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

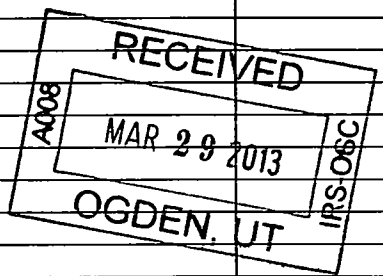
Department of the Treasury
Internal Revenue Service

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

For calendar year **2012** or tax year beginning , **2012**, and ending , **20**

Name of foundation THE LYONS FOUNDATION		A Employer identification number 74-6038717
Number and street (or P O box number if mail is not delivered to street address) 1202A DAIRY ASHFORD		B Telephone number (see instructions) (281) 497-0332 EXT 302
Room/suite		C If exemption application is pending, check here <input type="checkbox"/>
City or town, state, and ZIP code HOUSTON, TX 77079-3004		
G Check all that apply	<input type="checkbox"/> Initial return	D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
	<input type="checkbox"/> Final return	
	<input type="checkbox"/> Address change	
H Check type of organization	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
	<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 12,449,651.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
	<input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	20.	20.		ATCH 1
	4 Dividends and interest from securities	322,639.	322,639.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)	1,358,630.			
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a 5,704,620.		1,358,630.		
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)	409,873.	409,873.			
11 Other income (attach schedule) ATCH 3	2,091,162.	2,091,162.			
12 Total. Add lines 1 through 11					
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 4	13,120.	10,620.		2,500.
	b Accounting fees (attach schedule) ATCH 5	34,000.	31,500.		2,500.
	c Other professional fees (attach schedule) *	75,513.	75,513.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 7	8,959.	1,890.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 8	509.	509.		
	24 Total operating and administrative expenses. Add lines 13 through 23	132,101.	120,032.		5,000.
	25 Contributions, gifts, grants paid	647,000.			647,000.
26 Total expenses and disbursements. Add lines 24 and 25	779,101.	120,032.	0	652,000.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,312,061.				
b Net investment income (if negative, enter -0-)		1,971,130.			
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	190,584.	288,483.	288,483.	
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 9	8,731,044.	10,076,077.	10,972,464.	
	c	Investments - corporate bonds (attach schedule) ATCH 10	1,226,059.	1,095,188.	1,188,704.	
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶ ATCH 11)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	10,147,687.	11,459,748.	12,449,651.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	2,599,382.	2,599,382.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds	7,548,305.	8,860,366.			
30	Total net assets or fund balances (see instructions)	10,147,687.	11,459,748.			
31	Total liabilities and net assets/fund balances (see instructions)	10,147,687.	11,459,748.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	10,147,687.
2	Enter amount from Part I, line 27a	2	1,312,061.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	11,459,748.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,459,748.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,358,630.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	{ }	3	0

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

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

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

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	605,531.	11,903,738.	0.050869
2010	556,581.	10,943,959.	0.050857
2009	503,000.	9,697,930.	0.051867
2008	653,519.	12,391,563.	0.052739
2007	684,500.	14,380,191.	0.047600
2	Total of line 1, column (d)		2 0.253932
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 0.050786
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4 12,410,616.
5	Multiply line 4 by line 3		5 630,286.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 19,711.
7	Add lines 5 and 6		7 649,997.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions		8 652,000.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax under section 511', 'Credits/Payments', and 'Tax due'. Total tax due is 14,111.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Columns include question number, 'Yes', and 'No'. Questions cover political activities, tax on political expenditures, and state reporting requirements.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of STORMS & CRITZ (SUE HILL) Telephone no (281) 497-0332
Located at 1202A DAIRY ASHFORD, HOUSTON, TX ZIP+4 77079-3004
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 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? Yes No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 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) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **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? Yes No **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
ATCH 12		0	0	0

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

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

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

Part 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		0

Total number of others receiving over \$50,000 for professional services ▶

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 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	11,722,025.
b	Average of monthly cash balances	1b	404,429.
c	Fair market value of all other assets (see instructions)	1c	473,156.
d	Total (add lines 1a, b, and c)	1d	12,599,610.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	12,599,610.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	188,994.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,410,616.
6	Minimum investment return. Enter 5% of line 5	6	620,531.

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	620,531.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	19,711.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	19,711.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	600,820.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	600,820.
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	600,820.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	652,000.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	652,000.
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	19,711.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	632,289.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				600,820.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10, 20 09, 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008 44,503.				
c From 2009 20,851.				
d From 2010 16,221.				
e From 2011 21,282.				
f Total of lines 3a through e	102,857.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 652,000.				
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				600,820.
e Remaining amount distributed out of corpus	51,180.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	154,037.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	154,037.			
10 Analysis of line 9				
a Excess from 2008 44,503.				
b Excess from 2009 20,851.				
c Excess from 2010 16,221.				
d Excess from 2011 21,282.				
e Excess from 2012 51,180.				

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

Empty box for ruling date

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(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

Table with columns: Tax year (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 85% of line 2a, Qualifying distributions from Part XII, and alternative tests (Assets, Endowment, Support).

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).

ATTACHMENT 13

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

N/A

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

Check here [] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds

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

N/A

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

ATCH 14

c Any submission deadlines:

ATCH 15

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

ATCH 16

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>ATCH 17</p>				
Total ▶ 3a				647,000.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Other investment income, Gain or loss from sales, and Subtotal.

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.

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

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

Table with 2 columns: Yes, No. Rows for 1a(1), 1a(2), 1b(1), 1b(2), 1b(3), 1b(4), 1b(5), 1b(6), 1c.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. All cells contain N/A.

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

b If "Yes," complete the following schedule

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

Sign Here Under penalties of perjury I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee, Date 3/13/13, Title PRESIDENT.

May the IRS discuss this return with the preparer shown below (see instructions)? X Yes No

Paid Preparer Use Only Print/Type preparer's name JOHN W. STORMS, Preparer's signature, Date 3/13/13, Check self-employed, PTIN P01251063, Firm's name STORMS & CRITZ, Firm's address 1202A DAIRY ASHFORD HOUSTON, TX, Firm's EIN 76-0249438, Phone no 281-497-0332.

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					128,145.	
24.		LITIGATION SETTLEMENT PROPERTY TYPE: SECURITIES				P	VARIOUS 24.	VARIOUS
518,283.		VAR SEC.-CHAMPION ADVISORS-SCHWAB-SEE SC PROPERTY TYPE: SECURITIES 469,374.				P	VARIOUS 48,909.	VARIOUS
5,058,168.		VAR SEC.-CHAMPION ADVISORS-SCHWAB-SEE SC 3,876,616.					VARIOUS 1,181,552.	VARIOUS
TOTAL GAIN(LOSS)							<u>1,358,630.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BANK OF TEXAS	20.	20.
TOTAL	<u>20.</u>	<u>20.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST/DIVIDENDS - MERRILL LYNCH	57,451.	57,451.
INTEREST/DIVIDENDS - CHARLES SCHWAB	265,188.	265,188.
TOTAL	<u>322,639.</u>	<u>322,639.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ROYALTY INCOME (GROSS)	412,293.	412,293.
EXPENSES ATTRIBUTABLE TO ROYALTIES	-2,420.	-2,420.
TOTALS	<u>409,873.</u>	<u>409,873.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
VORYS, SATER ETAL	13,120.	10,620.		2,500.
TOTALS	<u>13,120.</u>	<u>10,620.</u>		<u>2,500.</u>

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
STORMS & CRITZ-2009 990PF/ACCT	34,000.	31,500.		2,500.
TOTALS	<u>34,000.</u>	<u>31,500.</u>		<u>2,500.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT FEES-BRIGGS/CHAMPIO	75,513.	75,513.
TOTALS	<u>75,513.</u>	<u>75,513.</u>

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES-INVEST. INCOME	1,890.	1,890.
FEDERAL EXCISE TAXES	7,069.	
TOTALS	<u>8,959.</u>	<u>1,890.</u>

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OFFICE/DELIVERY/POSTAGE/TEL. STORAGE	405. 104.	405. 104.
TOTALS	<u>509.</u>	<u>509.</u>

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE SCHEDULE ATTACHED	8,731,044.	10,076,077.	10,972,464.
TOTALS	<u>8,731,044.</u>	<u>10,076,077.</u>	<u>10,972,464.</u>

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 FORM 990 PF, PART II - CORPORATE STOCK

