

Return of Private Foundation

2019

Department of the Treasury Internal Revenue Service

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.

Open to Public Inspection

For calendar year 2019 or tax year beginning , 2019, and ending , 20

Name of foundation THE LYONS FOUNDATION A Employer identification number 74-6038717

Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number (see instructions) (281) 497-0332

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

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 X Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

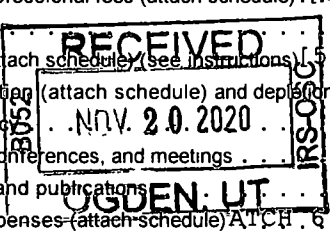
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,402,281. J Accounting method X Cash Accrual Other (specify)

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 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), ending with Adjusted net income of -1,284,917.

3/4

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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			
	2	Savings and temporary cash investments	232,386.	231,520.	
	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 7	4,853,438.	3,569,615.	4,402,281.
	c	Investments - corporate bonds (attach schedule)			
	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)	5,085,824.	3,801,135.	4,402,281.	
Liabilities	17	Accounts payable and accrued expenses		228.	
	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.	228.	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ <input type="checkbox"/> and complete lines 24, 25, 29, and 30.				
	24	Net assets without donor restrictions			
	25	Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/> and complete lines 26 through 30.				
	26	Capital stock, trust principal, or current funds	2,599,382.	2,599,382.	
	27	Paid-in or capital surplus, or land, bldg, and equipment fund			
	28	Retained earnings, accumulated income, endowment, or other funds	2,486,442.	1,201,525.	
29	Total net assets or fund balances (see instructions)	5,085,824.	3,800,907.		
30	Total liabilities and net assets/fund balances (see instructions)	5,085,824.	3,801,135.		

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 29 (must agree with end-of-year figure reported on prior year's return)	1 5,085,824.
2	Enter amount from Part I, line 27a	2 -1,284,917.
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 3,800,907.
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 29	6 3,800,907.

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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		
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	447,909.
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

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))
2018	7,923,628.	10,629,633.	0.745428
2017	971,685.	14,104,707.	0.068891
2016	654,400.	13,082,777.	0.050020
2015	798,052.	13,966,126.	0.057142
2014	812,017.	14,723,649.	0.055151
2	Total of line 1, column (d)	2	0.976632
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	0.195326
4	Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	5,751,298.
5	Multiply line 4 by line 3.	5	1,123,378.
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,250.
7	Add lines 5 and 6.	7	1,128,628.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	1,809,900.

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. Line 1: 5,250. Line 2: 2. Line 3: 5,250. Line 4: 0. Line 5: 5,250. Line 6a: 16,000. Line 7: 16,000. Line 10: 10,750. Line 11: 2,750.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns: Question, Yes, No. Row 1a: No (X). Row 1b: No (X). Row 1c: No (X). Row 2: No (X). Row 3: No (X). Row 4a: No (X). Row 6: Yes (X). Row 7: Yes (X). Row 8b: Yes (X). Row 9: No (X). Row 10: No (X).

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16 regarding controlled entities, distributions, public inspection, website address, books in care, and foreign country interests.

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.

Table with 3 columns: Question, Yes, No. Rows 1a-1c, 2a-2c, 3a-3b, 4a-4b regarding Form 4720 requirements such as disqualifying acts, undistributed income, and business holdings.

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	5,577,055.
b	Average of monthly cash balances	1b	261,826.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	5,838,881.
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	5,838,881.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	87,583.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,751,298.
6	Minimum investment return. Enter 5% of line 5	6	287,565.

