INTERNAL REVENUE SERVICE

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 foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: HATTIE MAE LESLEY FOUNDATION, INC.

A Employer identification number: 75-2936754

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

Room/suite

B Telephone number (see instructions): (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 ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 8,589,174.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify) ____________
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	847,380.			
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	179,868.	179,868.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	39,098.			
	b Gross sales price for all assets on line 6a 1,579,712.				
	7 Capital gain net income (from Part IV, line 2)		39,098.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	1,066,346.	218,966.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 5	1,675.	NONE	NONE	1,675.
	c Other professional fees (attach schedule) STMT 6	17,881.	17,881.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 7	10,598.	2,642.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 8	1,800.	1,735.		65.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	31,954.	22,258.	NONE	1,740.
	25 Contributions, gifts, grants paid	340,000.			340,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	371,954.	22,258.	NONE	341,740.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	694,392.			
	b **Net investment income** (if negative, enter -0-)		196,708.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,260,371.	1,498,041.	1,498,041.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S. and state government obligations (attach schedule)	1,355,790.	1,312,152.	1,381,776.
	b Investments - corporate stock (attach schedule)	160,509.		
	c Investments - corporate bonds (attach schedule)	1,126,505.	1,139,130.	1,203,088.
	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	3,512,018.	4,160,467.	4,506,269.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	7,415,193.	8,109,790.	8,589,174.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	7,415,193.	8,109,790.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	NONE	NONE	
	30 Total net assets or fund balances (see instructions)	7,415,193.	8,109,790.	
	31 Total liabilities and net assets/fund balances (see instructions)	7,415,193.	8,109,790.	

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	7,415,193.
2	Enter amount from Part I, line 27a	2	694,392.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	1,982.
4	Add lines 1, 2, and 3	4	8,111,567.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	1,777.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,109,790.

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)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,546,594.		1,540,614.	5,980.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				5,980.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	39,098.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	216,570.	6,878,599.	0.03148460900
2009	327,213.	5,618,771.	0.05823568891
2008	268,932.	5,590,941.	0.04810138401
2007	212,725.	5,431,187.	0.03916731278
2006	158,976.	4,344,707.	0.03659072982

2	**Total** of line 1, column (d)	2	0.21357972452
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.04271594490
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	8,157,568.
5	Multiply line 4 by line 3	5	348,458.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,967.
7	Add lines 5 and 6	7	350,425.
8	Enter qualifying distributions from Part XII, line 4	8	341,740.

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	3,934.
c	All other domestic foundations 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	3,934.
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	3,934.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 4,728.		
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	4,728.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	794.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 794. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶$ ______ (2) On foundation managers ▶$ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation 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		X
4a	Did the foundation 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		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
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 foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation 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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *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 addresses* STMT 11	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ BANK OF AMERICA, N.A. Telephone no. ▶ (214)559-6304

Located at ▶ 5500 PRESTON RD, SUITE B, DALLAS, TX ZIP + 4 ▶ 75205-2653

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** | Yes: | No: X

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2 NONE	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	8,281,795.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	8,281,795.
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	8,281,795.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	124,227.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,157,568.
6	**Minimum investment return.** Enter 5% of line 5	6	407,878.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	407,878.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,934.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,934.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	403,944.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	403,944.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	403,944.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	341,740.
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	341,740.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	341,740.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				403,944.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			334,690.	
b Total for prior years: 20 09 ,20___,20___		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 . . . . . . NONE				
b From 2007 . . . . . . NONE				
c From 2008 . . . . . . NONE				
d From 2009 . . . . . . NONE				
e From 2010 . . . . . . NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 341,740.				
a Applied to 2010, but not more than line 2a			334,690.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				7,050.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				396,894.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2007 . . . NONE				
b Excess from 2008 . . . NONE				
c Excess from 2009 . . . NONE				
d Excess from 2010 . . . NONE				
e Excess from 2011 . . . NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

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 foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 13

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 18				
Total . . . . ▶ **3a**				340,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	179,868.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	39,098.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				218,966.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 218,966.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Sam J. Ramsey 4-1- [redacted]

Signature of officer or trustee Date

SAM J. RAMSEY

Paid Preparer Use Only

Print/Type preparer's name: NINA Z. BEHAN

Preparer's signatu[redacted]

Firm's name ▶ BANK OF AMERICA, N.A.

