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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation LYONS SHARE FOUNDATION		A Employer identification number 33-0622707
Number and street (or P O box number if mail is not delivered to street address) 36 HARBOR ISLAND	Room/suite	B Telephone number (see instructions) (949) 474-5500
City or town, state or province, country, and ZIP or foreign postal code NEWPORT BEACH, CA 92660		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,207,809		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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 checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	53,882	53,882		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	15,596			
	b Gross sales price for all assets on line 6a 893,357				
	7 Capital gain net income (from Part IV, line 2)		59,121		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	69,478	113,003			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,360	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	150	150		0
	24 Total operating and administrative expenses. Add lines 13 through 23	4,510	150		0
	25 Contributions, gifts, grants paid	718,500			718,500
26 Total expenses and disbursements. Add lines 24 and 25	723,010	150		718,500	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-653,532				
b Net investment income (if negative, enter -0-)		112,853			
c Adjusted net income (if negative, enter -0-)					

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing						
	2 Savings and temporary cash investments	151,849	148,183	148,183			
	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						
	10a Investments—U S and state government obligations (attach schedule)						
	b Investments—corporate stock (attach schedule)	750,742 <input checked="" type="checkbox"/>	438,291	533,131			
	c Investments—corporate bonds (attach schedule).	518,736 <input checked="" type="checkbox"/>	190,586	202,003			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)	325,256 <input checked="" type="checkbox"/>	315,991	323,216			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
15 Other assets (describe ▶ _____)	<input checked="" type="checkbox"/> 1,276 <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/> 1,276 <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/> 1,276 <input checked="" type="checkbox"/>				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,747,859	1,094,327	1,207,809				
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 <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds	1,747,859	1,094,327				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0				
	29 Retained earnings, accumulated income, endowment, or other funds	0	0				
30 Total net assets or fund balances (see page 17 of the instructions)	1,747,859	1,094,327					
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,747,859	1,094,327					

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	1,747,859
2	Enter amount from Part I, line 27a	2	-653,532
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	1,094,327
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,094,327

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 Additional Data Table			
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	See Additional Data Table			
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
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	59,121
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	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	787,603	1,872,320	0.420656
2011	786,125	2,092,582	0.375672
2010	543,002	2,466,682	0.220135
2009	529,791	2,592,763	0.204335
2008	486,770	3,838,043	0.126828
2	Total of line 1, column (d).		2 1.347626
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 0.269525
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4 1,296,291
5	Multiply line 4 by line 3.		5 349,383
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 1,129
7	Add lines 5 and 6.		7 350,512
8	Enter qualifying distributions from Part XII, line 4.		8 718,500

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,129
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	1,129
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	1,129
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,403
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	4,403
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,274
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 3,274 Refunded <input checked="" type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a 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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of 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>	1b	No
c Did the foundation file Form 1120-POL for this year?.	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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>	2	No
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>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b	
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>	5	No
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?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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>	8b	Yes
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of MARY LYONS Telephone no (949) 474-5500 Located at 36 HARBOR ISLAND NEWPORT BEACH CA ZIP+4 92660			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2013, 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? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country N/A	16	Yes	No

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
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		
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 2013?	1c		No
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20___, 20___, 20___, 20___			
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		
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___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2013 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2013?	4b		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		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
MARY A LYONS 36 HARBOR ISLAND NEWPORT BEACH, CA 92660	PRESIDENT 5 00	0	0	0
PHILLIP N LYONS 36 HARBOR ISLAND NEWPORT BEACH, CA 92660	SECRETARY 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	
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	
2	
All other program-related investments. See page 24 of the instructions	
3	
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	1,141,215
b	Average of monthly cash balances.	1b	174,816
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,316,031
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,316,031
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	19,740
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,296,291
6	Minimum investment return. Enter 5% of line 5.	6	64,815

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	64,815
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,129
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,129
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	63,686
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	63,686
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	63,686

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	718,500
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
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	718,500
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	1,129
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	717,371

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				63,686
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				299,028
b From 2009.				401,571
c From 2010.				432,664
d From 2011.				689,086
e From 2012.				701,381
f Total of lines 3a through e.	2,523,730			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>718,500</u>				
a Applied to 2012, 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 2013 distributable amount.				63,686
e Remaining amount distributed out of corpus	654,814			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,178,544			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions).	299,028			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,879,516			
10 Analysis of line 9				
a Excess from 2009.	401,571			
b Excess from 2010.	432,664			
c Excess from 2011.	689,086			
d Excess from 2012.	701,381			
e Excess from 2013.	654,814			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b Check box to indicate whether the organization 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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					

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

a "Assets" alternative test—enter

(1) Value of all assets

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

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

c "Support" alternative test—enter

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

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

See Additional Data Table

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

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total				718,500
b <i>Approved for future payment</i>				
Total				0

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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
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. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: ***** Date: 2014-05-30 Title: *****

