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Dupont

Form **990-PF**

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

OMB No 1545-0052

2010

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 **2010**, or tax year beginning **2010**, 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

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) **1202A DAIRY ASHFORD** Room/suite **B** Telephone number (see page 10 of the instructions) **EXT 302 (281) 497-0332**

City or town, state, and ZIP code **HOUSTON, TX 77079-3004**

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 11,549,378.** **J** Accounting method Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis)

- C** If exemption application is pending, check here
- D** 1 Foreign organizations, check here
- 2. Foreign organizations meeting the 85% test, check here and attach computation
- E** If private foundation status was terminated under section 507(b)(1)(A), check here
- F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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)
1 Contributions, gifts, grants, etc., received (attach schedule) if the foundation is not required to attach Sch B	0			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	63	63		ATCH 1
4 Dividends and interest from securities	295,937	295,937		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-190,079			
b Gross sales price for all assets on line 6a	6,592,021			
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)	176,256	176,256		ATCH 3
12 Total. Add lines 1 through 11	282,177	472,256		
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	34,138	31,638	0	2,500
b Accounting fees (attach schedule) ATCH 5	34,000	31,500	0	2,500
c Other professional fees (attach schedule) *	61,987	61,987		
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) **	2,855	4,107		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 8	1,087	1,087		
24 Total operating and administrative expenses. Add lines 13 through 23	134,067	130,319	0	5,000
25 Contributions, gifts, grants paid	555,000			555,000
26 Total expenses and disbursements. Add lines 24 and 25	689,067	130,319	0	560,000
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-406,890			
b Net investment income (if negative, enter -0-)		341,937		
c Adjusted net income (if negative, enter -0-)				

SCANNED MAY 09 2011
Operating and Administrative Expenses

For Paperwork Reduction Act Notice, see page 30 of the instructions.

* ATCH 6 JSA ** ATCH 7

Form 990-PF (2010)

14

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		412,962.	41,408.	41,408.
	3	Accounts receivable	0.			
		Less: allowance for doubtful accounts		10,821.	0.	0.
	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 15 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) **		246,439.		
	b	Investments - corporate stock (attach schedule) ATCH 10		7,679,406.	9,014,014.	10,295,953.
	c	Investments - corporate bonds (attach schedule) ATCH 11		2,269,701.	1,156,280.	1,211,040.
	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)					
15	Other assets (describe ATCH 12)		240.	977.	977.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		10,619,569.	10,212,679.	11,549,378.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)			0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here 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				
29	Retained earnings, accumulated income, endowment, or other funds		8,020,187.	7,613,297.		
30	Total net assets or fund balances (see page 17 of the instructions)		10,619,569.	10,212,679.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		10,619,569.	10,212,679.		

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	10,619,569.
2	Enter amount from Part I, line 27a	2	-406,890.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	10,212,679.
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	10,212,679.

**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))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 -190,079.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.		}		3

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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))
2009	503,000.	9,697,930.	0.051867
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
2 Total of line 1, column (d)			2 0.245606
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 0.049121
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 10,943,959.
5 Multiply line 4 by line 3			5 537,578.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,419.
7 Add lines 5 and 6			7 540,997.
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			8 560,000.

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, domestic foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments, total credits, penalty, tax due, overpayment, and amount of line 10 to be credited to 2011 estimated tax.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions about influencing legislation, political purposes, Form 1120-POL, tax on political expenditures, reimbursement, IRS reporting, unrelated business gross income, liquidation, section 508(e) requirements, state reporting, private operating foundation status, and substantial contributors.

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 15
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes 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 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 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 22 of the instructions)? 1b
Organizations relying on a current notice regarding disaster assistance check here.
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? 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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? Yes 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 22 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 X No
b If "Yes," did it have excess business holdings in 2010 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 2010) 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 2010? 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... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... c If the answer is "Yes" to question 5a(4), does the foundation claim exemption... 6a Did the foundation, during the year, receive any funds... 6b Did the foundation, during the year, pay premiums... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b 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 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 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 24 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	10,378,964.
b	Average of monthly cash balances	1b	494,603.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	237,051.
d	Total (add lines 1a, b, and c)	1d	11,110,618.
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	11,110,618.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	166,659.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,943,959.
6	Minimum investment return. Enter 5% of line 5	6	547,198.

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	547,198.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,419.
b	Income tax for 2010. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,419.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	543,779.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	543,779.
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	543,779.

