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Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

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

LYONS-SMITH FAMILY FOUNDATION
22536 RIDGE LINE RD.
DIAMOND BAR, CA 91765-3229**A** Employer identification number
61-6337565**B** Telephone number (see the instructions)
(909) 860-2450**C** If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**G** Check all that apply ☐ 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**I** Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method ☐ Cash ☒ Accrual
\$ 384,716. (Part I, column (d) must be on cash basis.)
☐ Other (specify)**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. (att sch)	317,567.			
2 Ck ☐ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments			N/A	
4 Dividends and interest from securities	1,224.	1,224.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	67,474.			
b Gross sales price for all assets on line 6a	197,717.			
7 Capital gain net income (from Part IV, line 2)		67,474.		
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/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	386,265.	68,698.		
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) SEE ST 1	760.			
c Other prof fees (attach sch) SEE ST 2	127.	127.		
17 Interest				
18 Taxes (attach schedule)(see instrs)				
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	887.	127.		
25 Contributions, gifts, grants paid PART XV	109,000.			109,000.
26 Total expenses and disbursements. Add lines 24 and 25	109,887.	127.		109,000.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	276,378.			
b Net investment income (if negative, enter -0-)		68,571.		
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	6,796.	15,969.	15,969.
	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) STATEMENT 3	131,313.	363,672.	363,672.
	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 SEE STATEMENT 4)		5,075.	5,075.	
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	138,109.	384,716.	384,716.	
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)	0.	0.	
FUND ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒			
	24 Unrestricted	138,109.	384,716.	
	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)	138,109.	384,716.	
	31 Total liabilities and net assets/fund balances (see instructions)	138,109.	384,716.	

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	138,109.
2 Enter amount from Part I, line 27a	2	276,378.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	414,487.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 5	5	29,771.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	384,716.

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 UBS A/C 6780--SCHEDULE ATTACHED		D	VARIOUS	12/24/12
b UBS A/C 5780--SCHEDULE ATTACHED		D	VARIOUS	12/27/12
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 98,099.		70,737.	27,362.
b 99,618.		59,506.	40,112.
c			
d			
e			

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			27,362.
b			40,112.
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	67,474.
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	40,112.

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	25,750.	215,448.	0.119518
2010	30,500.	203,407.	0.149946
2009	35,000.	187,926.	0.186244
2008	22,000.	413,815.	0.053164
2007		372,918.	

2 Total of line 1, column (d)	2	0.508872
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	0.101774
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	159,392.
5 Multiply line 4 by line 3	5	16,222.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	686.
7 Add lines 5 and 6	7	16,908.
8 Enter qualifying distributions from Part XII, line 4	8	109,000.

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.

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Part VII 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	686.
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	686.
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	686.
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		0.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		15.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 6	9		706.
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 2013 estimated tax. Refunded	11		

Part VIII 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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, 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) CA		
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>NANCY A. LYONS, PRES.</u> Telephone no <u>(909) 860-2450</u> Located at <u>22536 RIDGE LINE RD. DIAMOND BAR CA</u> ZIP + 4 <u>91765-3229</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		
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 ▶

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	N/A
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?	☐ Yes ☒ No	
If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __	2 a	N/A
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	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 __ , 20 __ , 20 __ , 20 __		
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	N/A
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 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)?

5b N/A

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?N/A ☐ 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?

6b X

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?

N/A

7b

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
NANCY A. LYONS 22536 RIDGE LINE RD. DIAMOND BAR, CA 91765-3229	PRESIDENT 1.00	0.	0.	0.
LAWRENCE E. SMITH 22536 RIDGE LINE RD. DIAMOND BAR, CA 91765-3229	VICE PRESIDE 1.00	0.	0.	0.
NATHANIEL E. LYONS-SMITH 22536 RIDGE LINE RD. DIAMOND BAR, CA 91765-3229	SECRETARY 1.00	0.	0.	0.
ALEXANDRA K. LYONS-SMITH 22536 RIDGE LINE RD. DIAMOND BAR, CA 91765-3229	TREASURER 1.00	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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (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.		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

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

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

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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	153,742.
b Average of monthly cash balances	1 b	8,077.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	161,819.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	161,819.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	2,427.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	159,392.
6 Minimum investment return. Enter 5% of line 5	6	7,970.

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	7,970.
2a Tax on investment income for 2012 from Part VI, line 5	2 a	686.	
b Income tax for 2012. (This does not include the tax from Part VI.)	2 b		
c Add lines 2a and 2b	2 c		686.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3		7,284.
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5		7,284.
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		7,284.

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	1 a	109,000.
b Program-related investments — total from Part IX-B	1 b	
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	109,000.
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	686.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	108,314.

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				7,284.
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 __		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008	22,000.			
c From 2009	35,000.			
d From 2010	30,500.			
e From 2011	25,750.			
f Total of lines 3a through e	113,250.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 109,000.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2012 distributable amount				7,284.
e Remaining amount distributed out of corpus	101,716.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	214,966.			
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		0.		
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)	0.			
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	214,966.			
10 Analysis of line 9				
a Excess from 2008	22,000.			
b Excess from 2009	35,000.			
c Excess from 2010	30,500.			
d Excess from 2011	25,750.			
e Excess from 2012	101,716.			

