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

2011

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

For calendar year **2011** or tax year beginning , **2011**, and ending , **20**

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		B Telephone number (see instructions) (281) 497-0332 EXT 302
Room/suite		
City or town, state, and ZIP code HOUSTON, TX 77079-3004		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 11,145,818.		
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)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	24.	24.		ATCH 1
	4 Dividends and interest from securities	287,705.	287,705.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	164,183.			
	b Gross sales price for all assets on line 6a	1,889,940.			
	7 Capital gain net income (from Part IV, line 2)		164,183.		
	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)	205,310.	205,310.		ATCH 3	
12 Total. Add lines 1 through 11.	657,222.	657,222.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 4	20,961.	20,961.		2,500.
	b Accounting fees (attach schedule) ATCH 5	34,000.	31,500.		2,500.
	c Other professional fees (attach schedule) *	57,069.	57,069.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) *	3,299.	-120.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 8	885.	885.		
	24 Total operating and administrative expenses. Add lines 13 through 23.	116,214.	110,295.		5,000.
	25 Contributions, gifts, grants paid	606,000.			606,000.
26 Total expenses and disbursements. Add lines 24 and 25.	722,214.	110,295.		611,000.	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-64,992.				
b Net investment income (if negative, enter -0-)		546,927.			
c Adjusted net income (if negative, enter -0-)					

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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	41,408.	190,584.	190,584.	
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) **				
	b	Investments - corporate stock (attach schedule) ATCH 10	9,014,014.	8,731,044.	9,653,845.	
	c	Investments - corporate bonds (attach schedule) ATCH 11	1,156,280.	1,226,059.	1,301,389.	
	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)	977.				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	10,212,679.	10,147,687.	11,145,818.		
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				
	29	Retained earnings, accumulated income, endowment, or other funds	7,613,297.	7,548,305.		
30	Total net assets or fund balances (see instructions)	10,212,679.	10,147,687.			
31	Total liabilities and net assets/fund balances (see instructions)	10,212,679.	10,147,687.			

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	10,212,679.
2	Enter amount from Part I, line 27a	2	-64,992.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	10,147,687.
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	10,147,687.

**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	164,183.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	{ }	3	0

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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))
2010	556,581.	10,943,959.	0.050857
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
2	Total of line 1, column (d)		0.253308
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		0.050662
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		11,903,738.
5	Multiply line 4 by line 3		603,067.
6	Enter 1% of net investment income (1% of Part I, line 27b)		5,469.
7	Add lines 5 and 6		608,536.
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		611,000.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	5,469.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	5,469.
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	5,469.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	4,000.
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	1,469.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
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
16 At any time during calendar year 2011, 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? Yes No X

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes No X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b 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
b If "Yes," did it have excess business holdings in 2011 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 2011) 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 2011? 4b X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 13		0	0	0

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	11,560,395.
b	Average of monthly cash balances	1b	232,804.
c	Fair market value of all other assets (see instructions)	1c	291,814.
d	Total (add lines 1a, b, and c)	1d	12,085,013.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	12,085,013.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	181,275.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,903,738.
6	Minimum investment return. Enter 5% of line 5	6	595,187.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	595,187.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,469.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,469.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	589,718.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	589,718.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	589,718.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	611,000.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	611,000.
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 instructions)	5	5,469.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	605,531.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				589,718.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011.				
a From 2006 68,209.				
b From 2007				
c From 2008 44,503.				
d From 2009 20,851.				
e From 2010 16,221.				
f Total of lines 3a through e	149,784.			
4 Qualifying distributions for 2011 from Part XII, line 4. ▶ \$ 611,000.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				589,718.
e Remaining amount distributed out of corpus	21,282.			
5 Excess distributions carryover applied to 2011. (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	171,066.			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	68,209.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	102,857.			
10 Analysis of line 9.				
a Excess from 2007				
b Excess from 2008 44,503.				
c Excess from 2009 20,851.				
d Excess from 2010 16,221.				
e Excess from 2011 21,282.				

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

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

Table with 5 main columns: (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-c (Alternative tests).

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

1 Information Regarding Foundation Managers:

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

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 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				606,000.
b <i>Approved for future payment</i>				
Total ▶ 3b				

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 to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations 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'.

