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

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

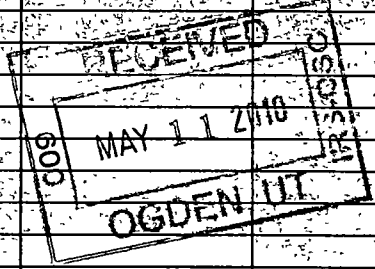
2009

For calendar year **2009**, or tax year beginning , **2009**, and ending , **20**

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 THE LYONS FOUNDATION | | A Employer identification number 74-6038717 |
| | Number and street (or P.O. box number if mail is not delivered to street address) | Room/suite | B Telephone number (see page 10 of the instructions) EXT 102 (281) 497-0332 |
| | City or town, state, and ZIP code HOUSTON, TX 77079-3004 | | 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 | | | |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 10,620,773. | | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.) | |
| E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> | | | |
| 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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the 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 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B. | | | | |
| | 3 Interest on savings and temporary cash investments | | | | ATCH 1 |
| | 4 Dividends and interest from securities | 273,172 | 273,172 | | ATCH 2 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | -22,249 | | | |
| | b Gross sales price for all assets on line 6a | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | | | |
| | 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) | 134,134 | 134,134 | | ATCH 3 | |
| 12 Total. Add lines 1 through 11 | 385,087 | 407,336 | | | |
| 13 Compensation of officers, directors, trustees, etc. | 0 | | | | |
| 14 Other employee salaries and wages | | | | | |
| 15 Pension plans, employee benefits | | | | | |
| 16a Legal fees (attach schedule) ATCH 4 | 15,580 | 13,080 | 0 | 2,500 | |
| b Accounting fees (attach schedule) [5] | 33,800 | 31,300 | 0 | 2,500 | |
| c Other professional fees (attach schedule) [6] | 84,473 | 84,473 | | | |
| 17 Interest | | | | | |
| 18 Taxes (attach schedule) (see page 14 of the instructions) * | -7,669 | 3,050 | | | |
| 19 Depreciation (attach schedule) and depletion | | | | | |
| 20 Occupancy | | | | | |
| 21 Travel, conferences, and meetings | | | | | |
| 22 Printing and publications | | | | | |
| 23 Other expenses (attach schedule) [8] | 680 | 680 | | | |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 126,864 | 132,583 | 0 | 5,000 | |
| 25 Contributions, gifts, grants paid | 498,000 | | | 498,000 | |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 624,864 | 132,583 | 0 | 503,000 | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | -239,777 | | | | |
| b Net investment income (if negative, enter -0-) | | 274,753 | | | |
| c Adjusted net income (if negative, enter -0-) | | | -0- | | |



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

Part II Balance Sheets

| | 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 | 331,825. | 412,962. | 412,962. |
| 3 Accounts receivable ▶ 10,821. | | | |
| Less: allowance for doubtful accounts ▶ | 6,985. | 10,821. | 10,821. |
| 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 page 16 of the 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 | | | |
| 10 a Investments - U S and state government obligations (attach schedule) ** | 623,585. | 246,439. | 241,249. |
| b Investments - corporate stock (attach schedule) ATCH 10 | 8,155,055. | 7,679,406. | 7,676,903. |
| c Investments - corporate bonds (attach schedule) ATCH 11 | 1,741,896. | 2,269,701. | 2,278,598. |
| 11 Investments - land, buildings, and equipment basis ▶ | | | |
| Less accumulated depreciation ▶ (attach schedule) | | | |
| 12 Investments - mortgage loans | | | |
| 13 Investments - other (attach schedule) | | | |
| 14 Land, buildings, and equipment basis ▶ | | | |
| Less accumulated depreciation ▶ (attach schedule) | | | |
| 16 Other assets (describe ▶ ATCH 12) | 0. | 240. | 240. |
| 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | 10,859,346. | 10,619,569. | 10,620,773. |
| 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) | | | |
| 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 | 2,599,382. | 2,599,382. | |
| 28 Paid-in or capital surplus, or land, bldg, and equipment fund | 8,259,964. | 8,020,187. | |
| 29 Retained earnings, accumulated income, endowment, or other funds | | | |
| 30 Total net assets or fund balances (see page 17 of the instructions) | 10,859,346. | 10,619,569. | |
| 31 Total liabilities and net assets/fund balances (see page 17 of the instructions) | 10,859,346. | 10,619,569. | |

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 | 10,859,346. |
| 2 Enter amount from Part I, line 27a | 2 | -239,777. |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 Add lines 1, 2, and 3 | 4 | 10,619,569. |
| 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 | 10,619,569. |

** ATCH 9

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 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)) | | |
| (l) 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) | | | 2 | -22,249. | |
| { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | | | | | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): | | | 3 | | |
| { If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8. } | | | | | |

