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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2016

Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, 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 45% test, check here and attach completion

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

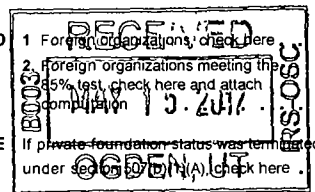
G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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) ▶ \$ **12,986,580.**

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



Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments	15.	15.		ATCH 1
	4 Dividends and interest from securities	269,642.	269,642.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	136,528.			
	b Gross sales price for all assets on line 6a 415,683.				
	7 Capital gain net income (from Part IV, line 2)		136,528.		
	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	135,767.	135,767.			
12 Total. Add lines 1 through 11	541,952.	541,952.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 4	34,330.	34,330.		
	b Accounting fees (attach schedule) ATCH 5	34,400.	32,000.		2,400.
	c Other professional fees (attach schedule) [6]	93,837.	93,837.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [7]	-352.	-352.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 8	411.	411.		
	24 Total operating and administrative expenses. Add lines 13 through 23.	162,626.	160,226.		2,400.
	25 Contributions, gifts, grants paid	652,000.			652,000.
26 Total expenses and disbursements Add lines 24 and 25	814,626.	160,226.	0.	654,400.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-272,674.				
b Net investment income (if negative, enter -0-)		381,726.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		396,521.	403,002.	
	2	Savings and temporary cash investments				
	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.	12,522,787.
	c	Investments - corporate bonds (attach schedule) ATCH 10		783,165.	504,010.	463,793.
	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	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		11,433,660.	11,160,986.	12,986,580.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		2,599,382.	2,599,382.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds		8,834,278.	8,561,604.		
30	Total net assets or fund balances (see instructions)		11,433,660.	11,160,986.		
31	Total liabilities and net assets/fund balances (see instructions)		11,433,660.	11,160,986.		

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	11,433,660.
2	Enter amount from Part I, line 27a	2	-272,674.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	11,160,986.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,160,986.

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.)
1 a 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	136,528.	
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

(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))
2015	798,052.	13,966,126.	0.057142
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
2 Total of line 1, column (d)			2 0.254626
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.			3 0.050925
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 13,082,777.
5 Multiply line 4 by line 3.			5 666,240.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 3,817.
7 Add lines 5 and 6.			7 670,057.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 654,400.

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 categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Total credits and payments'. Values include 7,635, 4,800, and 2,835.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No'. Questions cover political influence, expenditures, reimbursements, and asset requirements. 'No' boxes are marked with 'X'.

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14 The books are in care of ▶ JOHN W. STORMS, CPA (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 2016, 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 ▶		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly) <ul style="list-style-type: none"> (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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 2016?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) <ul style="list-style-type: none"> a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 		X
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2016 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 2016)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). Yes No

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

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

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 **6b** X
If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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	12,555,226.
b	Average of monthly cash balances	1b	616,450.
c	Fair market value of all other assets (see instructions).	1c	110,331.
d	Total (add lines 1a, b, and c)	1d	13,282,007.
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	13,282,007.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	199,230.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,082,777.
6	Minimum investment return. Enter 5% of line 5	6	654,139.

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	654,139.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	7,635.
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,635.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	646,504.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	646,504.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	646,504.

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	654,400.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	654,400.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	654,400.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				646,504.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only				
b Total for prior years 20 14 , 20 13 , 20 12				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012 39,380.				
c From 2013				
d From 2014 94,801.				
e From 2015 108,642.				
f Total of lines 3a through e	242,823.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 654,400.				
a Applied to 2015, 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 2016 distributable amount				646,504.
e Remaining amount distributed out of corpus	7,896.			
5 Excess distributions carryover applied to 2016 . (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	250,719.			
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 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				
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 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	250,719.			
10 Analysis of line 9				
a Excess from 2012 39,380.				
b Excess from 2013				
c Excess from 2014 94,801.				
d Excess from 2015 108,642.				
e Excess from 2016 7,896.				

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 2016, enter the date of the ruling

Empty box for ruling date

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

Table with 5 columns: Tax year (2016), Prior 3 years (2015, 2014, 2013), and (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, Gross investment income).

