

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990PF for instructions and the latest information.

2017

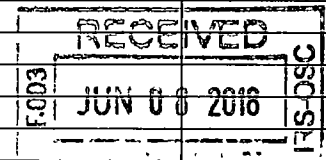
Open to Public Inspection

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation: THE LYONS FOUNDATION
Employer identification number: 74-6038717
Address: 1202A DAIRY ASHFORD, HOUSTON, TX 77079-3004
Check type of organization: Section 501(c)(3) exempt private foundation
Fair market value of all assets at end of year: \$ 14,528,540

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))

Table with 4 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include contributions, interest, dividends, rents, capital gain, and operating expenses.



SCANNER Revenue 2 3 2018

Operating and Administrative Expenses

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	403,002.	3,552,349.	3,552,349.
	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.	7,895,724.	10,976,191.
	c	Investments - corporate bonds (attach schedule) ATCH 10	504,010.		
	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)	11,160,986.	11,448,073.	14,528,540.	
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 <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds	2,599,382.	2,599,382.		
28	Paid-in or capital surplus, or land, bldg, and equipment fund.				
29	Retained earnings, accumulated income, endowment, or other funds	8,561,604.	8,848,691.		
30	Total net assets or fund balances (see instructions)	11,160,986.	11,448,073.		
31	Total liabilities and net assets/fund balances (see instructions)	11,160,986.	11,448,073.		

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	11,160,986.
2	Enter amount from Part I, line 27a.	2	287,087.
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	11,448,073.
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	11,448,073.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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) FMV 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	895,391.	
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 doesn't 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))
2016	654,400.	13,082,777.	0.050020
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
2 Total of line 1, column (d)			2 0.253777
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 0.050755
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 14,104,707.
5 Multiply line 4 by line 3.			5 715,884.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 12,715.
7 Add lines 5 and 6.			7 728,599.
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			8 984,400.

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 sub-rows 6a-6d for credits. Values include 12,715, 8,000, 22,000, 30,000, 17,285, and 4,085.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and Yes/No columns. Includes questions about political influence, tax on political expenditures, and substantial contributors.

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 2017, 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) (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 2017?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <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 ▶ _____		
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 2017 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 2017)		
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 2017?		X

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

<p>5a During the year, did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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. <input type="checkbox"/> 5b</p> <p>Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 6b X</p> <p>If "Yes" to 6b, file Form 8870</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 7b</p>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:50%;"></td> <td style="width:50%; text-align: center;">Yes</td> <td style="width:50%;"></td> <td style="width:50%; text-align: center;">No</td> </tr> <tr> <td style="text-align: center;">5b</td> <td></td> <td></td> <td></td> </tr> <tr> <td style="text-align: center;">6b</td> <td></td> <td></td> <td style="text-align: center;">X</td> </tr> <tr> <td style="text-align: center;">7b</td> <td></td> <td></td> <td></td> </tr> </table>		Yes		No	5b				6b			X	7b			
	Yes		No														
5b																	
6b			X														
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	13,611,579.
b	Average of monthly cash balances	1b	707,920.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	14,319,499.
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	14,319,499.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	214,792.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,104,707.
6	Minimum investment return. Enter 5% of line 5	6	705,235.

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	705,235.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	12,715.
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b	2c	12,715.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	692,520.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	692,520.
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	692,520.

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	984,400.
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	984,400.
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	12,715.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	971,685.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				692,520.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20 15 , 20 14 , 20 13				
3 Excess distributions carryover, if any, to 2017				
a From 2012				39,380.
b From 2013				
c From 2014				94,801.
d From 2015				108,642.
e From 2016				7,896.
f Total of lines 3a through e	250,719.			
4 Qualifying distributions for 2017 from Part XI, line 4 ▶ \$ 984,400.				
a Applied to 2016, 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 2017 distributable amount.				692,520.
e Remaining amount distributed out of corpus.	291,880.			
5 Excess distributions carryover applied to 2017 (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:	542,599.			
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 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				
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 2012 not applied on line 5 or line 7 (see instructions)	39,380.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	503,219.			
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				94,801.
c Excess from 2015				108,642.
d Excess from 2016				7,896.
e Excess from 2017				291,880.