	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
Accenture Ltd/CL A/3000	116,229	0	0
AES Trust III/2500	122,384	0	0
Altria (Phillip Morris) Co/3000	49,760	0	0
Apache Corp/800	18,967	0	0
AT&T/3500	111,195	0	0
Bank of America Corp/3,000	122,382	0	0
Caterpillar Inc/1500	78,973	0	0
Celgene Corp/Com/1500	92,480	0	0
Chevron Corporation/1700	105,388	0	0
Chicago Brdg & Iron Company NV/3000	105,305	0	0
Cisco Systems/5000	135,897	0	0
Deere Co/1900	145,773	0	0
DFA Emerging Mkt/Core Equity Port/12508.5350	84,504	228381	255174
DFA Emerging Mkt/Small Cap Port/8792.8520	69,757	173400	186145
DFA Emerging Mkt/Value Port/6106.4350	66,876	173765	182216
DFA Emerging Mkt Port/9596.7010	97,527	245867	264293
DFA Enhanced US Large Co Port/125829.3850	373,330	1026079	1179021
DFA Intl Core Equity Port/75920.1340	281,371	727992	809309
DFA Intl Small Cap Value Port/21183.6550	124,310	307649	338515
DFA Intl Small Co Port/34151.4090	187,076	496379	544032
DFA Intl Value Port/29837.2170	176,894	449959	495298
DFA Intl Vector Equity Port/37880.250	132,856	340043	373499
DFA Large Cap Intl Port/28100.9010	187,698	487280	540661
DFA Short Term Extended Quality Port Instl/18583.7660	194,123	198311	202749
DFA US Core Equity 2 Port/78448.5170	310,156	843076	955503
DFA US Large Cap Value Port/31444.3410	242,213	615394	720075
DFA US Small Cap Port/53315.240	376,106	1098616	1208656
DFA Targeted Value Port/42971.5410	242,402	672647	730946
DFA Five Year Global Fixed Inc Port/27679.5740	303,268	310935	308627
DFA Five Year Govt Port/27636.8480	295,527	300739	297649
DFA One Year Fix Inc Port/68799.2070	425,899	711509	710008
DFA Two Year Global Fixed Inc Port/29483.7850	296,716	300915	296017
DFA Sctively Hedged Global Fix Inc/36530.3340	358,051	367140	374071
Dominion Resources Inc New VA/3000	112,010	0	0
Dow Chemical Co/4500	126,174	0	0
Express Scripts Inc.Com/1700	59,061	0	0
Exxon Mobil Corp/1500	9,869	0	0
Federal Express/1700	151,777	0	0
Ford Motor Company/2400	0	0	0
Freeport McMoran Copper & Gold/2000	91,164	0	0
General Electric/3500	4,805	0	0

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FORM 990 PF, PART II - CORPORATE STOCK

	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
Google Inc CL A/250	132,385	0	0
Hewlett Packard Co/3000	0	0	0
Hologic, Inc/3000	93,838	0	0
Home Depot/3000	111,988	0	0
IBM Corp/800	96,934	0	0
International Paper Company/5000	141,507	0	0
Metlife Inc./6.375%/Common Equity Units	162,186	0	0
Nestle SA Sponsored ADR Repstg Switz/2500	117,891	0	0
Novo Nordisk AS ADR/1500	172,831	0	0
Oceaneering International Inc/3000	89,719	0	0
Pepsico Inc/1300	38,083	0	0
Phillip Morris Company/1100	55,557	0	0
Procter & Gamble/2000	88,257	0	0
Schlumberger, Ltd/1000	31,044	0	0
Simon Property Group DEL/1201	89,777	0	0
Southern Company/3000	62,428	0	0
TEVA Pharmactcl INDS ADR/2500	0	0	0
Tiffany & Co New/1500	108,575	0	0
Toyota Motor Corp/500	0	0	0
Union Facific Corp/1700	129,596	0	0
Visa, Inc/1700	134,730	0	0
Whole Foods Mkt, Inc/Com/1800	68,435	0	0
XL Capital, Ltd/1807	129,932	0	0
Yum Brands/3000	89,097	0	0
TOTAL STOCKS	8,731,044	10076077	10972464

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE SCHEDULE ATTACHED	1,226,059.	1,095,188.	1,188,704.
TOTALS	<u>1,226,059.</u>	<u>1,095,188.</u>	<u>1,188,704.</u>

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

NOTES AND BONDS	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
Amerenenergy Generating Ser H/7%/4/15/2018	57,778	57778	39875
Centerpoint Energy/5.95%/01/15/14	73,912	73912	78757
Comcast Corp/6.5%/01/15/15	77,746	77746	83597
Con-Way Inc/7.25%/01/15/18	109,000	109000	116204
Exelon Generation LLC/6.2%/10/01/17	76,592	76592	88833
General Electric Co GLB/5.25%/12/06/17	75,453	75453	88411
Goldman Sachs Group/5.625%/01/15/17	48,429	48429	54783
Home Depot/5.4%/3/01/16	71,599	71599	85711
HSBC Finance Corp/5.5%/01/19/16	48,534	48534	55857
Masco Corp/4.8%/06/15/15	75,953	75953	78582
May (Macy) Department Stores/7.45%/10/15/16	78,380	78380	90906
Nextera Energy Inc/2500	130,872	0	0
Quest Corp/7.625%/06/15/15/75000	84,413	84413	84959
Reliance Steel & Alum/6.2%/11/15/16	80,642	80642	85453
TECO Finance Inc/Bonds/7%/05/01/12	30,510	30510	36197
Temple-Inland/Step/0%/01/15/18	106,250	106250	120582
TOTAL CORPORATE NOTES AND BONDS	1,226,059	1,095,188	1188704

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

ATTACHMENT 12

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

GRAND TOTALS

0

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

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

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

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

990PF, PART XV - SUBMISSION DEADLINES

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

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE STATEMENT ATTACHED FOR DETAIL

NO RELATIONSHIPS
ALL EXEMPT ORGAN.

647,000.

TOTAL CONTRIBUTIONS PAID

647,000.

THE LYONS FOUNDATION
 EIN: 74-6038717
 2012 990PF, PART XV-3a

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

STATEMENT 17

<p>The Albert Schweitzer Fellowship, Inc. Jean Prados 3701 Kirby Dr., Suite 600 Houston, TX 77098 713.798.1045</p>	<p>\$5,000</p>	<p>Cal Ripken, Sr. Foundation SpringSpirit Baseball Program. Gus Comiskey, Jr. 5120 Woodway, Suite 6002 Houston, TX 77056 713.623.8700</p>	<p>\$5,000</p>
<p>American Cancer Society Betti Guzman 6301 Richmond Houston, TX 77057 713.706.5640 Capital Campaign</p>	<p>\$20,000</p>	<p>CanCare, Inc. Nancy Tucker 9575 Katy Freeway, Ste. 428 Houston, TX 77024 713.461.0028</p>	<p>\$20,000</p>
<p>Bo's Place Mary Beth Staine 10050 Buffalo Speedway Houston, TX 77054 713.942.8339</p>	<p>\$10,000</p>	<p>Casa de Esperanza de los Ninos, Inc. Kathleen Foster P.O. Box 66581 Houston, TX 77266-6581 713.529.0639</p>	<p>\$30,000</p>
<p>Boys & Girls Country of Houston Ginny E. Hargrave 18806 Roberts Road Hockley, TX 77447 281.351.4976</p>	<p>\$10,000</p>	<p>Cathedral Health & Outreach Ministries dba The Beacon Charly Weldon 1117 Texas Ave Houston, TX 77002 713.220.9737</p>	<p>\$5,000.00</p>
<p>Bridges To Life John Sage P. O. Box 19039 Houston, TX 77224-9039 713.463.7200</p>	<p>\$15,000</p>	<p>Child Advocates Sonya Galvan 2401 Portsmouth St., Suite 210 Houston, TX 77098 713.529.1396</p>	<p>\$40,000</p>

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Child Builders Trish King 3800 Buffalo Speedway, #310 Houston, TX 77098 713.400.1155	\$10,000	Communities in Schools, Houston Donna Wotkyns 1235 N. Loop West, Suite 300 Houston, TX 77008 713.654.1515	\$10,000
Children at Risk Robert Sanborn 2900 Wesleyan, Suite 400 Houston, TX 77027 713.869.7740 Returned 2011	\$10,000 (\$30,000)	Cornerstone Recovery Kate Crady 6699 Portwest Dr, Suite 140 Houston, TX 77024 713.528.6720	\$5,000
Christian Community Serv.Center Michelle Shonbeck 3230 Mercer Houston, TX 77027 713. 961.3993	\$5,000	Covenant House-Texas Ronda G. Robinson,CEO 1111 Lovett Blvd Houston, TX 77006-3898 713.942.2564	\$10,000
CHRISTUS Foundation For Healthcare Les Cave - 713. 652.3100 P.O. Box 1919 Houston, TX 77251 Capital Campaign	\$10,000	Depression & Bipolar Support Alliance Greater Houston Mary Collins, President 3800 Buffalo Speedway, #300 Houston, TX 77098 713.600.1131	\$5,000
City Wide Club Leroy Woodard P.O. Box 8446 Houston, TX 77288 713.752.2582	\$5,000	Elves & More Rebecca Roberts 2200 Louetta Rd. Spring, TX 77388 281.907.0071	\$5,000
Collaborative for Children Carol Shattuck 1111 N. Loop West, Suite 600 Houston, TX 77008 713.600.1175	\$10,000	Family Services Center at Houston & Harris Co/Family Service Center David Dunlap 3815 Montrose, Suite 200 Houston, TX 77008 713. 802.7860	\$5,000