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

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

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

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col. (c)) |
|--|--|--|--|
| 2008 | 653,519. | 12,391,563. | 0.052739 |
| 2007 | 684,500. | 14,380,191. | 0.047600 |
| 2006 | 688,577. | 13,704,288. | 0.050245 |
| 2005 | 552,493. | 12,802,393. | 0.043155 |
| 2004 | 580,338. | 11,493,367. | 0.050493 |

| | | |
|--|----------|------------|
| 2 Total of line 1, column (d) | 2 | 0.244232 |
| 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 | 0.048846 |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | 4 | 9,697,930. |
| 5 Multiply line 4 by line 3 | 5 | 473,705. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 2,748. |
| 7 Add lines 5 and 6 | 7 | 476,453. |
| 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 on page 18 | 8 | 503,000. |

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

| | | | |
|--|-----|--------|--------|
| 1 a 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 ruling 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 | 2,748. |
| 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 | 2,748. |
| 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 | 2,748. |
| 6 Credits/Payments. | | | |
| a 2009 estimated tax payments and 2008 overpayment credited to 2009 | 6 a | 8,000. | |
| b Exempt foreign organizations-tax withheld at source | 6 b | 0. | |
| c Tax paid with application for extension of time to file (Form 8868) | 6 c | 0. | |
| d Backup withholding erroneously withheld | 6 d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 8,000. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input 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 | 5,252. | |
| 11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 4,000. Refunded <input checked="" type="checkbox"/> | 11 | 1,252. | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|----|
| 1 a 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? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i> | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| 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? <i>If "Yes," attach a detailed description of the activities</i> | | X |
| 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? <i>If "Yes," attach a conformed copy of the changes</i> | | X |
| 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i> | | X |
| 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? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i> | X | |
| 8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ TX, | | |
| 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? <i>If "No," attach explanation</i> | X | |
| 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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i> | | X |
| 10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> | | 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 page 20 of the 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? 13 X
Website address N/A
14 The books are in care of STORMS & CRITZ (SUE HILL) Telephone no. (281) 497-0332
Located at 1202A DAIRY ASHFORD, HOUSTON, TX ZIP + 4 77079-3004
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

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 No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X 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 X 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 X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here 1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? 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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? Yes No X No
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 page 20 of the instructions.) 2b X
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 No
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) 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 2009? 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))?
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?
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 page 22 of the instructions)?
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?
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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 page 22 of the instructions).

Table with 5 columns: (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. Row 1: ATTACHMENT 13, 0, -0-, -0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

Table with 5 columns: (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. Row 1: NONE

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 page 23 of the instructions). 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 **NONE**

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 (see page 23 of the instructions)

| 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 page 24 of the instructions 3 NONE ----- ----- ----- ----- | |
| Total. Add lines 1 through 3 | |

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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 | 9,136,780. |
| b | Average of monthly cash balances | 1b | 377,562. |
| c | Fair market value of all other assets (see page 24 of the instructions) | 1c | 331,272. |
| d | Total (add lines 1a, b, and c) | 1d | 9,845,614. |
| 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 | 9,845,614. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | 4 | 147,684. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 9,697,930. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 484,897. |

Part XI Distributable Amount (see page 25 of the 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 | 484,897. |
| 2a | Tax on investment income for 2009 from Part VI, line 5 | 2a | 2,748. |
| b | Income tax for 2009. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 2,748. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 482,149. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 482,149. |
| 6 | Deduction from distributable amount (see page 25 of the instructions) | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 482,149. |

Part XII Qualifying Distributions (see page 25 of the 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 | 503,000. |
| 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 | 503,000. |
| 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 page 26 of the instructions) | 5 | 2,748. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 500,252. |

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 page 26 of the instructions)

| | (a) Corpus | (b) Years prior to 2008 | (c) 2008 | (d) 2009 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2009 from Part XI, line 7 | | | | 482,149. |
| 2 Undistributed income, if any, as of the end of 2009: | | | | |
| a Enter amount for 2008 only | | | | |
| b Total for prior years: 20 07, 20 06, 20 05 | | | | |
| 3 Excess distributions carryover, if any, to 2009: | | | | |
| a From 2004 | 24,990. | | | |
| b From 2005 | | | | |
| c From 2006 | 68,209. | | | |
| d From 2007 | | | | |
| e From 2008 | 44,503. | | | |
| f Total of lines 3a through e | 137,702. | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 503,000. | | | | |
| a Applied to 2008, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) | | | | |
| c Treated as distributions out of corpus (Election required - see page 26 of the instructions) | | | | |
| d Applied to 2009 distributable amount | | | | 482,149. |
| e Remaining amount distributed out of corpus | 20,851. | | | |
| 5 Excess distributions carryover applied to 2009 (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 | 158,553. | | | |
| 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 page 27 of the instructions | | | | |
| e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions | | | | |
| f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010. | | | | |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) | | | | |
| 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) | 24,990. | | | |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a | 133,563. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2005 | | | | |
| b Excess from 2006 | 68,209. | | | |
| c Excess from 2007 | | | | |
| d Excess from 2008 | 44,503. | | | |
| e Excess from 2009 | 20,851. | | | |

