eturn of Private Foundation

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

C/O BANK OF AMERICA, N.A. P.O. BOX 831041

Initial return

HATTIE MAE LESLEY FOUNDATION, INC.

H Check type of organization: X Section 501(c)(3) exempt private foundation

For calendar year 2005, or tax year beginning

Name of organization

(30-01-100-0421875)

City or town, state, and ZIP code

Section 4947(a)(1) nonexempt charitable trust

4,198,609.

(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))

Contributions, gifts, grants, etc., received (attach schedule) if the foundation is **not** required to

Interest on savings and temporary cash investments

attach Sch B

Dividends and interest from securities . . .

I Fair market value of all assets at end

Part I Analysis of Revenue and Expenses

of year (from Part II, col. (c), line

DALLAS, TX 75283-1041

G Check all that apply

Use the IRS label.

Otherwise,

print

or type.

See Specific

Instructions.

16) ▶ \$

1

2

3

on 4947(a)(1) Nonexempt Charitable Trust

Other taxable private foundation

Amended return

(b) Net investment

income

67,509

Final return

J Accounting method: X Cash

Other (specify)

(a) Revenue and

expenses per

books

(Part I, column (d) must be on cash basis.)

847,380

67,509.

Treated as a Private Foundation

Note: The organization may be able to use a copy of this return to satisfy state reporting requirements

Room/suite

OMB No 1545-0052

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		5 a	Gross rents			
		b	Net rental income or (loss)			
	Revenue	6a b	Net gain or (loss) from sale of assets not on line 10 Gross sales pince for all assets on line 6a 531,022.	30,790.		·
	ě	7	Capital gain net income (from Part IV, line 2) .		30,790.	
	œ	8	Net short-term capital gain			
		9 10 a	Income modifications · · · · · · · · · · · · · · · · · · ·			······································
		b	Less Cost of goods sold .			
		С	Gross profit or (loss) (attach schedule)			
		11	Other income (attach schedule)			
	_	12	Total. Add lines 1 through 11	945,679.	98,299.	
		13	Compensation of officers, directors, trustees, etc			
S	Cxpenses	14 Other employee salaries and wages				
20	3 8 S	15	Pension plans, employee benefits			
Œ	ᇹ	16a	Legal fees (attach schedule) STMT 3	16,650.	NONB	
	> చౌ	Ь	Accounting fees (attach schedule)STMT 4	945.	NONE	
M	2 9	С	Other professional fees (attach schedule). 5.	1,571.	1,571.	
=	at a	17	Interest			
	and Administrative	18	Taxes (attach schedule) (see page 14 of the manucuous)	947.	418.	
SCANNED	듄	19	Depreciation (attach schedule) and depletion			
Z	₽d	20	Occupancy			
Z	ਰੂ	21	Travel, conferences, and meetings	<u>-</u>		
Ž		22	Printing and publications			
\sim	ing	23	Other expenses (attach schedule) STMT. ? .	8,704.		
	rat	24	Total operating and administrative expenses.			
	Operating		Add lines 13 through 23	28,817.	1,989.	
~		25	Contributions, gifts, grants paid	100,000.		
ļ	_	16	Total Expenses and disbursements. Add lines 24 and 25	128,817.	1,989.	

2005, and ending Address change Name change A Employer identification number 75-2936754 B Telephone number (see page 10 of the instructions) (800) 357-7094 If exemption application is pending, check here 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 If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . > (d) Disbursements (c) Adjusted net for charitable ıncome purposes (cash basis only) STMT STMT NONE 16,650 NONE 945 229 <u>17,8</u>24. NONE 100,000. NONE 117.824

Hif negative, enter -0-). .

Paperwork Reduction Act Notice, see the instructions.

ract line 26 from line 12:

diusted net incom

96,310

816,862

Form 990-PF (2005)

<u>F0</u>	m 990	I-PF (2005)			-2930734	Page Z
P	art II	Balance Sheets	Attached schedules and amounts in the description column should be for	Beginning of year	End o	
_		-	end-of-year amounts only (See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bear	· · · · · · · · · · · · · · · · · · ·	1 151 451	000 021	000 021
	2		cash investments	1,151,451.	890,231.	890,231
	3	Accounts receivable -				
			btful accounts ▶			
	4	Pledges receivable ▶_				
		Less allowance for dou	btful accounts ▶			
	5				·- ·	
	6	Receivables due from o	officers, directors, trustees, and other			
		disqualified persons (atta	ach schedule) (see page 15 of the instructions)			
	7	Other notes and loans i	receivable (attach schedule)			
			btful accounts ▶			
s	8	Inventories for sale or us				
Assets	9	Prepaid expenses and d	eferred charges			
Ass	10 a	Investments - U S and stat	e government obligations (attack softerule)	801,619.	1,496,604.	1,468,630
•			e stock (attach schedule)			
ĺ			bonds (attach schedule)			·
	11	Investments - land, building: and equipment, basis	s, >			
		Less accumulated deprecia				
	12	(attach schedule)	loans			
	13	Investments - other (atts	ach schedule) STMT 9	1,158,528.	1,541,528.	1,839,748
	14	Land, buildings, and			1,011,020.	1/035/110
		equipment basis Less accumulated deprecia	ation			
	4-	(attach schedule)				
	15	Other assets (describe				
	16		pleted by all filers - see page 16 of	3,111,598.	3,928,363.	4,198,609
_				3,111,330.	3,320,303.	4,130,009
	17	• •	accrued expenses		-	
	18					,
Liabilities	19					
Ē		•	ors, trustees, and other disqualified persons			
iat	21	• •	otes payable (attach schedule)			1
_	22	Other liabilities (describe	• ▶)			
_	23_		es 17 through 22) · · · · · · · · ·			
			ollow SFAS 117, check here ►			
		and complete lines	24 through 26 and lines 30 and 31.			
ĕ	24	Unrestricted				
lan	25	Temporarily restricted .				
Ва	26	Permanently restricted -				
5		Organizations that d	o not follow SFAS 117,			
F		check here and com	plete lines 27 through 31. ▶ X			
5	24 25 26 27	Capital stock, trust princ	cipal, or current funds	3,111,598.	3,928,363.	
əts	28	Paid-in or capital surplus, or	r land, bldg , and equipment fund			
Net Assets	29	Retained earnings, accumu	ulated income, endowment, or other funds			
t A	30	Total net assets or fund	d balances (see page 17 of the			
Ž		instructions)		3,111,598.	3,928,363.	
	31		assets/fund balances (see page 17 of			
				3,111,598.	3,928,363.	j
_						<u>`</u>

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	3,111,598.
2	Enter amount from Part I, line 27a	2	816,862.
	Other increases not included in line 2 (itemize) ► SEE STATEMENT 10	3	340.
	Add lines 1, 2, and 3	4	3,928,800.
	Decreases not included in line 2 (itemize) ► SEE STATEMENT 11	5	437.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,928,363.