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Fourth Ward Clinic/Good Neighbor Healthcare Ctr. Janet Donath 190 Heights Blvd Houston, TX 77007 713.387.7140	\$15,000	Houston-Harris County Hosp. Dist.Found. David Lopez 2525 Holly Hall Houston, TX 77054 Capital Campaign	\$10,000
Houston Achievement Place Paul Gilford, Director 245 W. 17th St. Houston, TX 77008 713.868.1943	\$10,000	(Houston-Harris County Immunization Registry) dba The Immunization Partnership Anna Dragsbaek P.O. Box 2709 Cypress, TX 77410 281.400.3689	\$5,000
Houston Community Health Centers dba VECINO Health Centers Daniel Montez 424 Hahlo Houston, TX 77020 713. 674.3326 Capital Campaign	\$20,000	Interfaith Ministries for Gr. Houston Doug Shadle 3217 Montrose Blvd Houston, TX 77004 713.533.4903	\$6,000
Houston Compass, Inc. Cynthia Brannon 1117 Texas Avenue Houston, TX 77025 713.229.8319	\$5,000	The Joy Development School Shara Bumgarner One Chelsea Blvd. Houston, TX 77006 713. 523.0660 Capital Campaign	\$10,000
Houston Ear Research Found. Jan Gilden 7737 Southwest Frwy, #630 Houston, TX 77074	\$5,000	Kids' Meals, Inc. Beth Braniff Harp 205 W. Crosstimbers Houston, TX 77018 713. 965.7440	\$15,000
Houston Food Bank Brian Greene 535 Portwall Houston, TX 77029 713.547.8669	\$10,000		

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Legacy Community Health Serv. Katy Caldwell 1116 Jackson Blvd. Houston, TX 77006 713.574.9716	\$10,000	Nehemiah Center, Inc. Tonia Labbe 5015 Fannin St. Houston, TX 77004 713.526.5015	\$10,000
Lone Star Family Health Ctr. Dr. Stephen McKerna 605 S. Conroe Medical Dr. Conroe, TX 77304 713.568.2832	\$10,000	Neighborhood Centers Inc. Karim Kafray 4500 Bissonnet, Suite 200 Bellaire, TX 77401 713.669.5338	\$15,000
Memorial Assistance Ministries Martha Macris 1625 Blalock Rd Houston, TX 77080-7320 713.574.7543	\$5,000	New Hope Housing, Inc. Joy Horak-Brown 1117 Texas Ave Houston, TX 77002 713.222.0290	\$10,000
Mental Health America of Greater Houston, Inc. Susan Fordice 2211 Norfolk, Suite 810 Houston, TX 77098 713.523.8963	\$10,000	Northwest Assistance Ministries Carole Little 15555 Kuykendahl Rd Houston, TX 77090 281.885.4555	\$5,000
Monarch Institute for Neurological Differences Marty F. Webb 2815 Rosefield Dr. Houston, TX 77080 713.906.1343 Capital Campaign	\$10,000	Open Door Mission Foundation John Melia 5803 Harrisburg Blvd Houston, TX 77011 713.921.7520	\$5,000
		Palmer Drug Abuse Program Danielle Lutz 840 Gessner, Suite 1300 Houston, TX 77024	\$5,000

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STATEMENT 17

Panther Creek Inspiration Ranch Sondra Himmer P.O. Box 130001 Spring, TX 77393 281.217.6025	\$5,000	Reasoning Mind Courtney Rogers 2000 Bering Dr., Ste. 300 Houston, TX 77057 832.255.2930	\$5,000
Pathways for Little Feet Robin Ferris 8 Greenway Plaza, Suite 1000 Houston, TX 77046 713.860.4981	\$5,000	Ronald McDonald/Houston Leslie Bourne 1907 Holcombe Blvd Houston, TX 77030 713.795.3500	\$15,000
Prison Entrepreneurship Program Bert Smith PO Box 926274 Houston, TX 77292-6274 281.779.2109	\$5,000	The Rose Dorothy Gibbons 12700 North Featherwood #260 Houston, TX 77034 281.464.5123	\$5,000
Protestant Episcopal Church in USA "Camp Allen" George Dehan 18800 FM 362 Navasota, TX 77868 936.825.7175	\$5,000	Search Homeless Services Mitzi Barlett 2505 Fannin Houston, TX 77002 713.276.3065	\$10,000
Protestant Episcopal Church/ St. Thomas High School Rev. Ronald Schwenger, Pres. 4500 Memorial Dr. Houston, TX 77007-7332 713.864.6348 Capital Campaign	\$20,000	Sight Into Sound Mary F. Johnston 3935 Essex Lane Houston, TX 77027 713.622.2767	\$6,000
Pro-Vision Educational Serv. Inc. Roynell Young 4590 Wilmington Houston, TX 77051 713.748.0030	\$5,000	Star of Hope Mission Henry L. Rush 6897 Ardmore St Houston, TX 77054 713.748.0700 Capital Campaign	\$10,000

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St. James House of Baytown Tom Zwicker 5800 West Baker Road Baytown, TX 77520-1618 281.450.8471	\$5,000	United States Conference of Catholic Bishops/ St. Agnes Academy Sr. Jane Meyer, O.P. 9000 Bellaire Blvd Houston, TX 77036-4683 (713) 219-5481 Capital Campaign	\$10,000
Teach For America Brad Leon 2 Greenway Plaza, Ste. 500 Houston, TX 77046 713.523.4100	\$10,000	United States Conference of Catholic Bishops/St. Dominic Village- Steven Reiter 2401 Holcombe Blvd Houston, TX 77021 713.741.8722	\$5,000
Texas Children's Hospital Frank Stowell 1919 South Braeswood Houston, TX 77030 832.824.6864	\$10,000	University of Houston/NonProfit Leadership Alliance-Graduate College of Social Work/The David M. Underwood Endowment Ira Colby 110HA Social Work Bldg. Houston, TX 77024-4013 713.743.3599	\$10,000
United States Conference of Catholic Bishops/Duchesne of the Sacred Heart Sister Jan Dunn 7330 Westview Dr. Houston, TX 77055 713.682.8383 Capital Campaign	\$10,000	The Women's Home Paula Paust 607 Westheimer Houston, TX 77006-3915 713.328.1975	\$15,000
United States Conference of Catholic Bishops/ San Jose Clinic Paule Anne Lewis 9000 Bellaire Houston, TX 77036-4683 713.219.5481	\$40,000	Yes Prep Public Schools, Inc. William Durbin 6201 Bonhomme Rd, Ste 168-N Houston, TX 77036 713.967.9037	\$10,000
		TOTAL:	<u>\$647,000</u>

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust THE LYONS FOUNDATION	Employer identification number 74-6038717
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Note: Form 5227 filers need to complete only Parts I and II

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b 48,909.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back					5 48,909.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 1,181,576.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9 128,145.
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back					12 1,309,721.

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

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		48,909.
14	Net long-term gain or (loss):			
a	Total for year	14a		1,309,721.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14	15		1,358,630.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21	
22	Subtract line 21 from line 20 If zero or less, enter -0-	22	
23	Subtract line 22 from line 17 If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,400	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30; go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