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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)

| | Tax year | Prior 3 years | | | (e) Total |
|--|----------|---------------|----------|----------|-----------|
| | (a) 2009 | (b) 2008 | (c) 2007 | (d) 2006 | |
| 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 | | | | | |
| 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(i)(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 foundation had \$5,000 or more in assets at any time during the year - see page 28 of 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).)

ATTACHMENT 14

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 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 page 28 of the 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:

N/A

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

ATTACHMENT 15

c. Any submission deadlines:

ATTACHMENT 16

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

ATTACHMENT 17

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>ATTACHMENT 18</p> | | | | |
| Total. ▶ 3a | | | | 498,000. |
| <p>b Approved for future payment</p> | | | | |
| Total. ▶ 3b | | | | |

**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) | |
| | | VARIOUS SECURITIES-UBS PROPERTY TYPE: SECURITIES | | | | P | VARIOUS 332,977. | 2009 |
| | | VARIOUS SECURITIES-UBS PROPERTY TYPE: SECURITIES | | | | P | VARIOUS -396,924. | 2009 |
| | | VARIOUS SECURITIES-MERRILL LYNCH PROPERTY TYPE: SECURITIES | | | | P | VARIOUS 53,812. | 2009 |
| | | MAN-AHL DIVERSIFIED I, L.P. PROPERTY TYPE: SECURITIES | | | | P | VARIOUS -4,846. | 2009 |
| | | MAN-AHL DIVERSIFIED I, L.P. PROPERTY TYPE: SECURITIES | | | | P | VARIOUS -7,268. | 2009 |
| TOTAL GAIN (LOSS) | | | | | | | <u>-22,249.</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> |
|--------------------|---|--------------------------------------|
| BANK OF TEXAS | 30. | 30. |
| TOTAL | <u>30.</u> | <u>30.</u> |

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> |
|--|---|--------------------------------------|
| INTEREST/DIVIDENDS - MERRILL LYNCH | 172,702. | 172,702. |
| INTEREST/DIVIDENDS - UBS | 112,907. | 112,907. |
| INTEREST - CAMPBELL TRUST FUND | 16. | 16. |
| INTEREST - MAN-AHL DIVERSIFIED I, L.P. | 346. | 346. |
| LESS INTEREST PAID ON PURCH. OF SEC. | -12,799. | -12,799. |
| TOTAL | <u>273,172.</u> | <u>273,172.</u> |

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|------------------------------------|---|--------------------------------------|
| ROYALTY INCOME (GROSS) | 158,974. | 158,974. |
| EXPENSES ATTRIBUTABLE TO ROYALTIES | -8,356. | -8,356. |
| PARTNERSHIP-CAMPBELL TRUST FUND | -7,355. | -7,355. |
| PARTNERSHIP-MAN-AHL DIVERSIFIED | -9,129. | -9,129. |
| TOTALS | <u>134,134.</u> | <u>134,134.</u> |

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|---|---|--------------------------------------|------------------------------------|--------------------------------|
| LISKOW & LEWIS-VARIOUS MISCELLANEOUS | 15,490. 90. | 12,990. 90. | | 2,500. |
| TOTALS | <u>15,580.</u> | <u>13,080.</u> | <u>0.</u> | <u>2,500.</u> |

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|--------------------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| STORMS & CRITZ-2008 990PF/ACCT | 33,800. | 31,300. | | 2,500. |
| TOTALS | <u>33,800.</u> | <u>31,300.</u> | <u>0.</u> | <u>2,500.</u> |

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|-------------------------------|---|--------------------------------------|
| INVESTMENT FEES-BRIGGS/ML/UBS | 84,473. | 84,473. |
| TOTALS | <u>84,473.</u> | <u>84,473.</u> |

FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|------------------------------|---|--------------------------------------|
| FOREIGN TAXES-INVEST. INCOME | 3,050. | 3,050. |
| FEDERAL EXCISE TAXES | -10,719. | |
| TOTALS | <u>-7,669.</u> | <u>3,050.</u> |

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|------------------------------|---|--------------------------------------|
| OFFICE/DELIVERY/POSTAGE/TEL. | 436. | 436. |
| STORAGE | 244. | 244. |
| MISCELLANEOUS | | |
| TOTALS | <u>680.</u> | <u>680.</u> |