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 2017, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Table with columns: Tax year (a) 2017, (b) 2016, (c) 2015, (d) 2014, (e) Total. Rows include 2b, 2c, 2d, 2e, 3, 3a, 3a(1), 3a(2), 3b, 3c, 3c(1), 3c(2), 3c(3), 3c(4).

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or email 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

N/A

c Any submission deadlines

N/A

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

N/A

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 Paid during the year</p> <p>ATCH 13</p>				
Total				982,000.
<p>b Approved for future payment</p>				
Total				

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 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, and Other revenue.

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).

Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash
(2) Other assets
b Other transactions
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. All entries are N/A.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? Yes No

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

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

Sign Here R. A. SEALE, JR. Signature of officer or trustee Date 6/2/18 Title PRESIDENT

May the IRS discuss this return with the preparer shown below? See instructions [X] Yes [] No

Paid Preparer Use Only Print/Type preparer's name JOHN W. STORMS, CPA Preparer's signature Date 5/31/18 Check self-employed if PTIN P01251063 Firm's name JOHN W. STORMS, CPA Firm's EIN 81-4830341 Firm's address 1202A DAIRY ASHFORD HOUSTON, TX 77079-3004 Phone no 281-497-0332

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					304,164.	
3,453,487.		VARIOUS SECURITIES-CHAMPION ADVISORS LLC PROPERTY TYPE: SECURITIES 2,862,260.				P	VARIOUS 591,227.	VARIOUS
TOTAL GAIN (LOSS)							<u>895,391.</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	375,286.	375,286.
TOTAL	<u>375,286.</u>	<u>375,286.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ROYALTY INCOME (GROSS)	93,514.	93,514.
EXPENSES ATTRIBUTABLE TO ROYALTIES	-5,599.	-5,599.
LEASE BONUS	87,172.	87,172.
MISCELLANEOUS	5.	5.
TOTALS	<u>175,092.</u>	<u>175,092.</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	26,100.	26,100.		
TOTALS	<u>26,100.</u>	<u>26,100.</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>
JOHN W. STORMS, CPA-990PF/ACCT	31,900.	29,500.		2,400.
TOTALS	<u>31,900.</u>	<u>29,500.</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.	100,956.	100,956.
TOTALS	<u>100,956.</u>	<u>100,956.</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	10,835.	10,835.
FOREIGN TAXES	6,647.	6,647.
TOTALS	<u>17,482.</u>	<u>17,482.</u>

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
OFFICE/DELIVERY/POSTAGE/TEL. STORAGE	224. 30.	224. 30.
TOTALS	<u>254.</u>	<u>254.</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.	7,895,724.	10,976,191.
TOTALS	<u>10,253,974.</u>	<u>7,895,724.</u>	<u>10,976,191.</u>

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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	325,530
DFA Emerging Mkt/Small Cap Port/10251.2780	205,530	205,530	244,698
DFA Emerging Mkt/Value Port/7270.3930	207,233	207,233	226,982
DFA Emerging Mkt Port/1327.828	292,872	35,663	40,459
DFA Enhanced US Large Co Port/72845.1450	817,351	645,416	942,616
DFA Intl Core Equity Port/73595.436	715,940	715,940	1,070,078
DFA Intl Small Cap Value Port/19475.8970	286,475	286,475	447,361
DFA Intl Small Co Port/19006.970	493,737	288,323	404,278
DFA Intl Value Port/29653.8770	453,923	453,923	607,608
DFA Intl Vector Equity Port/36753.3020	334,212	334,212	498,742
DFA Large Cap Intl Port/15174.711	488,717	271,030	363,131
DFA Short Term Extended Quality Port Instl/19064.7730	203,527	203,527	205,137
DFA US Core Equity 2 Port/47062.829	688,754	547,897	1,014,674
DFA US Large Cap Value Port/23475.5180	480,788	480,788	918,362
DFA US Small Cap Port/34286.7	926,680	770,546	1,232,264
DFA Targeted Value Port/35025.6340	575,966	575,966	871,788
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	294,933
DFA One Year Fix Inc Port/27020.712	1,488,138	279,126	277,503
DFA Two Year Global Fixed Inc Port/29812.1810	304,203	304,203	294,544
DFA Slectively Hedged Global Fix Inc/37030.2990	372,145	372,145	351,788
TOTAL STOCKS	10,253,974	7,895,725	10,976,191