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]

b If "Yes," complete the following schedule

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

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature], Date: 4/30/12, Title: PRESIDENT. May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No

Paid Preparer Use Only Print/Type preparer's name: JOHN W. STORMS, Preparer's signature: [Signature], Date: 4/17/12, Check [] if self-employed, PTIN: P01251063, Firm's name: STORMS & CRITZ, Firm's address: 1202A DAIRY ASHFORD HOUSTON, TX, Firm's EIN: 76-0249438, Phone no.: 281-497-0332

**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

2011

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 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	47,307.
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 2010 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	47,307.

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	90,354.
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	26,522.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 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	116,876.

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

Schedule D (Form 1041) 2011

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		47,307.
14	Net long-term gain or (loss):			
a	Total for year	14a		116,876.
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		164,183.

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 ()
----------------------------------------	------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	---------------

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** in 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 **Schedule D Tax Worksheet** in 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 **Schedule D Tax Worksheet** in 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 2011 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 2011 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	



THE LYONS FOUNDATION INC



FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Price	Debit	Credit
------	-------------	----------	-------------	-------	-------	--------

11/03/11			EMA ANNUAL FEE		150.00	
			Net Total		150.00	

Fees

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
75,000.0000	DOW CHEMICAL 6.12% FEB01/11	11/07/03	02/01/11	75,000.00	75,000.00	0.00
75,000.0000	FORD MTR CREDIT 7.37% 2011	04/16/04	02/01/11	75,000.00	75,000.00	0.00
500.0000	ACCENTURE PLC SHS	05/02/07	02/08/11	26,245.39	19,610.89	6,634.50
500.0000	EXPRESS SCRIPTS INC COM	08/03/09	02/08/11	28,340.25	17,370.84	10,969.41
1,000.0000	FREERT-MCMRAN CPR & GLD	08/01/07	02/08/11	55,465.78	45,581.78	9,884.00
2,400.0000	FORD MTR CO CAP TR FGLD	05/04/10	03/15/11	120,792.00	119,779.14	10,012.86
400.0000	FORD MTR CO CAP TR FGLD	02/08/11	03/15/11	20,132.00	21,359.19	(1,227.19)
1,000.0000	MICROSOFT CORP	08/01/03	05/02/11	25,614.16	26,430.07	(815.91)
400.0000	PHILIP MORRIS INTL INC	11/21/95	05/02/11	27,628.36	6,398.44	21,229.92
500.0000	TOYOTA MOTOR CORP ADR	02/03/06	05/02/11	40,084.93	51,566.79	(11,481.86)
500.0000	ACCENTURE PLC SHS	05/02/07	08/03/11	29,614.08	19,610.89	10,003.19
3,000.0000	HEWLETT PACKARD CO DEL	05/04/09	08/03/11	101,992.68	111,095.35	(9,102.67)
1,000.0000	OCEANEERING INTL INC	08/01/08	08/03/11	40,063.88	29,906.34	10,157.54
2,500.0000	TEVA PHARMACTCL INDS ADR	02/05/09	08/03/11	105,542.62	105,755.35	(212.73)
75,000.0000	KRAFT FOODS INC 5.62% 2011	05/26/04	11/01/11	75,000.00	75,000.00	0.00
200.0000	INTL BUSINESS MACHINES	11/02/09	11/07/11	36,903.94	24,079.19	12,824.75
282.0000	SIMON PROPERTY GROUP DEL	04/13/10	11/07/11	36,066.10	21,082.32	14,983.78
344.0000	WHOLE FOODS MKT INC COM	08/09/04	11/07/11	23,300.95	13,080.50	10,220.45
56.0000	WHOLE FOODS MKT INC COM	08/09/04	11/07/11	3,793.18	2,129.12	1,664.06
75,000.0000	BK OF AMER CORP 5.65% 2018	08/06/08	11/30/11	67,392.65	70,706.35	(3,313.70)
500.0000	AT&T INC	08/03/06	11/29/11	14,004.38	15,435.89	(1,431.51)
500.0000	CHICAGO BRDG & IRON CO NV	05/03/07	11/29/11	19,354.28	17,550.76	1,803.52
2,0000	DOMINION RES INC NEW VA	02/13/01	11/29/11	100.81	75.61	25.20
182.0000	DOMINION RES INC NEW VA	05/16/01	11/29/11	9,173.98	7,058.08	2,115.90
1,000.0000	EXPRESS SCRIPTS INC COM	08/03/09	11/29/11	43,373.81	34,741.67	8,632.14
500.0000	MICROSOFT CORP	08/01/03	11/29/11	12,363.99	13,212.42	(848.43)
1,000.0000	MICROSOFT CORP	12/19/03	11/29/11	24,727.99	27,385.35	(2,657.36)