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
<i>a Paid during the year</i>				
NORTHMINSTER PRESBYTERIAN CHURCH 400 RANCHERIA ROAD DIAMOND BAR, CA 91765	N/A	N/A	GENERAL SUPPORT	107,500.
FRONT PORCH 303 N. GLENOAKS BLVD., SUITE 1000 BURBANK, CA 91502	N/A	N/A	OPERATION SNOWFLAKE	1,500.
Total			3 a	109,000.
<i>b Approved for future payment</i>				
Total			3 b	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No 1545-0047

2012

Name of the organization

LYONS-SMITH FAMILY FOUNDATION

Employer identification number

61-6337565

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)() (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II)

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year ► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ,

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

LYONS-SMITH FAMILY FOUNDATION

61-6337565

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SMITH-LYONS FAMILY 22536 RIDGE LINE RD. DIAMOND BAR, CA 91765-3229	\$ 317,567.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

LYONS-SMITH FAMILY FOUNDATION

61-6337565

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PUBLICLY TRADED STOCK--SCHEDULES ATTACHED		
		\$ 205,557.	12/18/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

LYONS-SMITH FAMILY FOUNDATION

Employer identification number

61-6337565

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8) or (10)**organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry.For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.)

► \$ N/A

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

LYONS-SMITH FAMILY FOUNDATION

61-6337565

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	\$ 760.			
TOTAL	<u>\$ 760.</u>	<u>\$ 0.</u>	<u></u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UBS FEES	\$ 127.	\$ 127.		
TOTAL	<u>\$ 127.</u>	<u>\$ 127.</u>	<u></u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
11,100 SHARES, UBS STOCK	MKT VAL	\$ 174,714.	\$ 174,714.
UBS A/C 6780--EQUITIES (PUBLICLY TRADED)	MKT VAL	94,429.	94,429.
UBS A/C 5780--EQUITIES (PUBLICLY TRADED)	MKT VAL	94,529.	94,529.
	TOTAL	<u>\$ 363,672.</u>	<u>\$ 363,672.</u>

STATEMENT 4
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
NET UNSETTLED TRADES AT YEAR END	\$ 5,075.	\$ 5,075.
TOTAL	<u>\$ 5,075.</u>	<u>\$ 5,075.</u>

STATEMENT 5
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS		\$ 29,771.
TOTAL		<u>\$ 29,771.</u>

2012

FEDERAL STATEMENTS

PAGE 2

LYONS-SMITH FAMILY FOUNDATION

61-6337565

STATEMENT 7
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS

NANCY A. LYONS
LAWRENCE E. SMITH

2012

FEDERAL SUPPORTING DETAIL

PAGE 1

LYONS-SMITH FAMILY FOUNDATION

61-6337565

**CONTRIBUTIONS, GIFTS, AND GRANTS
OTHER CONTRIBUTIONS, GIFTS, GRANTS, ETC.**

CASH CONTRIBUTIONS	\$	111,250.
ACCOUNTING FEE PAID		760.
TOTAL	\$	<u>112,010.</u>

**CONTRIBUTIONS, GIFTS, AND GRANTS
OTHER CONTRIBUTIONS, GIFTS, GRANTS, ETC.**

PUBLICLY-TRADED STOCK TO UBS A/C 6780--SCHEDULE ATTACHED	\$	101,853.
PUBLICLY-TRADED STOCK TO UBS A/C 5780--SCHEDULE ATTACHED		103,704.
TOTAL	\$	<u>205,557.</u>

**OTHER INCOME PRODUCING ACTIVITIES
DIVIDENDS/INTEREST FROM SECURITIES.**

UBS A/C 4780	\$	1,202.
UBS A/C 6780		22.
TOTAL	\$	<u>1,224.</u>

**BALANCE SHEET
SAVINGS AND TEMPORARY CASH INVESTMENTS**

UBS A/C 4780	\$	10,157.
UBS A/C 6780		5,812.
TOTAL	\$	<u>15,969.</u>

FEDERAL WORKSHEETS

PAGE 2

LYONS-SMITH FAMILY FOUNDATION

61-6337565

**AVERAGE MONTHLY FAIR MARKET VALUE OF SECURITIES
FORM 990-PF, PART X, LINE 1A**

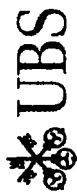
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CASH BAL.	JANUARY	FEBRUARY	MARCH	APRIL	MAY	JUNE	JULY	AUGUST	SEPTEMBER	OCTOBER	NOVEMBER	DECEMBER
CASH BAL.	JANUARY	FEBRUARY	MARCH	APRIL	MAY	JUNE	JULY	AUGUST	SEPTEMBER	OCTOBER	NOVEMBER	DECEMBER

[illegible]

TOTALS	96,926	NUMBER OF MONTHS	12
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AVERAGE MONTHLY CASH BALANCES



ACCESS
December 2012

Account name: LYONS-SMITH FAMILY
Friendly account name: C ~ All Gwt
Account number: 6780

