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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2012**

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

For calendar year 2012, or tax year beginning , 2012, and ending

Name of foundation Charles Lyons Memorial Foundation, Inc.		A Employer identification number 43-6056850						
Number and street (or P.O. box number if mail is not delivered to street address) P.O. Box 236		B Telephone number (see the instructions) (660) 232-2000						
City or town Lexington	State ZIP code MO 64067-0236	C If exemption application is pending, check here ☐						
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial Return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial Return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ Initial return	☐ Initial Return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐						
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 578,929.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	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 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 (att sch)	115.				
	2 ☒ If the foundn is not req to att Sch B					
	3 Interest on savings and temporary cash investments	6.	6.	6.		
	4 Dividends and interest from securities	17,316.	17,316.	17,316.		
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain/(loss) from sale of assets not on line 10					
	b Gross sales price for all assets on line 6a					
	7 Capital gain net income (from Part IV, line 2)		0.			
	8 Net short-term capital gain			0.		
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less Cost of goods sold						
c Gross profit/(loss) (att sch)						
11 Other income (attach schedule)						
	Schedule K-1's	4,249.	4,249.	4,249.		
12 Total. Add lines 1 through 11		21,686.	21,571.	21,571.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	10,550.	2,625.	10,550.	7,925.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees (attach schedule)					
	b Accounting fees (attach sch)	1,825.	1,825.	1,825.		
	c Other prof fees (attach sch)					
	17 Interest					
	18 Taxes (attach schedule) (see instrs)	126.	126.	126.		
	19 Depreciation (attach sch) and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings	280.		280.		
	22 Printing and publications	85.		85.	85.	
	23 Other expenses (attach schedule)					
		See Line 23 Stmt	671.	329.	671.	78.
	24 Total operating and administrative expenses. Add lines 13 through 23		13,537.	4,905.	13,537.	8,088.
25 Contributions, gifts, grants paid		49,700.			49,700.	
26 Total expenses and disbursements. Add lines 24 and 25		63,237.	4,905.	13,537.	57,788.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		-41,551.				
b Net investment income (if negative, enter -0-)			16,666.			
c Adjusted net income (if negative, enter -0-)				8,034.		

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	2,336.	2,799.	2,799.
	2 Savings and temporary cash investments	15,492.	12,156.	12,156.
	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 sch) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) L-10b Stmt	240,998.	197,464.	563,974.
	c Investments — corporate bonds (attach schedule)			
	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 ▶)				
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	258,826.	212,419.	578,929.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
FUND ASSETS BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒			
	24 Unrestricted	258,826.	212,419.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	258,826.	212,419.	
	31 Total liabilities and net assets/fund balances (see instructions)	258,826.	212,419.	

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	258,826.
2 Enter amount from Part I, line 27a	2	-41,551.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	217,275.
5 Decreases not included in line 2 (itemize) ▶ <u>Capital losses</u>	5	4,856.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	212,419.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a 20 shares Apple, Inc. common		P	04/05/12	07/12/12
b 900 shares CSX Corp common		P	various	07/12/12
c 400 shares Dollar General common		P	05/03/12	11/08/12
d 500 shares El Paso Corp common		P	01/05/12	05/03/12
e See Columns (a) thru (d)				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 11,997.		12,551.	-554.
b 19,962.		19,561.	401.
c 19,167.		19,335.	-168.
d 15,055.		13,259.	1,796.
e See Columns (e) thru (h)		91,069.	-6,331.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-554.
b 0.	0.	0.	401.
c			-168.
d			1,796.
e See Columns (i) thru (j)	0.	0.	-6,331.

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	-4,856.
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	-4,856.