Form **990-PF** (2005)

Part IV Capital Gains	44	((b) How	(c) Date	1.00 Posts
	d describe the kind(s) of property sold or orick warehouse; or common stock, 200		P-Purchase D-Donation	acquired	(d) Date so (mo., day, y
a SEE PART IV SCHE			0-201010		
b					
<u>c</u>			ļ	ļ	
<u>d</u>			-		
(1) 0	10 Decretation offered	(g) Cost or other basis	+	(h) Coro es (le	
(e) Gross sales price	(f) Depreciation allowed (or allowable)	plus expense of sale	<u> </u>	(h) Gain or (lo (e) plus (f) mini	
<u>a</u>		ļ			
<u>b</u>			 		
d d			<u> </u>		
е					
	showing gain in column (h) and ow	ned by the foundation on 12/31/69	9 7	Gains (Col. (h) g	ain minus
	(j) Adjusted basis	(k) Excess of col. (i)		(k), but not less t	han -0-) or
(i) F.M.V. as of 12/31/69	as of 12/31/69	over col. (j), if any		Losses (from co	l. (h))
a					
b			 		
<u>c</u>			 		
<u>d</u>					
е		son also enter in Port I line 7			
Capital gain net income or		gain, also enter in Part I, line 7 (loss), enter -0- in Part I, line 7	2		30,79
	n or (loss) as defined in sections 12	• •	' 		30713
	, line 8, column (c) (see pages 13				
	line 8		3		
Part V Qualification U	nder Section 4940(e) for Red	d Tay an Mad Impactor and In			
f section 4940(d)(2) applies, Vas the organization liable for	c private foundations subject to the leave this part blank. or the section 4942 tax on the dist	e section 4940(a) tax on net inves	tment inco		Yes X
f section 4940(d)(2) applies, Was the organization liable for formula to the organization doese.	c private foundations subject to the leave this part blank. or the section 4942 tax on the distern to the section 4940(end of the leave the section 4940(end of the leave the l	e section 4940(a) tax on net investibutable amount of any year in the e). Do not complete this part.	tment inco	nod?	Yes X
f section 4940(d)(2) applies, Was the organization liable for section doeses, the organization doeses.	c private foundations subject to the leave this part blank. or the section 4942 tax on the disters not qualify under section 4940(equal)	ributable amount of any year in the a). Do not complete this part. y; see page 18 of the instructions to	tment inco	nod?	Yes X
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f section 4940(d)(2) applies, Vas the organization liable for formula to the organization doe 1 Enter the appropriate am (a) Base penod years Calendar year	c private foundations subject to the leave this part blank. or the section 4942 tax on the disters not qualify under section 4940(e) ount in each column for each year (b)	ributable amount of any year in the a). Do not complete this part. ; see page 18 of the instructions to	tment inco	cing any entries. (d) Distribution ra (col (b) drided by 0.033	tto col (c)) 3901584
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f section 4940(d)(2) applies, Was the organization liable for f "Yes," the organization doe 1 Enter the appropriate am Base penod years Calendar year (or tax year beginning in) 2004 2003 2002 2001 2000 2 Total of line 1, column (d) 3 Average distribution ratio the number of years the fill Enter the net value of nor Multiply line 4 by line 3 Enter 1% of net investme Add lines 5 and 6 Enter qualifying distribution If line 8 is equal to or greater the	leave this part blank. or the section 4942 tax on the dist is not qualify under section 4940(e) ount in each column for each year (b) Adjusted qualifying distributions 82, 165. 69, 840. 5, 792. for the 5-year base period - divide foundation has been in existence if incharitable-use assets for 2005 from the incharitable of Part I, line 27b) ons from Part XII, line 4.	ributable amount of any year in the e). Do not complete this part. r; see page 18 of the instructions to the value of nonchantable-use assets 2,423,633. 1,537,015. 1,097,821. 168,317. et the total on line 2 by 5, or by fless than 5 years am Part X, line 5	e base per per per per per per per per per pe	Distribution ra (col (b) divided by 0.033 0.045 0.005	70, 63 117, 82