Your Financial Advisor:
SMITH, LAWRENCE
714-256-5400/800-356-8942

LYONS-SMITH FAMILY FOUNDATION
2012 FORM 990-PF, PART IV

61-6337565

Realized gains and losses

The estimated realized gains and losses shown below are not for tax purposes. Please note that gain or loss recognized on the sale or redemption of certain Structured Products, like Contingent Debt Securities, may be ordinary, and not capital, gain or loss. Please check with your tax advisor. To calculate gains and losses, we liquidate the oldest security lot first. This is known as the first-in, first-out or FIFO accounting method. We use this method unless you specified which tax lot to close when you placed your order. This is known as a versus purchases or VSP order. See important information about your statement at the end of this document for more information. We may not adjust gains and losses for all capital changes. We automatically adjust cost basis for tax-exempt and AMT coupon municipal securities for estimated amortization of bond premiums and for accreted OID for securities issued at a discount. If you requested that UBS adjust cost basis for the bond premium amortization on taxable debt securities then cost basis reflected for these securities has been adjusted. Estimates in the *Unclassified* section can not be classified as short term or long term because information is missing, or the product is one in which the gain/loss calculation is not provided.

Long-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
AT&T INC	FIFO	94 000	Sep 07, 10	Dec 24, 12	3,171 79	2,562 29			609 50
CATERPILLAR INC	FIFO	43 000	Sep 07, 10	Dec 24, 12	3,760 27	2,990 15			770 12
CDN NATL RAILWAY CO CAD	FIFO	28 000	Sep 07, 10	Dec 24, 12	2,551 03	1,793 39			757 64
CHEVRON CORP	FIFO	45 000	Sep 07, 10	Dec 24, 12	4,886 59	3,482 06			1,404 53
CHUBB CORP	FIFO	35 000	Sep 07, 10	Dec 24, 12	2,624 24	1,953 64			670 60
COCA COLA CO COM	FIFO	64 000	Sep 07, 10	Dec 24, 12	2,347 00	1,845 74			501 26
DEERE AND CO	FIFO	39 000	Sep 07, 10	Dec 24, 12	3,357 82	2,643 26			714 56
DIAGEO PLC NEW GB SPON ADR	FIFO	34 000	Sep 07, 10	Dec 24, 12	3,966 38	2,313 28			1,653 10
DOMINION RESOURCES INC VA (NEW)	FIFO	58 000	Sep 07, 10	Dec 24, 12	3,005 68	2,549 40			456 28
ENBRIDGE INC CAD	FIFO	62 000	Sep 07, 10	Dec 24, 12	2,661 20	1,582 64			1,078 56
EXXON MOBIL CORP	FIFO	60 000	Sep 07, 10	Dec 24, 12	5,217 48	3,655 70			1,561 78
GENL ELECTRIC CO	FIFO	122 000	Sep 07, 10	Dec 24, 12	2,539 00	1,879 78			659 22
GENL MILLS INC	FIFO	33 000	Sep 07, 10	Dec 24, 12	1,351 98	1,188 26			163 72
HOME DEPOT INC	FIFO	27 000	Jan 22, 08	Dec 24, 12	1,663 98	756 47			907 51
	FIFO	20 000	Aug 15, 08	Dec 24, 12	1,232 57	547 60			684 97
	FIFO	18 000	Aug 05, 11	Dec 24, 12	1,109 32	560 51			548 81
INTL BUSINESS MACH	FIFO	18 000	Sep 07, 10	Dec 24, 12	3,462 76	2,277 32			1,185 44
JOHNSON & JOHNSON COM	FIFO	11 000	Sep 07, 10	Dec 24, 12	770 13	646 80			123 33
JPMORGAN CHASE & CO	FIFO	12 000	Jun 03, 04	Dec 24, 12	526 43	444 00			82 43
	FIFO	5 000	Jun 03, 04	Dec 24, 12	219 34	183 51			35 83
	FIFO	9 000	Aug 22, 05	Dec 24, 12	394 82	312 12			82 70
	FIFO	9 000	Nov 10, 05	Dec 24, 12	394 82	344 70			50 12
	FIFO	12 000	Dec 01, 05	Dec 24, 12	526 43	462 94			63 49

continued next page



ACCESS
December 2012

Account name: LYONS-SMITH FAMILY
Friendly account name: Clrbrd All Gwt
Account number: 6780

