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**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](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2015 or tax year beginning , 2015, and ending , 20

Name of foundation  
**THE LYONS FOUNDATION**

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

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

**A** Employer identification number  
**74-6038717**

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

**C** If exemption application is pending, check here

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

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

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

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

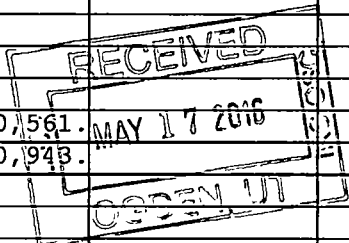
**H** Check type of organization  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **12,822,777.**

**J** Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
 (Part I, column (d) must be on cash basis)

SCANNED MAY 23 2016

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments	6.	6.		ATCH 1
4	Dividends and interest from securities	259,831.	259,831.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	210,545.			
b	Gross sales price for all assets on line 6a	448,656.			
7	Capital gain net income (from Part IV, line 2)		210,545.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 3	120,561.	120,561.		
12	<b>Total.</b> Add lines 1 through 11	590,943.	590,943.		
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 4	14,547.	14,547.		
b	Accounting fees (attach schedule) ATCH 5	34,000.	31,500.		2,500.
c	Other professional fees (attach schedule) [6]	100,074.	100,074.		
17	Interest				
18	Taxes (attach schedule) (see instructions) [7]	2,683.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 8	640.			
24	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	151,944.	146,121.		2,500.
25	Contributions, gifts, grants paid	800,000.			800,000.
26	<b>Total expenses and disbursements.</b> Add lines 24 and 25	951,944.	146,121.	0.	802,500.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-361,001.			
b	Net investment income (if negative, enter -0-)		444,822.		
c	Adjusted net income (if negative, enter -0-)				



*Handwritten signature/initials*

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 . . . . .	519,411.	396,521.	396,521.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable. . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use. . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments - U S and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) ATCH 9 . . . . .	10,253,974.	10,253,974.	11,653,771.
	c	Investments - corporate bonds (attach schedule) ATCH 10 . . . . .	1,021,276.	783,165.	772,485.
	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 (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .</b>	<b>11,794,661.</b>	<b>11,433,660.</b>	<b>12,822,777.</b>	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ )			
23	<b>Total liabilities (add lines 17 through 22) . . . . .</b>	<b>0.</b>	<b>0.</b>		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	2,599,382.	2,599,382.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .	9,195,279.	8,834,278.		
30	<b>Total net assets or fund balances (see instructions) . . . . .</b>	<b>11,794,661.</b>	<b>11,433,660.</b>		
31	<b>Total liabilities and net assets/fund balances (see instructions) . . . . .</b>	<b>11,794,661.</b>	<b>11,433,660.</b>		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	11,794,661.
2	Enter amount from Part I, line 27a . . . . .	-361,001.
3	Other increases not included in line 2 (itemize) ▶	
4	Add lines 1, 2, and 3 . . . . .	11,433,660.
5	Decreases not included in line 2 (itemize) ▶	
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .</b>	<b>11,433,660.</b>

**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	210,545.	
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	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	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))
2014	812,017.	14,723,649.	0.055151
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
2	Total of line 1, column (d)		0.248341
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		0.049668
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5		13,966,126.
5	Multiply line 4 by line 3		693,670.
6	Enter 1% of net investment income (1% of Part I, line 27b)		4,448.
7	Add lines 5 and 6		698,118.
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.		802,500.

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 calculations. Includes fields for exempt foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments (6a-6d), total credits, penalty, tax due, overpayment, and amount credited to 2016 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, 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? Website address N/A
14 The books are in care of STORMS & CRITZ (SUE HILL) Telephone no (281) 497-0332 Located at 1202A DAIRY ASHFORD, HOUSTON, TX ZIP+4 77079-3004
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year. 15
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? 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
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 2015?
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No
b If "Yes," did it have excess business holdings in 2015 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 2015)
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 2015?

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)?  Yes  No

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		0.	0.	0.

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

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

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

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

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

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

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

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 . . . . . ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	13,267,837.
b	Average of monthly cash balances	1b	703,536.
c	Fair market value of all other assets (see instructions)	1c	207,435.
d	<b>Total</b> (add lines 1a, b, and c)	1d	14,178,808.
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	14,178,808.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	212,682.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,966,126.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	698,306.

**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	698,306.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	4,448.
b	Income tax for 2015. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,448.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	693,858.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	693,858.
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	693,858.

**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	802,500.
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	802,500.
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	4,448.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	798,052.