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i></p> <p>ATCH 16</p>				
Total				▶ 3a 652,000.
<p>b <i>Approved for future payment</i></p>				
Total				▶ 3b

Part XVI-A Analysis of Income-Producing Activities

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 and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income or (loss) from real estate, Net rental income or (loss) from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, Other revenue, Subtotal, and Total.

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 (other than by providing funds for such purposes) (See instructions).

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P r o p e r t y T y p e	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)	
140,683.		CHARLES SCHWAB-VARIOUS LTCG DISTRIBUTION PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2016
						140,683.		
50,000.		HSBC FIN CORP BOND-5.5% 48,534.					03/10/2008	01/15/2016
						1,466.		
75,000.		HOME DEPOT BOND-5.4% PROPERTY TYPE: SECURITIES 71,599.				P	02/20/2008	03/01/2016
						3,401.		
75,000.		MAY DEPT STORE BOND-7.45% PROPERTY TYPE: SECURITIES 78,380.				P	09/24/2007	10/15/2016
						-3,380.		
75,000.		RELIANCE STEEL & ALUMIN. BOND-6.2% PROPERTY TYPE: SECURITIES 80,642.				P	02/14/2011	11/15/2016
						-5,642.		
TOTAL GAIN (LOSS)							<u>136,528.</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	15.	15.
TOTAL	<u>15.</u>	<u>15.</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	269,642.	269,642.
TOTAL	<u>269,642.</u>	<u>269,642.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROYALTY INCOME (GROSS)	63,832.	63,832.
EXPENSES ATTRIBUTABLE TO ROYALTIES	-3,065.	-3,065.
LEASE BONUS	75,000.	75,000.
TOTALS	<u>135,767.</u>	<u>135,767.</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>
OAKS, HARTLINE & DALY	32,605.	32,605.		
VORYS, SATER, SEYMOUR	1,725.	1,725.		
TOTALS	<u>34,330.</u>	<u>34,330.</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-990PF/ACCOUNTIN	34,400.	32,000.		2,400.
TOTALS	<u>34,400.</u>	<u>32,000.</u>		<u>2,400.</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.	93,837.	93,837.
TOTALS	<u>93,837.</u>	<u>93,837.</u>

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL EXCISE TAXES	-352.	-352.
TOTALS	<u>-352.</u>	<u>-352.</u>

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OFFICE/DELIVERY/POSTAGE/TEL. STORAGE	377. 34.	377. 34.
TOTALS	<u>411.</u>	<u>411.</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.	12,522,787.
TOTALS	<u>10,253,974.</u>	<u>10,253,974.</u>	<u>12,522,787.</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	243,376
DFA Emerging Mkt/Small Cap Port/10251.2780	205,530	205,530	190,161
DFA Emerging Mkt/Value Port/7270.3930	207,233	207,233	174,126
DFA Emerging Mkt Port/11337.8380	292,872	292,872	257,709
DFA Enhanced US Large Co Port/95939.8330	817,351	817,351	1,201,167
DFA Intl Core Equity Port/73595.4360	715,940	715,940	858,123
DFA Intl Small Cap Value Port/19475.8970	286,475	286,475	370,432
DFA Intl Small Co Port/33299.490	493,737	493,737	575,082
DFA Intl Value Port/29653.8770	453,923	453,923	496,999
DFA Intl Vector Equity Port/36753.3020	334,212	334,212	398,773
DFA Large Cap Intl Port/27774.4590	488,717	488,717	544,657
DFA Short Term Extended Quality Port Instl/19064.7730	203,527	203,527	205,137
DFA US Core Equity 2 Port/60926.450	688,754	688,754	1,133,834
DFA US Large Cap Value Port/23475.5180	480,788	480,788	823,756
DFA US Small Cap Port/42587.7510	926,680	926,680	1,441,169
DFA Targeted Value Port/35025.6340	575,966	575,966	840,965
DFA Five Year Global Fixed Inc Port/31620.4950	352,755	352,755	343,715
DFA Five Year Govt Port/28035.4290	304,987	304,987	296,895
DFA One Year Fix Inc Port/143979.7760	1,488,138	1,488,138	1,481,552
DFA Two Year Global Fixed Inc Port/29812.1810	304,203	304,203	296,333
DFA Slctively Hedged Global Fix Inc/37030.2990	372,145	372,145	348,825
TOTAL STOCKS	10,253,974	10,253,974	12,522,787