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 9

| <u>DESCRIPTION</u> | <u>BEGINNING BOOK VALUE</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|-----------------------------|---------------------------------|------------------------------|------------------------|
| U.S. TREASURY NOTES | 221,710. | 188,447. | 183,255. |
| U.S. TREASURY BILL | 10,994. | 57,992. | 57,994. |
| U.S. TREASURY BOND | 390,881. | 0. | 0. |
| US OBLIGATIONS TOTAL | <u>623,585.</u> | <u>246,439.</u> | <u>241,249.</u> |

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 10

| <u>DESCRIPTION</u> | <u>BEGINNING BOOK VALUE</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|-----------------------|---------------------------------|------------------------------|-----------------------|
| SEE SCHEDULE ATTACHED | 8,155,055. | 7,679,406. | 7,676,903. |
| TOTALS | <u>8,155,055.</u> | <u>7,679,406.</u> | <u>7,676,903.</u> |

THE LYONS FOUNDATION
THE LYONS FOUNDATION
FORM 990 PF, PART II - CORPORATE STOCK

| STOCKS | BEGINNING BOOK VALUE | ENDING BOOK VALUE | ENDING FMV |
|--|-------------------------|----------------------|---------------|
| Accenture Ltd/CL A/4000 | 155,451 | 155,451 | 166,000 |
| AES Trust III/2500 | 122,384 | 122,384 | 115,625 |
| Altria (Phillip Morris) Co/4000 | 21,115 | 56,780 | 78,520 |
| Apache Corp/1000 | 23,709 | 23,709 | 103,170 |
| AT&T/4000 | 126,631 | 126,631 | 112,120 |
| Bank of America Corp/3,000 | 122,382 | 122,382 | 45,180 |
| Campbell Trust Fund | 470,164 | | 0 |
| Caterpillar Inc/2000 | 99,739 | 99,739 | 113,980 |
| Chevron Corporation/1700 | 105,388 | 105,388 | 130,883 |
| Chicago Brdg & Iron Company NV/3500 | 122,855 | 122,855 | 70,770 |
| Cisco Systems/5000 | 135,897 | 135,897 | 119,700 |
| Covance Inc/2000 | 87,181 | 0 | |
| CVS Caremark Corp/3000 | 0 | 109,205 | 96,630 |
| Devon Energy Corp (New)/1000 | 25,405 | 25,405 | 73,500 |
| Dominion Resources Inc New VA/3184 | 150,140 | 119,144 | 123,921 |
| Emerson Electric/2500 | 164,855 | 0 | 0 |
| Exelon Corp/2000 | 105,126 | 0 | 0 |
| Express Scripts Inc.Com/1600 | 0 | 111,173 | 138,272 |
| Exxon Mobil Corp/1500 | 13,159 | 9,869 | 102,285 |
| FPL Group Inc/2000 | | 113,265 | 105,640 |
| Freeport McMoran Copper & Gold/1500 | 136,745 | 136,745 | 120,435 |
| General Electric/3500 | 4,805 | 4,805 | 52,955 |
| Goldman Sachs Group, Inc/800 | 89,061 | 114,957 | 135,072 |
| Hewlett Packard Co/3000 | 0 | 111,095 | 154,530 |
| Hologic, Inc/3000 | 160,821 | 93,838 | 43,500 |
| IBM Corp/900 | 0 | 108,356 | 117,810 |
| Jacobs Engrn Grp, Inc./2000 | 37,345 | 37,345 | 75,220 |
| Johnson & Johnson/2000 | 108,788 | 108,788 | 128,820 |
| McAfee Inc/2900 | 0 | 128,484 | 117,653 |
| Metlife Inc/6.375%/Common Equity Units/2692 | 162,186 | 162,186 | 95,162 |
| Microsoft Corp/4500 | 123,249 | 123,249 | 137,160 |
| Monsanto Co New Del/1500 | 0 | 121,610 | 122,625 |
| Nestle SA Sponsored ADR Repstg Switz/3500 | 165,561 | 165,561 | 169,225 |
| Oceaneering International Inc/2000 | 119,625 | 119,625 | 117,040 |
| Pepsico Inc/1300 | 50,826 | 38,084 | 79,040 |
| Phillip Morris Company/2000 | 79,551 | 69,954 | 96,380 |
| Procter & Gamble/2000 | 88,257 | 88,257 | 121,260 |
| Royal Dutch Shell PLC Spons ADR A/1,500 | 71,760 | 0 | 0 |
| Schlumberger, Ltd/1000 | 46,648 | 31,045 | 65,090 |
| Southern Company/3000 | 62,428 | 62,428 | 99,960 |
| TEVA Pharmactcl INDS ADR/2500 | 0 | 105,755 | 140,450 |
| Toyota Motor Corp/1000 | 144,387 | 103,134 | 84,160 |
| UBS Financial Services/Equities/Private Wealth Solutions | 3,987,198 | 3,744,851 | 3,468,278 |