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

Realized Gains and Losses
 From 12/31/2011 to 12/31/2012

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

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

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Original Cost Basis	Short Term Gains (Loss)	Long Term Gains (Loss)	Total Gains (Loss)	Sell Method
Accenture, P L C	05/02/2007	05/09/2012	100 0000	5,958 67	3,922 18		2,036 49	2,036 49	First In Firs
Accenture, P L C	05/02/2007	05/09/2012	100 0000	5,958 67	3,922 18		2,036 49	2,036 49	First In Firs
Accenture, P L C	05/02/2007	05/09/2012	100 0000	5,958 66	3,922 18		2,036 48	2,036 48	First In Firs
			300.0000	17,876 00	11,766 54		6,109 46	6,109 46	
Accenture, P L C	05/02/2007	05/09/2012	100 0000	5,958 68	3,922 18		2,036 50	2,036 50	First In Firs
Accenture, P L C	05/02/2007	05/09/2012	100 0000	5,958 99	3,922 18		2,036 81	2,036 81	First In Firs
Accenture, P L C	05/02/2007	05/09/2012	300 0000	17,876 00	11,766 53		6,109 47	6,109 47	First In Firs
Accenture, P L C	05/02/2007	05/09/2012	400 0000	23,835 08	15,688 71		8,146 37	8,146 37	First In Firs
Accenture, P L C	05/02/2007	05/09/2012	800 0000	47,670 15	31,377 43		16,292 72	16,292 72	First In Firs
Accenture, P L C	11/05/2007	05/09/2012	1,000 0000	59,587 69	37,785 35		21,802 34	21,802 34	First In Firs
			1,800 0000	107,257 84	69,162 78		38,095 06	38,095 06	
			3,000 0000	178,762 59	116,228 92		62,533 67	62,533 67	
AES Corp - Preferred C	09/15/2006	05/09/2012	100 0000	4,951 63	4,893 45		58 18	58 18	First In Firs
AES Corp - Preferred C	09/15/2006	05/09/2012	100.0000	4,951 63	4,893 45		58 18	58 18	First In Firs
			200.0000	9,903 26	9,786 90		116 36	116 36	
AES Corp - Preferred C	09/15/2006	05/09/2012	100 0000	4,952 33	4,893 45		58 88	58 88	First In Firs
AES Corp - Preferred C	09/18/2006	05/09/2012	1,800 0000	89,141 97	88,254 31		887 66	887 66	First In Firs
AES Corp - Preferred C	02/15/2007	05/09/2012	100 0000	4,952 33	4,862 34		89 99	89 99	First In Firs
AES Corp - Preferred C	02/15/2007	05/09/2012	200 0000	9,904 66	9,724 67		179 99	179 99	First In Firs
			2,200 0000	108,951 29	107,734 77		1,216 52	1,216 52	

Realized Gains and Losses
From 12/31/2011 to 12/31/2012

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

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

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Original Cost Basis	Short Term Gains (Loss)	Long Term Gains (Loss)	Total Gains (Loss)	Sell Method
AES Corp - Preferred C	02/15/2007	05/09/2012	100 0000	4,951 63	4,862 34		89 29	89 29	First In Firs
			2,500 0000	123,806 18	122,384 01		1,422 17	1,422 17	
Altria Group, Inc.	11/21/1995	05/09/2012	200 0000	6,379 26	1,403 97		4,975 29	4,975 29	First In Firs
Altna Group, Inc.	11/21/1995	05/09/2012	300 0000	9,589 50	2,105 96		7,483 54	7,483 54	First In Firs
Altna Group, Inc.	05/02/2007	05/09/2012	500 0000	15,949 15	10,585 13		5,364 02	5,364 02	First In Firs
Altria Group, Inc.	08/03/2009	05/09/2012	2,000 0000	63,796 60	35,664 35		28,132 25	28,132 25	First In Firs
			2,800 0000	89,315 25	48,355 44		40,959 81	40,959 81	
			3,000 0000	95,894 51	49,759 41		45,935 10	45,935 10	
Apache Corp	09/13/1999	05/09/2012	100 0000	8,713 49	2,370 92		6,342 57	6,342 57	First In Firs
Apache Corp	09/13/1999	05/09/2012	100 0000	8,712 78	2,370 91		6,341 87	6,341 87	First In Firs
Apache Corp	09/13/1999	05/09/2012	100 0000	8,712 78	2,370 91		6,341 87	6,341 87	First In Firs
Apache Corp	09/13/1999	05/09/2012	100 0000	8,712 80	2,370 92		6,341 88	6,341 88	First In Firs
			300 0000	26,138 36	7,112 74		19,025 62	19,025 62	
Apache Corp	09/13/1999	05/09/2012	100 0000	8,713 28	2,370 92		6,342 36	6,342 36	First In Firs
Apache Corp	09/13/1999	05/09/2012	100 0000	8,711 78	2,370 91		6,340 87	6,340 87	First In Firs
Apache Corp	09/13/1999	05/09/2012	100 0000	8,712 78	2,370 92		6,341 88	6,341 88	First In Firs
Apache Corp	09/13/1999	05/09/2012	100 0000	8,711 78	2,370 91		6,340 87	6,340 87	First In Firs
			800 0000	69,701 47	18,987 32		50,734 15	50,734 15	
AT&T, Inc	08/03/2006	05/09/2012	2,500 0000	82,321 77	77,179 48		5,142 31	5,142 31	First In Firs
AT&T, Inc.	11/02/2006	05/09/2012	1,000 0000	32,928 70	34,015 35		(1,086 65)	(1,086 65)	First In Firs
			3,500 0000	115,250 47	111,194 81		4,055 66	4,055 66	
Bank of America Corp	05/12/2003	05/09/2012	500 0000	3,883 92	18,605 67		(14,721 75)	(14,721 75)	First In Firs
Bank of Amenca Corp	05/12/2003	05/09/2012	1,000 0000	7,787 84	37,211 34		(29,443 50)	(29,443 50)	First In Firs

Realized Gains and Losses
From 12/31/2011 to 12/31/2012

THE LYONS FOUNDATION CHARITY NON-PROFIT Acct # 6778-6534

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

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Original Cost Basis	Short Term Gains (Loss)	Long Term Gains (Loss)	Total Gains (Loss)	Sell Method
Bank of America Corp	08/05/2003	05/09/2012	1,000 0000	7,767 84	40,470 35		(32,702 51)	(32,702 51)	First In Firs
Bank of America Corp	08/03/2008	05/09/2012	500 0000	3,883 92	26,095 35		(22,211 43)	(22,211 43)	First In Firs
			2,500 0000	10,419 60	103,777 04		(84,357 44)	(84,357 44)	
			3,000 0000	23,303 52	122,382 71		(99,078 19)	(99,078 19)	
Caterpillar, Inc.	01/31/2005	05/09/2012	1,000 0000	98,260 88	44,540 35		51,720 53	51,720 53	First In Firs
Caterpillar, Inc.	08/01/2008	05/09/2012	500 0000	48,130 44	34,432 35		13,698 09	13,698 09	First In Firs
			1,500 0000	144,391 32	78,972 70		65,418 62	65,418 62	
Celgene Corp	11/01/2010	05/09/2012	100 0000	7,047 34	6,165 36		881 98	881 98	First In Firs
Celgene Corp	11/01/2010	05/09/2012	100 0000	7,047 35	6,165 36		881 99	881 99	First In Firs
			200 0000	14,094 69	12,330 72		1,763 97	1,763 97	
Celgene Corp	11/01/2010	05/09/2012	100 0000	7,047 34	6,165 35		881 99	881 99	First In Firs
Celgene Corp	11/01/2010	05/09/2012	100 0000	7,047 35	6,165 36		881 99	881 99	First In Firs
			200 0000	14,094 69	12,330 71		1,763 98	1,763 98	
Celgene Corp	11/01/2010	05/09/2012	100 0000	7,047 44	6,165 35		882 09	882 09	First In Firs
Celgene Corp	11/01/2010	05/09/2012	900 0000	63,427 01	55,488 21		7,938 80	7,938 80	First In Firs
			1,000 0000	70,474 45	61,653 56		8,820 89	8,820 89	
Celgene Corp	11/01/2010	05/09/2012	100 0000	7,047 34	6,165 36		881 98	881 98	First In Firs
			1,500 0000	105,711 17	92,480 35		13,230 82	13,230 82	
Chevron Corp	09/15/2008	05/09/2012	1,700 0000	173,222 27	105,388 35		67,833 92	67,833 92	First In Firs
Chicago Bridge & Iron Co N V.	05/03/2007	05/09/2012	100 0000	4,060 71	3,510 15		550 56	550 56	First In Firs
Chicago Bridge & Iron Co N V.	05/03/2007	05/09/2012	100 0000	4,060 71	3,510 15		550 56	550 56	First In Firs
Chicago Bridge & Iron Co N V.	05/03/2007	05/09/2012	100 0000	4,060 71	3,510 15		550 56	550 56	First In Firs
Chicago Bridge & Iron Co N V.	05/03/2007	05/09/2012	100 0000	4,060 71	3,510 15		550 56	550 56	First In Firs
Chicago Bridge & Iron Co N V.	05/03/2007	05/09/2012	300 0000	12,182 15	10,530 48		1,651 69	1,651 69	First In Firs
			700 0000	28,424 99	24,571 06		3,853 93	3,853 93	

