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Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation  
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**2014**

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

**Open to Public Inspection**

For calendar year **2014** or tax year beginning , **2014**, and ending , **20**

Name of foundation <b>THE LYONS FOUNDATION</b>		<b>A</b> Employer identification number 74-6038717
Number and street (or P O box number if mail is not delivered to street address) <b>1202A DAIRY ASHFORD</b>		<b>B</b> Telephone number (see instructions) (281) 497-0332 EXT 302
City or town, state or province, country, and ZIP or foreign postal code <b>HOUSTON, TX 77079-3004</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply:		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 13,916,451.</b>		
<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)					
<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
<b>3</b> Interest on savings and temporary cash investments		10.	10.		ATCH 1
<b>4</b> Dividends and interest from securities		341,693.	341,693.		ATCH 2
<b>5a</b> Gross rents					
<b>b</b> Net rental income or (loss)					
<b>6a</b> Net gain or (loss) from sale of assets not on line 10		539,461.			
<b>b</b> Gross sales price for all assets on line 6a		978,623.			
<b>7</b> Capital gain net income (from Part IV, line 2)			539,461.		
<b>8</b> Net short-term capital gain					
<b>9</b> Income modifications					
<b>10a</b> Gross sales less returns and allowances					
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule) ATCH 3		224,198.	224,198.		
<b>12</b> Total. Add lines 1 through 11		1,105,362.	1,105,362.		
<b>13</b> Compensation of officers, directors, trustees, etc.		0			
<b>14</b> Other employee salaries and wages					
<b>15</b> Pension plans, employee benefits					
<b>16a</b> Legal fees (attach schedule) ATCH 4		19,892.	19,892.		
<b>b</b> Accounting fees (attach schedule) ATCH 5		34,000.	31,500.		2,500.
<b>c</b> Other professional fees (attach schedule) [6]		105,631.	105,631.		
<b>17</b> Interest					
<b>18</b> Taxes (attach schedule) (see instructions) [7]		24,886.			
<b>19</b> Depreciation (attach schedule) and depletion					
<b>20</b> Occupancy					
<b>21</b> Travel, conferences, and meetings					
<b>22</b> Printing and publications					
<b>23</b> Other expenses (attach schedule) ATCH 8		493.			
<b>Total operating and administrative expenses.</b> Add lines 13 through 23.		184,902.	157,023.		2,500.
<b>25</b> Contributions, gifts, grants paid		819,000.			819,000.
<b>26</b> Total expenses and disbursements. Add lines 24 and 25		1,003,902.	157,023.	0	821,500.
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements		101,460.			
<b>b</b> Net investment income (if negative, enter -0-)			948,339.		
<b>c</b> Adjusted net income (if negative, enter -0-)					

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 . . . . .	276,475.	519,411.	519,411.
	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 - US and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) ATCH 9 . . . . .	10,420,467.	10,253,974.	12,346,491.
	c	Investments - corporate bonds (attach schedule) ATCH 10 . . . . .	1,021,276.	1,021,276.	1,050,549.
	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 ▶ . . . . .)				
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	11,718,218.	11,794,661.	13,916,451.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	25,017.	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, . . . <input checked="" type="checkbox"/> check here 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 . . . . .	9,093,819.	9,195,279.	
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	11,693,201.	11,794,661.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	11,718,218.	11,794,661.		

**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	11,693,201.
2	Enter amount from Part I, line 27a . . . . .	2	101,460.
3	Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4	Add lines 1, 2, and 3 . . . . .	4	11,794,661.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	11,794,661.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) 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					
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	539,461.	
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))
2013	559,500.	13,809,157.	0.040517
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
2 Total of line 1, column (d)			0.245057
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			0.049011
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			14,723,649.
5 Multiply line 4 by line 3			721,621.
6 Enter 1% of net investment income (1% of Part I, line 27b)			9,483.
7 Add lines 5 and 6			731,104.
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.			821,500.

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

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, tax under section 511, add lines, subtitle A tax, tax based on investment income, credits/payments, total credits, penalty, tax due, overpayment, and amount credited to 2015 estimated tax.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Questions cover political activities, unrelated business income, liquidation, requirements of section 508(e), states reported to, and substantial contributors.

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?
14 The books are in care of STORMS & CRITZ (SUE HILL) Telephone no. (281) 497-0332
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
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?

