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**Return of Private Foundation**  
 or Section 4947(a)(1) Nonexempt Charitable Trust  
 Treated as a Private Foundation

**2009**

Department of the Treasury  
 Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>LYONS SHARE FOUNDATION</b>	A Employer identification number <b>33-0622707</b>
	Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>36 HARBOR ISLAND</b>	B Telephone number <b>(949) 474-5500</b>
	City or town, state, and ZIP code <b>NEWPORT BEACH, CA 92660</b>	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>2,936,546.</b> (Part I, column (d) must be on cash basis.)	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	71,934.	71,934.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<150,969.>			
	b Gross sales price for all assets on line 6a <b>623,264.</b>				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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)					
11 Other income	<889.>	<889.>		STATEMENT 2	
12 Total. Add lines 1 through 11	<79,924.>	71,045.			
Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest	33.	33.		0.
	18 Taxes	1,930.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses <b>STMT 4</b>	275.	150.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,238.	183.		0.
	25 Contributions, gifts, grants paid	530,500.			530,500.
26 Total expenses and disbursements. Add lines 24 and 25	532,738.	183.		530,500.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	<612,662.>				
b Net investment income (if negative, enter -0-)		70,862.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			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			26,441.	101,323.	101,323.
	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					
	7	Other notes and loans receivable					
		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					
	b	Investments - corporate stock	STMT 6		3,356,088.	2,579,815.	1,574,710.
	c	Investments - corporate bonds	STMT 7		801,728.	734,809.	718,538.
11	Investments - land, buildings, and equipment basis						
	Less: accumulated depreciation						
12	Investments - mortgage loans						
13	Investments - other	STMT 8		762,217.	562,785.	540,699.	
14	Land, buildings, and equipment basis						
	Less: accumulated depreciation						
15	Other assets (describe ORGANIZATION COSTS )			1,276.	1,276.	1,276.	
16	<b>Total assets (to be completed by all filers)</b>			<b>4,947,750.</b>	<b>3,980,008.</b>	<b>2,936,546.</b>	
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					
	22	Other liabilities (describe )					
	23	<b>Total liabilities (add lines 17 through 22)</b>			<b>0.</b>	<b>0.</b>	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
27	Capital stock, trust principal, or current funds			4,947,750.	3,980,008.		
28	Paid-in or capital surplus, or land, bldg, and equipment fund			0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds			0.	0.		
30	<b>Total net assets or fund balances</b>			<b>4,947,750.</b>	<b>3,980,008.</b>		
31	<b>Total liabilities and net assets/fund balances</b>			<b>4,947,750.</b>	<b>3,980,008.</b>		

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	4,947,750.
2	Enter amount from Part I, line 27a	2	<612,662.>
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	4,335,088.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 5	5	355,080.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	<b>3,980,008.</b>

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a			
b SEE ATTACHED STATEMENTS			
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 623,264.		774,233.	<150,969.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV 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			<150,969.>

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	<150,969.>
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) If (loss), enter -0- in Part I, line 8		3	N/A

**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))
2008	486,770.	3,838,043.	.126828
2007	373,743.	3,849,093.	.097099
2006	316,282.	3,465,736.	.091260
2005	246,089.	3,430,147.	.071743
2004	307,399.	3,471,045.	.088561

2 Total of line 1, column (d)	2	.475491
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	.095098
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,592,763.
5 Multiply line 4 by line 3	5	246,567.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	709.
7 Add lines 5 and 6	7	247,276.
8 Enter qualifying distributions from Part XII, line 4	8	530,500.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	709.
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	0.
3	Add lines 1 and 2	3	709.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	709.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,520.
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	2,520.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,811.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		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 ▶ MARY LYONS Located at ▶ 36 HARBOR ISLAND, NEWPORT BEACH, CA	Telephone no ▶ (949) 474-5500 ZIP+4 ▶ 92660		
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			N/A

**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
<b>1a</b>	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
<b>c</b>	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 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	X
<b>2</b>	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))		
<b>a</b>	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
<b>b</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 ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If "Yes," did it have excess business holdings in 2009 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 2009.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4a	X
<b>b</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 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  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  N/A

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). N/A

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. X

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.

