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For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation
THE LYONS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1202A DAIRY ASHFORD

City or town, state or province, country, and ZIP or foreign postal code
HOUSTON, TX 77079-3004

A Employer identification number
74-6038717

B Telephone number (see instructions)
**(281) 497-0332
EXT 302**

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

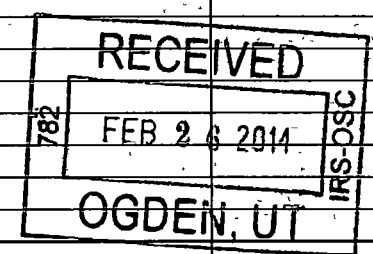
G Check all that apply. Initial return Initial return of a former public charity
Final return Amended return
Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ **14,448,685.**

J Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	10	10		ATCH 1
	4 Dividends and interest from securities	254,737	254,737		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)	571,186			
	6a Net gain or (loss) from sale of assets not on line 10		571,186		
	b Gross sales price for all assets on line 6a 1,522,144				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 3	119,115	119,115			
12 Total. Add lines 1 through 11	945,048	945,048			
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	2,588	2,588		
	b Accounting fees (attach schedule) ATCH 5	34,000	31,500		2,500
	c Other professional fees (attach schedule) *	95,098	95,098		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 7	22,111			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 8	798	798		
	24 Total operating and administrative expenses. Add lines 13 through 23	154,595	129,984		2,500
	25 Contributions, gifts, grants paid	557,000			557,000
26 Total expenses and disbursements. Add lines 24 and 25	711,595	129,984	0	559,500	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	233,453				
b Net investment income (if negative, enter -0-)		815,064			
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	288,483.	276,475.	276,475.	
	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	10,076,077.	10,420,467.	13,092,769.	
	c	Investments - corporate bonds (attach schedule) ATCH 10	1,095,188.	1,021,276.	1,079,441.	
	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)	11,459,748.	11,718,218.	14,448,685.		
Liabilities	17	Accounts payable and accrued expenses		25,017.		
	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	25,017.		
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	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	8,860,366.	9,093,819.		
30	Total net assets or fund balances (see instructions)	11,459,748.	11,693,201.			
31	Total liabilities and net assets/fund balances (see instructions)	11,459,748.	11,718,218.			

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)	11,459,748.
2	Enter amount from Part I, line 27a	233,453.
3	Other increases not included in line 2 (itemize)	
4	Add lines 1, 2, and 3	11,693,201.
5	Decreases not included in line 2 (itemize)	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	11,693,201.

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			(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		
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	571,186.
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))
2012	632,289.	12,410,616.	0.050947
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
2	Total of line 1, column (d)		2 0.257279
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 0.051456
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4 13,809,157.
5	Multiply line 4 by line 3		5 710,564.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 8,151.
7	Add lines 5 and 6		7 718,715.
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		8 559,500.

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

Table with 11 rows and 2 columns. Row 1: 16,301. Row 2: 16,301. Row 3: 0. Row 4: 16,301. Row 5: 8,000. Row 6: 185. Row 7: 8,486. Row 8: 8,000. Row 9: 185. Row 10: 8,486. Row 11: 8,000.

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes/No). Row 1a: No. Row 1b: Yes. Row 1c: No. Row 2: No. Row 3: No. Row 4a: No. Row 4b: No. Row 5: No. Row 6: Yes. Row 7: Yes. Row 8a: TX. Row 8b: Yes. Row 9: No. Row 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).
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 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?
Organizations relying on a current notice regarding disaster assistance check here
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?
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?
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)
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?
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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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	13,261,604.
b	Average of monthly cash balances	1b	357,335.
c	Fair market value of all other assets (see instructions)	1c	400,510.
d	Total (add lines 1a, b, and c)	1d	14,019,449.
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	14,019,449.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	210,292.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,809,157.
6	Minimum investment return. Enter 5% of line 5	6	690,458.