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?
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)?
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?
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?
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?
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 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?
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 2014?

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))?. . . . .
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?. . . . .
(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions), . . . . .
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .
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)? . . . . .
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? . . . . .
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .
6b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .
7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .

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).

Table with 5 columns: (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. Row 1: ATCH 11, 0, 0, 0.

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

Table with 5 columns: (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. Row 1: NONE.

Total number of other employees paid over \$50,000. . . . . 0

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
-----		
-----		
-----		
-----		
-----		0

Total number of others receiving over \$50,000 for professional services . . . . . 0

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3 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	14,386,452.
b	Average of monthly cash balances . . . . .	1b	285,263.
c	Fair market value of all other assets (see instructions). . . . .	1c	276,152.
d	<b>Total</b> (add lines 1a, b, and c) . . . . .	1d	14,947,867.
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	14,947,867.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	224,218.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,723,649.
6	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	6	736,182.

**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	736,182.
2a	Tax on investment income for 2014 from Part VI, line 5 . . . . .	2a	9,483.
b	Income tax for 2014. (This does not include the tax from Part VI.) . . . . .	2b	
c	Add lines 2a and 2b . . . . .	2c	9,483.
3	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	3	726,699.
4	Recoveries of amounts treated as qualifying distributions . . . . .	4	
5	Add lines 3 and 4 . . . . .	5	726,699.
6	Deduction from distributable amount (see instructions). . . . .	6	
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	7	726,699.

**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	821,500.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	821,500.
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	9,483.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	6	812,017.

**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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7 . . . . .				726,699.
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only . . . . .				
b Total for prior years 20 <u>12</u> , 20 <u>11</u> , 20 <u>10</u> . . . . .				
3 Excess distributions carryover, if any, to 2014:				
a From 2009 . . . . .				
b From 2010 . . . . .				
c From 2011 . . . . .				
d From 2012 . . . . .			39,380.	
e From 2013 . . . . .				
f Total of lines 3a through e . . . . .	39,380.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ <u>821,500.</u>				
a Applied to 2013, 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 2014 distributable amount . . . . .				726,699.
e Remaining amount distributed out of corpus . . . . .	94,801.			
5 Excess distributions carryover applied to 2014 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	134,181.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .				
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 2013. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015 . . . . .				
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) . . . . .				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .	134,181.			
10 Analysis of line 9.				
a Excess from 2010 . . . . .				
b Excess from 2011 . . . . .				
c Excess from 2012 . . . . .			39,380.	
d Excess from 2013 . . . . .				
e Excess from 2014 . . . . .			94,801.	

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with 5 columns: (a) 2014, (b) 2013, (c) 2012, (d) 2011, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly for active conduct), 3 (Alternative tests: Assets, Endowment, Support).

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

1 Information Regarding Foundation Managers:

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

ATTACHMENT 12

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 13

c Any submission deadlines:

ATCH 14

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

ATCH 15

**Part XV** Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
<p>a <i>Paid during the year</i></p> <p>ATCH 16</p>				
<b>Total</b> .....				819,000.
<p>b <i>Approved for future payment</i></p>				
<b>Total</b> .....				▶ 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.



**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)	
765,107.		VARIOUS SEC.-SEE SCHEDULE 439,162.					325,945.	
213,516.		CHARLES SCHWAB-LTCG DIVIDENDS					213,516.	
TOTAL GAIN (LOSS) .....		.....					<u>539,461.</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	341,693.	341,693.
TOTAL	<u>341,693.</u>	<u>341,693.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>
ROYALTY INCOME (GROSS)
EXPENSES ATTRIBUTABLE TO ROYALTIES
LEASE BONUS

REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
<u>193,304.</u>	<u>193,304.</u>
-6,606.	-6,606.
37,500.	37,500.
<u>224,198.</u>	<u>224,198.</u>

TOTALS

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 MLT LAWYERS	19,862. 30.	19,862. 30.		
TOTALS	<u>19,892.</u>	<u>19,892.</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.	105,631.	105,631.
TOTALS	<u>105,631.</u>	<u>105,631.</u>

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL EXCISE TAXES	24,886.
TOTALS	<u>24,886.</u>

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION

OFFICE/DELIVERY/POSTAGE/TEL.  
STORAGE

REVENUE  
AND  
EXPENSES  
PER BOOKS

368.  
125.

TOTALS

493.