Your Financial Advisor:
SMITH, LAWRENCE
714-256-5400/800-356-8942

Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
MCDONALD'S CORP	FIFO	41 000	Sep 07, 10	Dec 24, 12	3,659.71	3,107.77			551.94
NEXTERA ENERGY INC COM	FIFO	40 000	Sep 07, 10	Dec 24, 12	2,787.00	2,178.74			608.26
PEIZER INC	FIFO	101 000	Sep 07, 10	Dec 24, 12	2,528.48	1,639.03			889.45
PHILIP MORRIS INTL INC	FIFO	50 000	Sep 07, 10	Dec 24, 12	4,181.42	2,685.90			1,495.52
PROCTER & GAMBLE CO	FIFO	43 000	Sep 07, 10	Dec 24, 12	2,945.16	2,592.81			352.35
RAYTHEON CO NEW	FIFO	52 000	Sep 07, 10	Dec 24, 12	3,051.98	2,374.30			677.68
SOUTHERN CO	FIFO	51 000	Sep 07, 10	Dec 24, 12	2,193.11	1,895.59			297.52
TRAVELERS COS INC/THE	FIFO	59 000	Sep 07, 10	Dec 24, 12	4,278.77	2,975.84			1,302.93
UNITD TECHNOLOGIES CORP	FIFO	45 000	Sep 07, 10	Dec 24, 12	3,699.20	3,066.71			632.49
VERIZON COMMUNICATIONS INC	FIFO	108 000	Sep 07, 10	Dec 24, 12	4,698.97	3,280.82			1,418.15
VF CORP	FIFO	21 000	Sep 07, 10	Dec 24, 12	3,148.46	1,580.88			1,567.58
WAL MART STORES INC	FIFO	31 000	Sep 07, 10	Dec 24, 12	2,129.34	1,613.49			515.85
WELLS FARGO & CO NEW	FIFO	135 000	Sep 07, 10	Dec 24, 12	4,644.41	3,397.68			1,246.73
WEYERHAEUSER CO	FIFO	85 000	Sep 15, 10	Dec 24, 12	2,412.25	1,371.90			1,040.35
Total					\$98,099.32	\$70,737.02			\$27,362.30
Net long-term capital gains or losses									\$27,362.30
Net capital gains/losses:									\$27,362.30

61-6337565

LYONS-SMITH FAMILY FOUNDATION
2012 FORM 990-PF, PART IV



ACCESS
December 2012

Account name: LYONS-SMITH FAMILY
Friendly account name: Snow All Val
Account number: KF 5780

Your Financial Advisor:
SMITH, LAWRENCE
714-256-5400/800-356-8942

Unsettled transaction activity (continued)

Trade date	Settlement date	Activity	Description	Quantity	Price / Value (\$)	Amount (\$)
Dec 27, 12	Jan 02, 13	Bought	SEALED AIR CORP NEW UNSOLICITED	185 000	17 196800	-3,181.41
Dec 27, 12	Jan 02, 13	Bought	TEXAS INSTRUMENTS UNSOLICITED	105 000	30 486800	-3,201.11
Dec 27, 12	Jan 02, 13	Bought	TEREX CORP DELA NEW UNSOLICITED	120 000	26 39	-3,166.80
Dec 27, 12	Jan 02, 13	Bought	TEVA PHARMACEUTICALS IND LTD ISRAEL ADR UNSOLICITED	90 000	36 82	-3,313.80
Dec 27, 12	Jan 02, 13	Sold	UNION PACIFIC CORP UNSOLICITED	-8 000	123 45	987.58
Dec 27, 12	Jan 02, 13	Bought	TRUE RELIGION APPAREL INC UNSOLICITED	45 000	24 53	-1,103.85
Dec 27, 12	Jan 02, 13	Sold	VISA INC CL A UNSOLICITED	-61 000	148 01	9,028.41
Dec 27, 12	Jan 02, 13	Bought	VALERO ENERGY CORP NEW UNSOLICITED	100 000	33 275100	-3,327.51
Dec 27, 12	Jan 02, 13	Bought	WELLPOINT INC UNSOLICITED	55 000	60 259900	-3,314.29
Dec 27, 12	Jan 02, 13	Bought	WELLS FARGO & CO NEW UNSOLICITED	95 000	33 79	-3,210.05
Total pending investments purchased						-\$94,528.67
Total pending investments sold						\$99,617.68

Realized gains and losses

The estimated realized gains and losses shown below are not for tax purposes. Please note that gain or loss recognized on the sale or redemption of certain Structured Products, like Contingent Debt Securities, may be ordinary, and not capital, gain or loss. Please check with your tax advisor. To calculate gains and losses, we liquidate the oldest security lot first. This is known as the first-in, first-out or FIFO accounting method. We use this method unless you specified which tax lot to close when you placed your order. This is known as a versus purchases or VSP order. See Important information about your statement at the end of this document for more information.

We may not adjust gains and losses for all capital changes. We automatically adjust cost basis for tax-exempt and AMT coupon municipal securities for estimated amortization of bond premiums and for accreted OID for securities issued at a discount. If you requested that UBS adjust cost basis for the bond premium amortization on taxable debt securities then cost basis reflected for these securities has been adjusted. Estimates in the Unclassified section can not be classified as short term or long term because information is missing or the product is one in which the gain/loss calculation is not provided.