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	690,458.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	16,301.
b	Income tax for 2013. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	16,301.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	674,157.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	674,157.
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	674,157.

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	559,500.
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	559,500.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	559,500.

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				674,157.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				44,503.
b From 2009				20,851.
c From 2010				16,221.
d From 2011				21,282.
e From 2012				51,180.
f Total of lines 3a through e	154,037.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>559,500.</u>				
a Applied to 2012, 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 2013 distributable amount				559,500.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a))	114,657.			114,657.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	39,380.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	39,380.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012	39,380.			
e Excess from 2013				

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

NOT APPLICABLE

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

Blank 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)

2 a 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) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include 85% of line 2a, Qualifying distributions from Part XII, Amounts included in line 2c not used directly for active conduct of exempt activities, Qualifying distributions made directly for active conduct of exempt activities, and Complete 3a, b, or c for the alternative test relied upon.

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

1 Information Regarding Foundation Managers:

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

ATTACHMENT 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. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address 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 <i>Paid during the year</i></p> <p>ATCH 17</p>				
Total				557,000.
<p>b <i>Approved for future payment</i></p>				
Total				▶ 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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 (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

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' in columns (b) and (d).

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 [X] No

b If "Yes," complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All rows are currently empty.

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.

Sign Here

R.A. SEALE, JR. Signature of officer or trustee Date 2/17/14 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 2/17/14 Check self-employed if PTIN P01251063 Firm's name STORMS & CRITZ Firm's EIN 76-0249438 Firm's address 1202A DAIRY ASHFORD HOUSTON, TX 77079-3004 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)	
1,522,144.		VARIOUS SECURITIES AND DISTRIBUTIONS-SEE 950,958.					VARIOUS 571,186.	VARIOUS
TOTAL GAIN (LOSS)							<u>571,186.</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	10.	10.
TOTAL	<u>10.</u>	<u>10.</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 - CHARLES SCHWAB	254,737.	254,737.
TOTAL	<u>254,737.</u>	<u>254,737.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
121,720.	121,720.
-2,605.	-2,605.
<u>119,115.</u>	<u>119,115.</u>

TOTALS

DESCRIPTION
 ROYALTY INCOME (GROSS)
 EXPENSES ATTRIBUTABLE TO ROYALTIES

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
VORYS, SATER ETAL	2,588.	2,588.		
TOTALS	<u>2,588.</u>	<u>2,588.</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-2012 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-CHAMPION ADV.	95,098.	95,098.
TOTALS	<u>95,098.</u>	<u>95,098.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL EXCISE TAXES	22,111.
TOTALS	<u>22,111.</u>

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OFFICE/DELIVERY/POSTAGE/TEL. STORAGE	568. 230.	568. 230.
TOTALS	<u>798.</u>	<u>798.</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	10,076,077.	10,420,467.	13,092,769.
TOTALS	<u>10,076,077.</u>	<u>10,420,467.</u>	<u>13,092,769.</u>

