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EXTENDED TO AUGUST 17, 2015

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 separate instructions is at www.irs.gov/form990pf.

OMB No. 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation LYON FOUNDATION		A Employer identification number 23-7299980
Number and street (or P.O. box number if mail is not delivered to street address) PO BOX 546	Room/suite	B Telephone number (918) 336-0066
City or town, state or province, country, and ZIP or foreign postal code BARTLESVILLE, OK 74005		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 46,513,376.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		261.	261.		STATEMENT 1
4 Dividends and interest from securities		1,174,102.	1,174,102.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		3,547,125.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			3,547,125.		
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)					
11 Other income		<5,933.>	<5,933.>		STATEMENT 3
12 Total. Add lines 1 through 11		4,715,555.	4,715,555.		
13 Compensation of officers, directors, trustees, etc.		78,000.	19,500.		58,500.
14 Other employee salaries and wages		25,800.	0.		25,800.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		21,050.	0.		21,050.
c Other professional fees STMT 5		160,381.	160,381.		0.
17 Interest					
18 Taxes STMT 6		90,584.	1,406.		6,178.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		8,856.	8,856.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		384,671.	190,143.		111,528.
25 Contributions, gifts, grants paid		1,870,837.			1,870,837.
26 Total expenses and disbursements. Add lines 24 and 25		2,255,508.	190,143.		1,982,365.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		2,460,047.			
b Net investment income (if negative, enter -0-)			4,525,412.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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2014.03050 LYON FOUNDATION

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	88,605.	96,167.	96,167.
	2 Savings and temporary cash investments	889,805.	656,799.	656,799.
	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			
	7 Other notes and loans receivable ▶			
	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 STMT 9	504,579.	1,577,774.	1,577,774.
	b Investments - corporate stock STMT 10	24,850,261.	25,815,528.	25,815,528.
	c Investments - corporate bonds STMT 11	6,229,196.	7,582,253.	7,582,253.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	12,020,627.	10,776,915.	10,776,915.
	14 Land, buildings, and equipment: basis ▶ 33,435.			
	Less: accumulated depreciation ▶ 25,495.	10,066.	7,940.	7,940.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	44,593,139.	46,513,376.	46,513,376.
	17 Accounts payable and accrued expenses	28,621.		
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	28,621.	0.	
	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	44,564,518.	46,513,376.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	44,564,518.	46,513,376.	
	31 Total liabilities and net assets/fund balances	44,593,139.	46,513,376.	

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	44,564,518.
2 Enter amount from Part I, line 27a	2	2,460,047.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	47,024,565.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	511,189.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	46,513,376.

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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 REALIZED GAINS		P		
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 3,547,125.			3,547,125.
b			
c			
d			
e			

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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			3,547,125.
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	3,547,125.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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))
2013	1,875,548.	41,686,103.	.044992
2012	1,855,685.	38,199,476.	.048579
2011	1,691,479.	37,614,511.	.044969
2010	1,595,556.	35,240,648.	.045276
2009	1,835,949.	31,686,870.	.057940

2 Total of line 1, column (d)	2	.241756
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	.048351
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	45,385,398.
5 Multiply line 4 by line 3	5	2,194,429.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	45,254.
7 Add lines 5 and 6	7	2,239,683.
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	1,982,365.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	90,508.
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	90,508.
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	90,508.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	114,685.	
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	114,685.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	24,177.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ Refunded ☐	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
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? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ OK		
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? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **▶ N/A**

14 The books are in care of **▶ JOHN B KANE** Telephone no. **▶ 918-336-0066**
 Located at **▶ 416 E FIFTH STREET, BARTLESVILLE, OK** ZIP+4 **▶ 74003**

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** **N/A**

16 At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? **Yes** **No**
16 ☐ ☒ **X**
 See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country **▶**

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If "Yes," list the years ▶ _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	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. ▶ _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2014 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 2014.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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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 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

5b

X

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
SEE STATEMENT 13		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. 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 NONE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	44,981,796.
b	Average of monthly cash balances	1b	1,086,810.
c	Fair market value of all other assets	1c	7,940.
d	Total (add lines 1a, b, and c)	1d	46,076,546.
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	46,076,546.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	691,148.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	45,385,398.
6	Minimum investment return. Enter 5% of line 5	6	2,269,270.

