

Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation****or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation**  
Note: The organization may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

**2004****For calendar year 2004, or tax year beginning , 2004, and ending****G Check all that apply:** ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the IRS  
label.  
Otherwise,  
print  
or type.  
See Specific  
Instructions.

Name of organization

**HATTIE MAE LESLEY FOUNDATION, INC.**  
**(30-01-100-0421875)****A Employer identification number****75-2936754**

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

**B Telephone number (see page 10 of the instructions)****C/O BANK OF AMERICA, N.A. P.O. BOX 831041****(800) 357-7094**

City or town, state, and ZIP code

**DALLAS, TX 75283-1041****C If exemption application is pending, check here** ☐**D 1. Foreign organizations, check here** ☐**2. Foreign organizations meeting the 85% test, check here and attach computation** ☐**E If private foundation status was terminated under section 507(b)(1)(A), check here** ☐**F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here** ☐**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) ▶ \$ 3,309,677.**  
**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 page 11 of the instructions).)**(a) Revenue and expenses per books****(b) Net investment income****(c) Adjusted net income****(d) Disbursements for charitable purposes (cash basis only)****1 Contributions, gifts, grants, etc., received (attach schedule)** ☐ if the foundation is not required to attach Sch B**847,380.****STMT 1****2 Check** ☐ **Interest on savings and temporary cash investments****38,466.****38,466.****STMT 2****3 Interest on savings and temporary cash investments****5a Gross rents****b Net rental income or (loss)****6,400.****6,400.****6a Net gain or (loss) from sale of assets not on line 10****b Gross sales price for all assets on line 6a** **257,807.****7 Capital gain net income (from Part IV, line 2)****6,400.****8 Net short-term capital gain****9 Income modifications****10a Gross sales less returns and discounts****b Less Cost of goods sold****c Gross profit or (loss) (attach schedule)****11 Other income (attach schedule)****892,246.****44,866.****12 Total. Add lines 1 through 11****13 Compensation of officers, directors, trustees, etc.****14 Other employee salaries and wages****15 Pension plans, employee benefits****16a Legal fees (attach schedule)** **STMT 3****18,420.****NONE****NONE****18,420.****b Accounting fees (attach schedule)** **STMT 4****2,395.****NONE****NONE****2,395.****c Other professional fees (attach schedule)** **STMT 5****7,598.****7,598.****17 Interest****18 Taxes (attach schedule) (see page 14 of the instructions)** **STMT 6****838.****416.****19 Depreciation (attach schedule) and depletion****20 Occupancy****21 Travel, conferences, and meetings****22 Printing and publications****23 Other expenses (attach schedule)** **STMT 7****219.****219.****24 Total operating and administrative expenses.****Add lines 13 through 23****29,470.****8,014.****NONE****21,034.****25 Contributions, gifts, grants paid****61,500.****61,500.****26 Total expenses and disbursements. Add lines 24 and 25****90,970.****8,014.****NONE****82,534.****27 Subtract line 26 from line 12:****a Excess of revenue over expenses and disbursements****801,276.****b Net investment income (if negative, enter -0-)****36,852.****c Adjusted net income (if negative, enter -0-)**

For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form **990-PF** (2004)

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 . . . . .		852,324.	1,151,451.	1,151,451.
	2	Savings and temporary cash investments . . . . .				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶		302.		
	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 page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U.S. and state government obligations (attach schedule)	STMT 8	751,639.	801,619.	794,041.
	b	Investments - corporate stock (attach schedule)				
	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)	STMT 9	706,360.	1,158,528.	1,364,185.	
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	<b>Total assets</b> (to be completed by all filers - see page 16 of the instructions. Also, see page 1, item I) . . . . .		2,310,625.	3,111,598.	3,309,677.	
Liabilities	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶)				
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .					
Net Assets or Fund Balances	Organizations 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 . . . . .				
	Organizations 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 . . . . .		2,310,625.	3,111,598.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .		2,310,625.	3,111,598.		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .		2,310,625.	3,111,598.		

### 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	2,310,625.
2	Enter amount from Part I, line 27a . . . . .	2	801,276.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	38.
4	Add lines 1, 2, and 3 . . . . .	4	3,111,939.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	341.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	3,111,598.