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	783,165.	504,010.	463,793.
TOTALS	<u>783,165.</u>	<u>504,010.</u>	<u>463,793.</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	19,525
Comcast Corp/6.5%/01/15/15	0	0	0
Con-Way Inc/7.25%/01/15/18	109,000	109,000	103,250
Exelon Generation LLC/6.2%/10/01/17	76,592	76,592	77,457
General Electric Co GLB/5.25%/12/06/17	75,453	75,453	77,695
Goldman Sachs Group/5.625%/01/15/17	48,429	48,429	50,056
Home Depot/5.4%/3/01/16	71,599	0	0
HSBC Finance Corp/5.5%/01/19/16	48,533	0	0
Masco Corp/4.8%/06/15/15	0	0	0
May (Macy) Department Stores/7.45%/10/15/16	78,380	0	0
Quest Corp/7.625%/06/15/15/75000	0	0	0
Reliance Steel & Alum/6.2%/11/15/16	80,642	0	0
TECO Finance Inc/Bonds/7%/05/01/12	30,509	30,508	31,154
Temple-Inland/Step/0%/01/15/18	106,250	106,250	104,655
TOTAL CORPORATE NOTES AND BONDS	783,165	504,010	463,793

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>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
R. A. SEALE, JR. 6627 WANITA PLACE HOUSTON, TX 77007	PRESIDENT 1.00	0.	0.	0.
JAMES S. PRENTICE 526 STONELEIGH HOUSTON, TX 77079	SEC/TREAS	0.	0.	0.
JOHN W. STORMS 1202A DAIRY ASHFORD HOUSTON, TX 77079	V. PRESIDENT	0.	0.	0.
FLO MCGEE 5957 CRAB ORCHARD HOUSTON, TX 77057	V. PRESIDENT	0.	0.	0.
GRAND TOTALS		0.	0.	0.

ATTACHMENT 12

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

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

ATTACHMENT 13

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

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

ATTACHMENT 14990PF, 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

ATTACHMENT 15990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

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

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

ATTACHMENT 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

652,000.

TOTAL CONTRIBUTIONS PAID

652,000.

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

STATEMENT 17

Annunciation Orthodox School Mark Kelly 3600 Yoakum Blvd Houston, TX 77006 713.470.5600 Carry the Torch	\$25,000	Casa de Esperanza de los Ninos, Inc. Kathleen Foster P.O. Box 66581 Houston, TX 77266-6581 713.529.0639 Residential Program	\$15,000
Bo's Place Mary Beth Staine 10050 Buffalo Speedway Houston, TX 77054 713.942.8339	\$5,000	Child Advocates Kath Nevarez 2401 Portsmouth St., Suite 210 Houston, TX 77098 713.529.1396 Court Services Program	\$20,000
Boys & Girls Country of Houston Lou Palma 18806 Roberts Road Hockley, TX 77447 281.351.4976	\$5,000	Child Advocates Sonya Galvan 2401 Portsmouth St., Suite 210 Houston, TX 77098 713.529.1396	\$20,000
Bridges To Life Danielle Sims P. O. Box 570895 Houston, TX 77257-0895 713.463.7200	\$10,000	Child Builders Steven Lawrence 3800 Buffalo Speedway, #310 Houston, TX 77098 713.481.6555	\$7,500
CanCare, Inc. Janica Lee 9575 Katy Freeway, Ste. 428 Houston, TX 77024 713.461.0028	\$12,500	CHRISTUS Foundation For Healthcare Les Cave - 713. 652.3100 P.O. Box 1919 Houston, TX 77251	\$10,000