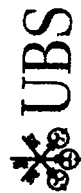
Short-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
AFFILIATED MANAGERS GROUP									
	FIFO	59 000	Feb 08, 12	Dec 27, 12	7,530.59	6,326.97			1,203.62
EBAY INC	FIFO	158 000	Jun 18, 12	Dec 27, 12	7,853.97	6,657.12			1,196.85
Total					\$15,384.56	\$12,984.09			\$2,400.47
Net short-term capital gains and losses									\$2,400.47

continued next page

61-6337565

LYONS-SMITH FAMILY FOUNDATION
2012 FORM 990-PF, PART IV



ACCESS

December 2012

Account name: LYONS-SMITH FAMILY
 Friendly account name: Snow All Val
 Account number: K1 5780

Your Financial Advisor:
 SMITH, LAWRENCE
 714-256-5400/800-356-8942

Realized gains and losses (continued)

Long-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
ALEXION PHARMACEUTICALS INC	FIFO	40,000	Dec 16, 10	Dec 27, 12	3,692.96	1,594.72			2,098.24
	FIFO	4,000	Jan 20, 11	Dec 27, 12	369.30	170.30			199.00
	FIFO	22,000	Jan 21, 11	Dec 27, 12	2,031.13	942.73			1,088.40
	FIFO	18,000	Mar 08, 11	Dec 27, 12	1,661.83	898.92			762.91
	FIFO	26,000	Aug 05, 11	Dec 27, 12	2,400.43	1,328.60			1,071.83
AMAZON COM INC	FIFO	8,000	Mar 10, 09	Dec 27, 12	1,954.04	498.28			1,455.76
	FIFO	20,000	May 26, 09	Dec 27, 12	4,885.09	1,562.32			3,322.77
APPLE INC	FIFO	10,000	Nov 30, 07	Dec 27, 12	5,054.09	1,827.90			3,226.19
	FIFO	19,000	May 19, 08	Dec 27, 12	9,602.76	3,541.60			6,061.16
	FIFO	10,000	Aug 05, 11	Dec 27, 12	5,054.09	3,758.30			1,295.79
BIOMER IDEC INC	FIFO	28,000	Aug 26, 11	Dec 27, 12	4,101.91	2,558.53			1,543.38
CAMERON INTL CORP	FIFO	127,000	Oct 13, 10	Dec 27, 12	6,865.88	5,559.37			1,306.51
CITRIX SYSTEMS INC	FIFO	85,000	Jul 27, 10	Dec 27, 12	5,468.78	4,065.01			1,403.77
COGNIZANT TECH SOLUTIONS CRP	FIFO	35,000	Dec 18, 07	Dec 27, 12	2,527.99	1,139.69			1,388.30
	FIFO	70,000	Mar 28, 08	Dec 27, 12	5,055.99	2,077.93			2,978.06
MONSANTO CO NEW	FIFO	70,000	Jan 25, 11	Dec 27, 12	6,504.26	4,975.96			1,528.30
PERRIGO COMPANY	FIFO	32,000	Jul 06, 10	Dec 27, 12	3,278.00	1,867.96			1,410.04
	FIFO	1,000	Jan 20, 11	Dec 27, 12	102.44	71.17			31.27
PRICELINE COM INC NEW	FIFO	2,000	Jul 29, 10	Dec 27, 12	1,202.05	446.60			755.45
	FIFO	4,000	Sep 23, 10	Dec 27, 12	2,404.11	1,343.50			1,060.61
UNION PACIFIC CORP	FIFO	8,000	Mar 26, 09	Dec 27, 12	987.58	354.67			632.91
VISA INC CL A	FIFO	61,000	Dec 09, 11	Dec 27, 12	9,028.41	5,936.61			3,091.80
Total					\$84,233.12	\$46,520.67			\$37,712.45
Net long-term capital gains or losses									\$37,712.45
Net capital gains/losses:									\$40,112.92



ACCESS
December 2012

Account name: LYONS-SMITH FAMILY
Friendly account name: Clrbrd All Gwt
Account number: 6780

Your Financial Advisor:
SMITH, LAWRENCE
714-256-5400/800-356-8942

Your assets - Equities - Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Total				\$93,600.46		\$94,428.80	\$828.34	

Total estimated annual income: \$1,190

Your total assets

Cash	Value on Dec 31 (\$)	Percentage of your account	Cost basis (\$)	Estimated annual income (\$)	Unrealized gain or loss (\$)
Equities					
Cash and money balances	5,811.54	5.80%	5,811.54		
Common stock	94,428.80	94.20%	93,600.46	1,190.00	828.34
Total	\$100,240.34	100.00%	\$99,412.00	\$1,190.00	\$828.34

Account activity this month

For more information about the price/value shown for restricted securities, see Important information about your statement at the end of this document