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

Paid Preparer Use Only
Table with 5 columns: Print/Type preparer's name, Preparer's Signature, Date, Check if self-employed, PTIN.
Firm's name: MCKAY & CARNAHAN INC
Firm's EIN: 33-0002799
Firm's address: 1600 DOVE ST SUITE 250 NEWPORT BEACH, CA 92660
Phone no: (949) 752-8115

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
893 ALLIANZ NFJ INTERNATIONAL	P	2007-12-13	2013-01-25
1600 ALLIANZ NFJ INTERNATIONAL	P	2010-10-18	2013-02-07
558 ALLIANZ NFJ INTERNATIOANL	P	2010-10-18	2013-02-11
950 ALLIANZ AGIC OPPTY FD A	P	2007-12-13	2013-02-07
488 ALLIANZ AGIC OPPTY FD A	P	2000-12-18	2013-01-25
334 ALLIANZ AGIC OPPTY FD A	P	2010-10-18	2013-02-11
655 AMER GROWTH FUND OF AMERICA	P	2006-12-19	2013-01-25
1200 AMER GROWTH FUND OF AMERICA	P	2010-10-18	2013-02-07
417 AMER GROWTH FUND OF AMERICA	P	2010-10-18	2013-02-11
50000 ATLANTIC RICHFIELD 9 87%	P	2002-03-07	2013-02-07
15000 BANK OF AMERICA CORP PREF	P	2008-05-20	2013-02-11
50000 BANKERS TRUST NY CORP	P	2002-03-07	2013-02-01
567 BLACKROCK BASIC VALUE	P	2006-09-19	2013-01-25
1100 BLACKROCK BASIC VALUE	P	2008-09-19	2013-02-07
386 BLACKROCK BASIC VALUE	P	2008-09-19	2013-02-11
2200 BLACKROCK MID CAP VALUE OPP	P	2013-01-15	2013-02-07
90000 COMMONWEALTH EDISON	P	1997-06-19	2013-07-01
645 AMERICAN EURO PACIFIC GROWTH	P	2007-12-13	2013-01-25
1200 AMERICAN EURO PACIFIC GROWTH	P	2010-10-18	2013-02-07
410 AMERICAN EURO PACIFIC GROWTH	P	2010-10-18	2013-02-11
469 FIDELITY ADV GLOBAL	P	2011-04-27	2013-01-25
900 FIDELITY ADV GLOBAL	P	2011-06-07	2013-02-07
322 FIDELITY ADV GLOBAL	P	2011-06-07	2013-02-11
239 KRAFT FOODS GROUP INC	P	2008-12-30	2013-01-15
719 MONDELEZ INTERNATIONAL	P	2008-12-30	2013-01-15
557 MOTOROLA SOLUTIONS INC	P	2011-01-04	2013-02-07
100000 NM HOUSEHOLD FIN CORP BE	P	2003-11-10	2013-02-07
3867 499 PIONEER MID CAP VAL CL A	P		2013-01-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
19,753		17,099	2,654
35,232		31,753	3,479
12,315		11,299	1,016
24,253		23,708	545
12,361		10,677	1,684
8,600		8,411	189
23,718		20,599	3,119
43,224		37,349	5,875
15,087		12,080	3,007
64,485		66,919	-2,434
15,000		15,000	0
57,119		55,200	1,919
15,298		17,617	-2,319
29,821		36,239	-6,418
10,526		11,424	-898
44,056		42,768	1,288
90,000		91,031	-1,031
27,548		29,924	-2,376
50,808		48,835	1,973
17,306		16,945	361
7,101		8,583	-1,482
13,482		15,463	-1,981
4,811		5,432	-621
11,039		6,719	4,320
19,730		12,464	7,266
33,096		124	32,972
101,172		100,000	1,172
86,416		80,574	5,842

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			2,654
			3,479
			1,016
			545
			1,684
			189
			3,119
			5,875
			3,007
			-2,434
			0
			1,919
			-2,319
			-6,418
			-898
			1,288
			-1,031
			-2,376
			1,973
			361
			-1,482
			-1,981
			-621
			4,320
			7,266
			32,972
			1,172
			5,842

Form 990PF Part XV Line 1a - 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).