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	287,565.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	5,250.
b	Income tax for 2019 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,250.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	282,315.
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4	5	282,315.
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	282,315.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26.	1a	1,809,900.
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	1,809,900.
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	5,250.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,804,650.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				282,315.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only.				
b Total for prior years 20 <u>17</u> , 20 <u>16</u> , 20 <u>15</u>				
3 Excess distributions carryover, if any, to 2019				
a From 2014	94,801.			
b From 2015	108,642.			
c From 2016	7,896.			
d From 2017	291,880.			
e From 2018	7,423,690.			
f Total of lines 3a through e	7,926,909.			
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ \$ <u>1,809,900.</u>				
a Applied to 2018, 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 2019 distributable amount.				282,315.
e Remaining amount distributed out of corpus.	1,527,585.			
5 Excess distributions carryover applied to 2019 (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	9,454,494.			
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 2018 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020.				
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 2014 not applied on line 5 or line 7 (see instructions)	94,801.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	9,359,693.			
10 Analysis of line 9				
a Excess from 2015	108,642.			
b Excess from 2016	7,896.			
c Excess from 2017	291,880.			
d Excess from 2018	7,423,690.			
e Excess from 2019	1,527,585.			

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 2019, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4, for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) 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 9

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
a <i>Paid during the year</i> ATCH 10				
Total ▶ 3a				1,807,500.
b <i>Approved for future payment</i>				
Total ▶ 3b				

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. Row 1 contains 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

b If "Yes," complete the following schedule

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

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
PRESIDENT Title

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

Paid Preparer Use Only section containing fields for Print/Type preparer's name (JOHN W STORMS), Preparer's signature, Date, Check self-employed (X), PTIN (P01251063), Firm's name (JOHN W. STORMS, CPA), Firm's address (1202A DAIRY ASHFORD HOUSTON, TX), Firm's EIN (81-4830341), and Phone no (77079-3004, 281-497-0332).

THE LYONS FOUNDATION
 EIN: 74-6038717
 2019 990PF, PART XV-3a

STATEMENT 17

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

Bo's Place Mary Beth Stain 10050 Buffalo Speedway Houston, TX 77054 713.942.8339	\$10,000	Christo Rey Jesuit College United States Convergence of Catholic Bishop Paul Posoli 6700 Mount Carmel Street Houston, TX 77087 281.501.1298	\$500,000
Boys and Girls Country Vincent Duran 18806 Roberts Road Hockley, TX 77447 281.351.4978	\$500,000	Incarnate Word academy I am In Capital Campaign Ms. Wendy Ruiz, CFRE 609 Crawford Street Houston, TX 77002 713.227.7163	\$10,000
Can Care, Inc. Christina Vetrano 9575 Katy Freeway, Suite 428 Houston, TX 77024 713.461.0028	\$25,000	Houston, Food Bank Mr. Brian Greene 535 Portwall Houston, TX 77029 281.497.0332	\$50,000
Communities In Schools Lisa Descant Christus Foundation For Health Care Lee Cave P.O. Box 1919 713.652.3100	\$10,000	New Hope Housing Ms Joy Horak-Brown 3315 Harrisburg Blvd. Suite 400 Houston, TX77003	\$25,000
Communities In Schools Houston, TX 77078 1235 North Loop West, Suite 300 Houston, TX 77008 713.654.1515	\$12,500	The Rose 12700 N. Featherwood Suite 260 Houston, TX 77034 281.484.5123	\$100,000
		<u>This Page</u>	<u>\$1,242,500</u>

THE LYONS FOUNDATION
EIN: 74-6038717
2018 990PF, PART XV-3a

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STATEMENT 17

St Agnes Academy
9000 Bellaire Blvd.
Houston, TX 77036
713.219.5400

\$500,000

Strake Jesuit College Preparatory
Colin Matheny
Director of Advancement
8900 Bellaire Blvd.
Houston, TX 77036

\$25,000

Search Homeless Services
Sonya Galvan
2015 Congress Ave.
Houston, TX 77002
739.713.7752

\$25,000

Will Erwin Headache Research Foundation
c/o Mischer Nervo Science Institute
6411 Fannin
Houston, TX 77030

\$10,000

Sight Into Sound
Kari Musgrove
3935 Essex Lane
Houston, TX 77027
713.622.2767

\$5,000

This Page 565,000.00

Total Donation \$1,807,500.00

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROYALTY INCOME (GROSS)	149,340.	149,340.
EXPENSES ATTRIBUTABLE TO ROYALTIES	-10,209.	-10,209.
TOTALS	<u>139,131.</u>	<u>139,131.</u>