Date	Activity	Description	Your expense code	Quantity/Face value	Price/Value (\$)	Cash amount (\$)	Cash and money balance (\$)
Nov 30		Cash and money balance					\$0.00
Dec 18	Transfer	AT&T INC FM KF 90342 6100		94 000	3,227.96		
Dec 18	Transfer	COMCAST CORP NEW SPECIAL CL A FM KF 90342 6100		55 000	2,016.30		
Dec 18	Transfer	CDN NATL RAILWAY CO CAD FM KF 90342 6100		28 000	2,585.24		
Dec 18	Transfer	CATERPILLAR INC FM KF 90342 6100		43 000	3,903.11		
Dec 18	Transfer	CHUBB CORP FM KF 90342 6100		35 000	2,700.95		
Dec 18	Transfer	CHEVRON CORP FM KF 90342 6100		45 000	4,954.50		
Dec 18	Transfer	COCA COLA CO COM FM KF 90342 6100		64 000	2,385.92		
Dec 18	Transfer	DIAGEO PLC NEW GB SPON ADR FM KF 90342 6100 CUSIP: 25243Q205		34 000	4,065.04		
Dec 18	Transfer	DEERE AND CO FM KF 90342 6100		39 000	3,387.54		
Dec 18	Transfer	DOMINION RESOURCES INC VA (NEW) FM KF 90342 6100		58 000	3,029.34		
Dec 18	Transfer	EXXON MOBIL CORP FM KF 90342 6100		60 000	5,373.60		
Dec 18	Transfer	ENBRIDGE INC CAD FM KF 90342 6100		62 000	2,676.54		
Dec 18	Transfer	GENL ELECTRIC CO FM KF 90342 6100		122 000	2,646.18		

STOCK TRANSFERRED IN

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December 2012

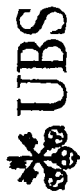
Account name: LYONS-SMITH FAMILY
Friendly account name: Clifford All Gwt
Account number: 6780

Your Financial Advisor:
SMITH, LAWRENCE
714-256-5400/800-356-8942

Account activity this month (continued)

Date	Activity	Description	Your expense code	Quantity/ Face value	Price/Value (\$)	Cash amount (\$)	Cash and money balance (\$)
Dec 18	Transfer	GENL MILLS INC FM KF 90342 6100		33 000	1,378.41		
Dec 18	Transfer	HOME DEPOT INC FM KF 90342 6100		18 000	1,134.00		
Dec 18	Transfer	HOME DEPOT INC FM KF 90342 6100		20 000	1,260.00		
Dec 18	Transfer	HOME DEPOT INC FM KF 90342 6100		27 000	1,701.00		
Dec 18	Transfer	INTL BUSINESS MACH FM KF 90342 6100		18 000	3,522.42		
Dec 18	Transfer	JOHNSON & JOHNSON COM FM KF 90342 6100		11 000	780.45		
Dec 18	Transfer	JPMORGAN CHASE & CO FM KF 90342 6100		47 000	2,061.89		
Dec 18	Transfer	MCDONALDS CORP FM KF 90342 6100		41 000	3,711.32		
Dec 18	Transfer	NEXTERA ENERGY INC COM FM KF 90342 6100		40 000	2,835.60		
Dec 18	Transfer	PHILIP MORRIS INTL INC FM KF 90342 6100		50 000	4,325.50		
Dec 18	Transfer	PFIZER INC FM KF 90342 6100		101 000	2,589.64		
Dec 18	Transfer	PROCTER & GAMBLE CO FM KF 90342 6100		43 000	3,008.71		
Dec 18	Transfer	RAYTHEON CO NEW FM KF 90342 6100		52 000	3,062.80		
Dec 18	Transfer	SOUTHERN CO FM KF 90342 6100		51 000	2,237.88		
Dec 18	Transfer	TRAVELERS COS INC/THE FM KF 90342 6100		59 000	4,385.47		
Dec 18	Transfer	UNITD TECHNOLOGIES CORP FM KF 90342 6100		45 000	3,700.35		
Dec 18	Transfer	VF CORP FM KF 90342 6100		21 000	3,188.64		
Dec 18	Transfer	VERIZON COMMUNICATIONS INC FM KF 90342 6100		108 000	4,737.96		
Dec 18	Transfer	WAL MART STORES INC FM KF 90342 6100		31 000	2,154.50		
Dec 18	Transfer	WELLS FARGO & CO NEW FM KF 90342 6100		135 000	4,719.60		
Dec 18	Transfer	WEYERHAEUSER CO FM KF 90342 6100		85 000	2,404.65		
Dec 27	Fee Charged	INITIAL FEE				-21.94	-21.94
Dec 28	Sold	AT&T INC UNSOLICITED Other fees and charges \$.07					
		Average Priced Trade SYMBOL T CUSIP NO. 00206R102 Location of Execution 09 Capacity Agent		-94 000	33 743.200	3,171.79	
Dec 28	Bought	AUTODESK INC UNSOLICITED					
		Average Priced Trade SYMBOL ADSK CUSIP NO. 052769106 Location of Execution 09 Capacity Agent		85 000	35 726.000	-3,036.71	
Dec 28	Bought	COMCAST CORP NEW SPECIAL CL A UNSOLICITED					
		Average Priced Trade SYMBOL CMCSK CUSIP NO. 20030N200 Location of Execution 09 Capacity Agent		140 000	35 979.600	-5,037.14	

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December 2012

Account name: LYONS-SMITH FAMILY
Friendly account name: Clrbid All Gwt
Account number: 1780

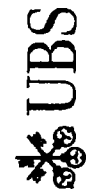
Your Financial Advisor:
SMITH, LAWRENCE
714-256-5400/800-356-8942

Account activity this month (continued)