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	10,420,467.	10,253,974.	12,346,491.
TOTALS	<u>10,420,467.</u>	<u>10,253,974.</u>	<u>12,346,491.</u>

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

	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
DFA Emerging Mkt/Core Equity Port/14019.3730	265,223	260,040	265,247
DFA Emerging Mkt/Small Cap Port/10251.2780	216,669	205,530	203,898
DFA Emerging Mkt/Value Port/7270.3930	206,085	207,233	187,213
DFA Emerging Mkt Port/11337.8380	298,114	292,872	283,899
DFA Enhanced US Large Co Port/95939.8330	939,975	817,351	1,170,466
DFA Intl Core Equity Port/73595.4360	704,446	715,940	861,067
DFA Intl Small Cap Value Port/19475.8970	287,966	286,475	362,252
DFA Intl Small Co Port/32299.490	484,886	493,737	565,425
DFA Intl Value Port/29653.8770	440,513	453,923	523,391
DFA Intl Vector Equity Port/36753.3020	328,239	334,212	395,098
DFA Large Cap Intl Port/27774.4590	485,044	488,717	575,487
DFA Short Term Extended Quality Port Instl/19064.7730	201,567	203,527	205,709
DFA US Core Equity 2 Port/60926.450	760,667	688,754	1,066,206
DFA US Large Cap Value Port/23475.5180	533,699	480,788	797,933
DFA US Small Cap Port/42587.7510	977,582	926,680	1,326,608
DFA Targeted Value Port/35025.6340	606,295	575,966	775,818
DFA Five Year Global Fixed Inc Port/31620.4950	219,678	352,755	345,612
DFA Five Year Govt Port/28035.4290	303,567	304,987	298,577
DFA One Year Fix Inc Port/143979.7760	1,484,948	1,488,138	1,482,992
DFA Two Year Global Fixed Inc Port/29812.1810	303,159	304,203	295,141
DFA Slctively Hedged Global Fix Inc/37030.2990	372,145	372,145	358,453
<b>TOTAL STOCKS</b>	<b>10,420,467</b>	<b>10,253,974</b>	<b>12,346,491</b>

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	1,021,276.	1,021,276.	1,050,549.
TOTALS	<u>1,021,276.</u>	<u>1,021,276.</u>	<u>1,050,549.</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	48,400
Comcast Corp/6.5%/01/15/15	77,746	77,746	75,119
Con-Way Inc/7.25%/01/15/18	109,000	109,000	113,721
Exelon Generation LLC/6.2%/10/01/17	76,592	76,592	83,353
General Electric Co GLB/5.25%/12/06/17	75,453	75,453	83,211
Goldman Sachs Group/5.625%/01/15/17	48,429	48,429	53,639
Home Depot/5.4%/3/01/16	71,599	71,599	79,037
HSBC Finance Corp/5.5%/01/19/16	48,534	48,534	52,286
Masco Corp/4.8%/06/15/15	75,953	75,953	76,183
May (Macy) Department Stores/7.45%/10/15/16	78,380	78,380	82,684
Quest Corp/7.625%/06/15/15/75000	84,413	84,413	77,273
Reliance Steel & Alum/6.2%/11/15/16	80,642	80,642	80,342
TECO Finance Inc/Bonds/7%/05/01/12	30,510	30,510	33,701
Temple-Inland/Step/0%/01/15/18	106,250	106,250	111,602
<b>TOTAL CORPORATE NOTES AND BONDS</b>	<b>1,021,276</b>	<b>1,021,276</b>	<b>1,050,549</b>

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

ATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
R.A. SEALE, JR. 6627 WANITA PLACE HOUSTON, TX 77007	PRESIDENT	0
JAMES S. PRENTICE 526 STONELEIGH HOUSTON, TX 77079	SEC/TREAS	0
JOHN W. STORMS 1202A DAIRY ASHFORD HOUSTON, TX 77079	V. PRESIDENT	0
FLO MCGEE 5957 CRAB ORCHARD HOUSTON, TX 77057	V. PRESIDENT	0
GRAND TOTALS		<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 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16

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.

819,000.

TOTAL CONTRIBUTIONS PAID

819,000.