b c 2 3 4 5 6 a b c d 7 8	Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1 Date of ruling letter:		9	063. 063. 10NE
b c 2 3 4 5 6 a b c d 7 8	Domestic organizations that meet the section 4940(e) requirements in Part V, check here All other domestic organizations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) Add lines 1 and 2 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) Tax based on Investment income. Subtract line 4 from line 3. If zero or less, enter -0- Credits/Payments:		9	63.
c 2 3 4 5 6 a b c d 7 8	here All other domestic organizations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) Add lines 1 and 2 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) Tax based on Investment income. Subtract line 4 from line 3. If zero or less, enter -0- Credits/Payments:		9	63.
2 3 4 5 6 a b c d	All other domestic organizations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		N	
2 3 4 5 6 a b c d	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		N	
3 4 5 6 a b c d 7	Add lines 1 and 2 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) Tax based on Investment income. Subtract line 4 from line 3. If zero or less, enter -0- Credits/Payments:		N	
4 5 6 a b c d 7	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	-	N	
5 6 a b c d	Tax based on Investment Income. Subtract line 4 from line 3. If zero or less, enter -0			ONE
6 a b c d 7 8	Credits/Payments:		9	
a b c d 7 8				63.
b c d 7 8	2005 estimated tax payments and 2004 overpayment credited to 2005 6a 372.			ĺ
c d 7 8				
d 7 8	Exempt foreign organizations - tax withheld at source			1
7 8	Tax paid with application for extension of time to file (Form 8868) 6c NONE			
8	Backup withholding erroneously withheld			
	Total credits and payments. Add lines 6a through 6d · · · · · · · · · · · · · · · · · ·		3	72.
9	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached 8			
_	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		5	91.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
_	Enter the amount of line 10 to be: Credited to 2006 estimated tax ▶ Refunded ▶ 11			
Par	t VII-A Statements Regarding Activities			
1 a	During the tax year, did the organization attempt to influence any national, state, or local legislation or did	L	Yes	No
	it participate or intervene in any political campaign?	1a		<u> </u>
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)?	1b		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.			
С	Did the organization file Form 1120-POL for this year?	1 c		<u> X</u>
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:			
	(1) On the organization \$ (2) On organization managers \$			
е	Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed			
	on organization managers. > \$	·		
2	Has the organization engaged in any activities that have not previously been reported to the IRS?	2		<u> </u>
	If "Yes," attach a detailed description of the activities.	1		
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	3		Х
4a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Ŋ	/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		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?	6	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	7	Х	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the			
	instructions) ▶ SEE STATEMENT 12			Ī
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	8ь	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 2005 or the taxable year beginning in 2005 (see instructions for Part XIV on			ĺ
	page 26)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addressed T. 1	_	Х	
10	Did the organization comply with the public inspection requirements for its annual returns and exemption application?	11	- <u>x</u>	
11	MANT	ليب	41	
42	17 CD SILC GOG/CSS P	-630		
12	The books are in care of ► BANK OF AMERICA, N.A. Telephone no. ► (214) 559 Located at ► 5500 PRESTON RD, SUITE B, DALLAS, TX ZIP+4 ► 75205-26	53 <u>0</u>		
40				
13	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	• • •		Ш
	and enter the amount or tax-exempt interest received or accrued during the year			

Form	990-PF (2005) 75-2936754		1	Page 5
Pai	t 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 organization (either directly or indirectly):			Ι,
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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)?			i
	(6) Agree to pay money or property to a government official? (Exception. Check "No"			1
	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)			1
ь	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations	1	- 1	X
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? · · · · · · · · · · · · · · · · · · ·	1b		
	Organizations relying on a current notice regarding disaster assistance check here			
С	Did the organization engage in a prior year in any of the acts described in 1a, other than excepted acts,	1c		X
	that were not corrected before the first day of the tax year beginning in 2005?			
2	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)): At the end of tax year 2005, did the organization have any undistributed income (lines 6d			
d	and 6e, Part XIII) for tax year(s) beginning before 2005?			
	If "Yes," list the years			
h	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.)	2b	Ñ	/A
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 organization hold more than a 2% direct or indirect interest in any business			Ś
	enterprise at any time during the year?			}
b	If "Yes," did it have excess business holdings in 2005 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			i
	by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3)			į
	the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine			<u> </u>
	if the organization had excess business holdings in 2005)	3b	N.	
	Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		<u>X</u>
b	Did the organization make any investment in a prior year (but after December 31, 1969) that could jeopardize its chantable			
	purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2005?	4b		X
5 a	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))? Yes X No			ĺ
	· · · · · · · · · · · · · · · · · · ·			İ
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?			}
	on, directly or indirectly, any voter registration drive? Yes X No Yes X No Yes X No Yes X No			ļ
	(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)?			
	(5) Provide for any purpose other than religious, chantable, scientific, literary, or			
	educational purposes, or for the prevention of cruelty to children or animals?			
ь.	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)?	5b	N	'A
	Organizations relying on a current notice regarding disaster assistance check here			
c	If the answer is "Yes" to question 5a(4), does the organization claim exemption from the			İ
·	tax because it maintained expenditure responsibility for the grant?			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).]		
6 a	Did the organization, during the year, receive any funds, directly or indirectly, to pay		į	
	premiums on a personal benefit contract?		[
b	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If you answered "Yes" to 6b, also file Form 8870.			

List all officers, directors, trustees, foundation r	nanagers and their	compensation (se	e page 21 of the instr	uctions).
(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
SEE STATEMENT 14	-	-0-	-0-	-0-
	-			
	-			
	┥			
2 Compensation of five highest-paid employees (o If none, enter "NONE."	ther than those inc	luded on line 1 - se	ee page 21 of the inst	tructions).
(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 .				▶ NONE
3 Five highest-paid independent contractors for pr "NONE."	rofessional services	s - (see page 21 of	the instructions). If n	one, enter
(a) Name and address of each person paid more that	an \$50,000	(b) Ty	pe of service	(c) Compensation
NONE				
Total number of others receiving over \$50,000 for profe	essional services			► NONE
Part IX-A Summary of Direct Charitable Activity	ties			
List the foundation's four largest direct chantable activities during the of organizations and other beneficianes served, conferences convened to the conference convened to the confer			ch as the number	Expenses
1 NONE				
2				
3				
4				
				F 990-PF (2005)