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Communities in Schools of Houston George Vander Veer 1235 North Loop West, Ste 300 Houston, TX 77008 713.654.1515	\$5,000	Forth Ward Clinic dba Good Neighbor Healthcare Ctr. Janet Denath 190 Heights Blvd Houston, TX 713-529-9169	\$15,000
DePelchin Children's Center Margaret Sasaki 4950 Memorial Dr. Houston, TX 77007 713.802.6392	\$12,500	Hope & Healing Center & Institute Matt Stanford 717 Sage Road Houston, TX 77056 713-871-1004	\$5,000
Depression & Bipolar Support Alliance Greater Houston Mary Collins, President 3800 Buffalo Speedway, #350 Houston, TX 77098 713.600.1131	\$5,000	Houston Community Health Centers dba VECINO Health Centers Daniel Montez 424 Hahlo Houston, TX 77020 713- 343-5450	\$10,000
The Forge for Families, Inc. Beth Williams Lee 3435 Dixie Drive Houston, TX 77021 713.660.1871 After School Program	\$10,000	Houston Food Bank Alexis Guidry 535 Portwall Houston, TX 77029 713-547-8677 Backpack Buddy	\$5,000
Holocaust Museum Debbie Crofoot-Morley 5401 Caroline St Houston, TX 77004 713-527-1631	\$7,500		

This Page \$75,000

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STATEMENT 17

Houston-Harris Co Immunization Registry dba The Immunization Partnership Anna Dragsbaek 3000 Richmond Ave, Suite 200B Houston, TX 77098 281.400.3689	\$5,000	NEHEMIAH Center Tonia Labbe 5015 Fannin St. Bellaire, TX 770074 713-526-5015	\$5,000.00
Kids Meals Whitney Easterling 330 Garden Oaks Blvd Houston, TX 77018 713-695-5437 Meal Delivery Expansion	\$5,000	Neighborhood Centers, inc. Claudia Vasquez P.O. Box 271389 Houston, TX 77277-1389 713-669-5351	\$7,500
KIPP Houston Eldon Lewis 10711 KIPP Way Houston, TX 77095 281-879-3023 x3746 KIPP thru College & Beyond	\$7,500	New Hope Housing, Inc. Joy Horak-Brown 1117 Texas Avenue Houston, TX 77002 713-222-0290	\$7,500
Legacy Community Health Centers Katy Coldwell 1415 California St Houston, Tx 77006 832-548-5126 Clinic Uncovered Costs	\$7,500	Northwest Assistance Ministries Carole Little 15555 Kuykendahl Rd Houston, TX 77090 281.885.4577	\$5,000
Menninger Clinic C. Edward Coffey, MD 12301 Main Street Houston, TX 77035 713.275.5000	\$20,000	Ronald McDonald/Houston Leslie Bourne 1907 Holcombe Blvd Houston, TX 77030 713.795.3580	\$25,000

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Ronald McDonald/Houston Lisa Estes 1907 Holcombe Blvd Houston, TX 77030 713.795.3580 Trafigura's Run	\$5,000	Star of Hope Mission Joe Clayton 6897 Ardmore St Houston, TX 77054 713-440-5369	\$15,000
The Rose Dorothy Gibbons 12700 N. Featherwood Dr, #260 Houston, TX 77034 281.464.5139	\$5,000	St. Francis Episcopal Day School Dr. Susan B. Lair 335 Piney Point Road Houston, TX 77024 Capital Campaign	\$12,000
San Jose Clinic Catholic Archdiocese of Galveston Paule Ann Lewis 2615 Fannin St Houston, TX 77002 713-490-2603 Capital Campaign	\$15,000	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
Search of the Emergency Air Resources/ dba Search Homeless Services Sonde Hatcher 2505 Fannin Houston, TX 77002 713.276.3065	\$20,000	United States Conference of Catholic Bishops/St. Agnes Academy Lisa Chmiola 9000 Bellaire Blvd Houston, Tx 77036 Capital Campaign	\$40,000
Star of Hope Mission Henry L. Rush 6897 Ardmore St Houston, TX 77054 713.748.0700	\$10,000	United States Conference of Catholic Bishops/Strake Jesuit Fr. Daniel Lahart 8900 Bellaire Blvd. Houston, TX 77036 Capital Campaign	\$40,000

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University of Texas/UT Health
Science Ctr/Univ. of Tx School
of Dentistry
Amanda Swift
7000 Fannin, Suite 1200
Houston Tx 77030
713-500-3213 \$5,000

University of St. Thomas
Debbye Crofoot-Morley
3800 Montrose Blvd
Houston, TX 77006
713.525.3109
Capital Campaign \$150,000

The Women's Home
Staci Young
607 Westheimer
Houston, TX 77006-3915
713.328 1975 \$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:

\$652,000.00