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 (column (b) divided by column (c))
2011	58,231.	562,048.	0.103605
2010	52,353.	558,261.	0.093779
2009	25,433.	521,535.	0.048766
2008	43,633.	612,512.	0.071236
2007	43,798.	700,647.	0.062511

2 Total of line 1, column (d)	2	0.379897
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	0.075979
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	565,210.
5 Multiply line 4 by line 3	5	42,944.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	167.
7 Add lines 5 and 6	7	43,111.
8 Enter qualifying distributions from Part XII, line 4	8	57,788.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	167.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	167.
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	167.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a		
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7		
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		167.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11		
	Refunded		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MO - Missouri</u>		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Steve Oliaro</u> Telephone no <u>(660) 232-2000</u> Located at <u>P.O. BOX 236</u> <u>Lexington</u> <u>MO</u> ZIP + 4 <u>64067-0236</u>			
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 <u>15</u>			
16	At any time during calendar year 2012, 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		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>				

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

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

		Yes	No
1 a During the year did the foundation (either directly or indirectly)			
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	X
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 2012?	1 c	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	☐ Yes ☒ No	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b	If 'Yes,' did it have excess business holdings in 2012 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 2012)	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2012?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?**5 b** ☐ 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)

6 a 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?**6 b** ☐ Yes ☒ No

If 'Yes' to 6b, file Form 8870

7 a 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?**7 b** ☐ 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
John G. Miller RT 3, Box 210 Odessa, MO 64076	President 10.00	700.	0.	0.
Donald L. Coen 539 N. 17th, Lexington, MO 64067	Vice President 5.00	2,625.	0.	0.
John Giorza 9 S. 11th, Lexington, MO 64067	Asst Secretary 5.00	500.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		6,725.	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

☐ None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	0.
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	None

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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	1 a	557,425.
b Average of monthly cash balances	1 b	16,392.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	573,817.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	573,817.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	8,607.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	565,210.
6 Minimum investment return. Enter 5% of line 5	6	28,261.

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	28,261.
2a Tax on investment income for 2012 from Part VI, line 5	2 a	167.	
b Income tax for 2012 (This does not include the tax from Part VI)	2 b		
c Add lines 2a and 2b	2 c		167.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3		28,094.
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5		28,094.
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		28,094.

Part XIII 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	1 a	57,788.
b Program-related investments — total from Part IX-B	1 b	0.
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	57,788.
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	167.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	57,621.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				28,094.
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012				
a From 2007	24,541.			
b From 2008	0.			
c From 2009	0.			
d From 2010	52,469.			
e From 2011	58,357.			
f Total of lines 3a through e	135,367.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 57,788.				
a Applied to 2011, 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 2012 distributable amount				
e Remaining amount distributed out of corpus	57,788.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	28,094.			28,094.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	165,061.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
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		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
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 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	165,061.			
10 Analysis of line 9:				
a Excess from 2008	0.			
b Excess from 2009	0.			
c Excess from 2010	48,916.			
d Excess from 2011	58,357.			
e Excess from 2012	57,788.			

BAA

Form 990-PF (2012)

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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(1)(5)

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

[illegible]

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

a 'Assets' alternative test – enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c 'Support' alternative test – enter.

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

NONE

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

NONE

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

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

- a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

Charles Lyons Memorial Foundation, Inc.

P.O. Box 236

Lexington

MO 64067-0236 (660) 259-6151

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

The foundation requires applicants to complete a formal application form, a copy of which is attached to this return.

- c Any submission deadlines**

April 1st of the year preceding the academic year for which the scholarship is sought

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

See attached statement

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Beydler, Alexandra L. 511 Travis Street Concordia MO 64020	NONE	NONE	Scholarship	2,000.
Brunkhorst, Cale 510 Lorien Concordia MO 64020	NONE	NONE	Scholarship	1,300.
Schloman, Miranda M. 505 South Faculty Lane Concordia MO 64020	NONE	NONE	Scholarship	1,300.
Jensen, Emily 11182 Highway T Higginsville MO 64037	NONE	NONE	Scholarship	2,000.
Bredehoeft, Jason K. 407 West 32nd Street Higginsville MO 64037	NONE	NONE	Scholarship	1,300.
Carminucci, Blake M. 623 West 26th Street Higginsville MO 64037	NONE	NONE	Scholarship	1,300.
DeHaven, Nikita A. 110 West 21st Street Higginsville MO 64037	NONE	NONE	Scholarship	1,300.
Hursman, Erin E. 23304 Republican School Road Higginsville MO 64037	NONE	NONE	Scholarship	1,300.
Mahnken, Abbie J. 1154 West Railroad Street Corder MO 64021	NONE	NONE	Scholarship	1,300.
See Line 3a statement				36,600.
Total			3 a	49,700.
b Approved for future payment				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	6 .	
4	Dividends and interest from securities			14	17,316 .	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				17,322 .	
13	Total. Add line 12, columns (b), (d), and (e)				13	17,322