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	2,269,270.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	90,508.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	90,508.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,178,762.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,178,762.
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	2,178,762.

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	1,982,365.
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	1,982,365.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,982,365.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				2,178,762.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			1,955,062.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 1,982,365.				
a Applied to 2013, but not more than line 2a			1,955,062.	
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 2014 distributable amount				27,303.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				2,151,459.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AGAPE MISSION 309 SW BUCY BARTLESVILLE, OK 74003	NONE	PUBLIC	GENERAL SUPPORT	85,000.
AMERICAN LEGION 506 W SHAWNEE BARTLESVILLE, OK 74006	NONE	PUBLIC	NEW HVAC	50,500.
ANIMAL RESCUE FOUNDATION 127 NE WASHINGTON BARTLESVILLE, OK 74006	NONE	PUBLIC	BUILDING	64,374.
ARC GROUP HOME 616 E 4TH ST BARTLESVILLE, OK 74003	NONE	PUBLIC	GENERAL SUPPORT	5,000.
BARTLESVILLE COMMUNITY FOUNDATION 415 SE SILAS BARTLESVILLE, OK 74003	NONE	PUBLIC	SCOREBOARD DOENGES STADIUM	81,796.
Total	SEE CONTINUATION SHEET(S)			1,870,837.
b Approved for future payment				
NONE				
Total				0.

Part XVII

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

- | | | Yes | No |
|--|---|-------|----|
| 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 | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| | b Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | X | |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X | |
| 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. | | | |

[illegible]

- 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.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Signature of officer or trustee John B. Kane **Date** 6/9/15 **Title** PRESIDENT

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature <i>Thad Kent</i>	Date <i>6-9-15</i>	Check ☐ if self-employed	PTIN P00395763
	Firm's name ▶ BRYAN. LITTLE, HALEY & KENT PC			Firm's EIN ▶ 73-0941849	
	Firm's address ▶ PO BOX 2306 BARTLESVILLE, OK 74005			Phone no. 918-336-1433	