PLEASE SEE REVERSE SIDE





THE LYONS FOUNDATION INC



REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
450.0000	MICROSOFT CORP	08/09/04	11/29/11	11,127.60	12,299.35	(1,171.75) LT
350.0000	MICROSOFT CORP	08/09/04	11/29/11	8,654.79	9,562.00	(907.21) LT
200.0000	MICROSOFT CORP	08/09/04	11/29/11	4,945.60	5,464.00	(518.40) LT
1,000.0000	MICROSOFT CORP	11/02/06	11/29/11	24,728.01	28,895.35	(4,167.34) LT
200.0000	WHOLE FOODS MKT INC COM	08/09/04	11/29/11	12,958.40	7,604.00	5,354.40 LT
			511	140,924	134,189	1,735
			L.T.	1,058,563	975,081	83,482



PLEASE SEE REVERSE SIDE
 Page 28 of 30
 Statement Period Year Ending 12/31/11
 Account No. 8TX-04F42



CHAMPION ADVISORS, LLC
 7660 WOODWAY DRIVE
 SUITE 583
 HOUSTON, TX 77063
 (281) 822-0909

Realized Gains and Losses
 From 01/01/2011 to 12/31/2011

THE LYONS FOUNDATION CHARITY NON-PROFIT Acct #: 6776-6534
 JOHN W STORMS & ROBERT A SEALE
 1202A Dairy Ashford Street
 Houston, TX 77079

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Original Cost Basis	Short Term Gains (Loss)	Long Term Gains (Loss)	Total Gains (Loss)
DFA Emerging Markets	05/06/2010	01/24/2011	109.3420	3,274.79	2,842.42	432.37		432.37
DFA Emerging Markets Core	05/06/2010	01/24/2011	907.6000	19,796.07	15,875.11	3,920.96		3,920.96
DFA Emerging Markets Small-Cap	05/06/2010	01/24/2011	206.1570	4,820.00	3,944.97	875.03		875.03
DFA Emerging Markets Value	05/06/2010	01/24/2011	83.4640	2,939.67	2,485.30	454.37		454.37
DFA Enhanced U.S. Large Company	05/06/2010	01/24/2011	2,967.8340	24,419.95	21,104.08	3,315.87		3,315.87
DFA Enhanced U.S. Large Company	05/06/2010	11/29/2011	4,316.3160	33,560.94	30,693.05	2,867.89		2,867.89
			7,284.1500	57,980.89	51,797.13	3,315.87	2,867.89	6,183.76
DFA Five-Year Global Fixed Income	05/07/2010	11/29/2011	4,944.5050	55,160.68	55,883.03		(722.35)	(722.35)
DFA International Core Equity	05/06/2010	01/24/2011	2,644.8320	30,565.71	25,130.90	5,434.81		5,434.81
DFA International Small Company	05/06/2010	01/24/2011	1,579.0370	27,424.45	22,271.00	5,153.45		5,153.45
DFA International Small-Cap Value	05/06/2010	01/24/2011	914.4970	16,051.01	13,467.73	2,583.28		2,583.28
DFA International Value	05/06/2010	01/24/2011	1,011.2770	19,432.08	15,659.63	3,772.45		3,772.45
DFA-International Vector Equity	05/06/2010	01/24/2011	1,488.0700	16,463.90	13,452.10	3,011.80		3,011.80
DFA Large-Cap International	05/06/2010	01/24/2011	755.9900	15,417.43	12,938.81	2,478.62		2,478.62
DFA One-Year Fixed Income	05/07/2010	11/29/2011	6,276.4390	64,878.38	64,910.14		(31.76)	(31.76)
DFA Selectively Hedged Global Fixed Inc	05/07/2010	11/29/2011	5,120.2050	53,178.93	51,311.43	1,867.50		1,867.50