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Additional Information

Part XV, Line 2d, Any restrictions or limitations on awards

(1) Applicant must obtain high school diploma by the time classes are to commence at college

(2) Applicant must be a resident of Lafayette County, MO at the time of application

(3) Applicant must not be a parent, spouse, lineal descendent or spouse of a lineal descendent of individuals who are substantial contributors to the foundation, of the foundation manager, or of members of the Selection Committee of the foundation at the time the scholarship is granted

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses.	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Postage	78.		78.	78.
Investment advisory	329.	329.	329.	
Miscellaneous	139.		139.	
Office expense	125.		125.	
Total	671.	329.	671.	78.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
2,000 shares Ford Motor Co common	P	various	05/03/12
500 shares General Electric common	P	various	05/03/12
50 shares Kinder Morgan Energy	P	01/05/12	04/05/12
500 shares Northern Oil & Gas	P	01/05/12	04/05/12
300 shares Schlumberger Ltd	P	various	01/05/12
200 shares Sturm Ruger & Co common	P	05/03/12	05/16/12
200 shares Verizon Communications	P	various	07/12/12

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(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)
22,211.		27,190.	-4,979.
9,891.		8,241.	1,650.
4,115.		4,270.	-155.
10,141.		12,689.	-2,548.
20,688.		21,388.	-700.
8,771.		11,542.	-2,771.
8,921.		5,749.	3,172.
Total		91,069.	-6,331.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			-4,979.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Continued

Columns (i) thru (l)

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
0.	0.	0.	1,650.
			-155.
			-2,548.
			-700.
			-2,771.
0.	0.	0.	3,172.
Total	0.	0.	-6,331.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person ☒ Business ☐ Steve Oliaro P.O. Box 336, Lexington, MO 64067	Treasurer 5.00	2,375.	0.	0.
Person ☒ Business ☐ Robert Mitchell 79 Tomahawk, Lexington, MO 64067	Director 5.00	625.	0.	0.
Person ☒ Business ☐ Thomas Hayes 16 Lakeview Drive, Lexington, MO 64067	Director 5.00	775.	0.	0.
Person ☒ Business ☐ Kaye Worthington 3019 South Street Lexington MO 64067	Secretary 10.00	2,250.	0.	0.
Person ☐ Business ☐ Carrie Bollmeyer 12 Creekview Bend Lexington MO 64067	Director 5.00	200.	0.	0.
Person ☐ Business ☐ James Worthington 3019 South Street Lexington MO 64067	Director 5.00	500.	0.	0.

Form 990-PF, Page 6, Part VIII, Line 1

Continued

Information about Officers, Directors, Trustees, Etc.

(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

Total

6,725.0.0.