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
BARTLESVILLE COMMUNITY FOUNDATION 415 SE SILAS BARTLESVILLE, OK 74003	NONE	PUBLIC	DEPOT TRAIN PROJECT	55,000.
BARTLESVILLE REGIONAL CHAMBER OF COMMERCE 201 SW KEELER BARTLESVILLE, OK 74003	NONE	PUBLIC	BUILDING RENOVATIONS	36,551.
BARTLESVILLE WOMENS CLUB 601 SE SHAWNEE AVE BARTLESVILLE, OK 74003	NONE	PUBLIC	REFURBISH BUILDING AND LANDSCAPE	20,000.
BLUESTEM THERAPEUTICS 511 COUNTY ROAD 3007 BARTLESVILLE, OK 74003	NONE	PUBLIC	NEW MOWER AND TRACTOR	35,387.
BOY SCOUTS 520 S QUAPAW BARTLESVILLE, OK 74003	NONE	PUBLIC	NEW TRUCK	29,000.
BOYS & GIRLS CLUB 401 S SEMINOLE BARTLESVILLE, OK 74003	NONE	PUBLIC	GENERAL SUPPORT	10,000.
CITY OF BARTLESVILLE 401 S. JOHNSTONE BARTLESVILLE, OK 74003	NONE	PUBLIC	SOONER PARK PLAY TOWER	20,875.
CONCERN 333 S PENN AVE BARTLESVILLE, OK 74003	NONE	PUBLIC	GENERAL SUPPORT	5,000.
CRISIS PREGNANCY OUTREACH 7807 E. 76TH ST TULSA, OK 74133	NONE	PUBLIC	GENERAL SUPPORT	5,000.
DEWEY RECREATION ASSOCIATION PO BOX 462 DEWEY, OK 74029	NONE	PUBLIC	NEW CONCESSION STAND AND FENCING	60,000.
Total from continuation sheets				1,584,167.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
FAMILY CRISIS & COUNSELING 615 SE FRANK PHILLIPS BARTLESVILLE, OK 74003	NONE	PUBLIC	GENERAL SUPPORT	10,000.
FAMILY HEALTHCARE CLINIC 1820 WEST HENSLEY BLVD BARTLESVILLE, OK 74003	NONE	PUBLIC	BUILDING UPGRADE	13,512.
GREEN COUNTRY FREE CLINIC 500 SE FRANK PHILLIPS BARTLESVILLE, OK 74003	NONE	PUBLIC	GENERAL SUPPORT	5,000.
HOPESTONE CANCER SUPPORT CENTER 120 B SW FRANK PHILLIPS BARTLESVILLE, OK 74003	NONE	PUBLIC	GENERAL SUPPORT	5,000.
LIGHTHOUSE OUTREACH 1411 W. HENSLEY BLVD BARTLESVILLE, OK 74003	NONE	PUBLIC	NEW VAN	26,395.
MOUNTAIN STATES LEGAL FOUNDATION 2596 S LEWIS WAY LAKEWOOD, CO 80227	NONE	PUBLIC	GENERAL SUPPORT	15,000.
NEHEMIAH COMMUNITY PO BOX 3263 BARTLESVILLE, OK 74005	NONE	PUBLIC	REMODEL HOUSES	42,551.
OK MOZART 415 S DEWEY SUITE 100 BARTLESVILLE, OK 74003	NONE	PUBLIC	RENOVATIONS	43,695.
OKLAHOMA COUNCIL OF PUBLIC AFFAIRS 1401 N. LINCOLN BLVD BARTLESVILLE, OK 73104	NONE	PUBLIC	GENERAL SUPPORT	15,000.
ON THE ROCK MINISTRIES 309 W HENSLEY BLVD BARTLESVILLE, OK 74005	NONE	PUBLIC	GENERAL SUPPORT	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
PATHS TO INDEPENDENCE 4041 SE SHERIDAN RD BARTLESVILLE, OK 74003	NONE	PUBLIC	GENERAL SUPPORT	22,500.
PATHS TO INDEPENDENCE 4041 SE SHERIDAN RD BARTLESVILLE, OK 74006	NONE	PUBLIC	BUILDING PURCHASE	250,000.
PROJECT HOME FOUNDATION PO BOX 546 BARTLESVILLE, OK 74005	NONE	PUBLIC	GENERAL SUPPORT	17,500.
RICHARD KANE YMCA 101 N OSAGE AVE BARTLESVILLE, OK 74003	NONE	PUBLIC	RENOVATIONS	120,000.
ROGERS STATE UNIVERSITY 401 S DEWEY AVE BARTLESVILLE, OK 74003	NONE	PUBLIC	ROOF AND ELECTRICAL REPAIRS	100,000.
SAMARITAN COUNSELING CENTER 245 S MADISON BLVD BARTLESVILLE, OK 74003	NONE	PUBLIC	GENERAL SUPPORT	10,000.
SEEKERS OF SUCCESS PO BOX 1085 BARTLESVILLE, OK 74005	NONE	PUBLIC	PURCHASE BUILDING	160,000.
ST JOHN SCHOOL 715 S. JOHNSTONE AVE BARTLESVILLE, OK 74003	NONE	PUBLIC	RENOVATE AND EXPAND SCHOOL BUILDING	50,000.
WASHINGTON COUNTY 4-H 1115 N DELAWARE DEWEY, OK 74029	NONE	PUBLIC	GENERAL SUPPORT	5,000.
WASHINGTON COUNTY ELDER CARE 1223 SWAN DRIVE BARTLESVILLE, OK 74003	NONE	PUBLIC	GENERAL SUPPORT	10,000.
Total from continuation sheets				