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

	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
DFA Emerging Mkt/Core Equity Port/14354.5300	228,381	265,223	279,339
DFA Emerging Mkt/Small Cap Port/10851.7930	173,400	216,669	218,230
DFA Emerging Mkt/Value Port/7232.7850	173,765	206,085	199,697
DFA Emerging Mkt Port/11551.5150	245,867	298,114	299,877
DFA Enhanced US Large Co Port/113504.1110	1,026,079	939,975	1,400,641
DFA Intl Core Equity Port/73006.4930	727,992	704,446	935,213
DFA Intl Small Cap Value Port/19641.6690	307,649	287,966	399,708
DFA Intl Small Co Port/32842.8030	496,379	484,886	630,910
DFA Intl Value Port/29096.9280	449,959	440,513	576,992
DFA Intl Vector Equity Port/36338.6740	340,043	328,239	431,703
DFA Large Cap Intl Port/27811.5780	487,280	485,044	628,264
DFA Short Term Extended Quality Port Instl/18884.1810	198,311	201,567	203,571
DFA US Core Equity 2 Port/68903.3020	843,076	760,667	1,127,947
DFA US Large Cap Value Port/26663.6250	615,394	533,699	843,104
DFA US Small Cap Port/45556.0920	1,098,616	977,582	1,412,239
DFA Targeted Value Port/37231.8290	672,647	606,295	847,769
DFA Five Year Global Fixed Inc Port/19621.0530	310,935	219,678	212,692
DFA Five Year Govt Port/27902.0470	300,739	303,567	296,320
DFA One Year Fix Inc Port/143670.7030	711,509	1,484,948	1,481,245
DFA Two Year Global Fixed Inc Port/29707.7900	300,915	303,159	297,375
DFA Slctively Hedged Global Fix Inc/37030.2990	367,140	372,145	369,933
TOTAL STOCKS	10,076,076	10,420,467	13,092,769

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	1,095,188.	1,021,276.	1,079,441.
TOTALS	<u>1,095,188.</u>	<u>1,021,276.</u>	<u>1,079,441.</u>

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

NOTES AND BONDS	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
Amerenenergy Generating Ser H/7%/4/15/2018	57,778	57,778	47,300
Centerpoint Energy/5.95%/01/15/14	73,912	0	0
Comcast Corp/6.5%/01/15/15	77,746	77,746	79,561
Con-Way Inc/7.25%/01/15/18	109,000	109,000	114,843
Exelon Generation LLC/6.2%/10/01/17	76,592	76,592	84,703
General Electric Co GLB/5.25%/12/06/17	75,453	75,453	85,099
Goldman Sachs Group/5.625%/01/15/17	48,429	48,429	55,052
Home Depot/5.4%/3/01/16	71,599	71,599	82,493
HSBC Finance Corp/5.5%/01/19/16	48,534	48,534	54,283
Masco Corp/4.8%/06/15/15	75,953	75,953	78,382
May (Macy) Department Stores/7.45%/10/15/16	78,380	78,380	85,465
Quest Corp/7.625%/06/15/15/75000	84,413	84,413	81,608
Reliance Steel & Alum/6.2%/11/15/16	80,642	80,642	81,622
TECO Finance Inc/Bonds/7%/05/01/12	30,510	30,510	34,592
Temple-Inland/Step/0%/01/15/18	106,250	106,250	114,437
TOTAL CORPORATE NOTES AND BONDS	1,095,188	1,021,276	1,079,441

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>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
R.A. SEALE, JR. 6627 WANITA PLACE HOUSTON, TX 77007	PRESIDENT	0	0	0
JAMES S. PRENTICE 526 STONELEIGH HOUSTON, TX 77079	SEC/TREAS	0	0	0
JOHN W. STORMS 1202A DAIRY ASHFORD HOUSTON, TX 77079	V. PRESIDENT	0	0	0
FLO MCGEE 5957 CRAB ORCHARD HOUSTON, TX 77057	V. PRESIDENT	0	0	0
<u>GRAND TOTALS</u>		<u>0</u>	<u>0</u>	<u>0</u>

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

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

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

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

990PF, PART XV - SUBMISSION DEADLINES

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

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

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

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

ATTACHMENT 17

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

SEE STATEMENT ATTACHED FOR DETAIL

NO RELATIONSHIPS
ALL EXEMPT ORGAN.

557,000.

TOTAL CONTRIBUTIONS PAID

557,000.