Realized Gains and Losses
From 01/01/2011 to 12/31/2011

THE LYONS FOUNDATION CHARITY NON-PROFIT Acct #: 6776-6534

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Original Cost Basis	Short Term Gains (Loss)	Long Term Gains (Loss)	Total Gains (Loss)
DFA Short-Term Extended Quality	06/22/2010	11/29/2011	3,124.7390	33,633.44	33,286.73		346.71	346.71
DFA Short-Term Government Portfolio	05/07/2010	11/29/2011	4,835.1370	53,214.86	52,664.18		550.68	550.68
DFA Two-Year Global Fixed Income	05/07/2010	11/29/2011	4,363.7370	44,533.75	44,561.83		(28.08)	(28.08)
DFA U.S. Core Equity 2	05/06/2010	01/24/2011	2,258.6000	25,216.15	21,799.08	3,417.07		3,417.07
DFA U.S. Core Equity 2	05/06/2010	11/29/2011	1,435.8260	14,438.77	13,858.00		580.77	580.77
			3,694.4260	39,654.92	35,657.08	3,417.07	580.77	3,997.84
DFA U.S. Large-Cap Value	05/06/2010	01/24/2011	808.1040	16,749.31	14,629.89	2,119.42		2,119.42
DFA U.S. Large-Cap Value	05/06/2010	11/29/2011	186.0600	3,371.88	3,368.43		3.45	3.45
			994.1640	20,121.19	17,998.32	2,119.42	3.45	2,122.87
DFA U.S. Small-Cap	05/06/2010	01/24/2011	1,854.8660	39,547.84	33,670.25	5,877.59		5,877.59
DFA U.S. Small-Cap	05/06/2010	11/29/2011	1,154.1730	22,313.24	20,951.00		1,362.24	1,362.24
			3,009.0390	61,861.08	54,621.25	5,877.59	1,362.24	7,239.83
DFA U.S. Targeted Value	05/06/2010	01/24/2011	1,244.9110	20,742.57	18,067.62	2,674.95		2,674.95
DFA U.S. Targeted Value	05/06/2010	11/29/2011	186.7090	2,692.88	2,709.74	(16.86)		(16.86)
			1,431.6200	23,435.45	20,777.36	2,674.95	(16.86)	2,658.09
Short-Term Gains (Loss)				282,860.93	237,338.89	45,522.04		
Long-Term Gains (Loss)				380,977.75	374,197.56		6,780.19	
Total (Sales)				663,838.68	611,536.45	45,522.04	6,780.19	52,302.23
Total Gains						45,522.04	6,780.19	52,302.23

**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)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					26,522.	
92.		SECURITY LITIGATION SETTLEMENT PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
140,924.		MERRILL LYNCH-VAR. SEC.-SEE SCHEDULE ATT PROPERTY TYPE: SECURITIES 139,139.				P	VARIOUS	VARIOUS
1,058,563.		MERRILL LYNCH-VAR. SEC.-SEE SCHEDULE ATT PROPERTY TYPE: SECURITIES 975,081.				P	VARIOUS	VARIOUS
282,861.		CHAMPION ADVISORS-VAR. SEC.-SEE SCHEDULE PROPERTY TYPE: SECURITIES 237,339.				P	VARIOUS	VARIOUS
380,978.		CHAMPION ADVISORS-VAR. SEC.-SEE SCHEDULE PROPERTY TYPE: SECURITIES 374,198.				P	VARIOUS	VARIOUS
TOTAL GAIN(LOSS)					<u>164,183.</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	24.	24.
TOTAL	<u>24.</u>	<u>24.</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	194,828.	194,828.
INTEREST/DIVIDENDS - CHARLES SCHWAB	97,897.	97,897.
LESS -INTEREST PURCHASED	-5,020.	-5,020.
TOTAL	<u>287,705.</u>	<u>287,705.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

	REVENUE	NET
	AND	INVESTMENT
	EXPENSES	INCOME
	<u>PER BOOKS</u>	<u>218,582.</u>
	218,582.	-13,272.
	-13,272.	<u>205,310.</u>
	<u>205,310.</u>	<u>205,310.</u>