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	560,000.
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	560,000.
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	3,419.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	556,581.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				543,779.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 08, 20 07, 20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006	68,209.			
c From 2007				
d From 2008	44,503.			
e From 2009	20,851.			
f Total of lines 3a through e	133,563.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 560,000.				
a Applied to 2009, 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 2010 distributable amount				543,779.
e Remaining amount distributed out of corpus	16,221.			
5 Excess distributions carryover applied to 2010 (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	149,784.			
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 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	149,784.			
10 Analysis of line 9				
a Excess from 2006	68,209.			
b Excess from 2007				
c Excess from 2008	44,503.			
d Excess from 2009	20,851.			
e Excess from 2010	16,221.			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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
a <i>Paid during the year</i> ATTACHMENT 18				
Total ▶ 3a				555,000.
b <i>Approved for future payment</i>				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, 13 Total.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions).

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

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

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

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

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

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) based on all information of which preparer has any knowledge. Signature: R. L. ... Date: 4/21/11 Title: PRESIDENT

Paid Preparer Use Only Print/Type preparer's name: JOHN W. STORMS, Preparer's signature: John W. Storms CPA, Date: 4/22/11, Firm's name: STORMS & CRITZ, Firm's address: 1202A DAIRY ASHFORD HOUSTON, TX, Firm's EIN: 76-0249438, Phone no: 281-497-0332

**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)	
379,758.		VARIOUS SECURITIES-CHARLES SCHWAB PROPERTY TYPE: SECURITIES 403,913.				P	VARIOUS	2010
						-24,155.		
3,247,288.		VARIOUS SECURITIES-CHARLES SCHWAB PROPERTY TYPE: SECURITIES 3,428,241.				P	VARIOUS	2010
						-180,953.		
1,366,517.		VARIOUS SECURITIES-UBS PROPERTY TYPE: SECURITIES 1,365,829.				P	VARIOUS	2010
						688.		
402,106.		VARIOUS SECURITIES-UBS PROPERTY TYPE: SECURITIES 505,569.				P	VARIOUS	2010
						-103,463.		
290,798.		VARIOUS SECURITIES-MERRILL LYNCH PROPERTY TYPE: SECURITIES 350,955.				P	VARIOUS	2010
						-60,157.		
891,261.		VARIOUS SECURITIES-MERRILL LYNCH PROPERTY TYPE: SECURITIES 727,593.				P	VARIOUS	2010
						163,668.		
35.		FRACTIONAL SHARES & RIGHTS PROPERTY TYPE: SECURITIES				P	VARIOUS	2010
						35.		
5,703.		MAN-AHL DIVERSIFIED I, LP-COMMODITY STRA PROPERTY TYPE: SECURITIES				P	VARIOUS	2010
						5,703.		
8,555.		MAN-AHL DIVERSIFIED I, LP-COMMODITY STRA PROPERTY TYPE: SECURITIES				P	VARIOUS	2010
						8,555.		
TOTAL GAIN (LOSS)							<u>-190,079.</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	63.	63.
TOTAL	<u>63.</u>	<u>63.</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	172,974.	172,974.
INTEREST/DIVIDENDS - UBS	28,058.	28,058.
INTEREST - CHARLES SCHWAB	91,875.	91,875.
OTHER	3,030.	3,030.
TOTAL	<u>295,937.</u>	<u>295,937.</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)	182,976.	182,976.
EXPENSES ATTRIBUTABLE TO ROYALTIES	-12,473.	-12,473.
PARTNERSHIP-MAN-AHL DIVERSIFIED	5,753.	5,753.
TOTALS	<u>176,256.</u>	<u>176,256.</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	33,907. 231.	31,407. 231.		2,500.
TOTALS	<u>34,138.</u>	<u>31,638.</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-2009 990PF/ACCT	34,000.	31,500.		2,500.
TOTALS	<u>34,000.</u>	<u>31,500.</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	61,987.	61,987.
TOTALS	<u>61,987.</u>	<u>61,987.</u>

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES-INVEST. INCOME	4,107.	4,107.
FEDERAL EXCISE TAXES	-1,252.	
TOTALS	<u>2,855.</u>	<u>4,107.</u>

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OFFICE/DELIVERY/POSTAGE/TEL. STORAGE	824. 263.	824. 263.
TOTALS	<u>1,087.</u>	<u>1,087.</u>

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

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>
U.S. TREASURY NOTES	188,447.
U.S. TREASURY BILL	57,992.
U.S. TREASURY BOND	0.
<u>US OBLIGATIONS TOTAL</u>	<u>246,439.</u>

