAST CORP	15,557	16,227
CONSUMER STAPLES SELECT SECTOR	58,726	59,208
COPART INC	11,601	12,135
CORE LABORATORIES	5,210	5,282
CRANE CO	14,164	21,348
CVS CAREMARK CORP	15,440	12,389
DANAHER CORP	15,436	14,790
DONALDSON CO. INC	5,759	6,438
DOUBLELINE TOTAL RETURN BOND	126,417	123,115
DRIL QUIP INC	9,107	9,428
DYAX CORP RIGHTS		
ECOLAB INC	15,491	14,770
EXPONENT, INC	4,946	5,970
EXXON MOBIL CORP	18,301	18,774

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FACEBOOK INC	15,483	14,266
FACTSET RESH SYST INC	9,865	9,479
FEDERATED FLOATING RATE STRATE	55,571	56,616
FOX FACTORY HOLDING CORPORATIO	6,364	6,549
GRACO INC	7,433	8,143
HENRY JACK & ASSOC INC	6,301	6,303
HFF INC	5,970	6,716
HILTON HOTELS CORP	15,521	17,408
HOME DEPOT INC	32,981	34,190
HONEYWELL INTL	15,383	15,292
INTEL CORP	12,695	17,446
INTERCONTINENTAL EXCHANGE, INC	15,367	15,516
INVESCO PLC	35,549	33,708
ISHARE MSCI EMU INDX	14,314	14,913
ISHARES CORE MSCI EMERGING MAR	239,755	223,117
ISHARES IBOXX $ INVESTMENT GRA	71,233	71,714
ISHARES NASDAQ BIOTECHNOLOGY	14,003	14,331
ISHARES RUSSELL MIDCAP G IN FD	32,508	31,944
ISHARES S&P U.S. PREFERRED STO	110,409	105,825
ISHARES TRUST RUSSELL 1000 GRO	204,064	224,066
ISHARES TRUST RUSSELL 1000 VAL	208,879	225,628
ISHARESLEHMAN 7-10YR	15,672	15,618
LOCKHEED MARTIN CORP	16,473	19,245
LOWES COMPANIES INC	15,523	14,224
MARKET VECTORS HIGH YIELD MUNI	15,577	16,057
MARKETAXESS HOLDINGS, INC	9,422	8,374
MARSH AND MCLENNAN COMPANIES I	14,631	18,317
MCDONALD'S CORP	18,023	19,232
MEDTRONIC PLC	32,069	27,851
MICROSOFT CORP	13,188	19,450

Name of Stock	End of Year Book Value	End of Year Fair Market Value
N V R INC	6,800	6,676
NEXTERA ENERGY, INC	11,552	17,322
NORDSTROM INC	15,124	16,152
NOVARTIS AG ADR	15,899	17,117
NUVEEN HIGH YIELD MUNICIPAL BD	76,819	73,532
O'REILLY AUTOMOTIVE INC	15,495	15,034
OLD DOMINION FREIGHT LINES	9,852	12,011
PEPSICO INC	16,539	17,682
POLARIS INDUSTRIES	6,861	7,415
POOL CORP	5,174	5,321
POWERSHARES SMALL CAP INFO TEC	15,884	20,477
PRAXAIR INC	18,061	17,930
PRICESMART, INC	7,318	7,181
PRIMERICA, INC	11,780	14,591
R L I CP	4,861	4,419
RBC BEARINGS INCORPORATED	6,530	7,703
ROCKWELL AUTOMATION INC	32,204	38,035
ROCKWELL COLLINS INC	15,432	16,790
SELECT SECTOR SPDR INDUSTRIAL	17,087	16,924
SELECT SECTOR SPDR-HEALTH CARE	24,260	24,267
SEMPER MBS TOTAL RETURN FUND I	112,851	112,851
SHUTTERSTOCK INC	15,713	13,211
SPDR S&P 500 ETF TRUST	35,710	38,894
STARBUCKS CORP COM	15,575	15,379
TECHNOLOGY SPDR	45,723	48,940
TELEDYNE TECH INC	11,115	12,669
TEXAS INSTRUMENTS INC	13,615	19,045
THE CHEFS' WAREHOUSE, INC	3,375	4,440
THE COCA-COLA CO	125	124
THERMO FISHER SCIENTIFIC INC	15,524	14,110

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TIME WARNER INC	15,597	18,630
TJX COMPANIES INC	15,452	14,650
TORO CO	4,781	5,427
UNION PACIFIC	14,597	19,284
UNITED TECHNOLOGIES CORP	32,006	35,298
V F CORP	16,432	17,606
VANGUARD DIVIDEND APPRECIATION	14,343	14,992
VANGUARD FTSE DEVELOPED MARKET	390,541	370,041
VANGUARD MID-CAP GROWTH ETF	96,067	100,069
VANGUARD MID-CAP VALUE INDEX	102,104	110,797
VANGUARD SF REIT ETF	37,006	37,716
VANGUARD SM-CAP ETF	125,492	138,890
VISA INC	14,731	14,044
WABCO HOLDINGS INC	11,733	11,570
WALT DISNEY HOLDINGS CO	15,500	16,779
WISDOM TREE EUROPE HEDGED EQUI	25,394	23,706

TY 2016 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
A&Q GLOBAL DIVERSIFIED STRATEG		418,344	514,213

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TY 2016 Other Expenses Schedule

Name: Lighten Family Foundation

EIN: 20-8069108

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	15,000			15,000
Bank Charges	307	307		
State or Local Filing Fees	25			25

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TY 2016 Other Income Schedule

Name: Lighten Family Foundation

EIN: 20-8069108

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Inc/Loss LAZARD LTD	301	301	

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TY 2016 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	38,811	38,811		

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TY 2016 Taxes Schedule

Name: Lighten Family Foundation

EIN: 20-8069108

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2016	3,600			
Foreign Tax Paid	176	176		