TOTALS

DESCRIPTION
 ROYALTY INCOME (GROSS)
 EXPENSES ATTRIBUTABLE TO ROYALTIES

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 VORYS, SATER ETAL	16,936. 4,025.	16,936. 4,025.		2,500.
TOTALS	<u>20,961.</u>	<u>20,961.</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>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/CHAMPIO	57,069.	57,069.
TOTALS	<u>57,069.</u>	<u>57,069.</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	-120.	-120.
FEDERAL EXCISE TAXES	3,419.	
TOTALS	<u>3,299.</u>	<u>-120.</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. STORAGE	410. 475.	410. 475.
TOTALS	<u>885.</u>	<u>885.</u>

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

ATTACHMENT 9

DESCRIPTION

U.S. TREASURY NOTES
U.S. TREASURY BILL
U.S. TREASURY BOND

US OBLIGATIONS TOTAL

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	9,014,014.	8,731,044.	9,653,845.
TOTALS	<u>9,014,014.</u>	<u>8,731,044.</u>	<u>9,653,845.</u>

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

	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
Accenture Ltd/CL A/3000	155,451	116,229	159,690
AES Trust III/2500	122,384	122,384	122,725
Altria (Phillip Morris) Co/3000	49,760	49,760	88,950
Apache Corp/800	18,967	18,967	72,464
AT&T/3500	126,631	111,195	105,840
Bank of America Corp/3,000	122,382	122,382	16,680
Caterpillar Inc/1500	78,973	78,973	135,900
Celgene Corp/Com/1500	92,480	92,480	101,400
Chevron Corporation/1700	105,388	105,388	180,880
Chicago Brdg & Iron Company NV/3000	122,855	105,305	113,400
Cisco Systems/5000	135,897	135,897	90,400
Deere Co/1900	115,715	145,773	146,965
DFA Emerging Mkt/Core Equity Port/4796.5830	91,669	84,504	82,693
DFA Emerging Mkt/Small Cap Port/3633.5970	64,256	69,757	64,787
DFA Emerging Mkt/Value Port/2269.4750	59,029	66,876	58,916
DFA Emerging Mkt Port/3743.0910	90,052	97,527	88,973
DFA Enhanced US Large Co Port/52590.3450	420,550	373,330	425,982
DFA Intl Core Equity Port/29610.8410	277,332	281,371	274,196
DFA Intl Small Cap Value Port/8498.9550	122,103	124,310	115,416
DFA Intl Small Co Port/13229.9510	189,518	187,076	183,103
DFA Intl Value Port/11461.3720	168,029	176,894	168,941
DFA Intl Vector Equity Port/14729.7060	128,965	132,856	126,086
DFA Large Cap Intl Port/10946.8980	186,365	187,698	185,003
DFA Short Term Extended Quality Port Instl/18199.5760	205,002	194,123	195,645
DFA US Core Equity 2 Port/32205.9650	340,892	310,156	341,061
DFA US Large Cap Value Port/13407.9350	255,520	242,213	256,628
DFA US Small Cap Port/20801.3190	427,205	376,106	426,843
DFA Targeted Value Port/16805.7850	259,252	242,402	257,801
DFA Five Year Global Fixed Inc Port/26993.350	319,594	303,268	294,497
DFA Five Year Govt Port/27154.2920	309,506	295,527	292,995
DFA One Year Fix Inc Port/41185.6290	441,778	425,899	424,212
DFA Two Year Global Fixed Inc Port/29066.3540	306,336	296,716	292,989
DFA Slctively Hedged Global Fix Inc/35643.5910	372,795	358,051	358,931
Dominion Resources Inc New VA/3000	119,144	112,010	159,240
Dow Chemical Co/4500	126,174	126,174	129,420
Express Scripts Inc.Com/1700	111,173	59,061	75,973
Exxon Mobil Corp/1500	9,869	9,869	127,140
Federal Express/1700	135,374	151,777	141,967
Ford Motor Company/2400	117,773	0	0
Freeport McMoran Copper & Gold/2000	136,745	91,164	73,580
General Electric/3500	4,805	4,805	62,685
Google Inc CL A/250	132,385	132,385	161,475
Hewlett Packard Co/3000	111,095	0	0
Hologic, Inc/3000	93,838	93,838	52,530
Home Depot/3000	0	111,988	126,120
IBM Corp/800	121,012	96,934	147,104