**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.)
<b>1a SEE PART IV SCHEDULE</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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) 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			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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 }			<b>2</b>	6,400.	
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8 . . . . . }			<b>3</b>		

**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 organization liable for the section 4942 tax on the distributable amount of any year in the base period? . . . ☐ Yes ☒ No  
 If "Yes," the organization does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year; see page 18 of 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))
2003	69,840.	1,537,015.	0.04543872376
2002	5,792.	1,097,821.	0.00527590563
2001		168,317.	
2000			
1999			
<b>2 Total of line 1, column (d) . . . . .</b>			<b>2</b> 0.05071462939
<b>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 . . . . .</b>			<b>3</b> 0.01690487646
<b>4 Enter the net value of noncharitable-use assets for 2004 from Part X, line 5 . . . . .</b>			<b>4</b> 2,423,633.
<b>5 Multiply line 4 by line 3 . . . . .</b>			<b>5</b> 40,971.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .</b>			<b>6</b> 369.
<b>7 Add lines 5 and 6 . . . . .</b>			<b>7</b> 41,340.
<b>8 Enter qualifying distributions from Part XII, line 4 . . . . .</b>			<b>8</b> 82,534.

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 on page 18.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)**

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
Date of ruling letter: _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	369.
c All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	369.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	369.
6 Credits/Payments:			
a 2004 estimated tax payments and 2003 overpayment credited to 2004	6a	212.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	212.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	157.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2005 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities.		
c Did the organization file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the organization <input type="checkbox"/> \$ _____ (2) On organization managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers. <input type="checkbox"/> \$ _____		
2 Has the organization engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
3 Has the organization made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the organization have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> SEE STATEMENT 12		
b If the answer is "Yes" to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2004 or the taxable year beginning in 2004 (see instructions for Part XIV on page 25)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.	X	
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application?	X	
Web site address <input type="checkbox"/> NONE		
12 The books are in care of <input type="checkbox"/> BANK OF AMERICA, N.A. Telephone no. <input type="checkbox"/> (214) 209-3654		
Located at <input type="checkbox"/> 901 MAIN ST, 19TH FL, DALLAS, TX ZIP+4 <input type="checkbox"/> 75202-3714		
13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 13		

**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
<b>1a</b> During the year did the organization (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 organization 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>b</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 page 20 of the instructions)? . . . . .	<input type="checkbox"/>	
Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶		
<b>c</b> Did the organization 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 2004? . . . . .		
<b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
<b>a</b> At the end of tax year 2004, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2004? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ▶ . . . . .		
<b>b</b> Are there any years listed in 2a for which the organization 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 page 20 of the instructions.) . . . . .		
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ . . . . .		
<b>3a</b> Did the organization 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>b</b> If "Yes," did it have excess business holdings in 2004 as a result of (1) any purchase by the organization 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 organization had excess business holdings in 2004.) . . . . .		
<b>4a</b> Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .		
<b>b</b> Did the organization 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 2004? . . . . .		
<b>5a</b> During the year did the organization pay or incur any amount to:		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(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
(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</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 page 20 of the instructions)? . . . . .		
Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶		
<b>c</b> If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No	
If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
<b>6a</b> Did the organization, 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
<b>b</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .		
If you answered "Yes" to 6b, also file Form 8870.		

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**Part IX-B Summary of Program-Related Investments** (see page 22 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2 NONE	
All other program-related investments. See page 22 of the instructions.	
3 NONE	
<b>Total.</b> Add lines 1 through 3	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 22 of the 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	2,460,541.
b Average of monthly cash balances	1b	
c Fair market value of all other assets (see page 22 of the instructions)	1c	NONE
d Total (add lines 1a, b, and c)	1d	2,460,541.
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	NONE
3 Subtract line 2 from line 1d	3	2,460,541.
4 Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 23 of the instructions)	4	36,908.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,423,633.
6 Minimum investment return. Enter 5% of line 5	6	121,182.

**Part XI Distributable Amount** (see page 23 of the 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	121,182.
2a Tax on investment income for 2004 from Part VI, line 5	2a	369.
b Income tax for 2004. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	369.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	120,813.
4 Recoveries of amounts treated as qualifying distributions	4	NONE
5 Add lines 3 and 4	5	120,813.
6 Deduction from distributable amount (see page 23 of the instructions)	6	NONE
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	120,813.

**Part XII Qualifying Distributions** (see page 23 of the 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	82,534.
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	NONE
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	NONE
b Cash distribution test (attach the required schedule)	3b	NONE
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	82,534.
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 24 of the instructions)	5	369.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	82,165.