	ort IX-B Summary of Program-Related Investments (see page 22 of the instructions)		
	escribe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NONE		
-			
_	NONE		
۷ .			
-			
A	I other program-related investments. See page 22 of the instructions		
	NONE		
-	NONE		
-			
Tot	al. Add lines 1 through 3	. •	
	Minimum Investment Return (All domestic foundations must complete this part. Foreisee page 22 of the instructions.)	gn found	ations,
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc.,		
	purposes		
а	Average monthly fair market value of securities	1a	3,391,869.
b	Average of monthly cash balances	1b	
С	Fair market value of all other assets (see page 23 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	3,391,869.
e			
	1c (attach detailed explanation)1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 23	3	3,391,869.
4			
	of the instructions)	4	50,878.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,340,991.
6	Minimum investment return. Enter 5% of line 5	6	167,050.
Pa	Distributable Amount (see page 23 of the instructions) (Section 4942(j)(3) and (j)(5) privations and certain foreign organizations check here ▶ □ and do not complete this private in the		
1	Minimum investment return from Part X, line 6	1	167,050.
2 a	Tax on investment income for 2005 from Part VI, line 5		
b	Income tax for 2005. (This does not include the tax from Part VI.) 2b		
	Add lines 2a and 2b	2c	963.
3	Distributable amount before adjustments. Subtract line 2c from line 1		166,087.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	166,087.
6	Deduction from distributable amount (see page 24 of the instructions) Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII,	6	NONE
7		7	166,087.
_	_line 1 · · · · · · · · · · · · · · · · · ·	[/]	100,007.
Pa	Irt XII Qualifying Distributions (see page 24 of the instructions)		
1	Amounts paid (including administrative expenses) to accomplish chantable, etc., purposes		445 00*
a	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	117,824.
b	Program-related investments - total from Part IX-B Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc.,	1b	
2			MAND
_	purposes Amounts set aside for specific charitable projects that satisfy the:	2	NONE
3			NONE
a	Suitability test (prior IRS approval required)	3a	NONE
b 4	Cash distribution test (attach the required schedule) Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	3b	NONE
4	Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment	+	117,824.
5		5	963.
6	income. Enter 1% of Part I, line 27b (see page 24 of the instructions) Adjusted qualifying distributions. Subtract line 5 from line 4	6	116,861.
U	Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whe	- 1	
	qualifies for the section 4940(e) reduction of tax in those years.	uiei üle 10	นาเบสนบา

Part XIII Undistributed Income (see page 24 of the instructions)