| | | | |
|-------------------------------|------------------|------------------|------------------|
| United Technologies/2000 | 72,083 | 0 | 0 |
| Weingarten Realty/3000 | 52,173 | 0 | 0 |
| Whole Foods Mkt, Inc/Com/2400 | 91,249 | 91,249 | 65,880 |
| XL Capital, Ltd/1807 | 129,932 | 129,932 | 33,122 |
| Yum Brands/4000 | 118,795 | 118,795 | 139,880 |
| TOTAL STOCKS | 8,155,055 | 7,679,406 | 7,676,903 |

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 11

| <u>DESCRIPTION</u> | <u>BEGINNING BOOK VALUE</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|-----------------------|---------------------------------|------------------------------|-----------------------|
| SEE SCHEDULE ATTACHED | 1,741,896. | 2,269,701. | 2,278,598. |
| TOTALS | <u>1,741,896.</u> | <u>2,269,701.</u> | <u>2,278,598.</u> |

THE LYONS FOUNDATION
FORM 990PF, PART II-CORPORATE BONDS

| NOTES AND BONDS | BEGINNING BOOK VALUE | ENDING BOOK VALUE | ENDING FMV |
|---|-------------------------|----------------------|------------------|
| Arrow Electronics Inc Notes/6.875%/7/1/13 | 52,228 | 52,228 | 54,533 |
| Bankamerica/5.65%/05/01/18 | 70,706 | 70,706 | 76,171 |
| Blackrock Inflation Protected Bond | 0 | 60,342 | 60,174 |
| Centerpoint Energy/5.95%/01/15/14 | 73,912 | 73,912 | 78,982 |
| Comcast Corp/6.5%/01/15/15 | 77,746 | 77,746 | 84,026 |
| Cox Communications Notes/7.125%/10/01/2012 | 52,656 | 52,656 | 55,542 |
| Delaware Diversified Inc fund Class A | 51,153 | 86,421 | 86,606 |
| Dow Chemical Notes/6.125%/2/1/2011 | 77,445 | 77,445 | 78,185 |
| Evergreen Asset Allocation Fund Class A | 86,649 | 78,494 | 65,058 |
| Exelon Generation LLC/6.2%/10/01/17 | 76,592 | 76,592 | 80,396 |
| Ford Motor Credit Bonds/7.375%/2/2/2011 | 78,469 | 78,469 | 76,529 |
| General Electric Co GLB/5.25%/12/06/17 | 75,453 | 75,453 | 76,640 |
| Goldman Sachs Group/5.625%/01/15/17 | 48,429 | 48,429 | 51,068 |
| Home Depot/5.4%/3/01/16 | 71,599 | 71,599 | 78,515 |
| HSBC Finance Corp/5.5%/01/19/16 | 48,534 | 48,534 | 52,454 |
| Kinder Morgan Energy Ptr Note/5%/12/15/2013 | 99,390 | 0 | 0 |
| Kraft Foods Inc Notes/5.625%/1/1/11 | 75,478 | 75,478 | 79,655 |
| Loomis Sayles Bond Fund/Class Retail | 53,870 | 51,327 | 48,702 |
| May Department Stores/7.45%/10/15/16 | 78,380 | 78,380 | 73,875 |
| Man-Ahl Diversified I Class A Escrow | 0 | 414,703 | 421,842 |
| Oppenheimer Intl Bond Fd CL A | 123,671 | 111,826 | 108,310 |
| Pioneer Strategic Income Fund Class A | 0 | 90,425 | 90,862 |
| Rouse Company Note/5.375%/11/26/13 | 48,552 | 0 | 0 |
| Simon Property Group, LP/6%/Pref/1750 | 110,859 | 110,859 | 119,000 |
| TD Banknorth, Inc (TECO Energy Inc)/Bonds/7%/05/01/12 | 78,130 | 0 | 0 |
| TECO Finance Inc/Bonds/7%/05/01/12 | 0 | 78,130 | 78,811 |
| UBS Dynamic Alpha Fund Class A | 131,995 | 180,638 | 154,807 |
| UBS US Bond Fund Class A | 0 | 48,909 | 47,855 |
| TOTAL CORPORATE NOTES AND BONDS | 1,741,896 | 2,269,701 | 2,278,598 |

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 12

| <u>DESCRIPTION</u> | <u>BEGINNING BOOK VALUE</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|--------------------|---------------------------------|------------------------------|-----------------------|
| PREPAID INTEREST | 0. | 240. | 240. |
| TOTALS | <u>0.</u> | <u>240.</u> | <u>240.</u> |