ATTACHMENT 2

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 MLT AIKINS	59,205. 3,128.	59,205. 3,128.		
TOTALS	<u>62,333.</u>	<u>62,333.</u>		

ATTACHMENT 3

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	34,600.	32,200.		2,400.
TOTALS	<u>34,600.</u>	<u>32,200.</u>		<u>2,400.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MGT. FEES-CHAMPION	49,872.	49,872.
APPRAISAL SERVICES-CENTURION	26,005.	26,005.
TOTALS	<u>75,877.</u>	<u>75,877.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL EXCISE TAXES	16,572.	16,572.
TOTALS	<u>16,572.</u>	<u>16,572.</u>

ATTACHMENT 6

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	280. 6.	280. 6.
TOTALS	<u>286.</u>	<u>286.</u>

ATTACHMENT 7

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	4,853,438.	3,569,615.	4,402,281.
TOTALS	<u>4,853,438.</u>	<u>3,569,615.</u>	<u>4,402,281.</u>

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

	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
DFA Emerging Mkt/Core Equity Port/14019.3730	260,040	260,040	305,202
DFA Emerging Mkt/Small Cap Port/10251.2780	205,530	205,530	213,739
DFA Emerging Mkt/Value Port/7270.3930	207,233	207,233	208,588
DFA Emerging Mkt Port/1327.828	35,663	35,663	38,759
DFA Enhanced US Large Co Port/19301.893	173,150	0	0
DFA Intl Core Equity Port/36776.585	715,940	357,692	507,885
DFA Intl Small Cap Value Port/19475.8970	286,475	286,475	376,859
DFA Intl Small Co Port/19006.970	288,323	288,323	359,232
DFA Large Cap Intl Port/15174.711	271,030	0	0
DFA Short Term Extended Quality Port Instl/19064.7730	203,527	0	0
DFA US Core Equity 2 Port/20481.22	244,856	244,856	485,200
DFA US Large Cap Value Port/7796.622	167,195	0	0
DFA Targeted Value Port/35025.6340	575,966	575,966	811,894
DFA Five Year Govt Port/28035.4290	304,987	304,987	295,774
DFA One Year Fix Inc Port/33361.205	344,126	344,126	343,620
DFA Two Year Global Fixed Inc Port/29812.1810	304,203	0	0
DFA Slctively Hedged Global Fix Inc/26357.94	265,193	0	0
DFA GLBL Real Estate SEC Port Inst/16999.997	0	195,996	200,430
Stone Ridge Alt Lending Risk Premium Inst/9225.98	0	93,655	93,644
Stone Ridge Reinsurance Risk Prem Interval/20726.0420	0	169,073	161,456
TOTAL STOCKS	4,853,438	3,569,615	4,402,281

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

ATTACHMENT 8

<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	0.		
JAMES S. PRENTICE 129 CRABTREE LANE LOUISVILLE, KY 40245	SEC/TREAS	0.		
JOHN W. STORMS 1202A DAIRY ASHFORD HOUSTON, TX 77079	V. PRESIDENT	0.		
FLO MCGEE 5957 CRAB ORCHARD HOUSTON, TX 77057	V. PRESIDENT	0.		
GRAND TOTALS		<u>0.</u>	<u>0.</u>	<u>0.</u>

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

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

**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)	
462,940.		VARIOUS SECURITIES - SEE SECHEDULE ATTAC PROPERTY TYPE: SECURITIES 477,102.				P	VARIOUS -14,162.	VARIOUS
2,204,618.		VARIOUS SECURITIES - SEE SCHEDULE ATTACH PROPERTY TYPE: SECURITIES 1,742,547.				P	VARIOUS 462,071.	VARIOUS
TOTAL GAIN (LOSS)							<u>447,909.</u>	