Firm's address ▶ P.O. BOX 831041
DALLAS, TX

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2011

Name of the organization

HATTIE MAE LESLEY FOUNDATION, INC.

Employer identification number

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 an organization 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 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions 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 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total 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. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: HATTIE MAE LESLEY FOUNDATION, INC.

Employer identification number: 75-2936754

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOSEPH D. LESLEY CHAR TR 52-7165953 P.O. BOX 831041 DALLAS, TX 75283-1041	$ 847,380.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ACTIVISION BLIZZARD INC COM	64.	64.
ALLSTATE CORP	83.	83.
ALLSTATE CORP SR NT	681.	681.
AMERICAN CAP AGY CORP COM	315.	315.
AMERICAN EXPRESS CO NT	1,706.	1,706.
ANALOG DEVICES INC	100.	100.
ANHEUSER BUSCH COS INC NT 4.7% 4/15/201	1,645.	1,645.
ANNALY MTG MGMT INC COM	655.	655.
AON CORP	14.	14.
AVERY DENNISON CORP	56.	56.
BAKER HUGHES INC UNSECD SR NT	1,858.	1,858.
BERKSHIRE HATHAWAY FIN CORP CO GTD SR NT	760.	760.
BOEING CAP CORP SR NT	765.	765.
BOFA MONEY MARKET RESERVES CAPITAL CLASS	725.	725.
BRANDYWINE REALTY TRUST SH BEN INT	65.	65.
BROADRIDGE FINL SOLUTIONS INC COM	109.	109.
CABLEVISION NY GROUP CL A COM	99.	99.
CATERPILLAR INC NT	1,146.	1,146.
CATERPILLAR FINL SVCS CORP SR UNSECD MTN	601.	601.
CHEVRON CORP SR NT	1,733.	1,733.
CHIMERA INVT CORP REIT	332.	332.
CHUBB CORP	122.	122.
CISCO SYS INC NT	1,925.	1,925.
CITIGROUP INC 05/05/2004 5.125% 05/05/20	1,794.	1,794.
CLOROX CO	130.	130.
COCA-COLA CO NT	1,873.	1,873.
COLUMBIA ACORN FUND CLASS Z SHARES	917.	917.
COLUMBIA LARGE CAP INDEX FUND CLASS Z SH	28,397.	28,397.
COLUMBIA INTERNATIONAL VALUE FUND CLASS	12,012.	12,012.
COLUMBIA MARSICO INTERNATIONAL OPPORTUNI	718.	718.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	6,167.	6,167.
COLUMBIA VALUE AND RESTRUCTURING FUND CL	7,195.	7,195.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CONOCOPHILLIPS NT	1,663.	1,663.
CONSOLIDATED EDISON INC	113.	113.
DISNEY WALT CO GLOBAL SR UNSECD NT	1,645.	1,645.
DU PONT E I DE NEMOURS & CO SR NT	1,464.	1,464.
ENTERGY CORP NEW COM	166.	166.
FEDERAL HOME LN MTG CORP POOL #G12228	2,054.	2,054.
FED HOME LN BANK 05/27/2004 5.25% 06/18/	5,250.	5,250.
FEDERAL HOME LN MTG CORP NT	5,025.	5,025.
FEDERAL HOME LN MTG CORP NT	4,500.	4,500.
FEDERAL HOME LN MTG CORP NT	4,375.	4,375.
FEDERAL NATL MTG ASSN NT	5,250.	5,250.
FEDERAL HOME LN MTG CORP REFERENCE NTS	823.	823.
FEDERAL NATL MTG ASSN MTN	5,375.	5,375.
FEDERAL NATL MTG ASSN POOL #933469	2,961.	2,961.
FIRST AMERN FINL CORP COM	35.	35.