23-7299980

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CASH AT BROKERS	208.	208.	
MONEY MARKET	53.	53.	
TOTAL TO PART I, LINE 3	261.	261.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BONDS AND DEMAND NOTES	244,113.	0.	244,113.	244,113.	
DIVIDENDS-MUTUAL FUNDS	249,869.	0.	249,869.	249,869.	
DIVIDENDS-STOCK	671,806.	0.	671,806.	671,806.	
INTEREST-US OBLIGATIONS	8,314.	0.	8,314.	8,314.	
TO PART I, LINE 4	1,174,102.	0.	1,174,102.	1,174,102.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	<5,933.>	<5,933.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<5,933.>	<5,933.>	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BRYAN AND LITTLE	21,050.	0.		21,050.	
TO FORM 990-PF, PG 1, LN 16B	21,050.	0.		21,050.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
HARRIS BANK - INVESTMENT MGMT	105,505.	105,505.		0.	
UMB - INVESTMENT MGMT	30,840.	30,840.		0.	
ARVEST - INVESTMENT MGMT	24,036.	24,036.		0.	
TO FORM 990-PF, PG 1, LN 16C	160,381.	160,381.		0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	7,482.	1,406.		6,076.	
PROPERTY TAXES	102.	0.		102.	
FEDERAL EXCISE TAXES	83,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	90,584.	1,406.		6,178.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE & ADMINISTRATIVE	5,567.	5,567.			0.
ANNUAL MEETING	1,328.	1,328.			0.
INSURANCE EXPENSE	1,961.	1,961.			0.
TO FORM 990-PF, PG 1, LN 23	8,856.	8,856.			0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	8
DESCRIPTION	AMOUNT				
UNREALIZED GAINS	509,065.				
NON INCOME PRODUCING DEPRECIATION	2,124.				
TOTAL TO FORM 990-PF, PART III, LINE 5	511,189.				

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
US TREASURIES-HARRIS-SEE ATTACHED	X		1,577,774.	1,577,774.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,577,774.	1,577,774.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,577,774.	1,577,774.	

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK-BARTLESVILLE-SEE ATTACHED	1,059,227.	1,059,227.
CORPORATE STOCK-UMB-STOCK	1,796,611.	1,796,611.
CORPORATE STOCK-HARRIS-SEE ATTACHED	17,224,822.	17,224,822.
CORPORATE STOCK-ARVEST-SEE ATTACHED	5,734,868.	5,734,868.
TOTAL TO FORM 990-PF, PART II, LINE 10B	25,815,528.	25,815,528.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS-UMB-SEE ATTACHED	1,314,715.	1,314,715.
CORPORATE BONDS-HARRIS-SEE ATTACHED	6,267,538.	6,267,538.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,582,253.	7,582,253.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS-HARRIS-SEE ATTACHED	FMV	3,671,046.	3,671,046.
MUTUAL FUNDS-ARVEST-SEE ATTACHED	FMV	4,447,174.	4,447,174.
MUTUAL FUNDS-UMB-SEE ATTACHED	FMV	2,658,695.	2,658,695.
TOTAL TO FORM 990-PF, PART II, LINE 13		10,776,915.	10,776,915.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 13
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
WALTER ALLISON 1800 SE WAYLAND CT BARTLESVILLE, OK 74006	VICE PRESIDENT 1.00	0.	0. 0.
THOMAS JANER 416 EAST FIFTH ST BARTLESVILLE, OK 74003	SECRETARY 1.00	0.	0. 0.
JOHN F KANE PO BOX 729 BARTLESVILLE, OK 74006	PRESIDENT/MANAGER 10.00	0.	0. 0.
BRUCE W ROBINETT 2317 SE LONDON LN BARTLESVILLE, OK 74006	TREASURER 1.00	0.	0. 0.
JOHN B KANE 2225 DEERFIELD PL BARTLESVILLE, OK 74006	ASSISTANT SECRETARY 1.00	0.	0. 0.
MARK A MYERS 909 E 9TH STREET BARTLESVILLE, OK 74003	VICE PRESIDENT 1.00	0.	0. 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0. 0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JOHN B KANE
P.O. BOX 546
BARTLESVILLE, OK 74005

TELEPHONE NUMBER

(918)336-0066

FORM AND CONTENT OF APPLICATIONS

SEE ATTACHED

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

PREFERENCE GIVEN TO THE BARTLESVILLE AREA

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
	LYON FOUNDATION	Employer identification number (EIN) or 23-7299980
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. PO BOX 546	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BARTLESVILLE, OK 74005	

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

04

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

JOHN B KANE

- The books are in the care of ► **416 E FIFTH STREET - BARTLESVILLE, OK 74003**

Telephone No. ► **918-336-0066**

Fax No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2015**, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
- ☒ calendar year **2014** or
- ☐ tax year beginning _____, and ending _____

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	90,208.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	114,685.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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