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE SCHEDULE ATTACHED	7,679,406.	9,014,014.	10,295,953.
TOTALS	<u>7,679,406.</u>	<u>9,014,014.</u>	<u>10,295,953.</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	193,960
AES Trust III/2500	122,384	122,384	122,500
Altria (Phillip Morris) Co/3000	56,780	49,760	73,860
Apache Corp/800	23,709	18,967	95,384
AT&T/4000	126,631	126,631	117,520
Bank of America Corp/3,000	122,382	122,382	40,020
Caterpillar Inc/1500	99,739	78,973	140,490
Celgene Corp/Com/1500	0	92,480	88,710
Chevron Corporation/1700	105,388	105,388	155,125
Chicago Brdg & Iron Company NV/3500	122,855	122,855	115,150
Cisco Systems/5000	135,897	135,897	101,150
CVS Caremark Corp/3000	109,205	0	0
Deere Co/1500	0	115,715	124,575
DFA Emerging Mkt/Core Equity Port/5210.6730	0	91,669	115,469
DFA Emerging Mkt/Small Cap Port/3331.240	0	64,256	80,150
DFA Emerging Mkt/Value Port/1966.7390	0	59,029	71,117
DFA Emerging Mkt Port/3434.9930	0	90,052	105,317
DFA Enhanced US Large Co Port/59294.4060	0	420,550	474,948
DFA Intl Core Equity Port/29191.005	0	277,332	328,691
DFA Intl Small Cap Value Port/8296 4150	0	122,103	142,698
DFA Intl small Co Port/13429.8210	0	189,518	230,724
DFA Intl Value Port/10844 6970	0	168,029	199,326
DFA Intl Vector Equity Port/14261 2330	0	128,965	154,307
DFA Large Cap Intl Port/10888 3260	0	186,365	216,787
DFA Short Term Extended Quality Port Instl/19240.1740	0	205,002	205,870
DFA USA Core Equity 2 Port/35436 7940	0	340,892	388,742
DFA USA Large Cap Value Peot/14160 1100	0	255,520	284,901
DFA US Small Cap Port/23636.8680	0	427,205	504,884
DFA Targeted value Port/17973.8380	0	259,252	298,905
DFA Five Year Global Fixed Inc Port/28321 1290	0	319,594	308,134
DFA Five Year Govt Port/28410.6510	0	309,506	306,551
DFA One Year Fix Inc Port/42700 5550	0	441,778	440,670
DFA Two Year Global Fixed Inc Port/29988 320	0	306,336	304,381
DFA Slectively Hedged Global Fix Inc/37191 8160	0	372,795	384,563
Devon Energy Corp (New)/1000	25,405	0	0
Dominion Resources Inc New VA/3184	119,144	119,144	136,020
Dow Chemical Co/4500	0	126,174	153,630
Express Scripts Inc.Com/3200	111,173	111,173	172,960
Exxon Mobil Corp/1500	9,869	9,869	109,680
Federal Express/1500	0	135,374	139,515
Ford Motor Company/2400	0	117,773	124,596
FPL Group Inc/2000	113,265	0	0
Freeport McMoran Copper & Gold/1500	136,745	136,745	180,135

General Electric/3500	4,805	4,805	64,015
Google Inc CL A/250	0	132,385	148,493
Goldman Sachs Group, Inc/800	114,957	0	0
Hewlett Packard Co/3000	111,095	111,095	126,300
Hologic, Inc/3000	93,838	93,838	56,460
IBM Corp/1000	108,356	121,012	146,760
Jacobs Engrn Grp, Inc /2000	37,345	0	0
Johnson & Johnson/2000	108,788	0	0
McAfee Inc/2900	128,484	0	0
Metlife Inc/6 375%/Common Equity Units/2692	162,186	162,186	119,632
Microsoft Corp/4500	123,249	123,249	125,595
Monsanto Co New Del/1500	121,610	0	0
Nestle SA Sponsored ADR Repstg Switz/2500	165,561	117,111	147,050
Oceaneering International Inc/2000	119,625	119,625	147,260
Pepsico Inc/1300	38,084	38,084	84,929
Phillip Morris Company/1500	69,954	61,956	87,795
Procter & Gamble/2000	88,257	88,257	128,660
Schlumberger, Ltd/1000	31,045	31,045	83,500
Simon Property Group DEL/1483	0	110,859	147,544
Southern Company/3000	62,428	62,428	114,690
TEVA Pharmactcl INDS ADR/2500	105,755	105,755	130,325
Toyota Motor Corp/500	103,134	51,567	39,315
UBS Financial Services/Equities/Private Wealth Solutions	3,744,851	0	0
Union Facific Corp/1700	0	129,596	157,522
Whole Foods Mkt, Inc/Com/2400	91,249	91,249	121,416
XL Capital, Ltd/1807	129,932	129,932	39,429
Yum Brands/3000	118,795	89,097	147,150
TOTAL STOCKS	7,679,406	9,014,014	10,295,953