THE LYONS FOUNDATION

74-6038717

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

ATTACHMENT 13

| <u>NAME AND ADDRESS</u> | <u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> |
|--|---|---------------------|
| R.A. SEALE, JR. 6627 WANITA PLACE HOUSTON, TX 77007 | PRESIDENT | 0. |
| JAMES S. PRENTICE 526 STONELEIGH HOUSTON, TX 77079 | SEC/TREAS | 0. |
| JOHN W. STORMS 1202A DAIRY ASHFORD HOUSTON, TX 77079 | V. PRESIDENT | 0. |
| FLO MCGEE 5957 CRAB ORCHARD HOUSTON, TX 77057 | V. PRESIDENT | 0. |
| | GRAND TOTALS | <u>0.</u> |

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

ESTATE OF RICHARD T. LYONS
ESTATE OF SAMMIE LYONS
MAGALOU W. HESTAND TRUST
SAMMIE W. LYONS

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

LETTER OF REQUEST SHOULD BE SUBMITTED STATING PURPOSE FOR WHICH MONEY
IS TO BE USED

990PF, PART XV - SUBMISSION DEADLINES

LETTER REQUEST SHOULD BE SUBMITTED NO LATER THAN NOVEMBER 1 IN ORDER
THAT THE REQUEST MAY BE REVIEWED AT THE ANNUAL MEETING OF DIRECTORS
IN DECEMBER

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

QUALIFIED SEC. 501(C)(3) ORGANIZATIONS LOCATED IN HARRIS, FT. BEND,
MONTGOMERY, AND GALVESTON COUNTIES, TEXAS.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
ATTACHMENT 18

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|-----------------------------------|--|----------------------------------|-----------------|
| SEE STATEMENT ATTACHED FOR DETAIL | NO RELATIONSHIPS ALL EXEMPT ORGAN. | | 498,000. |
| TOTAL CONTRIBUTIONS PAID | | | <u>498,000.</u> |

THE LYONS FOUNDATION
 EIN: 74-6038717
 2009 990PF, PART XV-3a

UNLESS SPECIFIED OTHERWISE, ALL
 CONTRIBUTIONS ARE TO GENERAL
 OPERATING FUNDS OF THE
 FOLLOWING ENTITIES:

STATEMENT 17

| | | | |
|--|-----------------|--|-----------------|
| <p>The Arbor School Kate Crady 1635 Blalock Houston, TX 77080 (713) 316-0114</p> | <p>\$10,000</p> | <p>Casa de Esperanza de los Ninos, Inc. Kathleen Foster P.O. Box 66581 Houston, TX 77266-6581 (713) 529-0639</p> | <p>\$30,000</p> |
| <p>ArtBridge Beverly Bentley 3311 Richmond, Suite 212 Houston, TX 77098</p> | <p>\$5,000</p> | <p>CCSC (Christian Community Serv.Center Stephanie Hodge 3230 Mercer Houston, TX 77027 (713) 961-3993</p> | <p>\$5,000</p> |
| <p>Boys & Girls Country of Houston Mr. Lou Palma 18806 Roberts Road Hockley, TX 77447 (281) 351-4976</p> | <p>\$10,000</p> | <p>Child Advocates Sonya Galvan 2515 West main, Suite 300 Houston, TX 77098 (713) 529-1396</p> | <p>\$35,000</p> |
| <p>Breath of Life Children's Center Sister Denise Owens 21715 Kingsland Blvd, Ste. 103 Katy, TX 77450 (281) 398-7353</p> | <p>\$5,000</p> | <p>Child Builders Trish King 3800 Buffalo Speedway, #310 Houston, TX 77098 (713) 400-1155</p> | <p>\$5,000</p> |
| <p>Bridges To Life John Sage P. O. Box 19039 Houston, TX 77224-9039 (713) 463-7200</p> | <p>\$5,000</p> | <p>Children At Risk Melissa G. Garrison 2900 Wesleyan, Suite 400 Houston, TX 77027 (713) 869-7740</p> | <p>\$10,000</p> |
| <p>CanCare, Inc. Nancy Tucker 9575 Katy Freeway, Ste. 428 Houston, TX 77024 (713) 461-0028</p> | <p>\$15,000</p> | <p>Capital Campaign</p> | <p>\$10,000</p> |