THE LYONS FOUNDATION
 EIN: 74-6038717
 2013 990PF, PART XV-3a

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

STATEMENT 17

<p>The Albert Schweitzer Fellow- ship, Inc. Jean Prados 3701 Kirby Dr., Suite 600 Houston, TX 77098 713.798.1045</p>	<p>\$5,000</p>	<p>CanCare, Inc. Nancy Tucker 9575 Katy Freeway, Ste. 428 Houston, TX 77024 713.461.0028</p>	<p>\$20,000</p>
<p>American Cancer Society Betti Guzman 6301 Richmond Houston, TX 77057 713.706.5640</p>	<p>\$20,000</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>Bo's Place Mary Beth Staine 10050 Buffalo Speedway Houston, TX 77054 713.942.8339</p>	<p>\$10,000</p>	<p>Child Advocates Sonya Galvan 2401 Portsmouth St., Suite 210 Houston, TX 77098 713.529.1396</p>	<p>\$40,000</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>Child Builders Trish King 3800 Buffalo Speedway, #310 Houston, TX 77098 713.400.1155</p>	<p>\$10,000</p>
<p>Bridges To Life John Sage P. O. Box 19039 Houston, TX 77224-9039 713.463.7200</p>	<p>\$15,000</p>	<p>Children at Risk Robert Sanborn 2900 Wesleyan, Suite 400 Houston, TX 77027 713.869.7740</p>	<p>\$10,000</p>

THE LYONS FOUNDATION
 EIN: 74-6038717
 2013 990PF, PART XV-3a

PAGE 2
STATEMENT 17

Christian Community Serv.Center Michelle Shonbeck 3230 Mercer Houston, TX 77027 713.961.3993	\$5,000	Elves & More Rebecca Roberts 2200 Louetta Rd. Spring, TX 77388 281.907.0071	\$5,000
CHRISTUS Foundation For Healthcare Les Cave - 713.652.3100 P.O. Box 1919 Houston, TX 77251 Capital Campaign	\$10,000	The Forge for Families, Inc. John Starr 3435 Dixie Drive Houston, TX 77021 713.660.1871	\$10,000
Communities in Schools, Houston Donna Wotkyns 1235 N. Loop West, Suite 300 Houston, TX 77008 713.654.1515	\$15,000	Fourth Ward Clinic/Good Neighbor Healthcare Ctr. Janet Donath 190 Heights Blvd Houston, TX 77007 713.387.7140	\$15,000
Community of the Streets Outreach Corp/Lord of The Streets Muffin Clark 3401 Fannin Houston, TX 77440 713.526.0311	\$10,000	Houston Academy of Medicine Texas Medical Center/The TMC Library L.Maximilian Buja, M.D. 1133 John Freeman Blvd Houston, TX 77030 713.795.4200 Capital Campaign -	\$15,000
Depression & Bipolar Support Alliance Greater Houston Mary Collins, President 3800 Buffalo Speedway, #300 Houston, TX 77098 713.600.1131	\$5,000	Houston Community Health Centers dba VECINO Health Centers Daniel Montez 424 Hahlo Houston, TX 77020 713.674.3326 Capital Campaign	\$20,000
El Centro de Corazon Rodolfo Orna, LMFT P.O. Box 230209 Houston, TX 77223 713.660.1880	\$5,000	Houston Ear Research Found. Jan Gilden 7737 Southwest Frwy, #630 Houston, TX 77074	\$5,000