ATTACHMENT 11

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE SCHEDULE ATTACHED	2,269,701.	1,156,280.	1,211,040.
TOTALS	<u>2,269,701.</u>	<u>1,156,280.</u>	<u>1,211,040.</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	0	0
Amerenenergy Generating Ser H/7%/4/15/2018	0	57,778	54,215
Bankamerica/5.65%/05/01/18	70,706	70,706	76,633
Blackrock Inflation Protected Bond	60,342	0	0
Centerpoint Energy/5.95%/01/15/14	73,912	73,912	81,628
Comcast Corp/6 5%/01/15/15	77,746	77,746	85,405
Con-Way Inc/7.25%/01/15/18	0	109,000	107,889
Cox Communications Notes/7 125%/10/01/2012	52,656	0	0
Delaware Diversified Inc fund Class A	86,421	0	0
Dow Chemical Notes/6.125%/2/1/2011	77,445	77,445	75,257
Evergreen Asset Allocation Fund Class A	78,494	0	0
Exelon Generation LLC/6.2%/10/01/17	76,592	76,592	83,938
Ford Motor Credit Bonds/7.375%/2/2/2011	78,469	78,469	75,224
General Electric Co GLB/5 25%/12/06/17	75,453	75,453	81,007
Goldman Sachs Group/5.625%/01/15/17	48,429	48,429	52,872
Home Depot/5.4%/3/01/16	71,599	71,599	84,046
HSBC Finance Corp/5 5%/01/19/16	48,534	48,534	54,316
Kraft Foods Inc Notes/5 625%/1/1/11	75,478	75,478	77,917
Loomis Sayles Bond Fund/Class Retail	51,327	0	0
May Department Stores/7.45%/10/15/16	78,380	78,380	82,313
Man-Ahl Diversified I Class A Escrow	414,703	0	0
Oppenheimer Intl Bond Fd CL A	111,826	0	0
Pioneer Strategic Income Fund Class A	90,425	0	0
Simon Property Group, LP/6%/Pref/1750	110,859	0	0
TECO Finance Inc/Bonds/7%/05/01/12	78,130	30,510	33,985
Temple-Inland/Step/0%/01/15/18	0	106,250	104,396
UBS Dynamic Alpha Fund Class A	180,638	0	0
UBS US Bond Fund Class A	48,909	0	0
TOTAL CORPORATE NOTES AND BONDS	2,269,701	1,156,280	1,211,040

ATTACHMENT 12

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID INTEREST	240.	977.	977.
TOTALS	<u>240.</u>	<u>977.</u>	<u>977.</u>

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>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
R.A. SEALE, JR. 6627 WANITA PLACE HOUSTON, TX 77007	PRESIDENT	0.	0.	0.
JAMES S. PRENTICE 526 STONELEIGH HOUSTON, TX 77079	SEC/TREAS	0.	0.	0.
JOHN W. STORMS 1202A DAIRY ASHFORD HOUSTON, TX 77079	V. PRESIDENT	0.	0.	0.
FLO MCGEE 5957 CRAB ORCHARD HOUSTON, TX 77057	V. PRESIDENT	0.	0.	0.
<u>GRAND TOTALS</u>		<u>0.</u>	<u>0.</u>	<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 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE STATEMENT ATTACHED FOR DETAIL

NO RELATIONSHIPS
ALL EXEMPT ORGAN.

555,000.

TOTAL CONTRIBUTIONS PAID

555,000.