THE LYONS FOUNDATION

EIN: 74-6038717

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STATEMENT 17

| | | |
|---|-----------------|--|
| <p>The Children's Museum of Houston Tammie Kahn 1500 Binz Houston, TX 77004 (713) 535-7211 Capital Campaign</p> | <p>\$10,000</p> | <p>Family Services of Greater Houston Alfredo Tijerina 3815 Montrose, Suite 200 Houston, TX 77008 (713) 868-4466</p> <p style="text-align: right;">\$5,000</p> |
| <p>CHRISTUS Foundation For Healthcare Les Cave (713) 652-3100 P.O. Box 1919 Houston, TX 77251 Capital Campaign</p> | <p>\$20,000</p> | <p>Foundation for the Retarded Debra Collins 3550 West Dallas Houston, TX 77019 (713) 525-8485</p> <p style="text-align: right;">\$5,000</p> |
| <p>Communities in Schools-Houston Peter Wuenschel 2150 W. 18th St., Suite 100 Houston, TX 77008 (713) 654-1515</p> | <p>\$10,000</p> | <p>Good Neighbor Healthcare Ctr. Janet Donath 277 West Gray Houston, TX 77019-5496 (713) 529-3597 Capital Campaign</p> <p style="text-align: right;">\$10,000</p> |
| <p>Covenant House-Texas Ronda G. Robinson,CEO 1111 Lovett Blvd Houston, TX 77006-3898 (713) 942-2564</p> | <p>\$5,000</p> | <p>Gulf Coast Regional Blood Ctr. Brian Gannon 1400 LaConcha Lane Houston, TX 77054</p> <p style="text-align: right;">\$5,000</p> |
| <p>Eye Care for Kids Foundation Heidi Suprun 9660 Hillcroft, Suite 325 Houston, TX 77096 (713) 728-5437</p> | <p>\$5,000</p> | <p>Houston Community Health Centers Denver Harbor Clinic Daniel Montez 424 Hahlo Houston, TX 77020 (713) 674-3326 Capital Campaign</p> <p style="text-align: right;">\$5,000</p> |
| | | <p>Houston Food Bank Brian Greene 3811 Eastex Freeway Houston, TX 77026 (713) 223-3700</p> <p style="text-align: right;">\$5,000</p> |

THE LYONS FOUNDATION

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| | | | |
|---|-----------------|---|-----------------|
| <p>The Immunization Partnership (Houston-Harris County Immunization Registry) Anna Dragsbaek P.O. Box 2709 Cypress, TX 77410 (832) 896-7880</p> | <p>\$5,000</p> | <p>LIFE - Houston Jasmine Williams 2002 S. Wayside, Suite 113 Houston, TX 77023 (713) 528-6044</p> | <p>\$6,000</p> |
| <p>Interfaith Ministries of Greater Houston David Roberts 3217 Montrose Blvd Houston, TX 77006 (713) 533-4900</p> | <p>\$5,000</p> | <p>Memorial Assistance Ministries Martha Macris 1625 Blalock Rd Houston, TX 77080-7320 (713) 468-4516</p> | <p>\$5,000</p> |
| <p>Cristo Rey Jesuit College Prep. Rev. T.J. Martinez 6700 Mount Carmel St. Houston, TX 77087 (281) 501-1298 Capital Campaign</p> | <p>\$10,000</p> | <p>The Menninger Clinic Ian Aitken 2801 Gessner Dr. Houston, TX 77280-9045 (713) 333-3320</p> | <p>\$10,000</p> |
| <p>Kid's Meals, Inc. Chase Robison 205 West Crosstimbers St. Houston, TX 77018 (713) 965-7440</p> | <p>\$10,000</p> | <p>Neighborhood Centers, Inc. Angela Blanchard PO Box 271389 Houston, TX 77277-1389 (713) 669-5225 Capital Campaign</p> | <p>\$8,000</p> |
| <p>Legacy Community Health Serv. Katy Caldwell 1116 Jackson Blvd. Houston, TX 77006 (713) 574-9716</p> | <p>\$10,000</p> | <p>New Hope Housing, Inc. Joy Horak-Brown 1117 Texas Ave. Houston, TX 77002 (713) 222-0290</p> | <p>\$10,000</p> |
| | | <p>Northwest Assistance Ministries Carole Little 15555 Kuykendahl Rd Houston, TX 77090 (281) 885-4555</p> | <p>\$5,000</p> |