(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
MARY A. LYONS 36 HARBOR ISLAND NEWPORT BEACH, CA 92660	PRESIDENT 5.00	0.	0.	0.
PHILLIP N. LYONS 36 HARBOR ISLAND NEWPORT BEACH, CA 92660	SECRETARY 1.00	0.	0.	0.

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
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 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	2,600,130.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	32,117.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,632,247.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,632,247.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	39,484.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,592,763.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	129,638.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	129,638.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	709.
<b>b</b>	Income tax for 2009. (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	709.
<b>3</b>	<b>Distributable amount before adjustments.</b> Subtract line 2c from line 1	<b>3</b>	128,929.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	128,929.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	128,929.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	530,500.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	530,500.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	709.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	529,791.

**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 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7				128,929.
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only			0.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2009				
<b>a</b> From 2004	136,049.			
<b>b</b> From 2005	77,604.			
<b>c</b> From 2006	146,231.			
<b>d</b> From 2007	186,602.			
<b>e</b> From 2008	299,028.			
<b>f</b> Total of lines 3a through e	845,514.			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4. ▶ \$	530,500.			
<b>a</b> Applied to 2008, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2009 distributable amount				128,929.
<b>e</b> Remaining amount distributed out of corpus	401,571.			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,247,085.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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		0.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7	136,049.			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,111,036.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2005	77,604.			
<b>b</b> Excess from 2006	146,231.			
<b>c</b> Excess from 2007	186,602.			
<b>d</b> Excess from 2008	299,028.			
<b>e</b> Excess from 2009	401,571.			

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

N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

\_\_\_\_\_

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

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

	Tax year		Prior 3 years		(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers:**

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

SEE STATEMENT 9

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

NONE

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

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

**a** The name, address, and telephone number of the person to whom applications should be addressed

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

**c** Any submission deadlines

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







LYONS SHARE FOUNDATION

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 422 CITIGROUP	P	01/08/08	01/05/09
b 1151 HOME DEPOT INC	P	01/08/08	01/05/09
c 374 PHILIP MORRIS INTL INC	P	04/03/08	01/05/09
d 1200 CITIGROUP INC PRFD	P	05/23/08	02/02/09
e 3961.842 SELIGMAN COMMUNICATIONS CL C	P	05/21/08	04/28/09
f 610 CITIGROUP	P	01/06/04	01/05/09
g 1051 GENERAL MOTORS CORP	P	01/08/07	01/05/09
h 374 ALTRIA GROUP	P	08/13/97	01/05/09
i 1845 PIONEER MIDCAP VALUE FD	P	11/28/00	01/27/09
j 50000 ATLANTIC RICHFIELD	P	03/12/02	02/02/09
k BAC CAPITAL TRUST I PFD	P	11/27/07	02/02/09
l 917 BLACKROCK BASIC	P	08/11/00	02/02/09
m 6162.953 AMERICAN GROWTH	P	VARIOUS	VARIOUS
n 1098 EUROPACIFIC GROWTH	P	VARIOUS	VARIOUS
o 3200 BLACKROCK BASIC	P	VARIOUS	VARIOUS

(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 2,722.		12,359.	<9,637.>
b 25,750.		30,107.	<4,357.>
c 16,041.			16,041.
d 12,019.		30,160.	<18,141.>
e 82,790.		132,907.	<50,117.>
f 3,934.		30,392.	<26,458.>
g 3,785.		43,694.	<39,909.>
h 5,513.		10,960.	<5,447.>
i 25,000.		33,930.	<8,930.>
j 61,128.		66,919.	<5,791.>
k 15,100.		23,590.	<8,490.>
l 16,387.		32,214.	<15,827.>
m 131,121.		144,768.	<13,647.>
n 32,112.		47,543.	<15,431.>
o 44,736.		100,409.	<55,673.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<9,637.>
b			<4,357.>
c			16,041.
d			<18,141.>
e			<50,117.>
f			<26,458.>
g			<39,909.>
h			<5,447.>
i			<8,930.>
j			<5,791.>
k			<8,490.>
l			<15,827.>
m			<13,647.>
n			<15,431.>
o			<55,673.>

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	
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) If (loss), enter "-0-" in Part I, line 8 }	3	