Date	Activity	Description	Your expense code	Quantity/ Face value	Price/Value (\$)	Cash amount (\$)	Cash and money balance (\$)
Dec 28	Bought	TE CONNECTIVITY LTD CHF UNSOLICITED		110.000	37.189700	-4,090.87	
		Average Priced Trade ▶ SYMBOL TEL ▶ CUSIP NO. H84989104 ▶ Location of Execution: 09 ▶ Capacity: Agent					
Dec 28	Bought	UNITEDHEALTH GROUP INC UNSOLICITED		110.000	54.783000	-6,026.13	
		Average Priced Trade ▶ SYMBOL UNH ▶ CUSIP NO. 91324P102 ▶ Location of Execution: 09 ▶ Capacity: Agent					
Dec 28	Sold	UNITD TECHNOLOGIES CORP UNSOLICITED Other fees and charges \$.08		-45.000	82.206300	3,699.20	
		Average Priced Trade ▶ SYMBOL UTX ▶ CUSIP NO. 913017109 ▶ Location of Execution: 09 ▶ Capacity: Agent					
Dec 28	Sold	VF CORP UNSOLICITED Other fees and charges \$.07		-21.000	149.93	3,148.46	
		Average Priced Trade ▶ SYMBOL VFC ▶ CUSIP NO. 918204108 ▶ Location of Execution: 09 ▶ Capacity: Agent					
Dec 28	Sold	VERZON COMMUNICATIONS INC UNSOLICITED Other fees and charges \$.11		-108.000	43.51	4,698.97	
		Average Priced Trade ▶ SYMBOL VZ ▶ CUSIP NO. 92343V104 ▶ Location of Execution: 09 ▶ Capacity: Agent					
Dec 28	Bought	VERTEX PHARMACEUTICAL INC UNSOLICITED		45.000	42.494300	-1,912.24	
		Average Priced Trade ▶ SYMBOL VRTX ▶ CUSIP NO. 92532F100 ▶ Location of Execution: 09 ▶ Capacity: Agent					
Dec 28	Sold	WAL MART STORES INC UNSOLICITED Other fees and charges \$.05		-31.000	68.69	2,129.34	
		Average Priced Trade ▶ SYMBOL WMT ▶ CUSIP NO. 931142103 ▶ Location of Execution: 09 ▶ Capacity: Agent					
Dec 28	Sold	WELLS FARGO & CO NEW UNSOLICITED Other fees and charges \$.10		-135.000	34.403800	4,644.41	
		Average Priced Trade ▶ SYMBOL WFC ▶ CUSIP NO. 949746101 ▶ Location of Execution: 09 ▶ Capacity: Agent					
Dec 28	Sold	WEYERHAEUSER CO UNSOLICITED Other fees and charges \$.05		-85.000	28.38	2,412.25	
		Average Priced Trade ▶ SYMBOL WY ▶ CUSIP NO. 962166104 ▶ Location of Execution: 09 ▶ Capacity: Agent					
Dec 28	Dividend	CATERPILLAR INC PAID ON 43				22.36	5,811.54
Dec 31		Closing cash and money balance					\$5,811.54
		Proceeds from investment transactions					\$98,099.32
		Funds used for investment transactions					-\$92,288.20
		Securities transferred in					
					\$101,853.01		

Money balance activities	Date	Activity	Description	Amount (\$)
	Nov 30	Balance forward		\$0.00
	Dec 31	Bought	RMA MONEY MKT PORTFOLIO	5,811.54
	Dec 31	Closing RMA Money Mkt Portfolio		\$5,811.54

The RMA Money Market Portfolio is your primary sweep option



ACCESS
December 2012

Account name: LYONS-SMITH FAMILY
Friendly account name: Snow All Val
Account number: K: 5780

Your Financial Advisor:
SMITH, LAWRENCE
714-256-5400/800-356-8942

LYONS-SMITH FAMILY FOUNDATION
2012 FORM 990-PF -- SCHEDULE B, PART II

61-6337565

Your assets (continued)

Your total assets

Cash	Value on Dec 31 (\$)	Percentage of your account	Cost basis (\$)	Estimated annual income (\$)	Unrealized gain or loss (\$)
Equities					
Common stock	102,463.89	100.00%	59,504.76	633.00	42,959.13
Total	\$102,463.89	100.00%	\$59,504.76	\$633.00	\$42,959.13

¹ Values in Cash and money balances exclude any outstanding margin loan or unsecured debit balance. These balances are reflected as liabilities in the balance sheet section of the statement.

Account activity this month

For more information about the price/value shown for restricted securities, see Important information about your statement at the end of this document.