THE LYONS FOUNDATION
 EIN: 74-6038717
 2010 990PF, PART XV-3a

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

STATEMENT 17

Albert Schweitzer Fellowship/ (Houston)Tiffany Harris 330 Brookline Ave (BR) Boston, MA 02215	\$5,000	Casa de Espernza de los Ninos, Inc. Kathleen Foster P.O. Box 66581 Houston, TX 77266-6581 (713) 529-0639	\$30,000
The Arbor School Kate Crady 1635 Blalock Houston, TX 77080 (713) 316-0114	\$10,000	Child Advocates Sonya Galvan 2515 West main, Suite 300 Houston, TX 77098 (713) 529-1396	\$35,000
Bo's Place Anne Weiss 10050 Buffalo Speedway Houston, TX 77054	\$5,000	Child Builders Trish King 3800 Buffalo Speedway, #310 Houston, TX 77098 (713) 400-1155	\$5,000
Boys & Girls Country of Houston Elaine Petranek 18806 Roberts Road Hockley, TX 77447 (281) 351-4976	\$10,000	The Children's Museum of Houston Tammie Kahn 1500 Binz Houston, TX 77004 (713) 535-7211	\$10,000
Bridges To Life John Sage P. O. Box 19039 Houston, TX 77224-9039 (713) 463-7200	\$10,000	Capital Campaign	\$10,000
CanCare, Inc. Nancy Tucker 9575 Katy Freeway, Ste. 428 Houston, TX 77024 (713) 461-0028	\$15,000	CHRISTUS Foundation For Healthcare Les Cave (713) 652-3100 P.O. Box 1919 Houston, TX 77251 Capital Campaign	\$20,000

THE LYONS FOUNDATION
EIN: 74-6038717
2010 990PF, PART XV-3a

PAGE 2
STATEMENT 17

CCSC (Christian Community Serv.Center) Stephanie Hodge 3230 Mercer Houston, TX 77027 (713) 961-3993	\$5,000	Eye Care for Kids Foundation Heidi Suprun 9660 Hillcroft, Suite 325 Houston, TX 77096 (713) 728-5437	\$5,000
Communities in Schools-Houston Donna Wotkyns 2150 W. 18th St., Suite 100 Houston, TX 77008 (713) 654-1515	\$10,000	Family Services Center at Houston & Harris Co/Family Service Center Alfredo Tijerina 3815 Montrose, Suite 200 Houston, TX 77008 (713) 868-4466	\$5,000
Covenant House-Texas Ronda G. Robinson,CEO 1111 Lovett Blvd Houston, TX 77006-3898 (713) 942-2564	\$5,000	Forge for Families, Inc. Quincy Chapman 3150 Yellowstone Blvd Houston, TX 77054	\$10,000
Depression & Bipolar Support Alliance Greater Houston Glenn Urbach 3800 Buffalo Speedway, #300 Houston, TX 77098	\$5,000	Fourth Ward Clinic/Good Neighbor Healthcare Ctr. Janet Donath 190 Heights Blvd Houston, TX 77007	\$10,000
Elves & More Rebecca Roberts 2200 Louetta Rd. Spring, TX 77388	\$5,000	The Harris School, Inc. Susan Spencer 900 Lovett Blvd Houston, TX 77006	\$5,000
ESCAPE Family Resource Ctr of the Exchange Clubs of Houston Ludya Osadchey 3210 Eastside Houston, TX 77098	\$5,000	Houston Community Health Centers Denver Harbor Clinic Daniel Montez 424 Hahlo Houston, TX 77020 (713) 674-3326 Capital Campaign	\$10,000

THE LYONS FOUNDATION

EIN: 74-6038717

2010 990PF, PART XV-3a

PAGE 3

STATEMENT 17

Houston Eye Associates Found. Claudia McCabe 2855 Gramercy Houston, TX 77025 (713) 558-8740	\$5,000	Local Infant Formula for Emergencies Jasmine Williams 2002 S. Wayside Dr. #113 Houston, TX 77084 (713) 528-6044	\$6,000
Harris County Hosp. Dist.Found. David Lopez 2525 Holly Hall Houston, TX 77054 Capital Campaign	\$10,000	Memorial Assistance Ministries Martha Macris 1625 Blalock Rd Houston, TX 77080-7320 (713) 574-7543	\$5,000
(Houston-Harris County Immunization Registry) The Immunization Partnership Anna Dragsbaek P.O. Box 2709 Cypress, TX 77410 (832) 896-7880	\$5,000	The Menninger Clinic Ian Aitken 2801 Gessner Dr. Houston, TX 77280-9045 (713) 333-3320	\$10,000
Houston Hospice James Faucett 1905 Holcombe Blvd Houston, TX 77030 (713) 677-7123	\$10,000	Mental Health America of Greater Houston Susan Fordice 2211 Norfolk, Suite 810 Houston, TX 77098 (713) 523-8963	\$5,000
Kids' Meals, Inc. Chase Robison 205 W. Crosstimbers Houston, TX 77018 (713) 965-7440	\$10,000	Nehemiah Center Diane Sweat 5015 Fannin Street Houston, TX 77004 (713) 526-5015	\$5,000
Legacy Community Health Serv. Katy Caldwell 1116 Jackson Blvd. Houston, TX 77006 (713) 574-9716	\$10,000	Neighborhood Centers, Inc. Angela Blanchard PO Box 271389 Houston, TX 77277-1389 (713) 669-5225	\$8,000