THE LYONS FOUNDATION
EIN: 74-6038717
2013 990PF, PART XV-3a

PAGE 3
STATEMENT 17

Houston Food Bank Brian Greene 535 Portwall Houston, TX 77029 713.547.8669	\$10,000	Monarch Institute for Neurological Differences Marty F. Webb 2815 Rosefield Dr. Houston, TX 77080 713.906.1343	
Houston Hospice James Faucett 1905 Holcombe Blvd Houston, TX 77030 713.677.7123	\$10,000	Capital Campaign	\$10,000
Houston:reVision Charles Rotramel 6856 Bellaire Blvd Houston, TX 77074 832.577.5556	\$5,000	Nehemiah Center, Inc. Tonia Labbe 5015 Fannin St. Houston, TX 77004 713.526.5015	\$10,000
Kids' Meals, Inc. Beth Braniff Harp 205 W. Crosstimbers Houston, TX 77018 713. 965.7440	\$15,000	Neighborhood Centers Inc. Karim Kafray 4500 Bissonnet, Suite 200 Bellaire, TX 77401 713.669.5338	\$15,000
Legacy Community Health Serv. Katy Caldwell 1116 Jackson Blvd. Houston, TX 77006 713.574.9716	\$10,000	New Hope Housing, Inc. Joy Horak-Brown 1117 Texas Ave Houston, TX 77002 713.222.0290	\$15,000
Memorial Assistance Ministries Martha Macris 1625 Blalock Rd Houston, TX 77080-7320 713.574.7543	\$7,000	Northwest Assistance Ministries Carole Little 15555 Kuykendahl Rd Houston, TX 77090 281.885.4555	\$5,000
		Palmer Drug Abuse Program Danielle Lutz 840 Gessner, Suite 1300 Houston, TX 77024	\$5,000

THE LYONS FOUNDATION
 EIN: 74-6038717
 2013 990PF, PART XV-3a

PAGE 4
STATEMENT 17

Pro-Vision Educational Serv. Inc. Roynell Young 4590 Wilmington Houston, TX 77051 713.748.0030	\$5,000	Search of the Emergency Air Resources/ Search Homeless Services Mitzi Barlett 2505 Fannin Houston, TX 77002 713.276.3065	\$10,000
Reasoning Mind Courtney Rogers 2000 Bering Dr., Ste. 300 Houston, TX 77057 832.255.2930	\$5,000	St. James House of Baytown Tom Zwicker 5800 West Baker Road Baytown, TX 77520-1618 281.450.8471	\$5,000
Ronald McDonald House Charities of Greater Houston/Galveston Debbie Adams 3664 Walnut Bend, Bldg. B Houston, TX 77042 713.974.1217	\$5,000	Star of Hope Mission Henry L. Rush 6897 Ardmore St Houston, TX 77054 713.748.0700 Capital Campaign	\$10,000
Ronald McDonald/Houston Leslie Bourne 1907 Holcombe Blvd Houston, TX 77030 713.795.3500	\$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 Rose Dorothy Gibbons 12700 North Featherwood #260 Houston, TX 77034 281.464.5123	\$5,000	United States Conference of Catholic Bishops/St. Dominic Village- Steven Reiter 2401 Holcombe Blvd Houston, TX 77021 713.741.8722	\$5,000
Small Steps Nurturing Center Ana Schick 2902 Jensen Drive Houston, TX 77026 713.236.0330	\$5,000		

THE LYONS FOUNDATION
EIN: 74-6038717
2013 990PF, PART XV-3a

PAGE 5
STATEMENT 17

United States Conference of Catholic Bishops/ San Jose Clinic Paule Anne Lewis 9000 Bellaire Houston, TX 77036-4683 713.219.5481	\$20,000	Yes Prep Public Schools, Inc. William Durbin 6201 Bonhomme Rd, Ste 168-N Houston, TX 77036 713.967.9037	\$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	Youth Audiences Inc. of Houston Mary Curry Mettenbrink 4550 Post ak Place, Suite 230 Houston, TX 77027 713.520.9267	<u>\$5,000</u>
		TOTAL:	<u>\$557,000</u>
University of Texas/MD Anderson Kidney Cancer Research Led by Dr. Nizar Tannir PO Box 4486 Houston, TX 77210-4486 713.792.3450	\$5,000		
Urban Harvest David Morris 2311 Canal Street, Suite 200 Houston, TX 77003 713.880.5540	\$5,000		
The Women's Home Paula Paust 607 Westheimer Houston, TX 77006-3915 713.328.1975	\$10,000		
Yellowstone Academy Cherie Singleton 3000 Trulley St Houston, TX 77004 713.741.8000	\$10,000		

**SCHEDULE D
(Form 1041)**

Capital Gains and Losses

OMB No 1545-0092

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

2013

Name of estate or trust

THE LYONS FOUNDATION

Employer identification number

74-6038717

Note: Form 5227 filers need to complete only Parts I and II

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶				7

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked	1,522,144.	950,958.		571,186.
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.				12
13 Capital gain distributions.				13
14 Gain from Form 4797, Part I.				14
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶				16 571,186.