THE LYONS FOUNDATION

EIN: 74-6038717

2014 990PF, PART XV-3a

STATEMENT 17

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

American Cancer Society Betti Guzman 6301 Richmond Houston, TX 77057 713.706.5640 Capital Campaign	\$20,000	Bridges To Life John Sage P. O. Box 19039 Houston, TX 77224-9039 713.463.7200	\$15,000
Bel Inizio, Inc. Theresa Strong 7710 Del Rey Lane Houston, TX 77071 832.247.5308	\$5,000	CanCare, Inc. Nancy Tucker 9575 Katy Freeway, Ste. 428 Houston, TX 77024 713.461.0028	\$20,000
Bo's Place Mary Beth Staine 10050 Buffalo Speedway Houston, TX 77054 713.942.8339	\$10,000	Casa de Esperanza de los Ninos, Inc. Kathleen Foster P.O. Box 66581 Houston, TX 77266-6581 713.529.0639	\$30,000
Boys & Girls Clubs of Houston Kevin Hattery 1520-A Airline Drive Houston, TX 77009 713.400.2953	\$10,000	Cathedral Health Ministries dba The Beacon Charly Weldon 1117 Texas Ave Houston, TX 77002	10,000
Boys & Girls Country of Houston Ginny E. Hargrave 18806 Roberts Road Hockley, TX 77447 281.351.4976	\$10,000	Child Advocates Sonya Galvan 2401 Portsmouth St., Suite 210 Houston, TX 77098 713.529.1396	\$40,000

THE LYONS FOUNDATION  
 EIN: 74-6038717  
 2014 990PF, PART XV-3a

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STATEMENT 17

Child Builders Trish King 3800 Buffalo Speedway, #310 Houston, TX 77098 713.400.1155	\$10,000	Cornerstone Recovery Inc. Anette Edens 6699 Portwest Dr., Suite 140 Houston, TX 77024 713.528.6720	\$5,000
Children's Defense Fajnd-Texas Vicki Johnson 5410 Bellaire, Suite 203 Bellaire, TX 77401 713.664.4080	\$10,000	Depression & Bipolar Support Alliance Greater Houston Mary Collins, President 3800 Buffalo Speedway, #300 Houston, TX 77098 713.600.1131	\$5,000
Christian Community Serv.Center Michelle Shonbeck 3230 Mercer Houston, TX 77027 713. 961.3993	\$5,000	El Centro de Corazon Marcie Mir P.O. Box 230209 Houston, TX 77223 832.494.1760	\$5,000
CHRISTUS Foundation For Healthcare Les Cave - 713. 652.3100 P.O. Box 1919 Houston, TX 77251 Capital Campaign	\$10,000	Elves & More Rebecca Roberts 2200 Louetta Rd. Spring, TX 77388 281.907.0071	\$5,000
Collaborative for Children Carol Shattuck 1111 N. Loop West, Suite 600 Houston, TX 77008 713.660.1175	\$10,000	The Forge for Families, Inc. John Starr 3435 Dixie Drive Houston, TX 77021 713.660.1871	\$10,000
Communities in Schools, Houston George Vender Veer 1235 N. Loop West, Suite 300 Houston, TX 77008 713.654.1515	\$15,000	Family Service Center @ Houston & Harris Co. Family Serv. Ctr./ dba Family Services of Gr. Houston David Dunlap 3120 S.W. Freeway, Suite 215 Houston, Tx 77098	\$5,000

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STATEMENT 17

Fourth Ward Clinic/Good Neighbor Healthcare Ctr. Janet Donath 190 Heights Blvd Houston, TX 77007 713.387.7140	\$15,000	Kids' Meals, Inc. Beth Braniff Harp 205 W. Crosstimbers Houston, TX 77018 713.965.7440	\$15,000
Houston Community Health Centers dba VECINO Health Centers Daniel Montez 424 Hahlo Houston, TX 77020 713.674.3326 Capital Campaign	\$20,000	Legacy Community Health Serv. Katy Caldwell 1116 Jackson Blvd. Houston, TX 77006 713.574.9716	\$10,000
Houston Ear Research Found. Jan Gilden 7737 Southwest Frwy, #630 Houston, TX 77074	\$5,000	Memorial Assistance Ministries Martha Macris 1625 Blalock Rd Houston, TX 77080-7320 713.574.7543	\$7,000
Houston Food Bank Brian Greene 535 Portwall Houston, TX 77029 713.547.8669	\$10,000	Menninger Clinic Ian Aitken 12301 Main Street Houston, TX 77035	\$20,000
Houston-Harris Co Immunization Registry dba The Immunization Partnership Anna Dragsbaek 3000 Richmond Ave, Suite 200B Houston, TX 77098	\$5,000	Monarch Institute for Neurological Differences Marty F. Webb 2815 Rosefield Dr. Houston, TX 77080 713.906.1343 Capital Campaign	\$10,000
Houston Hospice James Faucett 1905 Holcombe Blvd Houston, TX 77030 713.677.7123	\$10,000	Nehemiah Center, Inc. Tonia Labbe 5015 Fannin St. Houston, TX 77004 713.526.5015	\$10,000