THE LYONS FOUNDATION

EIN: 74-6038717

2010 990PF, PART XV-3a

PAGE 4

STATEMENT 17

Northwest Assistance Ministries Carole Little 15555 Kuykendahl Rd Houston, TX 77090 (281) 885-4555	\$5,000	Ronald McDonald/Houston Leslie Bourne 1907 Holcombe Blvd Houston, TX 77030 (713) 795-3500	\$15,000
Open Door Mission Found. Richard Hill 5803 Harrisburg Blvd Houston, TX 77011 (713) 921-7520	\$5,000	SpringSpirit Baseball Program. Cal Ripken, Sr. Foundation Gus Comiskey, Jr. 5120 Woodway, Suite 6002 Houston, TX 77056 (713) 623-8700	\$5,000
The Palmer Drug Abuse Program-Houston, Inc Dr. Danielle Lutz 1200 Enclave Parkway, #600 Houston, TX 77077 (281) 589-4832	\$5,000	St. James House of Baytown Maria Elena Garcia 5800 West Baker Road Baytown, TX 77520-1618 (281) 425-1227	\$10,000
Parish Childrens School Nancy Bewley 11001 Hammerly Houston, TX 77043 (713) 467-4696	\$5,000	St. Michael Parish & School Msgr Frank Rossi 1801 Sage Road Houston, TX 77056 (713) 621-4370 Capital Campaign	\$10,000
Project Yes, Inc. William Durbin 6201 Bonhomme Rd, Ste 168-N Houston, TX 77036 (713) 967-9037	\$10,000	St. Thomas High School Rev. Ronald Schwenzer, Pres. 4500 Memorial Dr. Houston, TX 77007-7332 (713) 864-6348 Capital Campaign	\$20,000
Pro-Vision Educational Serv. Inc. Carrie Tate 4590 Wilmington Houston, TX 77051 (713) 748-0030	\$5,000	Star of Hope Mission Henry L. Rush 6897 Ardmore St Houston, TX 77054 (713) 748-0700	\$15,000

THE LYONS FOUNDATION
EIN: 74-6038717
2010 990PF, PART XV-3a

PAGE 5
STATEMENT 17

Strake Jesuit College Preparatory Daniel K. Lahart 8900 Bellaire Blvd Houston, TX 77036 Capital Campaign	\$30,000	University of Houston/David M. Underwood Chapter 110HA Social Work Bldg. Houston, TX 77024-4013 Ira Colby (713) 743-8018	\$5,000
Teach For America Mr. Terry Bruner 4669 Southwest Frwy, #600 Houston, TX 77027	\$10,000	University of St. Thomas H. Ken DeDominicis 3800 Montrose Blvd Houston, TX 77006 (713) 525-3100 Capital Campaign	\$26,000
United States Conference of Catholic Bishops dba Cristo Rey Jesuit College Prep. Rev. T.J. Martinez 6700 Mount Carmel St. Houston, TX 77087 (281) 501-1298	\$10,000	University of Texas System Health Science Ctr of Houston Mary Kay Koenig 7000 Fannin, Suite 1200 Houston, TX 77030	\$10,000
United States Conference of Catholic Bishops dba The Regis School of the Sacred Heart Dr. Nancy Taylor 7330 Westview Dr. Houston, TX 77055 (713) 682-8383	\$10,000	The Women's Home Paula Paust 607 Westheimer Houston, TX 77006-3915 (713) 520-9976	\$5,000
United States Conference of Catholic Bishops dba San Jose Clinic Stacie Cokinos 301 Hamilton Houston, TX 77002 (713) 490-2601	\$15,000	TOTAL:	<u>\$555,000</u>

**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

2010

Name of estate or trust

Employer identification number

THE LYONS FOUNDATION

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 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	-77,886.
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 2009 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	-77,886.

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 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	-112,193.
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 2009 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	-112,193.

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

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13. Net short-term gain or (loss)	13			-77,886.
14. Net long-term gain or (loss):				
a Total for year	14a			-112,193.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15. Total net gain or (loss). Combine lines 13 and 14	15			-190,079.

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
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		(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 2010 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 2010 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