MARY A LYONS
PHILLIP N LYONS

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
ARTS ORANGE COUNTY 3730 SO SUSAN ST STE 100 SANTA ANA,CA 92704	MARY LYONS SERVES ON BOARD	PUBLIC	SUPPORT ART PROGRAM IN ORANGE COUNTY	40,000
CHORUS AMERICA 1156 15TH NW STE 310 WASHINGTON,DC 200052750	MARY LYONS SERVES ON BOARD	PUBLIC	TO SUPPORT NATIONAL PRESENTATIONS/CONCERTS	30,000
KOCE TV FOUNDATION PO BOX 25113 SANTA ANA,CA 92799	MARY LYONS SERVES ON BOARD	PUBLIC	DIGITAL FORMAT CONVERSION/EDUCATIONAL & ARTS PROGRAM	80,000
PACIFIC CHORALE 3621 S HARBOR BLVD STE 220 SANTA ANA,CA 92704	MARY LYONS SERVES ON BOARD	PUBLIC	UNDERWRITE CONCERTS & OPERATING EXPENSES	310,000
PACIFIC SYMPHONY ORCHESTRA 3631 S HARBOR BLVD STE 100 SANTA ANA,CA 92704	PHIL LYONS SERVES ON BOARD	PUBLIC	UNDERWRITE CONCERTS & OPERATING EXPENSES	200,000
SEGERSTROM CENTER FOR THE ARTS 615 TOWN CENTER DR COSTA MESA,CA 92626	NONE	PUBLIC	ENHANCE PRESENTATIONS AT THE CENTER	11,000
PHILHARMONIC SOCIETY OF ORANGE COUNTY 2082 BUSINESS CENTER DR STE 100 IRVINE,CA 92612	NONE	PUBLIC	UNDERWRITE ORCHESTRAL PROGRAMS & CONCERTS	35,000
UCLA FOUNDATION 10920 WILSHIRE BLVD STE 900 LOS ANGELES,CA 90024	NONE	PUBLIC	SUPPORT EDUCATIONAL PROGRAMS OF THE UNIVERSITY OF CALIFORNIA, LOS ANGELES	5,000
LEAGUE OF AMERICAN ORCHESTRAS 33 WEST 60TH STREET 5TH FL NEW YORK,NY 10023	NONE	PUBLIC	SUPPORT OF AMERICAN ORCHESTRAS	2,500
SO CALIF PUBLIC RADIO 474 RAYMOND AVE PASADENA,CA 91105	NONE	PUBLIC	UNDERWRITE PROGRAMS AND OPERATING EXPENSE	5,000
Total				718,500

**TY 2013 Investments Corporate
Bonds Schedule****Name:** LYONS SHARE FOUNDATION**EIN:** 33-0622707

Name of Bond	End of Year Book Value	End of Year Fair Market Value
COMMONWEALTH EDISON	0	0
ATLANTIC RICHFIELD CO	0	0
BANKERS TRUST NY CORP	0	0
HOUSEHOLD CORPORATE FINANCE	0	0
ENDURANCE SPECIALTY HLDG	37,500	38,370
TRANSOCEAN SEDCO FOREX NOTES	61,961	63,794
BANK OF AMERICA	0	0
HSBC FINANCE CORP	91,125	99,839

**TY 2013 Investments Corporate
Stock Schedule****Name:** LYONS SHARE FOUNDATION**EIN:** 33-0622707

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DU PONT E I DE NEMOURS	29,294	41,451
BLACKROCK (ML) BASIC VALUE FUND	20,956	27,297
ALLIANZ OCC OPPORTUNITY	17,406	21,559
PIONEER MID CAP VALUE FD	0	0
EURO PACIFIC GROWTH FUND	34,385	41,390
IMATION CORP	444	80
RAYTHEON COMPANY	1,340	2,449
AT&T INC	32,490	34,140
PFIZER INC	30,733	34,673
VERIZON COMMUNICATIONS	29,950	35,872
KRAFT FOODS INC	0	0
MERCK & CO	19,210	32,432
ISHARES US PFD STK ETF	31,955	38,671
JOHNSON & JOHNSON	24,974	35,720
GENERAL ELECTRIC	32,029	44,848
MOTOROLA SOLUTIONS INC	43,648	37,597
INTEL CORP	29,416	31,146
MONDELEZ INTERNATIONAL INC	0	0
PROCTER & GAMBLE CO	30,000	36,390
CHEVRON	30,061	33,101
FRONTIER COMMUNICATIONS	0	814
NCR NEW	0	1,499
TERADATA CORP DEL	0	2,002

TY 2013 Investments - Other Schedule

Name: LYONS SHARE FOUNDATION

EIN: 33-0622707

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AMERICAN GROWTH FUND OF AMERICA	FMV	27,176	38,964
WESTERN ASSET/CLAYMORE US	FMV	27,720	25,358
ALLIANZ NFJ INTERNATIONAL	FMV	23,242	26,751
PIMCO INCOME STRATEGY FUND II	FMV	62,583	53,312
PRUDENTIAL FINANCIAL CPI +	FMV	16,825	21,480
FIDELITY ADV GLOBAL	FMV	11,077	9,348
BLACKROCK MID CAP VALUE	FMV	46,504	55,105
PIMCO TOTAL RETURN ETF	FMV	49,927	47,657
PIMCO ALL ASSET ALL AUTHORITY	FMV	50,937	45,241

TY 2013 Other Assets Schedule

Name: LYONS SHARE FOUNDATION

EIN: 33-0622707

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ORGANIZATION COSTS	1,276	1,276	1,276

TY 2013 Other Expenses Schedule

Name: LYONS SHARE FOUNDATION

EIN: 33-0622707

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ANNUAL INVESTMENT ACCOUNT FEES	150	150		0

TY 2013 Taxes Schedule

Name: LYONS SHARE FOUNDATION

EIN: 33-0622707

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FRANCHISE TAX BOARD CALIF 2012 RETURN	10	0		0
REGISTRY OF CHARITABLE TRUSTS	50	0		0
FEDERAL EXCISE TAX PAYMENTS	4,300	0		0