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Mason, Cody L. 19 Fairground Avenue Higginsville MO 64037	NONE	NONE	Scholarship	Person or ☒ Business ☐ 1,300.
Nolte, Adam J. 11155 St. Marys Road Higginsville MO 64037	NONE	NONE	Scholarship	Person or ☒ Business ☐ 1,300.
Sanders, Cody R. 709 West 34th Street Higginsville MO 64037	NONE	NONE	Scholarship	Person or ☒ Business ☐ 1,300.
Spire, Shelby 19858 Long Grove Road Higginsville MO 64037	NONE	NONE	Scholarship	Person or ☒ Business ☐ 1,300.
Thurman, Trenton H. 301 West 34th Street Higginsville MO 64037	NONE	NONE	Scholarship	Person or ☒ Business ☐ 1,300.
Warren, Casey M. 1814 Olive Higginsville MO 64037	NONE	NONE	Scholarship	Person or ☒ Business ☐ 1,300.
James, Heather J. 12042 Larkin Lane Lexington MO 64067	NONE	NONE	Scholarship	Person or ☒ Business ☐ 2,000.
Gassen, Austin M. 12432 East Highway 13 Lexington MO 64067	NONE	NONE	Scholarship	Person or ☒ Business ☐ 1,300.
Heath, Michael A. 308 North 16th Street Lexington MO 64067	NONE	NONE	Scholarship	Person or ☒ Business ☐ 1,300.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Rector, Katie L. 1704 Bloom Street Lexington MO 64067	NONE	NONE	Scholarship	Person or ☒ Business ☐ 1,300.
Grubb, Lauren 708 Golf Street Odessa MO 64076	NONE	NONE	Scholarship	Person or ☒ Business ☐ 2,000.
Wilson, Samantha 9334 Starr School Road Odessa MO 64076	NONE	NONE	Scholarship	Person or ☒ Business ☐ 2,000.
Banes, Alyssa 1732 NW 1000 Bates City MO 64011	NONE	NONE	Scholarship	Person or ☒ Business ☐ 1,300.
Cox, Kelsey 10309 Mt. Tabor Odessa MO 64076	NONE	NONE	Scholarship	Person or ☒ Business ☐ 1,300.
Dillon, Johnathon F. 337 East Main Street Odessa MO 64076	NONE	NONE	Scholarship	Person or ☒ Business ☐ 1,300.
Dowell, Cailey A. 8580 Christy Road Odessa MO 64076	NONE	NONE	Scholarship	Person or ☒ Business ☐ 1,300.
Haase, Christian B. 1994 Texas Prairie Road Bates City MO 64011	NONE	NONE	Scholarship	Person or ☒ Business ☐ 1,300.
Johnson, Meghan K. 966 NW 1351 Road Odessa MO 64076	NONE	NONE	Scholarship	Person or ☒ Business ☐ 1,300.
Klemenz, Tayler R. PO Box 42 Odessa MO 64076	NONE	NONE	Scholarship	Person or ☒ Business ☐ 1,300.
Peek, Jordan A. 610 Kirkpatrick Street Odessa MO 64076	NONE	NONE	Scholarship	Person or ☒ Business ☐ 1,300.
Scott, Clara 815 West Dryden Street Odessa MO 64076	NONE	NONE	Scholarship	Person or ☒ Business ☐ 1,300.
Shields, Logan M. 702 South Sibley Street Buckner MO 64016	NONE	NONE	Scholarship	Person or ☒ Business ☐ 1,300.
Woodall, Dylan L. 1105 South Maple Concordia MO 64020	NONE	NONE	Scholarship	Person or ☒ Business ☐ 1,300.
Zitelman, Lauren J. 28855 Ellmaker Road Alma MO 64001	NONE	NONE	Scholarship	Person or ☒ Business ☐ 2,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Arndt, Nathaniel S. 440 Old Santa Fe Trail Napoleon MO 64074	NONE	NONE	Scholarship	Person or ☒ Business ☐ 1,300.
Geringer, Allison H. 4199 Geringer Lane Wellington MO 64097	NONE	NONE	Scholarship	Person or ☒ Business ☐ 1,300.

Total

36,600.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Ted J Traczewski	Tax return preparation	1,825.			

Total

1,825.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Cerner Corporation - 600 shares	32,309.	46,506.
Chevron Corporation - 1,000 shares	5,157.	108,140.
Exxon Mobil Corporation - 1,000 shares	2,359.	86,550.
Health Care Property Inv. Inc. - 2,000 shares	36,157.	90,320.
Mastercard, Inc. - 200 shares	28,048.	98,256.
Vanguard Natural Res., LLC - 1,000 shares	18,543.	26,000.
Verizon Communications - 1,800 shares	48,473.	77,886.
VISA - 200 shares	26,418.	30,316.
Total	<u>197,464.</u>	<u>563,974.</u>

CHARLES LYONS MEMORIAL FOUNDATION, INC.
P.O. Box 236
Lexington, MO 64067

SCHOLARSHIP APPLICATION

for the 19__ Academic Year

COPY

APPLICATION MUST BE ACCOMPANIED BY A CURRENT TRANSCRIPT OF SCHOOL RECORD.

Personal data required of high school graduates who desire to attend college, technical, or trade school, or pursue some other type of specialized education. APPLICATION MUST BE SUBMITTED ON OR BEFORE _____. PLEASE TYPE OR PRINT THIS APPLICATION.

A PHOTO will be helpful because it will aid us in getting acquainted with you but it is not obligatory.