Realized Gains and Losses
From 12/31/2011 to 12/31/2012

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

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

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Original Cost Basis	Short Term Gains (Loss)	Long Term Gains (Loss)	Total Gains (Loss)	Sell Method
Chicago Bridge & Iron Co. N.V	05/03/2007	05/09/2012	100 0000	4,060 65	3,510 16		550 49	550 49	First In Firs
Chicago Bndge & Iron Co. N V	05/03/2007	05/09/2012	100 0000	4,060 76	3,510 15		550 61	550 61	First In Firs
Chicago Bndge & Iron Co N V	05/03/2007	05/09/2012	200 0000	8,121 42	7,020 31		1,101 11	1,101 11	First In Firs
Chicago Bridge & Iron Co N V	05/03/2007	05/09/2012	300 0000	12,182 14	10,530 46		1,651 68	1,651.68	First In Firs
			500 0000	20,303 56	17,550 77		2,752 79	2,752 79	
Chicago Bridge & Iron Co N V	05/03/2007	05/09/2012	300 0000	12,181 83	10,530 46		1,651 37	1,651 37	First In Firs
Chicago Bridge & Iron Co. N V	05/03/2007	05/09/2012	100 0000	4,060 61	3,510 15		550 48	550 48	First In Firs
Chicago Bridge & Iron Co N V	05/03/2007	05/09/2012	300 0000	12,182 13	10,530 46		1,651 67	1,651 67	First In Firs
Chicago Bridge & Iron Co N.V.	05/03/2007	05/09/2012	100 0000	4,060 81	3,510 15		550 66	550 66	First In Firs
Chicago Bridge & Iron Co N V	05/03/2007	05/09/2012	200 0000	8,121 62	7,020 31		1,101 31	1,101 31	First In Firs
			300 0000	12,182 43	10,530 46		1,651 97	1,651 97	
Chicago Bridge & Iron Co. N V	05/03/2007	05/09/2012	600 0000	24,364 86	21,060 92		3,303 94	3,303 94	First In Firs
			3,000 0000	121,821 82	105,304 59		16,517.23	16,517.23	
Cisco Systems, Inc.	02/01/2007	05/09/2012	4,400 0000	82,807 06	117,881 35		(35,074 29)	(35,074.29)	First In Firs
Cisco Systems, Inc.	08/02/2007	05/09/2012	600 0000	11,291 88	18,015.35		(6,723 47)	(6,723 47)	First In Firs
			5,000 0000	94,098 94	135,896 70		(41,797 76)	(41,797.76)	
Deere & Co.	11/01/2010	05/09/2012	200 0000	15,847.30	15,428 71		418 59	418 59	First In Firs
Deere & Co	11/01/2010	05/09/2012	1,300.0000	103,007 48	100,286 64		2,720 82	2,720 82	First In Firs
Deere & Co	11/07/2011	05/09/2012	400 0000	31,694 61	30,057 35	1,637.26		1,637.26	First In Firs
			1,700.0000	134,702.07	130,343 99	1,637.26	2,720 82	4,358 08	
			1,900 0000	150,549.37	145,772.70	1,637.26	3,139 41	4,776 67	
DFA Emerging Markets	05/06/2010	12/11/2012	358 7350	9,734 00	9,325 56		408 44	408 44	First In Firs

Realized Gains and Losses
From 12/31/2011 to 12/31/2012

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

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

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Original Cost Basis</u>	<u>Short Term Gains (Loss)</u>	<u>Long Term Gains (Loss)</u>	<u>Total Gains (Loss)</u>	<u>Sell Method</u>
DFA Emerging Markets Small-Cap	05/06/2010	12/11/2012	838 6980	13,514 00	12,221 96		1,292 04	1,292 04	First In Firs
DFA Enhanced U S Large Company	05/06/2010	12/11/2012	3,703 4880	35,015 00	26,335 27		8,679 73	8,679 73	First In Firs
DFA International Core Equity	05/06/2010	12/11/2012	3,706 5260	38,602 00	35,219 00		3,383 00	3,383 00	First In Firs
DFA International Small Company	05/06/2010	12/11/2012	908 4290	14,206 00	12,812.64		1,393 36	1,393.36	First In Firs
DFA International Small-Cap Value	05/06/2010	12/11/2012	1,412 3570	22,154 00	20,799 67		1,354 33	1,354 33	First In Firs
DFA International Value	05/06/2010	12/11/2012	1,929 9940	31,188 00	29,885 97		1,302 03	1,302 03	First In Firs
DFA International Vector Equity	05/06/2010	12/11/2012	1,701 2450	16,380 00	15,368 87		1,011 13	1,011 13	First In Firs
DFA Large-Cap International	05/06/2010	12/11/2012	1,588 8710	30,105 00	27,193 62		2,911 38	2,911 38	First In Firs
DFA U S Core Equity 2	05/06/2010	12/11/2012	2,765 3340	33,863 00	26,689 67		7,193 13	7,193.13	First In Firs
DFA U S Large-Cap Value	05/06/2010	12/11/2012	2,411 5990	54,868 00	43,659 52		11,208 48	11,208 48	First In Firs
DFA U S Small-Cap	05/06/2010	12/11/2012	1,533 0240	36,328 00	27,828 05		8,499 95	8,499 95	First In Firs
DFA U S Targeted Value	05/06/2010	12/11/2012	1,811 8410	28,703 00	23,392.95		5,310 05	5,310 05	First In Firs
Dominion Resources, Inc.	05/18/2001	05/09/2012	34 0000	1,763 81	1,318 54		445 27	445.27	First In Firs
Dominion Resources, Inc.	05/18/2001	05/09/2012	66 0000	3,423 86	2,559 52		864 34	864 34	First In Firs
			100 0000	5,187 67	3,878 06		1,309.61	1,309 61	
Dominion Resources, Inc.	05/18/2001	05/09/2012	34 0000	1,763 81	1,318 54		445 27	445.27	First In Firs
Dominion Resources, Inc.	05/18/2001	05/09/2012	66 0000	3,423 87	2,559 52		864 35	864 35	First In Firs
Dominion Resources, Inc.	05/18/2001	05/09/2012	100 0000	5,187 68	3,878 07		1,309 61	1,309 61	First In Firs
Dominion Resources, Inc.	05/18/2001	05/09/2012	100 0000	5,187 69	3,878 06		1,309 63	1,309 63	First In Firs
			300 0000	15,563 05	11,634.19		3,928 86	3,928 86	
Dominion Resources, Inc.	05/18/2001	05/09/2012	100 0000	5,187 65	3,878 06		1,309 59	1,309 59	First In Firs
Dominion Resources, Inc.	05/18/2001	05/09/2012	134 0000	6,951 63	5,196 61		1,755 02	1,755 02	First In Firs
Dominion Resources, Inc.	11/08/2002	05/09/2012	14 0000	726 28	426 25		300 04	300 04	First In Firs

Realized Gains and Losses
From 12/31/2011 to 12/31/2012

THE LYONS FOUNDATION CHARITY NON-PROFIT Acct #. 8778-6534

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

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Original Cost Basis</u>	<u>Short Term Gains (Loss)</u>	<u>Long Term Gains (Loss)</u>	<u>Total Gains (Loss)</u>	<u>Sell Method</u>
Dominion Resources, Inc.	11/08/2002	05/09/2012	352 0000	18,261 01	10,717 22		7,543 79	7,543 79	First In Firs
			500 0000	25,938 93	16,340 08		9,598 85	9,598 85	
Dominion Resources, Inc.	11/08/2002	05/09/2012	452 0000	23,448 79	13,781 88		9,686 91	9,686 91	First In Firs
Dominion Resources, Inc.	03/12/2008	05/09/2012	400 0000	20,751 15	16,154 54		4,596 61	4,596 61	First In Firs
Dominion Resources, Inc.	03/12/2008	05/09/2012	648 0000	33,618 85	28,170 36		7,446 49	7,446 49	First In Firs
			1,500 0000	77,816 79	56,088 78		21,730 01	21,730 01	
Dominion Resources, Inc.	03/12/2008	05/09/2012	400 0000	20,750 75	16,154 54		4,596 21	4,596 21	First In Firs
Dominion Resources, Inc.	03/12/2008	05/09/2012	100 0000	5,187 88	4,038 64		1,149 04	1,149.04	First In Firs
			3,000 0000	155,632 52	112,010 35		43,622 17	43,622.17	
Dow Chemical Co	02/02/2010	05/09/2012	4,000 0000	128,997 15	110,805 35		18,191 80	18,191 80	First In Firs
Dow Chemical Co	05/04/2010	05/09/2012	500 0000	16,124 65	15,369 10		755.55	755 55	First In Firs
			4,500 0000	145,121 80	126,174 45		18,947 35	18,947.35	
Express Scripts Holding Co	08/03/2009	05/09/2012	1,700 0000	92,540 38	59,060 84		33,479 54	33,479.54	First In Firs
Exxon Mobil Corp.	03/05/1988	05/09/2012	1,500 0000	125,212 74	9,870 00		115,342.74	115,342.74	First In Firs
FedEx Corp	05/04/2010	05/09/2012	100 0000	8,688 38	9,093 65		(405.29)	(405.29)	First In Firs
FedEx Corp	05/04/2010	05/09/2012	100 0000	8,688 38	9,093.65		(405 27)	(405.27)	First In Firs
FedEx Corp.	05/04/2010	05/09/2012	100 0000	8,688 88	9,093 65		(404.77)	(404.77)	First In Firs
FedEx Corp.	05/04/2010	05/09/2012	900 0000	78,199 92	81,842.80		(3,642.88)	(3,642 88)	First In Firs
FedEx Corp.	11/01/2010	05/09/2012	100.0000	8,688 88	8,750.12		(81 24)	(81.24)	First In Firs
			1,100 0000	95,577 68	99,686 57		(4,108 89)	(4,108 89)	
FedEx Corp	11/01/2010	05/09/2012	200 0000	17,377 78	17,500 23		(122.47)	(122 47)	First In Firs
FedEx Corp	11/07/2011	05/09/2012	100 0000	8,688 88	8,201 68	487 20		487 20	First In Firs
			300 0000	26,066 64	25,701 91	487.20	(122.47)	364 73	