LYONS SHARE FOUNDATION

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 687 ALLIANZ NFJ INTERNATIONAL	P	08/17/05	06/04/09
b 650 SELIGMAN COMMUNICATIONS CL C	P	05/21/08	08/04/09
c 18375 MOTOROLA	P	VARIOUS	VARIOUS
d ML SELECT FUTURES SEC 1256 SHORT TERM	P	VARIOUS	12/31/09
e ML SELECT FUTURES I SEC 1256 LONG TERM	P	VARIOUS	12/31/09
f ML SELECT FUTURES I SHORT TERM LOSS		VARIOUS	12/31/09
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 11,006.		11,260.	<254.>
b 17,927.		21,805.	<3,878.>
c 110,755.		1,008.	109,747.
d 2,175.			2,175.
e 3,263.			3,263.
f		208.	<208.>
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<254.>
b			<3,878.>
c			109,747.
d			2,175.
e			3,263.
f			<208.>
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	<150,969.>
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) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH DIVIDENDS	32,990.	0.	32,990.
MERRILL LYNCH INTEREST	38,944.	0.	38,944.
TOTAL TO FM 990-PF, PART I, LN 4	71,934.	0.	71,934.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ML SELECT FUTURES I - ORD LOSS	<1,753.>	<1,753.>	
AGENCIES R&D JOURNALS	864.	864.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<889.>	<889.>	

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FRANCHISE TAX BOARD CALIF 2008 RETURN	10.	0.		0.
IRS 2009 EXCISE TAX EST PMT	1,920.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,930.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CALIFORNIA ATTORNEY GENERAL RRF-1 FILING	50.	0.		0.
ANNUAL INVESTMENT ACCOUNT FEE	225.	150.		0.
TO FORM 990-PF, PG 1, LN 23	275.	150.		0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 5

DESCRIPTION	AMOUNT
DIFFERENCE BETWEEN BASIS AND CARRYING VALUE OF DONATED STOCK SOLD IN 2009	355,080.
TOTAL TO FORM 990-PF, PART III, LINE 5	355,080.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DU PONT E I DE NEMOURS	29,294.	21,482.
J P MORGAN & CO, INC.	18,714.	31,919.
ALTRIA GROUP	0.	0.
GENERAL MOTORS CORP	0.	0.
BLACKROCK (ML) BASIC VALUE FUND	148,958.	118,393.
ALLIANZ OCC OPPORTUNITY	122,397.	114,687.
PIONEER MID CAP VALUE FD	134,036.	112,102.
SELIGMAN COMMUNICATIONS	101,171.	103,084.
EURO PACIFIC GROWTH FUND	181,730.	182,718.
IMATION CORP	444.	148.
RAYTHEON COMPANY	1,340.	1,391.
AT&T INC	32,490.	27,217.
GENERAL ELECTRIC	20,091.	12,376.
CITIGROUP INC PFD	0.	0.
PFIZER INC	30,733.	20,591.
VERIZON COMMUNICATIONS	28,720.	24,185.
BAC CAPITAL TRUST I PFD	15,765.	19,755.
IDEARC INC	1,098.	0.
J P MORGAN CHASE CAP X PFD	22,382.	25,450.

MOTOROLA	1,581,892.	633,410.
CITIGROUP INC	0.	0.
FAIRPOINT COMMUNICATIONS	134.	0.
HOME DEPOT INC	0.	0.
PHILIP MORRIS INTL INC	0.	0.
BANK OF AMERICA CORP	18,875.	22,003.
CHEVRON	19,184.	20,171.
KRAFT FOODS INC	19,202.	19,542.
MERCK & CO	19,210.	23,678.
NCR CORP NEW	0.	490.
S&P US PFD STK INDEX FUND	31,955.	38,535.
TERADATA CORP DEL	0.	1,383.
<b>TOTAL TO FORM 990-PF, PART II, LINE 10B</b>	<b>2,579,815.</b>	<b>1,574,710.</b>

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMONWEALTH EDISON	91,031.	99,713.
DAYTON HUDSON CORP	27,840.	28,098.
ALLSTATE CORP	50,239.	54,139.
ATLANTIC RICHFIELD CO	66,919.	64,868.
BANKERS TRUST NY CORP	55,200.	51,224.
DEERE & CO	52,119.	57,717.
HOUSEHOLD CORPORATE FINANCE	187,000.	179,688.
SLM CORP	75,000.	57,188.
ENDURANCE SPECIALTY HLDG	37,500.	34,290.
TRANSOCEAN SEDCO FOREX NOTES	61,961.	62,609.
BANK OF AMERICA	30,000.	29,004.
<b>TOTAL TO FORM 990-PF, PART II, LINE 10C</b>	<b>734,809.</b>	<b>718,538.</b>