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

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STATEMENT 17

Neighborhood Centers Inc. Claudia Vasquez 4500 Bissonnet, Suite 200 Bellaire, TX 77401 713.669.5338	\$15,000	Ronald McDonald/Houston Leslie Bourne 1907 Holcombe Blvd Houston, TX 77030 713.795.3580	\$10,000
New Hope Housing, Inc. Joy Horak-Brown 1117 Texas Ave Houston, TX 77002 713.222.0290	\$15,000	Search of the Emergency Air Resources/ dba Search Homeless Services Mitzi Barlett 2505 Fannin Houston, TX 77002 713.276.3065	
Northwest Assistance Ministries Carole Little 15555 Kuykendahl Rd Houston, TX 77090 281.885.4555	\$5,000	Capital Campaign	\$20,000
Palmer Drug Abuse Program Danielle Lutz 840 Gessner, Suite 1300 Houston, TX 77024	\$5,000	Small Steps Nurturing Center Ana Schick 2902 Jensen Drive Houston, TX 77026 713.236.0330	\$5,000
Pathways for Little Feet Heath Pressley 8 Greenway Plaza, Suite 1000 Houston, TX 77046	\$5,000	Star of Hope Mission Henry L. Rush 6897 Ardmore St Houston, TX 77054 713.748.0700	\$10,000
Pro-Vision Educational Serv. Inc. Roynell Young 4590 Wilmington Houston, TX 77051 713.748.0030	\$5,000	St. Francis Episcopal Day School Dr. Susan B. Lair 335 Piney Point Road Houston, TX 77024 Capital Campaign	\$12,000
Reasoning Mind Courtney Rogers 2000 Bering Dr., Ste. 300 Houston, TX 77057 832.255.2930	\$5,000	United States Conference of Catholic Bishops/Cristo Rey Jesuit College Prep. School of Houston Paul Posoli 6700 Mount Carmel Street Houston, TX 77087	\$10,000

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

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STATEMENT 17

United States Conference of Catholic Bishops/ San Jose Clinic Paule Anne Lewis 9000 Bellaire Houston, TX 77036-4683	\$20,000	The Women's Home Paula Paust 607 Westheimer Houston, TX 77006-3915 713.328.1975	\$10,000
United States Conference of Catholic Bishops/St. Agnes Academy Lisa Chmiola 9000 Bellaire Blvd Houston, Tx 77036 Capital Campaign	\$40,000	Yes Prep Public Schools, Inc. William Durbin 6201 Bonhomme Rd, Ste 168-N Houston, TX 77036 713.967.9037	\$5,000
United States Conference of Catholic Bishops/Strake Jesuit Fr. Daniel Lahart 8900 Bellaire Blvd. Houston, TX 77036 Capital Campaign	\$40,000	Young Audiences Inc. of Houston Mary Curry Mettenbrink 4550 Post ak Place, Suite 230 Houston, TX 77027 713.520.9267	\$5,000
University of St. Thomas Debbye Crofoot-Morley 3800 Montrose Blvd Houston, TX 77006 713.525.3109 Capital Campaign	\$150,000		
University of Texas/UT Health Science Ctr/Univ. of Tx School of Dentistry Elizabeth Wilson 7000 Fannin, Suite 1200 Houston Tx 77030 713.486.4380	\$10,000		
Urban Harvest David Morris 2311 Canal Street, Suite 200 Houston, TX 77003 713.880.5540	\$5,000	TOTAL:	<u>\$819,000</u>

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T.  
▶ 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](http://www.irs.gov/form1041).