Realized Gains and Losses
From 12/31/2011 to 12/31/2012

THE LYONS FOUNDATION CHARITY NON-PROFIT Acct # 8776-8534

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

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Original Cost Basis</u>	<u>Short Term Gains (Loss)</u>	<u>Long Term Gains (Loss)</u>	<u>Total Gains (Loss)</u>	<u>Sell Method</u>
FedEx Corp	11/07/2011	05/09/2012	100 0000	8,688 38	8,201 67	486 71		486 71	First In Firs
			1,700 0000	147,709 44	151,777 45	973 91	(5,041 92)	(4,068 01)	
Freeport McMoran Copper & Gold, Inc	08/01/2007	05/09/2012	2,000 0000	71,353 45	91,163 57		(19,810.12)	(19,810 12)	First In Firs
General Electric Co	04/15/1982	05/09/2012	95 0000	1,799 02	130 42		1,668 60	1,668 60	First In Firs
General Electric Co	04/15/1982	05/09/2012	3,405 0000	64,487 36	4,674 38		59,812 98	59,812 98	First In Firs
			3,500 0000	66,286 38	4,804.80		61,481 58	61,481 58	
Google, Inc.	02/02/2010	05/09/2012	210 0000	128,934 21	111,594 35		17,339 86	17,339 86	First In Firs
Google, Inc.	05/04/2010	05/09/2012	40 0000	24,558 90	20,790 55		3,768 35	3,768 35	First In Firs
			250 0000	153,493 11	132,384 90		21,108 21	21,108 21	
Hologic, Inc.	11/05/2007	05/09/2012	50 0000	848 43	1,874 57		(828.14)	(828 14)	First In Firs
Hologic, Inc.	11/05/2007	05/09/2012	1,950.0000	33,010 84	65,308 12		(32,297 28)	(32,297 28)	First In Firs
Hologic, Inc.	03/12/2008	05/09/2012	1,000 0000	16,928 64	28,855 35		(9,926 71)	(9,926 71)	First In Firs
			2,950 0000	49,939 48	92,163 47		(42,223 99)	(42,223.99)	
			3,000 0000	50,785 91	93,838 04		(43,052.13)	(43,052.13)	
Home Depot, Inc.	02/08/2011	05/09/2012	100 0000	5,026 69	3,732.93		1,293 76	1,293.76	First In Firs
Home Depot, Inc.	02/08/2011	05/09/2012	100 0000	5,028 70	3,732 93		1,293 77	1,293 77	First In Firs
			200 0000	10,053 39	7,465 86		2,587 53	2,587 53	
Home Depot, Inc	02/08/2011	05/09/2012	100.0000	5,026 61	3,732 93		1,293.68	1,293.68	First In Firs
Home Depot, Inc.	02/08/2011	05/09/2012	300 0000	15,079 82	11,198 78		3,881 04	3,881 04	First In Firs
Home Depot, Inc.	02/08/2011	05/09/2012	600 0000	30,160 13	22,397 57		7,762 56	7,762.56	First In Firs
Home Depot, Inc	02/08/2011	05/09/2012	400 0000	20,107 16	14,931 71		5,175 45	5,175 45	First In Firs

Realized Gains and Losses
From 12/31/2011 to 12/31/2012

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

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

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Original Cost Basis</u>	<u>Short Term Gains (Loss)</u>	<u>Long Term Gains (Loss)</u>	<u>Total Gains (Loss)</u>	<u>Sell Method</u>
Home Depot, Inc	02/08/2011	05/09/2012	700 0000	35,187 53	26,130 50		9,057 03	9,057 03	First In Firs
			1,100 0000	55,294 69	41,062 21		14,232 48	14,232 48	
Home Depot, Inc	02/08/2011	05/09/2012	700 0000	35,186 82	26,130 50		9,056 32	9,056 32	First In Firs
			3,000 0000	150,801 48	111,987 85		38,813 61	38,813 61	
International Business Machines Corp	11/02/2009	05/09/2012	100 0000	20,209 92	12,039 59		8,170 33	8,170 33	First In Firs
International Business Machines Corp	11/02/2009	05/09/2012	200 0000	40,419 05	24,079 19		16,339 86	16,339 86	First In Firs
International Business Machines Corp	11/02/2009	05/09/2012	100 0000	20,210 33	12,039 60		8,170 73	8,170 73	First In Firs
International Business Machines Corp	11/02/2009	05/09/2012	200 0000	40,420 66	24,079 19		16,341 47	16,341 47	First In Firs
			300 0000	60,630 99	36,118 79		24,512 20	24,512 20	
International Business Machines Corp	11/02/2009	05/09/2012	100 0000	20,209 52	12,039 59		8,169 93	8,169 93	First In Firs
International Business Machines Corp	02/02/2010	05/09/2012	100 0000	20,209 53	12,858 35		7,553 18	7,553 18	First In Firs
			200 0000	40,419 05	24,695 94		15,723 11	15,723 11	
			800 0000	161,679 01	96,933 51		64,745 50	64,745 50	
International Paper Co	08/03/2011	05/09/2012	97 0000	3,046 53	2,733 59	312 94		312 94	First In Firs
International Paper Co	08/03/2011	05/09/2012	98 0000	3,077 93	2,761 77	316 16		316 16	First In Firs
International Paper Co	08/03/2011	05/09/2012	3,805 0000	119,513 17	107,229 99	12,283 18		12,283 18	First In Firs
International Paper Co	11/07/2011	05/09/2012	1,000 0000	31,409 51	28,781 55	2,627 96		2,627 96	First In Firs
			4,805 0000	150,922 68	136,011 54	14,911 14		14,911 14	
			5,000 0000	157,047 14	141,508 90	15,540 24		15,540 24	
MetLife, Inc.	02/14/2007	05/09/2012	611 0000	20,827 71	41,027 89		(20,200 18)	(20,200 18)	First In Firs
MetLife, Inc.	02/14/2007	05/09/2012	735 0000	25,054 82	41,552 45		(16,497 83)	(16,497 83)	First In Firs
MetLife, Inc.	02/15/2007	05/09/2012	367 0000	12,510 26	24,483 66		(11,973 40)	(11,973 40)	First In Firs
MetLife, Inc.	02/15/2007	05/09/2012	441 0000	15,032 78	24,796 68		(9,763 92)	(9,763 92)	First In Firs
MetLife, Inc.	05/06/2008	05/09/2012	244 0000	8,317 45	15,068 36		(6,748 91)	(6,748 91)	First In Firs

Realized Gains and Losses
From 12/31/2011 to 12/31/2012

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

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

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Original Cost Basis	Short Term Gains (Loss)	Long Term Gains (Loss)	Total Gains (Loss)	Sell Method
MetLife, Inc.	05/08/2008	05/09/2012	294 0000	10,021 85	15,258 98		(5,237 13)	(5,237 13)	First In Firs
			2,692 0000	91,764 65	162,188 02		(70,421 37)	(70,421 37)	
Nestle SA	05/09/2008	05/09/2012	1,500 0000	88,762 64	72,675.21		16,087 43	16,087 43	First In Firs
Nestle SA	08/07/2008	05/09/2012	199 0000	11,775 85	8,842 63		2,933 22	2,933 22	First In Firs
			1,699 0000	100,538 49	81,517 84		19,020 65	19,020 65	
Nestle SA	08/07/2008	05/09/2012	801 0000	47,399 25	35,592.72		11,808 53	11,808 53	First In Firs
			2,500 0000	147,937 74	117,110 56		30,827 18	30,827 18	
					117,891.49				
NextEra Energy, Inc.	05/02/2011	05/09/2012	239 0000	12,680 20	12,528.88		153 32	153.32	First In Firs
NextEra Energy, Inc.	05/02/2011	05/09/2012	2,281.0000	119,957 88	119,248 33		709 55	709.55	First In Firs
			2,500 0000	132,638 08	131,775 21		862 87	862 87	
					130,891.70				
Novo Nordisk A/S	08/03/2011	05/09/2012	100 0000	14,410 77	11,797 08	2,613 69		2,613 69	First In Firs
Novo Nordisk A/S	08/03/2011	05/09/2012	900 0000	129,712 32	106,173 67	23,538 65		23,538 65	First In Firs
Novo Nordisk A/S	11/07/2011	05/09/2012	100.0000	14,412 47	10,972.07	3,440 40		3,440.40	First In Firs
Novo Nordisk A/S	11/07/2011	05/09/2012	100 0000	14,412 49	10,972 07	3,440 42		3,440 42	First In Firs
			200.0000	28,824 96	21,944.14	6,880 82		6,880.82	
Novo Nordisk A/S	11/07/2011	05/09/2012	100 0000	14,410 18	10,972.07	3,438.11		3,438.11	First In Firs
Novo Nordisk A/S	11/07/2011	05/09/2012	200 0000	28,820 38	21,944.14	6,876 22		6,876 22	First In Firs
			1,500 0000	216,178 59	172,831 10	43,347 49		43,347 49	
Oceaneering International, Inc.	08/01/2008	05/09/2012	100 0000	4,960 59	2,990 63		1,969 96	1,969.96	First In Firs
Oceaneering International, Inc.	08/01/2008	05/09/2012	100 0000	4,958 43	2,990 63		1,967 80	1,967 80	First In Firs
Oceaneering International, Inc.	08/01/2008	05/09/2012	100 0000	4,958.14	2,990 63		1,967 51	1,967.51	First In Firs
Oceaneering International, Inc.	08/01/2008	05/09/2012	200 0000	9,915 38	5,981 27		3,934 11	3,934 11	First In Firs