line 7 Undarbound income, if any, as of the end of 2004 Enter amount for 2004 only NONE From 2000 From 2001 From 2001 NONE From 2002 NONE From 2002 NONE From 2004 NONE From 2004 NONE From 2005 From 2004 NONE From 2005 NONE From 2006 NONE From 2006 NONE From 2007 NONE From 2007 NONE From 2008 NONE From 2009 NONE From 2009 NONE From 2000 NONE From 2000 NONE From 2000 NONE NONE NONE From 2000 NONE From 2000 NONE NONE NONE NONE NONE NONE 117,824 3 Applied to 2004, but not more than line 2a. Applied to undistribution income of prior years (Election required - see page 25 of the instructions). Treated as distributions or 10 corpus (Election required - see page 25 of the instructions) NONE Remaining amount distributed income of prior years (Election required - see page 25 of the instructions). NONE NONE NONE NONE NONE NONE Enter the net total of each column as indicated below: a Corpus Add lines 3f, 4c, and 4e. Subtract line 5 Prom years' undistributed income. Subtract line 4b from line 2b Prom years' undistributed income. Subtract line 5 Prom years' undistributed income subtract line 4b from line 2b Center the amount of prior years' undistributed income for years undistributed income for 2004 Subtract line 25 of the instructions undistributed income for 2005 Subtract line 5 from line 5 from line 1. This amount must line 4 from line 2b Subtract line 6 from			(a)	(b) Years prior to 2004	(c)	(d)
2 Undestbuild income, if any, as of the end of 2004 Enter amount for 2004 only 5 Total for jirdy years 2003 Decess distributions carryover, if any, to 2005. From 2000 NONE From 2001 NONE From 2001 NONE From 2003 NONE From 2003 NONE From 2003 NONE From 2004 NONE From 2003 NONE From 2004 NONE From 2004 NONE From 2004 NONE From 2005 NONE From 2005 NONE From 2006 NONE From 2006 NONE From 2006 NONE From 2006 NONE From 2006 NONE From 2006 NONE From 2006 NONE From 2006 NONE From 2006 NONE NONE NONE NONE Total of lines 3a through e Carryout distributions for 2005 from Part XIII, line 4-½-\$ 117, 824. Applied to 2004, but not more than line 2a. Applied to 2005, distributable or corpus (Election required - see page 25 of the instructions). Applied to 2005 distributable amount. Remaining amount distributed or corpus (Selection required - see page 25 of the instructions). RoNE Remaining amount distributed or corpus (Selection required - see page 25 of the instructions). RoNE Remaining amount distributed income Nouthan (a)) Enter the net total of each column as indicated below: Corpus Add lines 3f, 4c, and 4e, Subtract line 4 b from line 2b. Prov years' undistributed income. Subtract line 4 b from line 2b. Prov years' undistributed income. Subtract line 4 b from line 2b. Subtract line 6c, from line 6b. Taxable amount - see page 25 of the instructions Corpus Add lines 6f from line 6b. Subtract line 6c, from line 6b. Taxable amount - see page 25 of the instructions Corpus to satisty requirements imposed by section 170(b)(1)(5 or 4942(c)(3) (see page 25 of the instructions) Corpus to satisty requirements imposed by section 170(b)(1)(5 or 4942(c)(3) (see page 25 of the instructions) Corpus to satisty requirements imposed by section 170(b)(1)(5 or 4942(c)(3) (see page 25 of the instructions) Corpus to satisty requirements imposed by section 170(b)(1)(5 or 4942(c)(3) (see page 25 of the instructions) Corpus to satisty requirements imposed by section 170(b)(1)(5 or 4942(c)(3) (see page 25 of the instructions) Corpus to satisty requ	1	Distributable amount for 2005 from Part XI,	Corpus	rears prior to 2004	2004	2005
Enter amount for 2004 only broat for prory sers 2003 Sexess distributions carryover, if any, to 2005. a From 2000 NONE From 2001 NONE From 2002 NONE From 2002 NONE From 2003 NONE From 2004 NONE From 2004 NONE From 2004 NONE From 2004 NONE From 2004 NONE From 2004 NONE From 2004 NONE From 2005 NONE From 2004 NONE From 2005 NONE NONE NONE NONE NONE NONE From 2004 NONE From 2004 NONE NONE NONE NONE Remaining amount distributed income of prory years (Election required - see page 25 of the instructions) Remaining amount distributed out of corpus Remaining amount distributed out of corpus Remaining amount distributed out of corpus Remaining amount distributed out of corpus Remaining amount distributed out of corpus Remaining amount distributed out of corpus Remaining amount distributed out of corpus Remaining amount distributed out of corpus Remaining amount distributed out of corpus Remaining amount distributed out of corpus Remaining amount distributed out of corpus Remaining amount distributed out of corpus Remaining amount distributed out of corpus Remaining amount distributed out of corpus Remaining amount distributed out of corpus Remaining amount distributed out of corpus Remaining amount distributed income Remaining amount distribut	_					100,007.
b Total for pider years 2003 Sexess distributions carryover, if any, to 2005: a From 2000 NONE b From 2001 NONE c From 2002 NONE d From 2003 NONE d From 2003 NONE d From 2004 NONE f From 2004 NONE f From 2004 NONE f From 2004 NONE f From 2005 NONE d From 2005 NONE f From 2006 NONE f From 2006 NONE f From 2006 NONE f From 2006 NONE f From 2006 NONE f From 2006 NONE f From 2006 NONE f From 2006 NONE f From 2006 NONE f From 2006 NONE f From 2006 NONE f From 2006 NONE f From 2006 NONE f From 2006 NONE f From 2006 NONE f From 2006 NONE f From 2006 NONE f From 2006 NONE f Remaining amount distributed income of pnor years (Election required - see page 25 of the naturations) f Remaining amount distributed and of corpus (Election required - see page 25 of the naturations) f Remaining amount distributed and of corpus (P I I I I I I I I I I I I I I I I I I		• •			99 779	
Scess distributions carryover, if any, to 2005: a From 2000 NONE b From 2001 NONE c From 2002 NONE c From 2003 NONE e From 2003 NONE e From 2004 NONE f From 2004 NONE f From 2005 NONE e From 2006 NONE f Totat of lines 3 a through e tuil, the 41 s 117,824 Applied to 2004, but not more than line 2a. Applied to 2004, but not more than line 2a. Applied to 2004, but not more than line 2a. Applied to 2004, but not more than line 2a. Applied to 2005 distributations out of corpus (Election required - see page 25 of the instructions). T readed as distributions cut of corpus (Election required - see page 25 of the instructions) applied to 2005 distributable amount. R Remaining amount distributed out of corpus. Scess distributions carryover applied to 2005 same amount must be shown or column (a)) Enter the net total of each column as indicated below: Corpus Add lines 3f, 4c, and 4e. Subtract line 5 brown explaint of 2005 a Corpus Add lines 3f, 4c, and 4e. Subtract line 4 brown line 2b lines subtract line 4 brown line 2b lines subtract line 4 brown line 2b lines subtract line 4 brown line 2b lines subtract line 4 brown line 2b lines subtract line 4 brown line 2b lines subtract line 6 brown line 2b lines subtract line 6 brown line 2b lines subtract line 6 brown line 2b lines subtract line 6 brown line 1. This amount must be destinations of the instructions lines 1. This amount must be destinations of the instructions lines 1. This amount must be destinated income for 2005. Subtract lines 4d and 5 from line 1. This amount must be destinated income for 2005. Subtract lines 4d and 5 from line 1. This amount must be destination and the subtract lines 4d from lines 2 mount is see page 25 of the instructions lines 2 mount is see page 25 of the instructions lines 2 mount is see page 25 of the instructions lines 2 mount is see page 25 of the instructions lines 2 mount is see page 25 of the instructions lines 2 mount is see page 25 of the instructions lines 2 mount is see page 25 of the instructions lines 2 mount is see page 25 of t				NONE		
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b From 2001 NONE From 2002 NONE From 2003 NONE From 2004 NONE From 2004 NONE From 2004 NONE From 2004 NONE From 2004 NONE From 2006 NONE From 2006 NONE Total of lines 3 a through e Qualifying distributions for 2005 from Part XII, line 4: ▶ 117, 824. Applied to 2004, but not more than line 2a. Applied to 2004, but not more than line 2a. Applied to undistributed income of pror years (Election required - see page 25 of the instructions) C Treated as distributions out of corpus (Election required - see page 25 of the instructions) C Treated as distributions out of corpus (Election required - see page 25 of the instructions) C Treated as distributions out of corpus Excess distributions carrywer applied to 2005 (if an amount appears in column (g), the same amount must be shown in column (g)) E criter the net total of each column as indicated below: C corpus Add lines 3f, 4c, and 4e. Subtract line 5 From year's undistributed income. Subtract line 49 from line 2b. From year's undistributed income. Subtract line 49 from line 2b. From year's undistributed income. Subtract line 49 from line 2b. From year's undistributed income. Subtract line 49 from line 2b. From year's undistributed income. Subtract line 49 from line 2b. From year's undistributed line and the section 494(2) tax has been previouely assessed. Subtract line 8c from line 1. This amount must line 40 from line 2a. Taxable amount - see page 25 of the instructions and the subtract line 2b. From year's undistributed line 2006. Honey the provided income for 2005. Subtract line 40 from line 2 subtract line 40 from line 1 in this amount must line 2b. From year's undistributed line 40 from line 50 from line 1. This amount must line 40 from line 1 in this amount must line 40 from line 2b. Time 40 from line 50 from line 1. This amount must line 40 from line 50 from line 1. This amount must line 40 from line 50 from line 1. This amount must line 40 from line 50 from line 1. This amount must line 40 from line 50 from line 1. This amount must line 40 from line 50		1 ' ' 1			ļ	
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0 Analysis of line 9: a Excess from 2001	9					
a Excess from 2001		Subtract lines 7 and 8 from line 6a	NONB			
b Excess from 2002	0					
c Excess from 2003 NONE d Excess from 2004 NONE		• • • • • • • • • • • • • • • • • • • •				
d Excess from 2004 NONE						
e Excess from 2005 NONE					İ	
Form 990-PF (2005)	9	Excess from 2005 NONE	<u>_</u>			