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMERICAN GROWTH FUND OF AMERICA	FMV	121,570.	108,448.
MERRILL LYNCH SELECT FUTURES	FMV	160,071.	163,608.
HOUSEHOLD FINANCE CORP NOTES	FMV	75,000.	73,049.
WESTERN ASSET/CLAYMORE US	FMV	37,250.	36,120.
ALLIANZ NFJ INTERNATIONAL	FMV	108,970.	119,616.
PIMCO FLOATING RATE STRATEGY	FMV	43,099.	23,218.
PRUDENTIAL FINANCIAL CPI +	FMV	16,825.	16,640.
<b>TOTAL TO FORM 990-PF, PART II, LINE 13</b>		<b>562,785.</b>	<b>540,699.</b>

FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 9

NAME OF MANAGER

MARY A. LYONS  
PHILLIP N. LYONS

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ARTS ORANGE COUNTY 3750 SO. SUSAN STREET SANTA ANA, CA 92704	MARY LYONS SERVES ON BOARD SUPPORT ART PROGRAM IN ORANGE COUNTY	PUBLIC	60,000.
CHORUS AMERICA 1156 15TH N.W. WASHINGTON, DC 200052750	MARY LYONS SERVES ON BOARD TO SUPPORT NATIONAL PRESENTATIONS/CONCERTS	PUBLIC	27,500.
KOCE TV FOUNDATION P.O. BOX 2476 HUNTINGTON BEACH, CA 92647	MARY LYONS SERVES ON BOARD DIGITAL FORMAT CONVERSION/EDUCATIONAL & ARTS PROGRAM	PUBLIC	25,000.
PACIFIC CHORALE 1220 E. DYER RD SUITE 230 SANTA ANA, CA 92705	MARY LYONS SERVES ON BOARD UNDERWRITE CONCERTS & OPERATING EXPENSES	PUBLIC	167,500.
PACIFIC SYMPHONY ORCHESTRA 3631 S. HARBOR BLVD. SANTA ANA, CA 92705	PHIL LYONS SERVES ON BOARD UNDERWRITE CONCERTS & OPERATING EXPENSES	PUBLIC	202,500.

LYONS SHARE FOUNDATION

33-0622707

ORANGE COUNTY PERFORMING ARTS CTR 600 TOWN CENTER DR COSTA MESA, CA 92626	NONE ENHANCE PRESENTATIONS AT THE CENTER	PUBLIC	1,000.
VISIONARIES/ORANGE CNTY MUSEUM OF ART 850 SAN CLEMENTE DR NEWPORT BEACH, CA 92660	MARY LYONS IS A MEMBER MUSEUM FINANCIAL SUPPORT GROUP	PUBLIC	15,000.
PHILHARMONIC SOCIETY OF ORANGE COUNTY 2082 BUSINESS CENTER DRIVE IRVINE, CA 92612	NONE UNDERWRITE ORCHESTRAL PROGRAMS & CONCERTS	PUBLIC	10,000.
SO CALIF PUBLIC RADIO 261 S FIGUEROA ST SUITE 200 LOS ANGELES, CA 90012	NONE UNDERWRITE PROGRAMS AND OPERATING EXPENSE	PUBLIC	5,000.
UCLA FOUNDATION P.O. BOX 24209 LOS ANGELES, CA 90024-1359	NONE SUPPORT OF EDUCATION PROGRAMS AT UCLA	PUBLIC	5,000.
FRIENDS OF ACADIA P.O. BOX 45 BAR HARBOR, ME 04609	NONE PRESERVATION & STEWARTSHIP ACADIA NATL PARK	PUBLIC	2,000.
J SERRA CATHOLIC HIGH SCHOOL JOURNEY TO JOY CAMPAIGN 2532 DUPONT DR IRVINE, CA 92612	NONE SUPPORT OF EDUCATIONAL PROGRAMS AT HIGH SCHOOL	PUBLIC	10,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			530,500.