GENERAL ELEC CAP CORP MTN	2,100.	2,100.
GENUINE PARTS CO	127.	127.
GOLDMAN SACHS GROUP INC NT	1,750.	1,750.
GREAT PLAINS ENERGY INC COM	110.	110.
HCP INC REIT	97.	97.
HASBRO INC	114.	114.
HEALTH CARE REIT INC	93.	93.
HEINZ H J CO	171.	171.
HEWLETT PACKARD CO SR UNSECD GLOBAL NT	1,838.	1,838.
HONEYWELL INTL INC SR UNSECD MTN	1,855.	1,855.
HUDSON CITY BANCORP INC COM	136.	136.
INTERNATIONAL BUSINESS MACHS CORP SR NT	1,995.	1,995.
ISHARES TR RUSSELL 2000 INDEX FUND	3,939.	3,939.
J P MORGAN CHASE & CO SUB NOTES 0102/201	2,013.	2,013.
MFA FINL INC REITS	282.	282.
MATTEL INC	122.	122.
MCDONALDS CORP SR UNSECD MTN	2,030.	2,030.
MCGRAW HILL COMPANIES INC	104.	104.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MCKESSON HBOC INC	49.	49.
METLIFE INC SR NT	2,048.	2,048.
METLIFE INC SR UNSECD NT	105.	105.
MORGAN STANLEY DEAN WITTER & CO NT	2,310.	2,310.
NEW YORK CMNTY BANCORP INC COM	279.	279.
NEXEN INC	5.	5.
NISOURCE INC	181.	181.
OLD REP INTL CORP	96.	96.
OMNICOM GROUP	79.	79.
ORACLE CORP / OZARK HLDG INC NT	1,838.	1,838.
PROCTER & GAMBLE CO NT	1,733.	1,733.
PROGRESS ENERGY INC COM	305.	305.
PRUDENTIAL FINL INC MTN SER B	1,785.	1,785.
RANGE RES CORP COM	9.	9.
ROCKWELL COLLINS COM	51.	51.
SBC COMMUNICATIONS INC NT	1,094.	1,094.
ST JUDE MED INC	84.	84.
SCANA CORP W/I	205.	205.
SEMPRA ENERGY	152.	152.
SONOCO PRODS CO	21.	21.
TARGET CORP SR UNSECD NT	1,157.	1,157.
TELEPHONE & DATA SYSTEMS INC SPL COM	47.	47.
TIME WARNER CABLE INC COM	25.	25.
UNILEVER CAPITAL CORP CO GTD SR NT	1,680.	1,680.
UNITED STATES TREASURY NOTES	3,543.	3,543.
UNITED STATES TREAS NTS DTD 05/15/04	4,153.	4,153.
UNITED STATES TREAS NTS DTD 08/15/05	2,296.	2,296.
UNITED STATES TREAS NT DTD 10/31/06 4.62	1,711.	1,711.
UNITED STATES TREAS NT DTD 08/15/08 4.00	9,916.	9,916.
UNITED STATES TREAS NT DTD 02/15/11 3.62	258.	258.
UNITED TECHNOLOGIES CORP NT	1,881.	1,881.
VERIZON COMMUNICATIONS INC NT	1,943.	1,943.
WAL-MART STORES INC SR NT	2,030.	2,030.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WELLS FARGO & CO NEW NEW SUB NT	1,794.	1,794.
XCEL ENERGY INC COM	145.	145.
XEROX CORP	80.	80.
COVIDIEN LTD PLC COM	15.	15.
COVIDIEN PLC COM	18.	18.
ENDURANCE SPECIALTY HOLDINGS LTD COM	98.	98.
INVESCO LTD COM	77.	77.
SEADRILL LTD COM	235.	235.
TOTAL	179,868.	179,868.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	1,675.			1,675.
TOTALS	1,675.	NONE	NONE	1,675.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ASSET MGMT FEES (BO	17,881.	17,881.
TOTALS	17,881.	17,881.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1.	1.
EXCISE TAX - PRIOR YEAR	3,228.	
FEDERAL EXCISE ESTIMATES	4,728.	
FOREIGN TAXES ON QUALIFIED FOR	1,870.	1,870.
FOREIGN TAXES ON NONQUALIFIED	771.	771.
TOTALS	10,598.	2,642.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	65.		65.
ADVISORY FEE - INVESTMENT	1,735.	1,735.	
TOTALS	1,800.	1,735.	65.