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	504,010.		
TOTALS	<u>504,010.</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	0	0
Con-Way Inc/7.25%/01/15/18	109,000	0	0
Exelon Generation LLC/6.2%/10/01/17	76,592	0	0
General Electric Co GLB/5.25%/12/06/17	75,453	0	0
Goldman Sachs Group/5.625%/01/15/17	48,429	0	0
TECO Finance Inc/Bonds/7%/05/01/12	30,508	0	0
Temple-Inland/Step/0%/01/15/18	106,250	0	0
TOTAL CORPORATE NOTES AND BONDS	504,010	0	0

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 129 CRABTREE LANE LOUISVILLE, KY 40245	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

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

ATTACHMENT 13

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

982,000.

TOTAL CONTRIBUTIONS PAID

982,000.

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

STATEMENT 17

Baker Ripley (Neighborhood Centers, Inc) Taj Bhaloo P O. Box 271389 Houston Texas 77277 713 669 5351 Community Based Initiatives	\$10,000	CanCare, Inc. Janica Lee 9575 Katy Freeway, Ste. 428 Houston, TX 77024 713.461 0028	\$10,000
Bo's Place Andrea N Sivells 10050 Buffalo Speedway Houston, TX 77054 713 942 8339	\$10,000	Casa de Esperanza de los Ninos, Inc Kathi Gino 2911 A Corder Street Houston, TX 77054 713.529 0639 Residential Program	\$15,000
Boys & Girls Country of Houston Melissa Simon 18806 Roberts Road Hockley, TX 77447 281 290 6102	\$10,000	Child Advocates Suzanne McAndrew 3701 Kirby, Suite 400 Houston, TX 77098 713 529 1396 Court Services Program	\$20,000
Bridges To Life John Sage P O Box 570895 Houston, TX 77257-0895 713 463 7200	\$10,000	Child Advocates Sonya Galvan 3701 Kirby, Suite 400 Houston, TX 77098 713 529.1396	\$20,000
Camp Allen Geoge Dehan 18800 FM 362 Navasota, Texas 77868 Centennial Fund	\$125,000	Christian Community Service Center Connie Stone 3230 Mercer Houston, Texas 77027 713 961.3993	\$5,000