**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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7 . . . . .				693,858.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only. . . . .				
b Total for prior years 20 13, 20 12, 20 11 . . . . .				
3 Excess distributions carryover, if any, to 2015.				
a From 2010 . . . . .				
b From 2011 . . . . .				
c From 2012 . . . . .				39,380.
d From 2013 . . . . .				
e From 2014 . . . . .				94,801.
f Total of lines 3a through e . . . . .	134,181.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 802,500.				
a Applied to 2014, 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 2015 distributable amount. . . . .				693,858.
e Remaining amount distributed out of corpus. . . . .	108,642.			
5 Excess distributions carryover applied to 2015 . (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	242,823.			
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 2014 Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016. . . . .				
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 2010 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a . . . . .	242,823.			
10 Analysis of line 9.				
a Excess from 2011 . . . . .				
b Excess from 2012 . . . . .				39,380.
c Excess from 2013 . . . . .				
d Excess from 2014 . . . . .				94,801.
e Excess from 2015 . . . . .				108,642.

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 2015, 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) 2015, (b) 2014, (c) 2013, (d) 2012, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-d (Alternative tests).

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

1 Information Regarding Foundation Managers:

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

ATTACHMENT 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)				
a <i>Paid during the year</i>				
ATCH 16				
<b>Total</b> .....				▶ 3a 800,000.
b <i>Approved for future payment</i>				
<b>Total</b> .....				▶ 3b





**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)	
223,656.		CHARLES SCHWAB-LTCG DISTRIBUTIONS PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2015
75,000.		\$75,000 COMCAST BOND PROPERTY TYPE: SECURITIES 77,746.				P	02/29/2008	01/15/2015
75,000.		\$75,000 MASCO CORP. BOND PROPERTY TYPE: SECURITIES 75,953.				P	02/14/2011	06/15/2015
75,000.		\$75,000 QWEST BOND PROPERTY TYPE: SECURITIES 84,412.				P	11/10/2011	06/15/2015
TOTAL GAIN (LOSS) .....							<u>210,545.</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	6.	6.
TOTAL	<u>6.</u>	<u>6.</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	259,831.	259,831.
TOTAL	<u>259,831.</u>	<u>259,831.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROYALTY INCOME (GROSS)	83,276.	83,276.
EXPENSES ATTRIBUTABLE TO ROYALTIES	-4,715.	-4,715.
LEASE BONUS	42,000.	42,000.
TOTALS	<u>120,561.</u>	<u>120,561.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
VORYS, SATER ETAL	14,547.	14,547.		
TOTALS	<u>14,547.</u>	<u>14,547.</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-2014 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.	100,074.	100,074.
TOTALS	<u>100,074.</u>	<u>100,074.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL EXCISE TAXES	2,683.
TOTALS	<u>2,683.</u>

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
OFFICE/DELIVERY/POSTAGE/TEL.	440.
STORAGE	200.
TOTALS	<u>640.</u>

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE SCHEDULE ATTACHED	10,253,974.	10,253,974.	11,653,771.
TOTALS	<u>10,253,974.</u>	<u>10,253,974.</u>	<u>11,653,771.</u>

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

	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
DFA Emerging Mkt/Core Equity Port/14019.3730	260,040	260,040	220,945
DFA Emerging Mkt/Small Cap Port/10251.2780	205,530	205,530	180,217
DFA Emerging Mkt/Value Port/7270.3930	207,233	207,233	148,316
DFA Emerging Mkt Port/11337.8380	292,872	292,872	234,353
DFA Enhanced US Large Co Port/95939.8330	817,351	817,351	1,105,227
DFA Intl Core Equity Port/73595.4360	715,940	715,940	838,252
DFA Intl Small Cap Value Port/19475.8970	286,475	286,475	363,810
DFA Intl Small Co Port/33299.490	493,737	493,737	573,084
DFA Intl Value Port/29653.8770	453,923	453,923	475,352
DFA Intl Vector Equity Port/36753.3020	334,212	334,212	384,807
DFA Large Cap Intl Port/27774.4590	488,717	488,717	543,824
DFA Short Term Extended Quality Port Instl/19064.7730	203,527	203,527	204,565
DFA US Core Equity 2 Port/60926.450	688,754	688,754	996,141
DFA US Large Cap Value Port/23475.5180	480,788	480,788	723,516
DFA US Small Cap Port/42587.7510	926,680	926,680	1,207,789
DFA Targeted Value Port/35025.6340	575,966	575,966	691,756
DFA Five Year Global Fixed Inc Port/31620.4950	352,755	352,755	344,663
DFA Five Year Govt Port/28035.4290	304,987	304,987	297,736
DFA One Year Fix Inc Port/143979.7760	1,488,138	1,488,138	1,480,112
DFA Two Year Global Fixed Inc Port/29812.1810	304,203	304,203	296,035
DFA Sltively Hedged Global Fix Inc/37030.2990	372,145	372,145	343,271
<b>TOTAL STOCKS</b>	<b>10,253,974</b>	<b>10,253,974</b>	<b>11,653,771</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.	783,165.	772,485.
TOTALS	<u>1,021,276.</u>	<u>783,165.</u>	<u>772,485.</u>