**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 page 24 of the instructions)

	(a) Corpus	(b) Years prior to 2003	(c) 2003	(d) 2004
<b>1</b> Distributable amount for 2004 from Part XI, line 7 . . . . .				120,813.
<b>2</b> Undistributed income, if any, as of the end of 2003:				
<b>a</b> Enter amount for 2003 only . . . . .			61,500.	
<b>b</b> Total for prior years <u>2002</u> . . . . .		NONE		
<b>3</b> Excess distributions carryover, if any, to 2004:				
<b>a</b> From 1999 . . . . .	NONE			
<b>b</b> From 2000 . . . . .	NONE			
<b>c</b> From 2001 . . . . .	NONE			
<b>d</b> From 2002 . . . . .	NONE			
<b>e</b> From 2003 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2004 from Part XII, line 4: ► \$ <u>82,534.</u>				
<b>a</b> Applied to 2003, but not more than line 2a . . . . .			61,500.	
<b>b</b> Applied to undistributed income of prior years (Election required - see page 24 of the instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see page 24 of the instructions) . . . . .	NONE			
<b>d</b> Applied to 2004 distributable amount . . . . .				21,034.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2004 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	NONE			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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 . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see page 25 of the instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2003. Subtract line 4a from line 2a. Taxable amount - see page 25 of the instructions . . . . .				
<b>f</b> Undistributed income for 2004. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2005 . . . . .				99,779.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 25 of the instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 1999 not applied on line 5 or line 7 (see page 25 of the instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2005. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2000 . . . . .	NONE			
<b>b</b> Excess from 2001 . . . . .	NONE			
<b>c</b> Excess from 2002 . . . . .	NONE			
<b>d</b> Excess from 2003 . . . . .	NONE			
<b>e</b> Excess from 2004 . . . . .	NONE			

Form 990-PF (2004)



**Part XIV Private Operating Foundations** (see page 25 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2004, enter the date of the ruling . . . . . **▶**

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

	Tax year	Prior 3 years			(e) Total
	(a) 2004	(b) 2003	(c) 2002	(d) 2001	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year - see page 26 of the 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).)

NONE

- 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.

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☐ if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds.

If the organization makes gifts, grants, etc. (see page 26 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a** The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 15

- b** The form in which applications should be submitted and information and materials they should include:

HATTIE MAE LESLEY FOUNDATION GRANT APPLICATION MAY BE REQUESTED FROM  
THE CONTACT NAMED ABOVE

- c** Any submission deadlines:

NONE

- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors: RESTRICTED TO ORGANIZATIONS DESCRIBED IN IRC SECTION 501(C)(3)

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	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
<b>a Paid during the year</b>  SEE STATEMENT 16				
<b>Total</b> . . . . .			▶ <b>3a</b>	<b>61,500.</b>
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			▶ <b>3b</b>	

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**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**Supplementary Information for  
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No 1545-0047

**2004**

Name of organization

Employer identification number

HATTIE MAE LESLEY FOUNDATION, INC.

75-2936754

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule - see instructions.)

**General Rule -**

☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

**Special Rules -**

☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III.)

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) . . . . . ► \$ \_\_\_\_\_

**Caution:** Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions  
for Form 990, Form 990-EZ, and Form 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2004)

Name of organization

Employer identification number

HATTIE MAE LESLEY FOUNDATION, INC.

75-2936754

**Part I Contributors** (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JOSEPH D. LESLEY CHARITABLE TRUST P.O. BOX 830241 DALLAS, TX 75283-0241	847,380.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



**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 SHORT-TERM CAPITAL GAIN DIVIDENDS					1,739.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					6,068.	
250,000.		250000. FEDERAL NATL MTG ASSN BENCHMARK PROPERTY TYPE: SECURITIES 251,407.				P	04/24/2003	12/15/2004
							-1,407.	
TOTAL GAIN(LOSS) .....							----- 6,400. =====	

## FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

NAME AND ADDRESS -----	DATE ----	DIRECT PUBLIC SUPPORT -----
JOSEPH D. LESLEY CHARITABLE TRUST P.O. BOX 830241 DALLAS, TX 75283-0241	12/31/2004	847,380.
TOTAL CONTRIBUTION AMOUNTS		----- 847,380. =====

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL FARM CR BKS CONS BD	1,296.	1,296.
FEDERAL HOME LN MTG CORP DEB	4,375.	4,375.
FEDERAL NATL MTG ASSN BENCHMARK NT	4,688.	4,688.
FEDERAL NATL MTG ASSN MTN	1,903.	1,903.
FEDERAL NATL MTG ASSN MTN CALL 11/28/03	2,427.	2,427.
NATIONS VALUE FUND PRIMARY A SHARES	1,785.	1,785.
NATIONS INTERNATIONAL EQUITY FD PRIMARY	1,129.	1,129.
NATIONS EQUITY INDEX FUND PRIMARY A SHAR	10,304.	10,304.
NATIONS CASH RESERVES TRUST CLASS	2,092.	2,092.
NATION MIDCAP VALUE FUND PRIMARY A SHARE	4,404.	4,404.
UNITED STATES TREAS NT DTD 04/30/03 1.62	4,063.	4,063.
	-----	-----
TOTAL	38,466.	38,466.
	=====	=====

## FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES	18,420.			18,420.
	-----	-----	-----	-----
TOTALS	18,420.	NONE	NONE	18,420.
	=====	=====	=====	=====

## FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE	2,395.			2,395.
TOTALS	2,395.	NONE	NONE	2,395.

## FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT MGMT FEES	7,598.	7,598.
	-----	-----
TOTALS	7,598.	7,598.
	=====	=====



## FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	416.	416.
EXCISE TAX - PRIOR YEAR	210.	
FEDERAL ESTIMATES - INCOME	212.	
	-----	-----
TOTALS	838.	416.
	=====	=====

## FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
REPRESENTATION FEE -		
CT CORPORATION	219.	219.
	-----	-----
TOTALS	219.	219.
	=====	=====

## FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
FNMA BM NT 1.875% 12/15/04	251,407.		
US TREAS NT 1.625% 04/30/05	250,078.	250,078.	249,385.
FHLMC DEB 1.75% 05/15/05	250,154.	250,155.	249,375.
FNMA 2.625% DUE 11/15/06		100,886.	98,906.
FFCB CONS 2.550% DUE 2/27/07		100,500.	98,250.
FNMA 3.200% DUE 11/28/08		100,000.	98,125.
	-----	-----	-----
TOTALS	751,639.	801,619.	794,041.
	=====	=====	=====

## FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
NATIONS MIDCAP VALUE FUND		133,362.	142,903.
NATIONS VALUE FUND	72,134.	106,894.	129,724.
NATIONS SMALL COMPANY FUND	67,184.	84,643.	100,591.
NATIONS INTERNATIONAL EQTY FD	142,158.	212,291.	269,229.
NATIONS LARGE CAP INDEX FUND	352,750.	508,063.	584,666.
NATIONS MARSICO GROWTH FUND	72,134.	113,275.	137,072.
	-----	-----	-----
TOTALS	706,360.	1,158,528.	1,364,185.
	=====	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES  
=====DESCRIPTION  
-----AMOUNT  
-----

MUTUAL FUND ADJUSTMENT - 2003

38.  
-----

TOTAL

38.  
=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES  
=====DESCRIPTION  
-----AMOUNT  
-----MUTUAL FUND ADJUSTMENT - 2004  
NET ROUNDING DIFFERENCE

340.

1.

TOTAL

-----  
341.  
=====



-----  
OTHER STATES WHERE THE FOUNDATION IS REGISTERED  
=====

TX

## FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS -----	DATE ----	DIRECT PUBLIC SUPPORT -----
JOSEPH D. LESLEY CHARITABLE TRUST P.O. BOX 830241 DALLAS, TX 75283-0241	12/31/2004	847,380.
TOTAL CONTRIBUTION AMOUNTS		----- 847,380. =====

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

NAME AND ADDRESS -----	TITLE AND TIME DEVOTED TO POSITION -----
JOSEPH D. LESLEY - C/O BOA, N.A. P.O. BOX 830241 DALLAS, TX 75283-0241	DIRECTOR PART-TIME
SARAH A. KEEYES - C/O BOA, N.A. P.O. BOX 830241 DALLAS, TX 75283-0241	DIRECTOR PART-TIME
SAMMY JOE RAMSEY - C/O BOA, N.A. P.O. BOX 830241 DALLAS, TX 75283-0241	DIRECTOR PART-TIME
	GRAND TOTALS

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS  
=====

W SAM DYKEMAN, BANK OF AMERICA  
P.O. BOX 830241  
DALLAS TX 75283-0241  
214-209-3654

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

RECIPIENT NAME AND ADDRESS -----	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT -----	PURPOSE OF GRANT OR CONTRIBUTION -----	AMOUNT -----
DALLAS CHILDRENS ADVOCACY CENTER 3611 SWISS AVE DALLAS, TX 75204	NONE PUBLIC 501(C) (3)	SUPPORT LIBRARY IN NEW FACILITY	16,500.
BOYS & GIRLS CLUB OF SULPHUR SPRINGS, TX, INC 1217 S BROADWAY Q SULPHUR SPRINGS, TX 75482	NONE PUBLIC 501(C) (3)	CAPITAL IMPROVEMENTS TO FACILITY	40,000.
FORT WORTH OPERA ASSOCIATION, INC. 1300 GENDY ST FORT WORTH, TX 76107	NONE PUBLIC 501(C) (3)	SUPPORT CHILDREN'S PROGRAMS	5,000.
		TOTAL CONTRIBUTIONS PAID	<u>61,500.</u>