International Paper Company/5000	0	141,507	148,000
Metlife Inc/6.375%/Common Equity Units/2692	162,186	162,186	83,937
Microsoft Corp/4500	123,249	0	0
Nestle SA Sponsored ADR Repstg Switz/2500	117,111	117,891	144,275
Novo Nordisk AS ADR/1500	0	172,831	172,890
Oceaneering International Inc/3000	119,625	89,719	138,390
Pepsico Inc/1300	38,084	38,083	86,255
Phillip Morris Company/1100	61,956	55,557	86,328
Procter & Gamble/2000	88,257	88,257	133,420
Schlumberger, Ltd/1000	31,045	31,044	68,310
Simon Property Group DEL/1201	110,859	89,777	154,857
Southern Company/3000	62,428	62,428	138,870
TEVA Pharmactcl INDS ADR/2500	105,755	0	0
Tiffany & Co New/1500	0	108,575	99,390
Toyota Motor Corp/500	51,567	0	0
Union Facific Corp/1700	129,596	129,596	180,098
Visa, Inc/1700	0	134,730	172,601
Whole Foods Mkt, Inc/Com/1800	91,249	68,435	125,244
XL Capital, Ltd/1807	129,932	129,932	35,724
Yum Brands/3000	89,097	89,097	177,030
TOTAL STOCKS	9,014,014	8,731,044	9,653,845

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	1,156,280.	1,226,059.	1,301,389.
TOTALS	<u>1,156,280.</u>	<u>1,226,059.</u>	<u>1,301,389.</u>

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

NOTES AND BONDS	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
Amerenenergy Generating Ser H/7%/4/15/2018	57,778	57,778	56,705
Bankamerica/5.65%/05/01/18	70,706	0	0
Centerpoint Energy/5.95%/01/15/14	73,912	73,912	81,395
Comcast Corp/6.5%/01/15/15	77,746	77,746	85,023
Con-Way Inc/7.25%/01/15/18	109,000	109,000	112,679
Dow Chemical Notes/6.125%/2/1/2011	77,445	0	0
Exelon Generation LLC/6.2%/10/01/17	76,592	76,592	86,126
Ford Motor Credit Bonds/7.375%/2/2/2011	78,469	0	0
General Electric Co GLB/5.25%/12/06/17	75,453	75,453	86,082
Goldman Sachs Group/5.625%/01/15/17	48,429	48,429	49,030
Home Depot/5.4%/3/01/16	71,599	71,599	86,623
HSBC Finance Corp/5.5%/01/19/16	48,534	48,534	51,164
Kraft Foods Inc Notes/5.625%/1/1/11	75,478	0	0
Masco Corp/4.8%/06/15/15	0	75,953	74,411
May (Macy) Department Stores/7.45%/10/15/16	78,380	78,380	87,293
Nextera Energy Inc/2500	0	130,872	133,250
Quest Corp/7.625%/06/15/15/75000	0	84,413	83,108
Reliance Steel & Alum/6.2%/11/15/16	0	80,642	80,381
TECO Finance Inc/Bonds/7%/05/01/12	30,510	30,510	35,620
Temple-Inland/Step/0%/01/15/18	106,250	106,250	112,499
TOTAL CORPORATE NOTES AND BONDS	1,156,280	1,226,059	1,301,389

ATTACHMENT 12

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>
PREPAID INTEREST	977.
TOTALS	<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 990PF, 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.

606,000.

TOTAL CONTRIBUTIONS PAID

606,000.