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

<b>NOTES AND BONDS</b>	<b>BEGINNING BOOK VALUE</b>	<b>ENDING BOOK VALUE</b>	<b>ENDING FMV</b>
Amerenenergy Generating Ser H/7%/4/15/2018	57,778	57,778	36,575
Comcast Corp/6.5%/01/15/15	77,746	0	
Con-Way Inc/7.25%/01/15/18	109,000	109,000	101,250
Exelon Generation LLC/6.2%/10/01/17	76,592	76,592	80,021
General Electric Co GLB/5.25%/12/06/17	75,453	75,453	80,139
Goldman Sachs Group/5.625%/01/15/17	48,429	48,429	51,900
Home Depot/5.4%/3/01/16	71,599	71,599	75,534
HSBC Finance Corp/5.5%/01/19/16	48,534	48,533	50,082
Masco Corp/4.8%/06/15/15	75,953	0	0
May (Macy) Department Stores/7.45%/10/15/16	78,380	78,380	78,438
Quest Corp/7.625%/06/15/15/75000	84,413	0	0
Reliance Steel & Alum/6.2%/11/15/16	80,642	80,642	76,871
TECO Finance Inc/Bonds/7%/05/01/12	30,510	30,509	32,334
Temple-Inland/Step/0%/01/15/18	106,250	106,250	109,341
<b>TOTAL CORPORATE NOTES AND BONDS</b>	<b>1,021,276</b>	<b>783,165</b>	<b>772,485</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 1.00	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	
	GRAND TOTALS	<u>0.</u>

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

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE STATEMENT ATTACHED FOR DETAIL

NO RELATIONSHIPS  
PC

SEE STATEMENT ATTACHED FOR DETAIL

800,000.

TOTAL CONTRIBUTIONS PAID

800,000.

THE LYONS FOUNDATION  
 EIN: 74-6038717  
 2015 990PF, PART XV-3a

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

STATEMENT 17

<p>Annunciation Orthodox School            Mark Kelly            3600 Yoakum Blvd            Houston, TX 77006            713.470.5650            Capital Campaign</p>	<p>\$25,000</p>	<p>Casa de Esperanza de los Ninos, Inc.            Kathleen Foster            P.O. Box 66581            Houston, TX 77266-6581            713.529.0639</p>	<p>\$30,000</p>
<p>Bo's Place            Mary Beth Staine            10050 Buffalo Speedway            Houston, TX 77054            713.942.8339</p>	<p>\$15,000</p>	<p>Cathedral Health Ministries            dba The Beacon            Charly Weldon            1117 Texas Ave            Houston, TX 77002</p>	<p>\$10,000</p>
<p>Boys &amp; Girls Country of Houston            Ginny E. Hargrave            18806 Roberts Road            Hockley, TX 77447            281.351.4976</p>	<p>\$5,000</p>	<p>Child Advocates            Sonya Galvan            2401 Portsmouth St., Suite 210            Houston, TX 77098            713.529.1396</p>	<p>\$40,000</p>
<p>Bridges To Life            John Sage            P. O. Box 19039            Houston, TX 77224-9039            713.463.7200</p>	<p>\$15,000</p>	<p>Child Advocates            Sonya Galvan            2401 Portsmouth St., Suite 210            Houston, TX 77098            713.529.1396            Capital Campaign</p>	<p>\$20,000</p>
<p>CanCare, Inc.            Nancy Tucker            9575 Katy Freeway, Ste. 428            Houston, TX 77024            713.461.0028</p>	<p>\$25,000</p>	<p>Child Builders            Trish King            3800 Buffalo Speedway, #310            Houston, TX 77098            713.400.1155</p>	<p>\$15,000</p>