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

DESCRIPTION	AMOUNT
MUTUAL FUND ADJUSTMENT - 2010	1,062.
NET ROUNDING DIFFERENCE	8.
NONTAX DIV-ROC ADJUSTMENT 2011	229.
PURCHASED ACCRUED INTEREST - 2010	656.
Y/E SALES ADJUSTMENT-2011	27.
TOTAL	1,982.

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

DESCRIPTION		AMOUNT
MUTUAL FUND ADJUSTMENT - 2011		432.
BASIS ADJ-ROC ADJUSTMENT		224.
PURCHASED ACCRUED INTEREST-2011		43.
Y/E SALES ADJUSTMENT-2010		37.
BASIS ADJ-SALES-ROC		1,041.
	TOTAL	1,777.

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

NAME AND ADDRESS

JOSEPH D. LESLEY CHAR TR 52-7165953
P.O. BOX 831041
DALLAS, TX 75283-1041

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

OFFICER NAME:
JOSEPH D. LESLEY - C/O BOA, N.A.
ADDRESS:
5500 PRESTON RD, SUITE B
DALLAS, TX 75205-2653
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
SARAH A. KEEYES - C/O BOA, N.A.
ADDRESS:
5500 PRESTON RD, SUITE B
DALLAS, TX 75205-2653
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
SAMMY JOE RAMSEY - C/O BOA, N.A.
ADDRESS:
5500 PRESTON RD, SUITE B
DALLAS, TX 75205-2653
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

RECIPIENT NAME:
JANE SHEA - BANK OF AMERICA, N.A.
ADDRESS:
5500 PRESTON RD, SUITE B
DALLAS, TX 75205-2653
RECIPIENT'S PHONE NUMBER: 214-559-6304
FORM, INFORMATION AND MATERIALS:
HATTIE MAE LESLEY FOUNDATION GRANT APPLICATION MAY BE REQUESTED FROM THE CONTACT NAMED ABOVE
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
RESTRICTED TO ORGANIZATIONS DESCRIBED IN IRC SECTION 501(C)(3)

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
FORT WORTH OPERA ASSOCIATION, INC.
ADDRESS:
1300 GENDY ST
FORT WORTH, TX 76107
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT CHILDREN'S OPERATHEATRE PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 55,000.

RECIPIENT NAME:
CASA MANANA, INC.
ADDRESS:
930 W 1ST ST, SUITE 200
FORT WORTH, TX 76102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT ARTS EDUCATION & OUTREACH PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
SANTA FE OPERA FOUNDATION
ADDRESS:
P.O. BOX 2408
SANTA FE, NM 87504
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
APPRENTICE PROGRAM FOR SINGERS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 12,500.

RECIPIENT NAME:
PROMISE HOUSE
ADDRESS:
224 WEST PAGE AVENUE
DALLAS, TX 75208-6631
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT FOR PROMISE HOUSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 17,000.

RECIPIENT NAME:
BATTERED WOMEN'S
FOUNDATION
ADDRESS:
P O BOX 54888
HURST, TX 76054
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FORT WORTH MUSEUM
OF SCIENCE
ADDRESS:
1600 GENDY STREET
FORT WORTH, TX 76107
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
LIGHT THE LANTERN CAPITAL CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 62,500.