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

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Bo's Place Anne Weiss 10050 Buffalo Speedway Houston, TX 77054 (713) 942-8339	\$10,000	Casa de Esperanza de los Ninos, Inc. Kathleen Foster P.O. Box 66581 Houston, TX 77266-6581 (713) 529-0639	\$30,000
Boys & Girls Country of Houston Elaine Petranek 18806 Roberts Road Hockley, TX 77447 (281) 351-4976	\$10,000	Child Advocates Sonya Galvan 2515 West main, Suite 300 Houston, TX 77098 (713) 529-1396	\$40,000
Bridges To Life John Sage P. O. Box 19039 Houston, TX 77224-9039 (713) 463-7200	\$10,000	Child Builders Trish King 3800 Buffalo Speedway, #310 Houston, TX 77098 (713) 400-1155	\$10,000
Cal Ripken, Sr. Foundation SpringSpirit Baseball Program. Gus Comiskey, Jr. 5120 Woodway, Suite 6002 Houston, TX 77056 (713) 623-8700	\$5,000	Christian Community Serv.Center Michelle Shonbeck 3230 Mercer Houston, TX 77027 (713) 961-3993	\$5,000
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

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Covenant House-Texas Ronda G. Robinson, CEO 1111 Lovett Blvd Houston, TX 77006-3898 (713) 942-2564	\$10,000	ESCAPE Family Resource Ctr of the Exchange Clubs of Houston Lidya Osadchey 3210 Eastside Houston, TX 77098 (713) 942-9500	\$5,000
Crisis Intervention of Houston James Brodnax 3701 Kirby Dr., Ste. 540 Houston, TX 77098 (713) 553-4502	\$5,000	Eye Care for Kids Foundation Heidi Suprun 9660 Hillcroft, Suite 325 Houston, TX 77096 (713) 728-5437	\$10,000
Depression & Bipolar Support Alliance Greater Houston Glenn Urbach 3800 Buffalo Speedway, #300 Houston, TX 77098 (713) 600-1131	\$5,000	Family Services Center at Houston & Harris Co/Family Service Center David Dunlap 3815 Montrose, Suite 200 Houston, TX 77008 (713) 802.7860	\$10,000
El Centro de Corazon Marcie Mir 5001 Navigation Blvd Houston, TX 77011 (713) 660-1880	\$5,000	Fourth Ward Clinic/Good Neighbor Healthcare Ctr. Janet Donath 190 Heights Blvd Houston, TX 77007	\$15,000
Elves & More Rebecca Roberts 2200 Louetta Rd. Spring, TX 77388 (281) 907-0071	\$5,000	Houston Achievement Place Paul Gilford, Director 245 W. 17th St. Houston, TX 77008 (713) 868-1943	\$5,000
Episcopal High School Jim Matthews P.O. Box 271299 Houston, TX 77277 (713) 654-0302 Capital Campaign	\$40,000	Houston Area Women's Center Rebecca White 1010 Waugh Dr. Houston, TX 77019-3902 (713) 528-6798	\$10,000

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Houston Community Health Centers Denver Harbor Clinic Daniel Montez 424 Hahlo Houston, TX 77020 (713) 674-3326	\$15,000	Interface-Samaritan Counseling Ctr. Suzy Domingo 4803 San Felipe Houston, TX 77056 (713) 626-7990	\$5,000
Houston Compass, Inc. Cynthia Brannon 1117 Texas Avenue Houston, TX 77025 (713) 229-8319	\$5,000	The Joy Development School Shara Bumgarner One Chelsea Blvd. Houston, TX 77006 (713) 523-0660 Capital Campaign	\$10,000
Houston Food Bank Stacy Laster 535 Portwall Houston, TX 77029 (713) 547-8669	\$10,000	Kids' Meals, Inc. Beth Braniff Harp 205 W. Crosstimbers Houston, TX 77018 (713) 965-7440	\$10,000
Harris County Hosp. Dist.Found. David Lopez 2525 Holly Hall Houston, TX 77054 Capital Campaign	\$10,000	Legacy Community Health Serv. Katy Caldwell 1116 Jackson Blvd. Houston, TX 77006 (713) 574-9716	\$10,000
(Houston-Harris County Immunization Registry) The Immunization Partnership Anna Dragsbaek P.O. Box 2709 Cypress, TX 77410 (832) 896-7880	\$5,000	Memorial Assistance Ministries Martha Macris 1625 Blalock Rd Houston, TX 77080-7320 (713) 574-7543	\$5,000
		Nehemiah Center Tonia Labbe 5015 Fannin Street Houston, TX 77004 (713) 526-5015	\$5,000