Form	1 990-PF (2005)			75-2	2936754	Page 9
Pa	rt XIV Private Oper	rating Foundations	(see page 26 of the	e instructions and Pa	rt VII-A, question 9)	NOT APPLICABLE
1 a	If the foundation has rec	eived a ruling or determ	nation letter that it is a p	rivate operating		
	foundation, and the ruling	-	•	• •	•	
ь	Check box to indicate wh	=			•	4942(1)(5)
-		Tax year	i pinate openaming	Prior 3 years	1.0.1207/07 0.1	1
2 a	Enter the lesser of the	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
	adjusted net income from Part I or the minimum	(a) 2005	(b) 2004	(c) 2003	(0) 2002	
	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 .			ļ		
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
е	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					
а	"Assets" alternative test - enter					
	 Value of all assets Value of assets qualifying 					
	under section					
_	4942(j)(3)(B)(i)			 		<u> </u>
Þ	"Endowment" alternative test- enter 2/3 of minimum invest-					
	ment 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,				i	
	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)					
	port from an exempt					
	organization (4) Gross investment income				<u> </u>	<u> </u>
Dа		ary Information (C	omplete this part	only if the organizati	ion had \$5 000 or m	ore in
ı a		y time during the			1011 118G \$5,000 OF 111	ore iii
1	Information Regarding					
-	List any managers of	-		a than 2% of the tota	I contributions receive	ad by the foundation
-	before the clase of any					ed by the roundation
	NONE	,, (,,	,			
						
b	List any managers of					large portion of the
	ownership of a partner	ship or other entity) o	t which the foundation	n has a 10% or greater	'interest.	
	NONE					
					·	
2	Information Regarding	g Contribution, Grant	, Gift, Loan, Scholars	hip, etc., Programs:		
	Check here ▶ if tI	he organization only	makes contributions	to preselected chari	table organizations a	nd does not accept
	unsolicited requests for funds. If the organization makes gifts, grants, etc. (see page 26 of the instructions) to individuals or					ns) to individuals or
	organizations under otl	her conditions, compl	ete items 2a, b, c, and	d.		
а	The name, address, ar	nd telephone number	of the person to who	n applications should be	e addressed:	
	SEE STATEM	· _	•			
b	The form in which appl		bmitted and informati	on and materials they	should include:	
				PLICATION MAY B		OM
		CT NAMED ABOVE	VII ÇIMMI III		- TORVOULD IN	•
C	Any submission deadlii NONE	ics.				
	MONE					
				· · · · · · · · · · · · · · · · · · ·		
d	Any restrictions or life					nstitutions, or other
	factors: RESTRICTE	J IO OKGANIZATI	TOND DESCRIRED	IN IKC SECTION	301 (C) (3)	

Form 990-PF (2005)			- 1	Page 1 l
Part XV Supplementary Information	(continued)	 		
3 Grants and Contributions Paid During	ng the Year or Appr			
Recipient	If recipient is an individual, show any relationship to	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	recipient	contribution	7.00000
a Paid during the year				
SEE STATEMENT 16				
		i		
		1		
		1		
		į l		
Total			▶ 3a	100,000.
b Approved for future payment				
		l		
		1		
			;	
	İ			

▶ 3b

Part XV		I			. 	
Enter gross	s amounts unless otherwise indicated.	Unrel (a)	lated business income		section 512, 513, or 514	(e) Related or exempt
•	m service revenue:	Business code	(b) Amount	Exclusion code	(d) Amount	function income (See page 26 of the instructions.)
						
_						
e						···
ř –						
g Fee	es and contracts from government agencies					'
-	ership dues and assessments	·				
	on savings and temporary cash investments					
4 Dividen	nds and interest from securities			14	67,509.	
	ntal income or (loss) from real estate:					
	bt-financed property					
	t debt-financed property		_			
	al income or (loss) from personal property	<u> </u>	 			
	nvestment income			18	30,790.	
	(loss) from sales of assets other than inventory			10	30, 130.	
	ome or (loss) from special events					
	profit or (loss) from sales of inventory evenue a		ļ			
b b	Į.					
						<u>-</u>
d						
е —			· · · · · · · · · · · · · · · · · · ·			
12 Subtota	al. Add columns (b), (d), and (e)				98,299.	
	Add line 12, columns (b), (d), and (e)				13	98,299.
	sheet in line 13 instructions on page 27 t	to verify calc	culations.)			
Part XV	-B Relationship of Activities	to the Ac	complishment of E	xempt Purp	oses	
Line No.	Explain below how each activity					
Line No.	the accomplishment of the organizations.	anization's	exempt purposes (other than b	y providing funds for s	such purposes). (See
	page 27 of the instructions.)					
						
	-					
	<u></u>			· · · · · · · · · · · · · · · · · · ·		
			NOT APPLICAB	LE		<u> </u>
						<u></u>
	<u> </u>					
	 	_				
						
	 					
	 					
					.	
					-	
						

		Exempt Orga	nizations						
1	Did th	ne organization directly or	r indirectly engage	ge in any of the followin	g with any	other organization described in section		Yes	No
	501(c	c) of the Code (other than	section 501(c)	(3) organizations) or in s	section 527	, relating to political organizations?			
а		fers from the reporting o		-					
(1) Cash							1a(1)		X
(2) Other assets								-	X
		transactions		• • • • • • • • • • • •			10(2)		
			aritable avenue				45.44		X
						• • • • • • • • • • • • • • • • • • • •		\vdash	
								\vdash	<u>X</u>
									<u>X</u>
	(4) R	eimbursement arrangeme	ents				1b(4)		<u>X</u>
	(5) L	oans or loan guarantees					1b(5)		<u>X</u>
	(6) P	erformance of services o	r membership or	fundraising solicitations			1b(6)		_ X
c							1c		X
						n (b) should always show the fair market			
				· -		the organization received less than fair			
		-	•			lue of the goods, other assets, or services			
		•	ii oi silailiig aira	ingement, snow in column	i (u) tile vai	ide of the goods, other assets, or services			
(2)	receiv		(a) Nome of	acachantable evenut emen	ization	(d) Decoration of transfers transactions and shows			
(a)	Line no	(b) Amount involved	(c) Name of	nonchantable exempt organ	ization	(d) Description of transfers, transactions, and share	ng arrai	ngemer	nts
				-					
				. .					
									