Realized Gains and Losses
From 12/31/2011 to 12/31/2012

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

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

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Original Cost Basis</u>	<u>Short Term Gains (Loss)</u>	<u>Long Term Gains (Loss)</u>	<u>Total Gains (Loss)</u>	<u>Sell Method</u>
Oceaneerng International, Inc	08/01/2008	05/09/2012	200 0000	9,915 39	5,981 27		3,934 12	3,934 12	First In Firs
			400 0000	19,830 77	11,962 54		7,868 23	7,868 23	
Oceaneerng International, Inc	08/01/2008	05/09/2012	200 0000	9,915 98	5,981 27		3,934 71	3,934 71	First In Firs
Oceaneerng International, Inc.	08/01/2008	05/09/2012	200 0000	9,915 38	5,981 27		3,934 11	3,934 11	First In Firs
Oceaneerng International, Inc	08/01/2008	05/09/2012	300 0000	14,873 07	8,971 90		5,901 17	5,901 17	First In Firs
			500 0000	24,788 45	14,953 17		9,835 28	9,835 28	
Oceaneerng International, Inc	08/01/2008	05/09/2012	200 0000	9,915 98	5,981 27		3,934 71	3,934 71	First In Firs
Oceaneerng International, Inc.	08/01/2008	05/09/2012	1,200 0000	59,495 90	35,887 60		23,608 30	23,608 30	First In Firs
			1,400 0000	69,411 88	41,868 87		27,543 01	27,543 01	
Oceaneerng International, Inc.	08/01/2008	05/09/2012	200 0000	9,915 38	5,981 27		3,934 11	3,934.11	First In Firs
			3,000.0000	148,739 62	89,719 01		59,020 61	59,020.61	
PepsiCo, Inc.	04/07/1992	05/09/2012	100 0000	6,607 21	1,592.86		5,014 35	5,014 35	First In Firs
PepsiCo, Inc.	04/07/1992	05/09/2012	100 0000	6,607.26	1,592.86		5,014 40	5,014 40	First In Firs
PepsiCo, Inc.	04/07/1992	05/09/2012	100 0000	6,607 26	1,592.87		5,014.39	5,014 39	First In Firs
PepsiCo, Inc.	04/07/1992	05/09/2012	200 0000	13,214 54	3,185 73		10,028.81	10,028.81	First In Firs
			400 0000	26,429 06	6,371 46		20,057 60	20,057 60	
PepsiCo, Inc.	04/07/1992	05/09/2012	100 0000	6,607 17	1,592.86		5,014 31	5,014 31	First In Firs
PepsiCo, Inc.	04/07/1992	05/09/2012	200 0000	13,214 52	3,185.73		10,028 79	10,028 79	First In Firs
PepsiCo, Inc.	04/07/1992	05/09/2012	200 0000	13,214 52	3,185 72		10,028.80	10,028 80	First In Firs
PepsiCo, Inc.	11/06/2007	05/09/2012	300 0000	19,821 80	22,155 35		(2,333 55)	(2,333 55)	First In Firs
			500 0000	33,036 32	25,341 07		7,695 25	7,695.25	
			1,300 0000	85,894 28	38,083 98		47,810 30	47,810 30	
Philip Morris International	05/02/2007	05/09/2012	500 0000	42,941 47	24,120 21		18,821 26	18,821 26	First In Firs

Realized Gains and Losses
From 12/31/2011 to 12/31/2012

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

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

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Original Cost Basis	Short Term Gains (Loss)	Long Term Gains (Loss)	Total Sell Gains (Loss)	Method
Philip Morris International	08/01/2008	05/09/2012	600 0000	51,529 76	31,437 35		20,092 41	20,092 41	First In Firs
			1,100 0000	94,471 23	55,557 56		38,913 67	38,913 67	
Procter & Gamble Co.	12/10/2002	05/09/2012	300 0000	19,156 53	13,092 54		6,063 99	6,063 99	First In Firs
			400 0000	25,542 04	17,456 71		8,085 33	8,085 33	
			700 0000	44,698 57	30,549 25		14,149 32	14,149 32	
Procter & Gamble Co.	12/10/2002	05/09/2012	300 0000	19,156 52	13,092 54		6,063 98	6,063 98	First In Firs
			300 0000	19,156 53	13,384 81		5,771 92	5,771 92	
			600 0000	38,313 05	26,477 15		11,835 90	11,835 90	
Procter & Gamble Co	05/12/2003	05/09/2012	700 0000	44,698 57	31,230 74		13,467 83	13,467 83	First In Firs
			2,000 0000	127,710 19	88,257 14		39,453 05	39,453 05	
Schlumberger, Ltd	11/02/2004	05/09/2012	100 0000	6,981 11	3,104 54		3,876 57	3,876 57	First In Firs
Schlumberger, Ltd	11/02/2004	05/09/2012	100 0000	6,981 15	3,104 53		3,876 62	3,876 62	First In Firs
Schlumberger, Ltd	11/02/2004	05/09/2012	100 0000	6,981 15	3,104 54		3,876 61	3,876 61	First In Firs
Schlumberger, Ltd	11/02/2004	05/09/2012	500 0000	34,905 76	15,522 67		19,383 09	19,383 09	First In Firs
			700 0000	48,868 06	21,731 74		27,136 32	27,136 32	
Schlumberger, Ltd.	11/02/2004	05/09/2012	100 0000	6,981 14	3,104 54		3,876 60	3,876 60	First In Firs
Schlumberger, Ltd	11/02/2004	05/09/2012	100 0000	6,981 34	3,104 53		3,876 81	3,876 81	First In Firs
			1,000 0000	69,811 65	31,045 35		38,766 30	38,766 30	
Simon Property Group, Inc	4/13/10	04/10/2012	301 0000	48,872 04	0 00	48,872 04		48,872 04	First In Firs
Simon Property Group, Inc.		04/10/2012	900 0000	140,148 95	0 00	140,148 95		140,148 95	First In Firs
			1,201 0000	187,020 99	0 00	187,020 99		187,020 99	
Southern Co	11/21/1995	05/09/2012	2,000 0000	90,915 99	28,463 87		62,452 12	62,452 12	First In Firs