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| | | | |
|--|----------|---|----------|
| Ronald McDonald/Houston Leslie Bourne 1907 Holcombe Blvd Houston, TX 77030 (713) 795-3500 | \$15,000 | Strake Jesuit College Preparatory Daniel K. Lahart 8900 Bellaire Blvd Houston, TX 77036 Capital Campaign | \$30,000 |
| San Jose Clinic Stacie Cokinos 301 Hamilton Houston, TX 77002 (713) 228-9411 | \$20,000 | Teach For America Mr. Terry Bruner 4669 Southwest Frwy, #600 Houston, TX 77027 | \$10,000 |
| Search Sandy Reese-Kessler 2505 Fannin Houston, TX 77002 (713) 739-7752 | \$10,000 | TOMAGWA Healthcare Ministries Judy Deyo 13414 Medical Complex Dr. Tomball, TX 77375 (281) 357-0747 | \$5,000 |
| St. James House Maria Elena Garcia 5800 West Baker Road Baytown, TX 77520-1618 (281) 424-4541 | \$10,000 | University of Houston/David M. Underwood Chapter 110HA Social Work Bldg. Houston, TX 77024-4013 Ira Colby (713) 743-8018 | \$5,000 |
| St. Michael Parish & School Msgr Frank Rossi 1801 Sage Road Houston, TX 77056 (713) 621-4370 Capital Campaign | \$10,000 | University of St. Thomas H. Ken DeDominicis 3800 Montrose Blvd Houston, TX 77006 (713) 525-3100 Capital Campaign | \$44,000 |
| Star of Hope Mission Henry L. Rush 6897 Ardmore St Houston, TX 77054 (713) 748-0700 | \$15,000 | Volunteer Interfaith Caregivers Anna Pieniazek 5001 Bellaire Blvd., Room 7 Bellaire, TX 77401 (713) 772-8181 | \$5,000 |

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West Houston Assistance
Ministries
Larry J. Leonard
10501 Meadowglen Lane
Houston, TX 77042 \$5,000

The Women's Home
Paula Paust
607 Westheimer
Houston, TX 77006-3915
(713) 520-9976
Capital Campaign \$10,000

TOTAL: \$498,000

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No. 1545-0092

2009

Name of estate or trust

THE LYONS FOUNDATION

Employer identification number

74-6038717

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

| (a) Description of property (Example: 100 shares 7% preferred of "Z" Co) | (b) Date acquired (mo., day, yr) | (c) Date sold (mo., day, yr) | (d) Sales price | (e) Cost or other basis (see page 4 of the instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|---|-------------------------------------|---------------------------------|-----------------|---|---|
| 1a | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

| | | |
|--|-----------|----------|
| b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b | 1b | 328,131. |
| 2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 | 2 | |
| 3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 3 | |
| 4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet | 4 | () |
| 5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶ | 5 | 328,131. |

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

| (a) Description of property (Example: 100 shares 7% preferred of "Z" Co) | (b) Date acquired (mo., day, yr) | (c) Date sold (mo., day, yr) | (d) Sales price | (e) Cost or other basis (see page 4 of the instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|---|-------------------------------------|---------------------------------|-----------------|---|---|
| 6a | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

| | | |
|--|-----------|-----------|
| b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b | 6b | -350,380. |
| 7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 | 7 | |
| 8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 8 | |
| 9 Capital gain distributions | 9 | |
| 10 Gain from Form 4797, Part I | 10 | |
| 11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet | 11 | () |
| 12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶ | 12 | -350,380. |

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

| Part III Summary of Parts I and II | | (1) Beneficiaries' (see page 5) | (2) Estate's or trust's | (3) Total |
|--|---|---------------------------------|-------------------------|-----------|
| Caution: Read the instructions before completing this part. | | | | |
| 13 | Net short-term gain or (loss) | 13 | | 328,131. |
| 14 | Net long-term gain or (loss): | | | |
| a | Total for year | 14a | | -350,380. |
| b | Unrecaptured section 1250 gain (see line 18 of the wrksh) | 14b | | |
| c | 28% rate gain | 14c | | |
| 15 | Total net gain or (loss). Combine lines 13 and 14a ▶ | 15 | | -22,249. |

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

| Part IV Capital Loss Limitation | |
|--|---|
| 16 | Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000 16 (3,000.) |

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

| | | | |
|-----------|---|-----------|--|
| 17 | Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) | 17 | |
| 18 | Enter the smaller of line 14a or 15 in column (2) but not less than zero 18 | | |
| 19 | Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) 19 | | |
| 20 | Add lines 18 and 19 20 | | |
| 21 | If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶ 21 | | |
| 22 | Subtract line 21 from line 20. If zero or less, enter -0- 22 | | |
| 23 | Subtract line 22 from line 17. If zero or less, enter -0- 23 | | |
| 24 | Enter the smaller of the amount on line 17 or \$2,300 24 | | |
| 25 | Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23. 25 | | |
| 26 | Subtract line 25 from line 24. 26 | | |
| 27 | Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30; go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22 27 | | |
| 28 | Enter the amount from line 26 (If line 26 is blank, enter -0-) 28 | | |
| 29 | Subtract line 28 from line 27 29 | | |
| 30 | Multiply line 29 by 15% (.15) 30 | | |
| 31 | Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 31 | | |
| 32 | Add lines 30 and 31 32 | | |
| 33 | Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 33 | | |
| 34 | Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) 34 | | |