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

Schedule D (Form 1041) 2013

JSA
3F1210 1 000

Part III Summary of Parts I and II

Caution: Read the instructions before completing this part.

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17 Net short-term gain or (loss)	17		
18 Net long-term gain or (loss):			
a Total for year	18a		571,186.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b		
c 28% rate gain	18c		
19 Total net gain or (loss). Combine lines 17 and 18a	19		571,186.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary

Part IV Capital Loss Limitation

20 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	20	()
a The loss on line 19, column (3) or b \$3,000		

Note: If the loss on line 19, 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 18a and 19 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 18b, col (2) or line 18c, 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 18a and 19 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 18b, col. (2) or line 18c, col (2) is more than zero

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21	
22 Enter the smaller of line 18a or 19 in column (2) but not less than zero	22	
23 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)	23	
24 Add lines 22 and 23	24	
25 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	25	
26 Subtract line 25 from line 24 If zero or less, enter -0-	26	
27 Subtract line 26 from line 21 If zero or less, enter -0-	27	
28 Enter the smaller of the amount on line 21 or \$2,450	28	
29 Enter the smaller of the amount on line 27 or line 28	29	
30 Subtract line 29 from line 28 If zero or less, enter -0-. This amount is taxed at 0%	30	
31 Enter the smaller of line 21 or line 26	31	
32 Subtract line 30 from line 26	32	
33 Enter the smaller of line 21 or \$11,950	33	
34 Add lines 27 and 30	34	
35 Subtract line 34 from line 33 If zero or less, enter -0-	35	
36 Enter the smaller of line 32 or line 35	36	
37 Multiply line 36 by 15%	37	
38 Enter the amount from line 31	38	
39 Add lines 30 and 36	39	
40 Subtract line 39 from line 38. If zero or less, enter -0-	40	
41 Multiply line 40 by 20%	41	
42 Figure the tax on the amount on line 27 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42	
43 Add lines 37, 41, and 42	43	
44 Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44	
45 Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	45	

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

Realized Gains and Losses

From 12/31/2012 to 12/31/2013

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

<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>
CenterPoint Energy Resources Corp 01/15/2014 5.95%	08/07/2008	05/31/2013	75,000 0000	77,564 25	73,912 50		3,651 75	3,651 75
DFA Enhanced U S Large Company	05/06/2010	10/24/2013	6,392 8210	74,648 15	45,458.94		29,189 21	29,189 21
DFA Enhanced U S Large Company	05/06/2010	12/05/2013	6,317 7370	75,350 60	44,925 02		30,425 58	30,425 58
			12,710 5580	149,998 75	90,383 96		59,614 79	59,614 79
DFA Five-Year Global Fixed Income	05/07/2010	12/05/2013	8,559 0580	95,242 31	96,734 89		(1,492 58)	(1,492 58)
DFA International Core Equity	05/06/2010	10/24/2013	4,374 6640	55,494 49	41,567 58		13,926 91	13,926 91
DFA International Core Equity	05/06/2010	12/05/2013	567 0340	6,977 20	5,387 89		1,589 31	1,589 31
			4,941 6980	62,471 69	46,955 47		15,516 22	15,516 22
DFA International Small Company	05/06/2010	10/24/2013	2,802.3960	54,934 99	39,525 47		15,409 52	15,409 52
DFA International Small Company	05/06/2010	12/05/2013	315 7450	6,039 14	4,453 32		1,585 82	1,585 82
			3,118 1410	60,974 13	43,978 79		16,995 34	16,995.34
DFA International Small-Cap Value	05/06/2010	10/24/2013	2,238 1900	45,683 84	32,961 66		12,722.18	12,722 18
DFA International Small-Cap Value	05/06/2010	12/05/2013	82 3130	1,613 08	1,212 22		400 86	400 86
			2,320 5030	47,296 92	34,173 88		13,123 04	13,123.04