						· · · · · · · · · · · · · · · · · · ·			
2 a	Is the	organization directly or i	ndirectly affiliate	ed with, or related to, one	e or more ta	x-exempt organizations			
		•	•			527?	7	s X	No
		s," complete the following		(11411 0004011 001(0)(0))	00000	oz.,	۰۰۰ ـــ	<u> </u>	,
	11 16	(a) Name of organization		(b) Type of org	anization	(c) Description of relationsl			
		(a) Name of organization	·	(b) Type of org	amzauom	(c) Description of relations			
				<u> </u>					
		6							
	Under	penetties of perjury / decla	re that I have ex	amined this return, including	ng accompa	nying schedules and statements, and to the best of	my kn	io Medg	e and
	belief	It is the correct and comp	lete Declaration of	of preparer (other than taxpa	ryer or fiducia	ry) is based on all information of which preparer has any	knowle	dge	
	.(1	DEPERTURE			
_	-	TO ST OFFICE OF THE WORK	\						
<u> </u>	51	gnatione of office of rustee							
Ĭ	-								
딞	ະ ≥	Preparer's	i. Z	0.1					
Sign Here	Paid Preparer's Use Only	signature	ma I.	Phan					
	Paid epare se On	Firm's name (or yours if	BANK C	OF AMERICA, N.					
	ڌ ڇَ	self-employed), address,		30X 831041					
		and ZIP code	DALLAS						
		1	DATITAS)					

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service Name of organization

Schedule of Contributors

Supplementary Information for line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No 1545-0047

2005

Employer identification number

HATTIE MAE LESLEY FO	HATTIE MAE LESLEY FOUNDATION, INC.				
Organization type (check one)):				
Filers of:	Section:				
Form 990 or 990-EZ	501(c)() (enter num	mber) organization			
	4947(a)(1) nonexemp	ot charitable trust not treated as a private	foundation		
	527 political organiza	ation			
Form 990-PF	☒ 501(c)(3) exempt pri√	vate foundation			
	4947(a)(1) nonexemp	ot charitable trust treated as a private four	ndation		
	501(c)(3) taxable priv	vate foundation			
organization can check boxes for General Rule -	or both the General Rule and a	a Special Rule. (Note: Only a section 501(Special Rule - see instructions.)			
property) from any or	ne contributor. (Complete Parts	PF that received, during the year, \$5,000 of and II)	or more (in money or		
Special Rules -					
sections 1.509(a)-3/1		O, or Form 990-EZ, that met the 33 1/3% any one contributor, during the year, a cost. (Complete Parts I and II.)	• •		
during the year, aggre	egate contributions or bequest	ng Form 990, or Form 990-EZ, that receives of more than \$1,000 for use exclusively to children or animals.	for religious, charitable,		
during the year, some not aggregate to mor the year for an exclusi applies to this organia	e contributions for use exclusive e than \$1,000. (If this box is cl ively religious, charitable, etc., zation because it received non	ng Form 990, or Form 990-EZ, that receively for religious, charitable, etc., purposes hecked, enter here the total contributions purpose. Do not complete any of the Parts exclusively religious, charitable, etc., cont	that these contributions did that were received during sunless the General Rule ributions of \$5,000 or more		
990-EZ, or 990-PF), but they m	ust check the box in the head	rule and/or the Special Rules do not file Sch ung of their Form 990, Form 990-EZ, or on l is of Schedule B (Form 990, 990-EZ, or 990	ine 2 of their Form		
For Paperwork Reduction Act Notice, for Form 990, Form 990-EZ, and Form		Schedu	ele B (Form 990, 990-EZ, or 990-PF) (2005)		

Name of organization

of Employer identification number

of Part I

HATTIE MAE LESLEY FOUNDATION, INC.

75-2936754

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1_	JOSEPH D. LESLEY CHAR TR 52-7165953 P.O. BOX 831041 DALLAS, TX 75283-1041		Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		_	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		_	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		- - -	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		_ 	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		_	Person Payroll Noncash

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

INDIRECT PUBLIC SUPPORT NAME AND ADDRESS DATE

JOSEPH D. LESLEY CHAR TR 52-7165953 12/30/2005 847,380.

P.O. BOX 831041

DALLAS, TX 75283-1041

847,380. TOTAL CONTRIBUTION AMOUNTS

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
COLUMBIA LARGE CAP VALUE FUND CLASS Z SH COLUMBIA LARGE CAP INDEX FUND CLASS Z SH COLUMBIA MULTI-ADVISOR INTL EQUITY FUND COLUMBIA MID CAP VALUE FUND CLASS Z SHAR COLUMBIA CASH RESERVES TRUST CLASS FEDERAL HOME LN MTG CORP MTN CALL 9/1/05 FEDERAL FARM CR BKS CONS BD FEDERAL HOME LN MTG CORP NT FEDERAL HOME LN MTG CORP DEB FEDERAL NATL MTG ASSN MTN FEDERAL NATL MTG ASSN BENCHMARK NT CALL FEDERAL NATL MTG ASSN BENCHMARK NT FEDERAL NATL MTG ASSN MTN SER 1 FEDERAL NATL MTG ASSN MTN CALL 11/28/03 FEDERAL NATL MTG ASSN MTN CALL 9/8/05 @1 NATIONS VALUE FUND PRIMARY A SHARES	2,193. 7,740. 7,188. 707. 981. 4,515. 2,550. 2,884. 2,188. 2,625. 2,939. 2,613. 3,897. 3,200. 5,550. 2,193.	7,740. 7,188. 707. 981. 4,515. 2,550. 2,884. 2,188. 2,625. 2,939. 2,613. 3,897. 3,200. 5,550. 2,193.
NATIONS CASH RESERVES TRUST CLASS	5,184.	
NATION MIDCAP VALUE FUND PRIMARY A SHARE UNITED STATES TREAS NT DTD 04/30/03 1.62 UNITED STATES TREAS NTS DTD 06/01/04 2.5 UNITED STATES TREAS NT DTD 05/02/05 3.62 UNITED STATES TREAS NT DTD 05/16/05 3.75	1,513. 2,031. 1,339. 1,635. 1,844.	2,031. 1,339.
TOTAL	67,509.	67,509.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEE- BISIGNANO & HARRISON, LLP		16,650.			16,650.
	TOTALS	16,650.	NONE	NONE	16,650.
		===========	============	=========	