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CHRISTUS Foundation For Healthcare Les Cave - 713. 652.3100 P O. Box 1919 Houston, TX 77251	\$10,000	Hope & Healing Center & Institute Matt Stanford 717 Sage Road Houston, TX 77056 713 830.4144	\$10,000
Communities in Schools of Houston Ricardo Rivera 1235 North Loop West, Ste 300 Houston, TX 77008 713 654 1515 Adopt a School Program	\$10,000	Houston Food Bank Alexis Guidry 535 Portwall Houston, TX 77029 713-547-8677 Backpack Buddy	\$10,000
DePelchin Children's Center Margaret Sasaki 4950 Memorial Dr. Houston, TX 77007 713 802.7648	\$10,000	Houston-Harris Co Immunization Registry dba The Immunization Partnership Angela Zielinski P.O. Box 5168 Katy, Texas 77491-5168 281.400 3689	\$5,000
El Centro De Corazon Marcie Mir P. O Box 230209 Houston, Tex 77223-0209 832 494 1760 Health Care Service Low Income Children	\$5,000	Incarnate Word Academy Sister Lauren Beck, C V I. 609 Crawford Street Houston, Texas 77002 I AM IN Capital Campaign	\$10,000
Epiphany Community Health Outreach Cathy Moore 9600 S Gessner Bldg E Houston, Texas 77071 713 270 0369	\$5,000	Legacy Community Health Centers Katy Caldwell 1415 California St Houston, Tx 77006 832-548-5126 Clinic Uncovered Costs	\$10,000
The Forge for Families, Inc Beth Williams Lee 3435 Dixie Drive Houston, TX 77021 713 660 1871 After School Program	\$10,000	Lord of the Streets Episcopal Church Rev Steven M. Capper 3401 Fannin Street Houston, Texas 77004 713.526.0311 Direct Assistance Program	\$10,000

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Memorial Assistance Ministries Martha Macris 1625 Blalock Houston, Texas 77080 713.574 7543	\$5,000	Pathways for Little Feet Fran Fauntleroy 9 Greenway Plaza, Suite 3150 Houston, Texas 77046	\$5,000
Menninger Clinic Kevin Harwarth 12301 Main Street Houston, TX 77035 713.275 5180	\$20,000	Pro-Vision Diana Seifert 4590 Wilmington Street Houston, Texas 77051 Campaign for Pro-Vision	\$100,000
NEHEMIAH Center Angela Synek 5015 Fannin St. Houston, TX 77004 713-526-5015	\$10,000	Protestant Episcopal Church in the US Episcopal High School Peggy Haney 4650 Bissonnet Street Bellaire, Texas 77401 713 512.3436	
New Hope Housing, Inc. Joy Horak-Brown 1117 Texas Avenue Houston, TX 77002 713-222-0290	\$15,000	Lead the Way Campaign	\$125,000
Northwest Assistance Ministries Carole Little 15555 Kuykendahl Rd Houston, TX 77090 281 885 4577	\$5,000	Ronald McDonald/Houston BG Richard Noreiga 1907 Holcombe Blvd Houston, TX 77030 713.795 3500 Capital Campaign	\$25,000
		Ronald McDonald/Houston BG Richard Noreiga 1907 Holcombe Blvd Houston, TX 77030 713.795 3500 Behind Every Door Campaign	\$80,000

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San Jose Clinic Catholic Archdiocese of Galvaston Tracy Butler 2615 Fannin St Houston , TX 77002 713-490-2607 Capital Campaign	\$15,000	The Coalition for the Homeless Marilyn Brown 2000 Crawford Street Houston, Texas 77002-9000 832 531 6007	\$15,000
Search Homeless Services Mizi Bartlett 2015 Congress Avenue Houston, TX 77002 713.276 3065 House of Tiny Treasures	\$15,000	St. Francis Episcopal Day School Dr Susan B Lair 335 Piney Point Road Houston, TX 77024 Capital Campaign	\$12,000
Star of Hope Mission Joe Clayton 4848 Loop Central Drive, Suite 500 Houston, TX 77081 713 440 5369	\$25,000	United States Conference of Catholic Bishops/Cristo Rey Jesuit College Prep. School of Houston Bee Dixon 6700 Mount Carmel Street Houston, TX 77087 281 501,1298	\$10,000
Teen & Family Services c/o Chapelwood Church Kate Yadan 11140 Greenbay Street Houston, Texas 77024 Serve "AT RISK" Teens	\$10,000	United States Conference of Catholic Bishops/St Agnes Academy Mary Perrotti 9000 Bellaire Blvd Houston, Tx 77036 Capital Campaign 713.219 5466	\$40,000
The Beacon Julie Falcon 1117 Texas Avenue Houston, Texas 77002 713 220 9737 Beacon Day Center	\$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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