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<p>New Hope Housing, Inc. Joy Horak-Brown 1117 Texas Ave Houston, TX 77002 (713) 222-0290</p>	<p>\$10,000</p>	<p>Project Yes, Inc. William Durbin 6201 Bonhomme Rd, Ste 168-N Houston, TX 77036 (713) 967-9037</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>	<p>Protestant Episcopal Church in USA "Camp Allen" George Dehan 18800 FM 362 Navasota, TX 77868 (936) 825-7175</p>	<p>\$5,000</p>
<p>Open Door Mission Foundation Richard Hill 5803 Harrisburg Blvd Houston, TX 77011 (713) 921-7520</p>	<p>\$5,000</p>	<p>Pro-Vision Educational Serv. Inc. Roynell Young 4590 Wilmington Houston, TX 77051 (713) 748-0030</p>	<p>\$5,000</p>
<p>Panther Creek Inspiration Ranch David & Linda Darnell 25902 Glen Loch Dr. Spring, TX (281) 217-6025</p>	<p>\$5,000</p>	<p>Ronald McDonald/Houston Leslie Bourne 1907 Holcombe Blvd Houston, TX 77030 (713) 795-3500</p>	<p>\$15,000</p>
<p>Parish Childrens School Nancy Bewley 11001 Hammerly Houston, TX 77043 (713) 467-4696</p>	<p>\$5,000</p>	<p>The Rose Dorothy Gibbons 12700 North Featherwood #260 Houston, TX 77034 (281) 464-5123</p>	<p>\$5,000</p>
<p>Prison Entrepreneurship Program PO Box 926274 Houston, TX 77292-6274 (832) 767-0928</p>	<p>\$5,000</p>	<p>Search Homeless Services Mitzi Barlett 2505 Fannin Houston, TX 77002 (713) 276-3065</p>	<p>\$10,000</p>

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<p>St. James House of Baytown Tom Zwicker 5800 West Baker Road Baytown, TX 77520-1618 (281) 425-1227</p>	<p>\$10,000</p>	<p>United States Conference of Catholic Bishops/Duchesne of the Sacred Heart Sister Jan Dunn 7330 Westview Dr. Houston, TX 77055 (713) 682-8383 Capital Campaign</p>	<p>\$10,000</p>
<p>St. Thomas High School Rev. Ronald Schwenzer, Pres. 4500 Memorial Dr. Houston, TX 77007-7332 (713) 864-6348 Capital Campaign</p>	<p>\$20,000</p>	<p>United States Conference of Catholic Bishops/Cristo Rey High School of Houston Rev. T.J. Martinez 6700 Mount Carmel St. Houston, TX 77087 (281) 501-1298</p>	<p>\$10,000</p>
<p>Star of Hope Mission Henry L. Rush 6897 Ardmore St Houston, TX 77054 (713) 748-0700 General Operating Capital Campaign</p>	<p>\$15,000 \$10,000</p>	<p>United States Conference of Catholic Bishops/The Regis School Dr. Nancy Taylor 7330 Westview Dr. Houston, TX 77055 (713) 682-8383</p>	<p>\$10,000</p>
<p>Taping For the Blind, Inc. dba Sight Into Sound Jasmine Williams 3935 Essex Lane Houston, TX 77027 (713) 622-2767</p>	<p>\$6,000</p>	<p>United States Conference of Catholic Bishops/ St. Agnes Academy Sr. Jane Meyer, O.P. 9000 Bellaire Blvd Houston, TX 77036-4683 (713) 219-5481 Capital Campaign</p>	<p>\$10,000</p>
<p>Teach For America Aisha Crumbine 4669 Southwest Frwy, #600 Houston, TX 77027 (713) 523-4100</p>	<p>\$10,000</p>		

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University of Houston/NonProfit
Leadership Alliance-Graduate
College of Social Work/The David
M. Underwood Endowment
Ira Colby
110HA Social Work Bldg.
Houston, TX 77024-4013
(713) 743-8018 \$15,000

University of Texas System
Health Science Ctr of Houston
Mary Kay Koenig
7000 Fannin, Suite 1200
Houston, TX 77030 \$10,000

Urban Harvest
Mark Bowen
2311 Canal St., Suite 200
Houston, TX 77003
(713) 880.5540 \$5,000

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

TOTAL: \$606,000