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE		945.			945.
	TOTALS	945.	NONE	NONE	945.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

		REVENUE	
		AND	NET
		EXPENSES	INVESTMENT
DESCRIPTION		PER BOOKS	INCOME
INVESTMENT MGMT FEE- BANK OF AMERICA		1,571.	1,571.
	TOTALS	1,571.	1,571.
			=======================================

FORM 990PF, PART I - TAXES

	==========	=========
TOTALS	947.	418.
FEDERAL ESTIMATES - INCOME	372.	
EXCISE TAX - PRIOR YEAR	157.	
FOREIGN TAXES	418.	418.
DESCRIPTION	PER BOOKS	INCOME
	EXPENSES	INVESTMENT
	AND	NET
	REVENUE	

FORM 990PF, PART I - OTHER EXPENSES

AND EXPENSES	CHARITABLE PURPOSES
229.	229.
8,475.	
•	229. ===================================
TOTALS	EXPENSES PER BOOKS 229. 8,475.

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
US TREAS NT 2.50% DUE 05/31/06 US TREAS NT 1.625% 04/30/05 FHLMC DEB 1.75% 05/15/05	250,078. 250,155.	99,125.	99,266.
FNMA 2.625% DUE 11/15/06	100,886.	100,886.	98,219.
FFCB CONS 2.550% DUE 2/27/07	100,500.	100,500.	97,438.
FNMA 3.200% DUE 11/28/08	100,000.	100,000.	95,969.
FHLMC 2.875% DUE 12/15/06		99,465.	98,250.
US TREAS NT 3.625%DUE 04/30/07		100,113.	98,953.
FNMA 3.125% DUE 12/15/07		98,448.	97,031.
US TREAS NT 3.75% DUE 05/15/08		100,230.	98,578.
FNMA 3.875% DUE 11/17/08		99,503.	97,500.
FHLMC 4.125% DUE 09/01/09		199,652.	195,550.
FNMA 3.875% DUE 02/15/10		198,682.	193,626.
FNMA 5.550% DUE 06/08/15		200,000.	198,250.
TOTALS	801,619.	1,496,604.	1,468,630.

FORM 990PF, PART II - OTHER INVESTMENTS

BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
133,362.	133,362.	146,468.
106,894.	265,644.	302,507.
84,643.	84,643.	95,895.
212,291.	244,791.	336,606.
508,063.	508,063.	605,225.
113,275.	272,025.	317,810.
	33,000.	35,237.
1,158,528.	1,541,528.	1,839,748.
	BOOK VALUE 133,362. 106,894. 84,643. 212,291. 508,063. 113,275.	BOOK VALUE 133,362. 106,894. 84,643. 212,291. 508,063. 113,275. 272,025. 33,000.

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

DESCRIPTION **AMOUNT** MUTUAL FUND ADJUSTMENT - 2004 340. 340. TOTAL

FORM	990PF,	PART	III	- OTHER	DECREASES	IN NE	T WORTH	OR	FUND	BALANCES

DESCRIPTION 		AMOUN'I'
MUTUAL FUND ADJUSTMENT - 2005 NET ROUNDING DIFFERENCE		436. 1.
	TOTAL	437.

STATE(S) WHERE THE FOUNDATION IS REGISTERED _______

ΤX

75-2936754 HATTIE MAE LESLEY FOUNDATION, INC.

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

INDIRECT PUBLIC

NAME AND ADDRESS DATE SUPPORT

JOSEPH D. LESLEY CHAR TR 52-7165953 12/30/2005

847,380.

P.O. BOX 831041 DALLAS, TX 75283-1041

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. 5500 PRESTON RD, SUITE B DALLAS, TX 75205-2653	DIRECTOR PART-TIME
SARAH A. KEEYES - C/O BOA, N.A. 5500 PRESTON RD, SUITE B DALLAS, TX 75205-2653	DIRECTOR PART-TIME
SAMMY JOE RAMSEY - C/O BOA, N.A. 5500 PRESTON RD, SUITE B DALLAS, TX 75205-2653	DIRECTOR PART-TIME

GRAND TOTALS

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

JANE SHEA - BANK OF AMERICA, N.A. 5500 PRESTON RD, SUITE B TX 75205-2653 **DALLAS** 214-559-6304

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS	AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT	
WEST DALLAS COMMUNITY SCHOOL 2215 CANADA DRIVE DALLAS, TX 75212	NONE PUBLIC 501(C)(3)	UNRESTRICTED CONTRIBUTION	40,000.	
FORT WORTH OPERA ASSOCIATION, INC. 1300 GENDY ST FORT WORTH, TX 76107	NONE PUBLIC 501(C)(3)	UNRESTRICTED CONTRIBUTION	20,000.	
ST PHILIP'S SCHOOL 1600 PENNSYLVANIA AVENUE DALLAS, TX 75215	NONE PUBLIC 501(C)(3)	UNRESTRICTED CONTRIBUTION	40,000.	
		TOTAL CONTRIBUTIONS PAID	100,000.	

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

		INS AND LO			IIAAEQII	P		· —
Kind of				ription	·	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					3,876.	
		TOTAL LONG-	TERM CAPITA	AL GAIN DIV	IDENDS		27,146.	
		250000. FEDI			DEB	P	04/24/2003	05/15/2005
250,000.		250,154.	E. BECORI	1155			-154.	
050 000		250000. UNIT			TD 04/30	P		04/30/2005
250,000.		250,078.					-78.	
TOTAL GAIN(I	.oss)		• • • • • • • • • •		• • • • • • • • •		30,790.	
							========	
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						ŀ		
							;	
					1			