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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>
DFA International Value	05/06/2010	10/24/2013	1,538 1450	30,250 70	23,818 18	6,432 52	6,432 52	6,432 52
DFA International Value	05/06/2010	12/05/2013	106 2550	1,997 78	1,645 36	352 42	352 42	352 42
			<u>1,644 4000</u>	<u>32,248 48</u>	<u>25,463 54</u>	<u>6,784 94</u>	<u>6,784 94</u>	<u>6,784 94</u>
DFA International Vector Equity	05/06/2010	10/24/2013	2,467 3170	29,291 73	22,289 48	7,002 25	7,002 25	7,002 25
DFA International Vector Equity	05/06/2010	12/05/2013	240 1330	2,748 73	2,169 34	579 39	579 39	579 39
			<u>2,707 4500</u>	<u>32,040 46</u>	<u>24,458 82</u>	<u>7,581 64</u>	<u>7,581 64</u>	<u>7,581 64</u>
DFA Large-Cap International	05/06/2010	10/24/2013	845 1150	18,927 47	14,464 19	4,463 28	4,463 28	4,463 28
DFA Large-Cap International	05/06/2010	12/05/2013	223 0220	4,837 42	3,817 03	1,020 39	1,020 39	1,020 39
			<u>1,068 1370</u>	<u>23,764 89</u>	<u>18,281 22</u>	<u>5,483 67</u>	<u>5,483 67</u>	<u>5,483 67</u>
DFA U S Core Equity 2	05/06/2010	10/24/2013	7,651 2490	119,645 53	73,846 70	45,798 83	45,798 83	45,798 83
DFA U.S. Core Equity 2	05/06/2010	12/05/2013	3,684 1930	58,742 88	35,558 31	23,184 57	23,184 57	23,184 57
			<u>11,335 4420</u>	<u>178,388 41</u>	<u>109,405 01</u>	<u>68,983 40</u>	<u>68,983 40</u>	<u>68,983 40</u>
DFA U S Large-Cap Value	05/06/2010	10/24/2013	3,541 2270	105,154 45	64,110 28	41,044 17	41,044 17	41,044 17
DFA U.S Large-Cap Value	05/06/2010	12/05/2013	1,724 3790	52,625 29	31,218 11	21,407 18	21,407 18	21,407 18
			<u>5,265 6060</u>	<u>157,779 74</u>	<u>95,328 39</u>	<u>62,451 35</u>	<u>62,451 35</u>	<u>62,451 35</u>
DFA U S Small-Cap	05/06/2010	10/24/2013	7,332 8330	222,604 80	133,108 44	89,496 36	89,496 36	89,496 36
DFA U S Small-Cap	05/06/2010	12/05/2013	2,223 6320	68,690 24	40,364 23	28,326 01	28,326 01	28,326 01
			<u>9,556 4650</u>	<u>291,295 04</u>	<u>173,472 67</u>	<u>117,822 37</u>	<u>117,822 37</u>	<u>117,822 37</u>

Realized Gains and Losses
From 12/31/2012 to 12/31/2013

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

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Original Cost Basis	Short Term Gains (Loss)	Long Term Gains (Loss)	Total Gains (Loss)
DFA U S Targeted Value	05/06/2010	10/24/2013	6,160 6160	140,010 80	89,410 16		50,600 64	50,600 64
DFA U S Targeted Value	05/06/2010	12/05/2013	1,998 0650	46,455 00	28,998 29		17,456 71	17,456 71
			<u>8,158 6810</u>	<u>186,465 80</u>	<u>118,408 45</u>		<u>68,057 35</u>	<u>68,057 35</u>
Long Term Gains (Loss)				1,395,530.87	950,957.59		444,573.28	
Total (Sales)				1,395,530.87	950,957.59		444,573.28	444,573.28