RECIPIENT NAME:
CATHOLIC CHARITIES
ADDRESS:
2479 W THORNHILL DRIVE
FORT WORTH, TX 76115
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONSTRUCTION OF GARDEN AREA
FOUNDATION STATUS OF RECIPIENT:
EXEMPT-CHURCH
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
GIRLS INCORPORATED
FOUNDATION
ADDRESS:
2040 EMPIRE CENTRAL
DALLAS, TX 75235
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CURRICULUM DEVELOPMENT AND TEEN PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
YOUTH ACHIEVEMENT
FOUNDATION
ADDRESS:
P O BOX 670685
DALLAS, TX 75367-0685
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ONE-ON-ONE MENTORING PROGRAM/UNDERPRIVILEDGED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
RECOVERY INN
ADDRESS:
10935 ESTATE LN STE 362
DALLAS, TX 75238
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TEMPORARY HOUSING & SUPPORT SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ESSILOR VISION FOUNDATION
ADDRESS:
13515 N STEMMONS FWY
DALLAS, TX 75234
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
KIDS VISION FOR LIFE-DALLAS EXPANSION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
AIDS INTERFAITH NETWORK
INC
ADDRESS:
501 N STEMMONS FWY ROOM 200
DALLAS, TX 75207
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MEALS PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
TRINITY VALLEY SCHOOL
ADDRESS:
7500 DUTCH BRANCH ROAD
FORT WORTH, TX 76132
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT NEW FACILITIES CONSTRUCTION CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
TEXAS EXES
HENDERSON COUNTY
ADDRESS:
2110 SAN JACINTO BLVD
AUSTIN, TX 78712
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
DEREK D DANIELS ENDOWED SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
EXEMPT-SCHOOL
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
ALLEY'S HOUSE
ADDRESS:
4113 JUNIUS STREET
DALLAS, TX 75246
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION/CASE MANAGEMENT FOR TEEN MOMS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,500.

TOTAL GRANTS PAID: 340,000.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust: HATTIE MAE LESLEY FOUNDATION, INC.

Employer identification number: 75-2936754

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-39,679.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-39,679.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					33,106.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	45,659.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	12.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	78,777.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-39,679.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			78,777.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			5,500.
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			39,098.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary.*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*
- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

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HATTIE MAE LESLEY FOUNDATION INC.
75-2936754
Balance Sheet
12/31/2011