38,914.01

.19

LT
89ML

38761.16

99244.31

LT

Realized Gains and Losses

From 12/31/2011 to 12/31/2012

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

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

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Original Cost Basis	Short Term Gains (Loss)	Long Term Gains (Loss)	Total Gains (Loss)	Sell Method
Southern Co	08/01/2007	05/09/2012	1,000,000	45,458 00	33,965 35		11,492 65	11,492.65	First In Firs
			3,000 0000	136,373 99	62,429 22		73,944 77	73,944 77	
Tiffany & Co	08/03/2011	05/09/2012	100 0000	6,399 15	7,238 36	(839 21)		(839 21)	First In Firs
Tiffany & Co	08/03/2011	05/09/2012	100,0000	6,399 17	7,238 36	(839 19)		(839 19)	First In Firs
			200 0000	12,798 32	14,476 72	(1,678 40)		(1,678.40)	
Tiffany & Co	08/03/2011	05/09/2012	100 0000	6,398 36	7,238.36	(840 00)		(840 00)	First In Firs
Tiffany & Co	08/03/2011	05/09/2012	100 0000	6,399 16	7,238.35	(839 19)		(839 19)	First In Firs
Tiffany & Co	08/03/2011	05/09/2012	1,000 0000	63,991 60	72,383 56	(8,391 96)		(8,391 96)	First In Firs
			1,100 0000	70,390 76	79,621 91	(9,231 15)		(9,231 15)	
Tiffany & Co	08/03/2011	05/09/2012	100 0000	6,398 36	7,238.36	(840 00)		(840 00)	First In Firs
			1,500 0000	95,985 80	108,575 35	(12,589 55)		(12,589 55)	
Union Pacific Corp	08/03/2010	05/09/2012	100 0000	11,204 42	7,623 31		3,581 11	3,581 11	First In Firs
Union Pacific Corp	08/03/2010	05/09/2012	100 0000	11,203 32	7,623 32		3,580 00	3,580 00	First In Firs
Union Pacific Corp	08/03/2010	05/09/2012	100 0000	11,203 33	7,623 31		3,580.02	3,580 02	First In Firs
			200 0000	22,406 65	15,246.63		7,160 02	7,160.02	
Union Pacific Corp	08/03/2010	05/09/2012	100 0000	11,203 42	7,623 31		3,580 11	3,580.11	First In Firs
Union Pacific Corp	08/03/2010	05/09/2012	100 0000	11,203 52	7,623 32		3,580.20	3,580.20	First In Firs
Union Pacific Corp	08/03/2010	05/09/2012	100,0000	11,203 52	7,623 32		3,580.20	3,580 20	First In Firs
Union Pacific Corp	08/03/2010	05/09/2012	200 0000	22,407 05	15,246 63		7,160 42	7,160 42	First In Firs
			400 0000	44,814 09	30,483 27		14,320 82	14,320 82	
Union Pacific Corp	08/03/2010	05/09/2012	300 0000	33,810 57	22,869 94		10,740 63	10,740 63	First In Firs
Union Pacific Corp	08/03/2010	05/09/2012	300 0000	33,810 58	22,869 95		10,740 63	10,740 63	First In Firs
			600 0000	67,221 15	45,739 89		21,481 26	21,481 26	
Union Pacific Corp	08/03/2010	05/09/2012	100 0000	11,203 42	7,623 31		3,580 11	3,580 11	First In Firs

73946.57

Realized Gains and Losses
From 12/31/2011 to 12/31/2012

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

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

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Original Cost Basis</u>	<u>Short Term Gains (Loss)</u>	<u>Long Term Gains (Loss)</u>	<u>Total Sell Gains (Loss)</u>	<u>Method</u>
Union Pacific Corp	08/03/2010	05/09/2012	100.0000	11,203 42	7,623 32		3,580 10	3,580 10	First In Firs
Union Pacific Corp	08/03/2010	05/09/2012	100 0000	11,203 42	7,623 31		3,580.11	3,580 11	First In Firs
			<u>1,700 0000</u>	<u>190,459 99</u>	<u>129,596 35</u>		<u>60,863 64</u>	<u>60,863 64</u>	
Visa, Inc	05/02/2011	05/09/2012	100 0000	11,861 30	7,925 31		3,935 99	3,935 99	First In Firs
Visa, Inc	05/02/2011	05/09/2012	100 0000	11,862 10	7,925 32		3,936 78	3,936.78	First In Firs
Visa, Inc.	05/02/2011	05/09/2012	200 0000	23,724 22	15,850 63		7,873 59	7,873.59	First In Firs
Visa, Inc.	05/02/2011	05/09/2012	300 0000	35,586 32	23,775 94		11,810 38	11,810 38	First In Firs
Visa, Inc.	05/02/2011	05/09/2012	400 0000	47,448 44	31,701 26		15,747 18	15,747.18	First In Firs
			<u>1,000 0000</u>	<u>118,621 08</u>	<u>79,253 15</u>		<u>39,367 93</u>	<u>39,367 93</u>	
Visa, Inc.	05/02/2011	05/09/2012	200 0000	23,722 82	15,850 63		7,871 99	7,871 99	First In Firs
Visa, Inc.	05/02/2011	05/09/2012	100 0000	11,861 30	7,925 32		3,935 98	3,935 98	First In Firs
Visa, Inc	05/02/2011	05/09/2012	300 0000	35,586 32	23,775 94		11,810 38	11,810 38	First In Firs
			<u>1,700 0000</u>	<u>201,652 62</u>	<u>134,730 35</u>		<u>66,922.27</u>	<u>66,922 27</u>	
Whole Foods Market, Inc.	08/09/2004	05/09/2012	100 0000	8,823 96	3,802.00		5,021 96	5,021.96	First In Firs
Whole Foods Market, Inc.	08/09/2004	05/09/2012	100 0000	8,823 40	3,802.00		5,021 40	5,021 40	First In Firs
Whole Foods Market, Inc.	08/09/2004	05/09/2012	100 0000	8,823 41	3,802.00		5,021 41	5,021.41	First In Firs
			<u>200 0000</u>	<u>17,646 81</u>	<u>7,604 00</u>		<u>10,042 81</u>	<u>10,042.81</u>	
Whole Foods Market, Inc	08/09/2004	05/09/2012	100 0000	8,823 70	3,802 00		5,021 70	5,021 70	First In Firs
Whole Foods Market, Inc	08/09/2004	05/09/2012	200 0000	17,647 42	7,604 00		10,043 42	10,043 42	First In Firs
			<u>300 0000</u>	<u>26,471 12</u>	<u>11,406 00</u>		<u>15,065.12</u>	<u>15,065 12</u>	
Whole Foods Market, Inc.	08/09/2004	05/09/2012	100 0000	8,823 40	3,802.00		5,021 40	5,021 40	First In Firs
Whole Foods Market, Inc.	08/09/2004	05/09/2012	200 0000	17,646 82	7,604 00		10,042 82	10,042 82	First In Firs
			<u>300 0000</u>	<u>26,470 22</u>	<u>11,406 00</u>		<u>15,064 22</u>	<u>15,064 22</u>	
Whole Foods Market, Inc	08/09/2004	05/09/2012	100 0000	8,823 70	3,802.00		5,021 70	5,021 70	First In Firs

Realized Gains and Losses
From 12/31/2011 to 12/31/2012

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

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

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Original Cost Basis	Short Term Gains (Loss)	Long Term Gains (Loss)	Total Gains (Loss)	Sell Method
Whole Foods Market, Inc.	08/09/2004	05/09/2012	700 0000	61,765 94	26,614 00		35,151 94	35,151 94	First In Firs
			800 0000	70,589 64	30,416 00		40,173 64	40,173 64	
Whole Foods Market, Inc	08/09/2004	05/09/2012	100 0000	8,823 40	3,802 00		5,021 40	5,021 40	First In Firs
			1,800 0000	158,825 15	68,436 00		90,389 15	90,389 15	
XL Group, P L C	08/01/2007	05/09/2012	1,153 0000	25,789 78	82,445 35		(56,655 57)	(56,655 57)	First In Firs
			200 0000	4,473 51	14,521 82		(10,048 31)	(10,048 31)	
			254 0000	5,681 35	18,442 71		(12,761 36)	(12,761 36)	
XL Group, P L C	08/02/2007	05/09/2012	1,807 0000	35,944 64	115,409 88		(79,465 24)	(79,465 24)	First In Firs
XL Group, P L C	08/02/2007	05/09/2012	200 0000	4,472 91	14,521 82		(10,048 91)	(10,048 91)	First In Firs
			1,807 0000	40,417 55	129,931 70		(89,514 15)	(89,514 15)	
Yum! Brands, Inc.	11/02/2006	05/09/2012	100 0000	7,063 54	2,969 88		4,093 66	4,093 66	First In Firs
Yum! Brands, Inc.	11/02/2006	05/09/2012	100 0000	7,063 74	2,969 88		4,093 86	4,093 86	First In Firs
			2,700 0000	190,721 08	80,186 87		110,534 21	110,534 21	
Yum! Brands, Inc.	11/02/2006	05/09/2012	2,800 0000	197,784 82	83,156 75		114,628 07	114,628 07	First In Firs
Yum! Brands, Inc.	11/02/2006	05/09/2012	100 0000	7,063 54	2,969 88		4,093 66	4,093 66	First In Firs
			3,000 0000	211,911 90	89,096 51		122,815 39	122,815 39	

Short Term Gains (Loss)	518283.40	469374.05							
Long Term Gains (Loss)	505616.59	381674.22							
Total (Sales)	5578450.99	4,258,539.59							
Total Gains		850,950.99							

Realized gain and loss information for closed positions has not been adjusted for the effect of wash sales that may have occurred in your account. The information herein may not match the information reported by your custodian

$(18902099) +$
 48909.35
 97244.31
 118144.31

LTC Exp GAIN DIST
 $128144.54 -$ SCWAB
 1309569.91
 Adj AS Devalued + 126.88
 Above
 ON BACK
 1309696.79
 OFF.01