FULL NAME: _____

ADDRESS: _____ Tel: _____
Street City State Zip Area/Number

DATE AND PLACE OF BIRTH: _____

FATHER: _____ AGE: _____ OCCUPATION _____

MOTHER: _____ AGE: _____ OCCUPATION _____

Schools Attended (Ninth Grade to Present):

Name of School

Date Started

Date Ended

Date Will Graduate _____ Number in Class _____ Rank in Class _____ G.P.A. _____

ACT

STANDARD SCORES				
ENG	MATH	SCI	SOC	COMP

COLLEGE BOARD PERCENTILES				
ENG	MATH	SCI	SOC	COMP

SAT

SAT		SUBSCORES		TSWE	GRADE			TEST DATE
VERBAL	MATH	Read	Voc		ACH 1	ACH 2	ACH 3	

What college or technical school do you plan to attend? _____

What would you major in? _____

What are your goals in life? Give details below.

Positions held in gainful employment, periods of employment, average time employed each week, earnings, etc. _____

SCHOLASTIC

A COPY OF YOUR HIGH SCHOOL TRANSCRIPT MUST BE ENCLOSED.

Honors and Awards (State year and nature of honor or award) _____

Offices and positions of Leadership (State name of organization, position and year) _____

Member of Organization (where no office was held) State name of organization and year, thus: Band 2,3. State only major activities) _____

ADDITIONAL SHEETS MAY BE ATTACHED.

EXTRA CURRICULAR (School Related)

COPY

Honors and Awards (State year and nature of honor or award) _____

Offices and positions of Leadership (State name of organization, position and year) _____

Member of Organization (where no office was held) (State name of organization and year, thus: Drama 2,3. State only major activities) _____

CIVIC (Non-School Related)

Honors and Awards (State year and nature of honor or award) _____

Offices and positions of Leadership (State name of organization , position and year) _____

Member of Organization (where no office was held) (State name of organization and year, thus: Scouting, 4-H, etc. State only major activities) _____

State your plans for enrollment in an accredited American college or university _____

Have you been granted scholarship aid? _____ If so, give details _____

Do you intend to apply for finanacial aid at the college(s) you plan to attend? If so, give details: _____

Have you reason to expect scholarship aid from any other source? _____ If so, give details: _____

Any additional data to show financial need and general worthiness. Be specific in this _____

ESTIMATED EXPENSES FOR YOUR COLLEGE OR TECHNICAL SCHOOL YEAR

Tuition and Fees.....\$ _____
Books and Supplies..... _____
Board and room..... _____
Commuting expense, if any..... _____
Clothes..... _____
Incidentals (haircuts, laundry, etc.)..... _____
Recreation..... _____
Miscellaneous expenses..... _____
TOTAL.....\$ _____

COPY

YOUR ESTIMATED RESOURCES FOR THE COMING SCHOOL YEAR

Summer savings.....\$ _____
Other savings and assets..... _____
Contributed by parents..... _____
Gifts from relatives or friends..... _____
Loans from parents..... _____
Any other loans..... _____
Part-time job earnings..... _____
Veterans benefits of any kind..... _____
Scholarships..... _____
Any other income or resources..... _____
TOTAL.....\$ _____

PARENTAL FINANCIAL ANALYSIS

Father's income before taxes.....\$
Mother's income before taxes.....\$
GROSS INCOME (Total of Above).....\$

COPY

Number of Dependents (excluding mother and father).....
Number of Dependents planning to attend college.....
Medical and Dental expenses not paid by insurance.....\$
Emergency expenses (flood damage, etc.).....
Total market value of home.....
Amount of unpaid mortgage.....
Do you own a business or farm? Yes _____ No _____ IF FARM NO. OF ACRES _____
If so, what is the market value?.....
What is the Net Profit?.....
Value of bank accounts.....
Value of other investments (stocks, bonds, life insurance, retirement). _____
Any unusual circumstances, please explain: _____

REFERENCES

For reference, give the name, address and occupation of two persons you have contacted concerning your qualifications. Request that they mail letters of recommendation to Charles Lyons Memorial Foundation, P. O. Box 236, Lexington, MO

64067.

NAME _____

NAME _____

ADDRESS _____

ADDRESS _____

Signature of Applicant

APPROVAL OF PARENTS

I (We) have read the statements contained in this application. They are accurate and I (we) approve this application.

(Signature[s] of Parent[s] or Guardian)

DATED: _____