Date	Activity	Description	Your expense code	Quantity/ Face value	Price/Value (\$)	Cash amount (\$)	Cash and money balance (\$)
Nov 30		Cash and money balance					\$0.00
Dec 18	Transfer	AFFILIATED MANAGERS GROUP FM KF 90343 4100		59 000	7,784.46		
Dec 18	Transfer	ALEXION PHARMACEUTICALS INC FM KF 90343 4100		22 000	2,140.38		
Dec 18	Transfer	ALEXION PHARMACEUTICALS INC FM KF 90343 4100		40 000	3,891.60		
Dec 18	Transfer	ALEXION PHARMACEUTICALS INC FM KF 90343 4100		48 000	4,669.92		
Dec 18	Transfer	AMAZON COM INC FM KF 90343 4100		8 000	2,083.20		
Dec 18	Transfer	AMAZON COM INC FM KF 90343 4100		20 000	5,208.00		
Dec 18	Transfer	APPLE INC FM KF 90343 4100		10 000	5,339.00		
Dec 18	Transfer	APPLE INC FM KF 90343 4100		10 000	5,339.00		
Dec 18	Transfer	APPLE INC FM KF 90343 4100		19 000	10,144.10		
Dec 18	Transfer	BIOMERIE INC FM KF 90343 4100		28 000	4,295.76		
Dec 18	Transfer	COGNIZANT TECH SOLUTIONS CRP FM KF 90343 4100		35 000	2,599.10		
Dec 18	Transfer	COGNIZANT TECH SOLUTIONS CRP FM KF 90343 4100		70 000	5,198.20		
Dec 18	Transfer	CAMERON INTL CORP FM KF 90343 4100		127 000	7,216.14		
Dec 18	Transfer	CITRIX SYSTEMS INC FM KF 90343 4100		85 000	5,714.80		

STOCK TRANSFERRED IN

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ACCESS
December 2012

Account name: LYONS-SMITH FAMILY
Friendly account name: Snow All Val
Account number: KF 5780

Your Financial Advisor:
SMITH, LAWRENCE
714-256-5400/800-356-8942

Account activity this month (continued)

Date	Activity	Description	Your expense code	Quantity/ Face value	Price/Value (\$)	Cash amount (\$)	Cash and money balance (\$)
Dec 18	Transfer	EBAY INC FM KF 90343 4100		158 000	8,201 78		
Dec 18	Transfer	MONSANTO CO NEW FM KF 90343 4100		70 000	6,447 00		
Dec 18	Transfer	PERRIGO COMPANY FM KF 90343 4100		33 000	3,423 42		
Dec 18	Transfer	PRICELINE COM INC NEW FM KF 90343 4100		6 000	3,796 44		
Dec 18	Transfer	UNION PACIFIC CORP FM KF 90343 4100		8 000	1,017 28		
Dec 18	Transfer	VISA INC CL A FM KF 90343 4100		61 000	9,193 92		
Dec 27	Fee Charged	INITIAL FEE				-13 80	
Dec 31		Closing cash and money balance					-13 80
		Securities transferred in			\$103,703.50		-\$13.80

Stock
TRANSFERRED
IN

Unsettled transaction activity

The following transaction(s) are pending settlement

Trade date	Settlement date	Activity	Description	Quantity	Price / Value (\$)	Amount (\$)
Dec 27, 12	Jan 02, 13	Sold	AFFILIATED MANAGERS GROUP UNSOLICITED	-59 000	127 64	7,530 59
Dec 27, 12	Jan 02, 13	Bought	AGILENT TECHNOLOGIES INC UNSOLICITED	80 000	40 25	-3,220 00
Dec 27, 12	Jan 02, 13	Sold	ALEXION PHARMACEUTICALS INC UNSOLICITED	-110 000	92 326200	10,155 65
Dec 27, 12	Jan 02, 13	Bought	ABERCROMBIE & FITCH CO CL A UNSOLICITED	60 000	45 356800	-2,721 41
Dec 27, 12	Jan 02, 13	Sold	AMAZON.COM INC UNSOLICITED	-28 000	244 26	6,839 13
Dec 27, 12	Jan 02, 13	Bought	ASPEN INSURANCE HOLDINGS LTD ORD UNSOLICITED	65 000	31 699900	-2,060 49
Dec 27, 12	Jan 02, 13	Bought	ARCHER DANIELS MIDLAND CO UNSOLICITED	75 000	27 36	-2,052 00
Dec 27, 12	Jan 02, 13	Sold	APPLE INC UNSOLICITED	-39 000	505 420100	19,710 94
Dec 27, 12	Jan 02, 13	Bought	ATLAS AIR WORLDWIDE HOLDINGS INC NEW UNSOLICITED	60 000	43 94	-2,636 40
Dec 27, 12	Jan 02, 13	Bought	AVERY DENNISON CORP UNSOLICITED	75 000	34 599900	-2,594 99
Dec 27, 12	Jan 02, 13	Bought	AVNET INC UNSOLICITED	85 000	30 31	-2,576 35
Dec 27, 12	Jan 02, 13	Bought	BARNES GROUP INC UNSOLICITED	145 000	21 954200	-3,183 36
Dec 27, 12	Jan 02, 13	Bought	BAKER HUGHES INC UNSOLICITED	80 000	39 66	-3,172 80

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**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	LYONS-SMITH FAMILY FOUNDATION	61-6337565
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	22536 RIDGE LINE RD.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	DIAMOND BAR, CA 91765	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

COPY

- The books are in the care of ► NANCY A. LYONS, PRESIDENT

Telephone No. ► (909) 860-2450FAX No. ► CA 5/13/2013

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 20 12 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2013)