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CHRISTUS Foundation For Healthcare Les Cave - 713. 652.3100 P.O. Box 1919 Houston, TX 77251 Capital Campaign	\$10,000	Family Service Center @ Houston & Harris Co. Family Serv. Ctr./ dba Family Services of Gr. Houston Claire Bey 3120 S.W. Freeway, Suite 215 Houston, Tx 77098	\$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
DePelchin Children's Center Rachel Dvoretzky 4950 Memorial Dr. Houston, TX 77007 713.802.6395	\$20,000	Hope & Healing Center & Institute Matt Stanford 717 Sage Road Houston, TX 77056	\$10,000
Depression & Bipolar Support Alliance Greater Houston Mary Collins, President 3800 Buffalo Speedway, #300 Houston, TX 77098 713.600.1131	\$5,000	Houston Community Health Centers dba VECINO Health Centers Daniel Montez 424 Hahlo Houston, TX 77020 713. 674.3326	\$20,000
El Centro de Corazon Marcie Mir P.O. Box 230209 Houston, TX 77223 832.494.1760	\$5,000	Houston Food Bank Brian Greene 535 Portwall Houston, TX 77029 713.547.8669	\$10,000
Elves & More Rebecca Roberts 2200 Louetta Rd. Spring, TX 77388 281.907.0071	\$5,000		

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Houston-Harris Co Immunization Registry dba The Immunization Partnership Anna Dragsbaek 3000 Richmond Ave, Suite 200B Houston, TX 77098	\$5,000	Ronald McDonald/Houston Leslie Bourne 1907 Holcombe Blvd Houston, TX 77030 713.795.3580 Capital Campaign	\$25,000
Menninger Clinic Ian Aitken 12301 Main Street Houston, TX 77035	\$20,000	Ronald McDonald/Houston Leslie Bourne 1907 Holcombe Blvd Houston, TX 77030 713.795.3580	\$5,000
New Hope Housing, Inc. Joy Horak-Brown 1117 Texas Avenue Houston, TX 77002	\$15,000	The Rose Bernice Joseph 12700 N. Featherwood Dr, #260 Houston, TX 77034 281.464.5139	\$5,000
Northwest Assistance Ministries Carole Little 15555 Kuykendahl Rd Houston, TX 77090 281.885.4577	\$5,000	Search of the Emergency Air Resources/ dba Search Homeless Services Mitzi Barlett 2505 Fannin Houston, TX 77002 713.276.3065 Capital Campaign	\$20,000
Palmer Drug Abuse Program Danielle Lutz 840 Gessner, Suite 1300 Houston, TX 77024	\$5,000	Search of the Emergency Air Resources/ dba Search Homeless Services Mitzi Barlett 2505 Fannin Houston, TX 77002 713.276.3065	\$10,000
Pro-Vision Educational Serv. Inc. Roynell Young 4590 Wilmington Houston, TX 77051 713.748.0030	\$15,000	Small Steps Nurturing Center Ana Schick 2902 Jensen Drive Houston, TX 77026 713.236.0330	\$10,000
Reasoning Mind Courtney Rogers 2000 Bering Dr., Ste. 300 Houston, TX 77057 832.255.2930	\$5,000		

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Star of Hope Mission Henry L. Rush 6897 Ardmore St Houston, TX 77054 713.748.0700 Capital Campaign	\$10,000	United States Conference of Catholic Bishops/Strake Jesuit Fr. Daniel Lahart 8900 Bellaire Blvd. Houston, TX 77036 Capital Campaign	\$40,000
St. Francis Episcopal Day School Dr. Susan B. Lair 335 Piney Point Road Houston, TX 77024 Capital Campaign	\$12,000	University of St. Thomas Debbye Crofoot-Morley 3800 Montrose Blvd Houston, TX 77006 713.525.3109 Capital Campaign	\$150,000
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	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
United States Conference of Catholic Bishops/ San Jose Clinic Paule Anne Lewis 9000 Bellaire Houston, TX 77036-4683	\$30,000	Urban Harvest David Morris 2311 Canal Street, Suite 200 Houston, TX 77003 713.880.5540	\$8,000
United States Conference of Catholic Bishops/St. Agnes Academy Lisa Chmiola 9000 Bellaire Blvd Houston, Tx 77036 Capital Campaign	\$40,000	The Women's Home Paula Paust 607 Westheimer Houston, TX 77006-3915 713.328.1975	\$10,000
United States Conference of Catholic Bishops/St. Dominic Village Amy Shields 2401 Holcombe Blvd. Houston, TX 77021	\$5,000	Yes Prep Public Schools, Inc. William Durbin 6201 Bonhomme Rd, Ste 168-N Houston, TX 77036 713.967.9037	\$20,000

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TOTAL DONATIONS:

\$800,000.00