OMB No 1545-0092

**2014**

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

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

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)
<b>1a</b> 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.				
<b>1b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box A</b> checked . . . . .				
<b>2</b> Totals for all transactions reported on Form(s) 8949 with <b>Box B</b> checked . . . . .				
<b>3</b> Totals for all transactions reported on Form(s) 8949 with <b>Box C</b> checked . . . . .				
<b>4</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .				<b>4</b>
<b>5</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .				<b>5</b>
<b>6</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2013 Capital Loss Carryover Worksheet . . . . .				<b>6</b> ( )
<b>7</b> 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 . . . . . ▶				<b>7</b>

**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)
<b>8a</b> 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.				
<b>8b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box D</b> checked . . . . .				
<b>9</b> Totals for all transactions reported on Form(s) 8949 with <b>Box E</b> checked . . . . .				
<b>10</b> Totals for all transactions reported on Form(s) 8949 with <b>Box F</b> checked . . . . .				
<b>11</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .				<b>11</b>
<b>12</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts. . . . .				<b>12</b>
<b>13</b> Capital gain distributions. . . . .				<b>13</b>
<b>14</b> Gain from Form 4797, Part I. . . . .				<b>14</b>
<b>15</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2013 Capital Loss Carryover Worksheet . . . . .				<b>15</b> ( )
<b>16</b> 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 . . . . . ▶				<b>16</b> 539,461.

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

Schedule D (Form 1041) 2014

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
17	Net short-term gain or (loss) . . . . .	17		
18	Net long-term gain or (loss):			
a	Total for year . . . . .	18a		539,461.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.) . . . . .	18b		
c	28% rate gain . . . . .	18c		
19	Total net gain or (loss). Combine lines 17 and 18a. . . . . ▶	19		539,461.

**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.

<b>Part IV Capital Loss Limitation</b>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
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:			
a	The loss on line 19, column (3) or b \$3,000 . . . . .	20	( )	

**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 \$2,500 . . . . .	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 \$12,150. . . . .	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 2014 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 2014 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 01/01/2014 to 12/31/2014

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

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

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Original Cost Basis	Short Term Gains (Loss)	Long Term Gains (Loss)	Total Gains (Loss)
DFA Emerging Markets	05/06/2010	12/04/2014	369.1980	9,571.76	9,597.55	(25.79)	(25.79)	(25.79)
DFA Emerging Markets Core Equity	05/06/2010	12/04/2014	521.3560	10,203.80	9,119.20	1,084.60	1,084.60	1,084.60
DFA Emerging Markets Small-Cap	05/06/2010	12/04/2014	704.1260	14,801.86	13,473.97	1,327.89	1,327.89	1,327.89
DFA Emerging Markets Value	05/06/2010	12/04/2014	49.1720	1,310.09	1,464.19	(154.10)	(154.10)	(154.10)
DFA Enhanced U.S. Large Company	05/06/2010	12/04/2014	17,964.8940	252,566.41	127,747.22	124,819.19	124,819.19	124,819.19
DFA International Core Equity	05/06/2010	12/04/2014	1,027.5650	12,413.54	9,763.81	2,649.73	2,649.73	2,649.73
DFA International Small-Cap Value	05/06/2010	12/04/2014	306.9610	5,950.40	4,520.59	1,429.81	1,429.81	1,429.81
DFA International Value	05/06/2010	12/04/2014	517.4860	9,517.26	8,013.27	1,503.99	1,503.99	1,503.99
DFA International Vector Equity	05/06/2010	12/04/2014	260.3410	2,893.22	2,351.89	541.33	541.33	541.33
DFA Large-Cap International	05/06/2010	12/04/2014	780.4620	16,806.75	13,357.65	3,449.10	3,449.10	3,449.10
DFA U.S. Core Equity 2	05/06/2010	12/04/2014	8,659.3550	152,990.81	83,576.53	69,414.28	69,414.28	69,414.28
DFA U.S. Large-Cap Value	05/06/2010	12/04/2014	3,505.8200	120,264.67	63,469.27	56,795.40	56,795.40	56,795.40
DFA U.S. Small-Cap	05/06/2010	12/04/2014	3,194.6920	100,772.52	57,991.30	42,781.22	42,781.22	42,781.22
DFA U.S. Targeted Value	05/06/2010	12/04/2014	2,391.9850	55,043.49	34,715.32	20,328.17	20,328.17	20,328.17
Long Term Gains (Loss)				765,106.58	439,161.76	325,944.82	325,944.82	325,944.82
Total (Sales)				765,106.58	439,161.76	325,944.82	325,944.82	325,944.82

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