Capital Gain Distributions in Non-Taxable or Tax Deferred Accounts

Description	Pay Date	Original Cost Basis	Short Term Gains (Loss)	Long Term Gains (Loss)	Total Gains (Loss)
DFA Emerging Markets	12/12/2013			1,780 22	1,780 22
DFA Emerging Markets Small-Cap	12/12/2013			3,438 37	3,438 37
DFA Emerging Markets Value	12/12/2013		120 00	2,830 55	2,830 55
DFA Emerging Markets Value	12/12/2013		120 00	2,830 55	2,950 55
DFA Five-Year Global Fixed Income	12/11/2013			2,615 01	2,615 01
DFA Five-Year Global Fixed Income	12/11/2013		346 10	346 10	346 10
DFA International Small Company	12/12/2013		1,985 25	15,094 21	15,094 21
DFA International Small Company	12/12/2013		1,985 25	15,094 21	17,079 46
DFA International Small-Cap Value	12/11/2013		1,340 48	4,404 42	1,340 48
DFA International Small-Cap Value	12/11/2013		1,340 48	4,404 42	4,404 42
DFA International Vector Equity	12/11/2013			2,760 07	2,760 07

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

<u>Description</u>	<u>Pay Date</u>	<u>Original Cost Basis</u>	<u>Short Term Gains (Loss)</u>	<u>Long Term Gains (Loss)</u>	<u>Total Gains (Loss)</u>
DFA International Vector Equity	12/11/2013		215.07		215.07
			215.07	2,760.07	2,975.14
DFA One-Year Fixed Income	12/11/2013		430.39	717.31	717.31
DFA One-Year Fixed Income	12/11/2013		430.39	717.31	430.39
			430.39	717.31	1,147.70
DFA Selectively Hedged Global Fixed Inc	12/11/2013		547.96	36.53	36.53
DFA Selectively Hedged Global Fixed Inc	12/11/2013		547.96	36.53	547.96
			547.96	36.53	584.49
DFA Short-Term Extended Quality	12/11/2013		37.63	301.06	301.06
DFA Short-Term Extended Quality	12/11/2013		37.63	301.06	37.63
			37.63	301.06	338.69
DFA Short-Term Government Portfolio	12/11/2013		83.34	555.59	555.59
DFA Short-Term Government Portfolio	12/11/2013		83.34	555.59	83.34
			83.34	555.59	638.93
DFA Two-Year Global Fixed Income	12/11/2013		206.80	118.17	206.80
DFA Two-Year Global Fixed Income	12/11/2013		206.80	118.17	118.17
			206.80	118.17	324.97
DFA U S Core Equity 2	12/11/2013		475.24	10,387.36	475.24
DFA U S Core Equity 2	12/11/2013		475.24	10,387.36	10,387.36
			475.24	10,387.36	10,862.60
DFA U S Small-Cap	12/12/2013		3,433.86	37,904.54	3,433.86
DFA U S Small-Cap	12/12/2013		3,433.86	37,904.54	37,904.54
			3,433.86	37,904.54	41,338.40
DFA U S Targeted Value	12/12/2013		2,589.33		2,589.33

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<u>Description</u>	<u>Pay Date</u>	<u>Original Cost Basis</u>	<u>Short Term Gains (Loss)</u>	<u>Long Term Gains (Loss)</u>	<u>Total Gains (Loss)</u>
DFA U S Targeted Value	12/12/2013		2,589.33	43,668.74	43,668.74
				43,668.74	46,258.07
Total (Distributions)			11,811.45	126,612.15	138,423.60
Total Gains			11,811.45	571,185.43	582,996.88

HCL IN DIVIDENDS →

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.