Bank of America

Cusip	Asset	Units	Basis	Market Value
020002AR2	ALLSTATE CORP	35000 000	38,451 00	37,770 25
025816AQ2	AMERICAN EXPRESS CO	35000 000	34,784.75	36,600.55
035229CX9	ANHEUSER BUSCH COS INC	35000 000	35,825 65	35,391 30
084664BQ3	BERKSHIRE HATHAWAY FIN CORP	35000 000	34,603 45	38,140.20
14912L4F5	CATERPILLAR FINL SVCS CORP	35000 000	39,637 15	38,751 30
166751AJ6	CHEVRON CORP	35000.000	36,090 60	41,338 50
17275RAC6	CISCO SYS INC	35000.000	35,408 80	40,730 55
172967CK5	CITIGROUP INC	35000 000	34,184 50	35,819 35
191216AK6	COCA-COLA CO	35000.000	36,091 30	42,018 20
197199409	COLUMBIA ACORN FUND	11048.690	316,873 00	304,501 90
19765H321	COLUMBIA LARGE CAP INDEX FUND	58137 392	1,325,257 00	1,411,575 88
19765H586	COLUMBIA INTERNATIONAL VALUE	19082 157	269,030 43	230,703 28
19765H636	COLUMBIA MARSICO INTERNATIONAL	28349 690	294,235 05	286,048 37
19765N245	COLUMBIA DIVIDEND INCOME FUND	61410 068	811,227 00	836,405 13
19765Y688	COLUMBIA SELECT LARGE CAP	96091 079	919,409 00	1,155,014 77
20825CAS3	CONOCOPHILLIPS	35000 000	36,088 85	37,800 70
24422EQV4	DEERE JOHN CAP CORP	35000 000	42,744.10	42,384 30
254687AV8	DISNEY WALT CO	35000 000	35,493 15	36,320 20
263534BX6	DU PONT E I DE NEMOURS & CO	35000 000	39,764 55	38,794 35
3128M1LH0	FEDERAL HOME LN MTG CORP	31854 632	32,382.26	34,505 57
3133X7FK5	FEDERAL HOME LN BK	100000 000	106,787.00	111,299 00
3134A4TZ7	FEDERAL HOME LN MTG CORP	100000 000	108,778 95	106,358 00
3134A4VC5	FEDERAL HOME LN MTG CORP	100000 000	106,985 70	112,412 00
31359MW41	FEDERAL NATL MTG ASSN	100000 000	114,786.10	118,709 00
3137EACA5	FEDERAL HOME LN MTG CORP	100000.000	106,111 85	114,153 00
31398ADM1	FEDERAL NATL MTG ASSN	100000.000	107,197 00	120,823 00
31412SQW8	FEDERAL NATL MTG ASSN	43809 412	45,137 36	47,723 34
36962GYY4	GENERAL ELEC CAP CORP	35000 000	36,701 70	35,786 80
38143UAW1	GOLDMAN SACHS GROUP INC	35000 000	34,263 95	35,478.45
428236AL7	HEWLETT PACKARD CO	35000 000	36,091 65	35,229 60
438516AX4	HONEYWELL INTL INC	35000 000	35,148 40	41,275 50
459200GJ4	INTERNATIONAL BUSINESS MACHS	35000 000	35,745 50	42,380 80
464287655	ISHARES RUSSELL 2000 INDEX	3824 000	224,435.13	282,020 00
46625HAT7	J P MORGAN CHASE & CO	35000 000	35,992 95	36,306 90

HATTIE MAE LESLEY FOUNDATION INC.
75-2936754
Balance Sheet
12/31/2011

Cusip	Asset	Units	Basis	Market Value
58013MEB6	MCDONALDS CORP	35000.000	36,457 05	42,634 90
59156RAU2	METLIFE INC	35000 000	40,727 05	40,321 40
617446HC6	MORGAN STANLEY DEAN WITTER &	35000 000	36,271 20	35,291 20
68402LAC8	ORACLE CORP / OZARK HLDG INC	35000 000	35,764 40	40,414 50
742718DA4	PROCTER & GAMBLE CO	35000 000	37,770 95	38,834.25
74432QAE5	PRUDENTIAL FINL INC	35000 000	34,462 75	37,644.60
87612EAV8	TARGET CORP	35000 000	36,416 80	38,667.65
904764AK3	UNILEVER CAPITAL CORP	35000 000	36,931 30	40,703 60
912828BH2	UNITED STATES TREAS NT	75000 000	81,648 18	79,845 75
912828CJ7	UNITED STATES TREAS NT	75000.000	85,107 88	82,839 75
912828EE6	UNITED STATES TREAS NT	75000 000	83,145 22	84,990 00
912828GQ7	UNITED STATES TREAS NT	15000 000	15,328 13	15,216 15
912828JH4	UNITED STATES TREAS NT	275000 000	292,988 93	323,875 75
912828PX2	UNITED STATES TREAS NT	25000 000	25,767.58	29,025.50
913017BM0	UNITED TECHNOLOGIES CORP	35000 000	38,222.10	41,402.55
92343VAC8	VERIZON COMMUNICATIONS INC	35000 000	39,686.85	40,049.45
931142CJ0	WAL-MART STORES INC	35000 000	37,870 35	42,904.05
949746CL3	WELLS FARGO & CO NEW	35000 000	35,437 15	35,901 95
	Cash/Cash Equivalent	1498041 160	1,498,041 16	1,498,041 16
		Totals	8,109,789 86	8,589,174 20