

INTERNAL REVENUE SERVICE

Form **990-PF**

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

OMB No 1545-0052

2016

Department of the Treasury
Internal Revenue Service

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

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

Open to Public Inspection

For calendar year 2016 or tax year beginning _____, **2016, 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)	Room/suite	B Telephone number (see instructions) 800-357-7094
C/O BANK OF AMERICA, N.A. P.O. BOX 831041		
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75283-1041		
G Check all that apply:		C If exemption application is pending, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	D 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 14,380,616.		
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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)
1 Contributions, gifts, grants, etc., received (attach schedule)	847,380.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	288,047.	288,047.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	184,467.			
b Gross sales price for all assets on line 6a 2,493,405.				
7 Capital gain net income (from Part IV, line 2)		184,467.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	1,319,894.	472,514.		
13 Compensation of officers, directors, trustees, etc.	35,862.	21,517.		14,345.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans and employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT. 2	1,425.	855.	NONE	570.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT. 3	8,218.	2,011.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT. 4	65.			65.
24 Total operating and administrative expenses. Add lines 13 through 23	45,570.	24,383.	NONE	14,980.
25 Contributions, gifts, grants paid	629,500.			629,500.
26 Total expenses and disbursements. Add lines 24 and 25	675,070.	24,383.	NONE	644,480.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	644,824.			
b Net investment income (if negative, enter -0-)		448,131.		
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	2,092,426.	1,769,162.	1,769,162.
	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 ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)		5,260,344.	7,679,557.
	c	Investments - corporate bonds (attach schedule)	4,589,797.	5,063,586.	4,931,897.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans				
13	Investments - other (attach schedule)	4,760,013.			
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	11,442,236.	12,093,092.	14,380,616.	
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)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	11,442,236.	12,093,092.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	11,442,236.	12,093,092.		
31	Total liabilities and net assets/fund balances (see instructions)	11,442,236.	12,093,092.		

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)	11,442,236.
2	Enter amount from Part I, line 27a	644,824.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	7,346.
4	Add lines 1, 2, and 3	12,094,406.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	1,314.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	12,093,092.

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)
1 a 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 2,493,405.		2,308,815.	184,590.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FM V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			184,590.	
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	184,467.
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	{ 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))
2015	554,752.	13,000,880.	0.042670
2014	579,038.	12,091,273.	0.047889
2013	421,147.	10,609,273.	0.039696
2012	443,499.	9,008,918.	0.049229
2011	341,740.	8,157,568.	0.041892
2 Total of line 1, column (d)			0.221376
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.			0.044275
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			13,488,958.
5 Multiply line 4 by line 3.			597,224.
6 Enter 1% of net investment income (1% of Part I, line 27b)			4,481.
7 Add lines 5 and 6.			601,705.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			644,480.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	4,481.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
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	4,481.
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	4,481.
6 Credits/Payments.		
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	6,672.
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	6,672.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,191.
11 Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> 2,191. Refunded <input type="checkbox"/> 11	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation</i>	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> STMT 7.	X	

Part VII-A Statements Regarding Activities (continued)

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 Yes No 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 Yes No X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address NONE 13 Yes No X
14 The books are in care of BANK OF AMERICA, N.A. Telephone no (214) 209-1830 Located at 901 MAIN ST, FL 19, DALLAS, TX ZIP+4 75202-3735
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2016, 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 Yes No X

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

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

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(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 X
(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 X
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 Yes No X
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 2016? 1c Yes No 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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? Yes No X
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 Yes No 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 X
b If "Yes," did it have excess business holdings in 2016 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 2016) 3b Yes No X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a Yes No 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 2016? 4b Yes No 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 4945(d)(4)(A)? (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)? Yes No

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? Yes No

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? Yes No

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
JOSEPH D. LESLEY - C/O BOA, N.A. P.O. BOX 830241, DALLAS, TX 75283-0241	DIRECTOR 1	-0-	-0-	-0-
SARAH A. KEEYES - C/O BOA, N.A. P.O. BOX 830241, DALLAS, TX 75283-0241	DIRECTOR 1	-0-	-0-	-0-
BANK OF AMERICA, N.A. P.O. BOX 830241, DALLAS, TX 75283-0241	AGENT 1	35,862.	-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	
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	12,479,023.
b	Average of monthly cash balances	1b	1,215,351.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	13,694,374.
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	13,694,374.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	205,416.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,488,958.
6	Minimum investment return. Enter 5% of line 5	6	674,448.

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	674,448.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	4,481.
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,481.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	669,967.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	669,967.
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	669,967.

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	644,480.
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	644,480.
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	4,481.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	639,999.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				669,967.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			614,350.	
b Total for prior years 20 <u>14</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	NONE			
b From 2012	NONE			
c From 2013	NONE			
d From 2014	NONE			
e From 2015	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>644,480.</u>				
a Applied to 2015, but not more than line 2a			614,350.	
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 2016 distributable amount				30,130.
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2016 . (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 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				639,837.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2012	NONE			
b Excess from 2013	NONE			
c Excess from 2014	NONE			
d Excess from 2015	NONE			
e Excess from 2016	NONE			

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

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2 a 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 or e-mail address of the person to whom applications should be addressed:
 SEE STATEMENT 8

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
<p>a Paid during the year</p> <p>SEE STATEMENT 19</p>				629,500.
Total				▶ 3a 629,500.
<p>b Approved for future payment</p>				
Total				▶ 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income or (loss) from real estate, Net rental income or (loss) from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, Other revenue, Subtotal, and Total.

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

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

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

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

Sign Here *Sarah A. Keeeyes* 4/10/17 **Preparer**
Signature of officer or trustee Date

May the IRS discuss this return

Paid Preparer Use Only
Print/Type preparer's name: NINA Z. BEHAN
Preparer's signature: *Nina*
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

OMB No 1545-0047

2016

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

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

Name of the organization

Employer identification number

HATTIE MAE LESLEY FOUNDATION, INC.

75-2936754

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions

Special Rules

For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 its Form 990-PF, Part I, line 2, to certify that it doesn't 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 TRUST P.O. BOX 831041 DALLAS, TX 75283-1041	\$ 847,380.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	1,000.	1,000.
FOREIGN DIVIDENDS	14,017.	14,017.
DOMESTIC DIVIDENDS	91,440.	91,440.
OTHER INTEREST	133,219.	133,219.
FOREIGN INTEREST	6,910.	6,910.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	28,988.	28,988.
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	432.	432.
NONQUALIFIED FOREIGN DIVIDENDS	5,296.	5,296.
NONQUALIFIED DOMESTIC DIVIDENDS	6,622.	6,622.
ACCRUED MARKET DISCOUNT	123.	123.
	-----	-----
TOTAL	288,047.	288,047.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	1,425.	855.		570.
TOTALS	1,425.	855.	NONE	570.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EXCISE TAX ESTIMATES	6,207.	
FOREIGN TAXES ON QUALIFIED FOR	1,450.	1,450.
FOREIGN TAXES ON NONQUALIFIED	561.	561.
	-----	-----
TOTALS	8,218.	2,011.
	=====	=====

HATTIE MAE LESLEY FOUNDATION, INC.

75-2936754

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
OTHER CHARITABLE EXPENSES	65.	65.
TOTALS	----- 65. =====	----- 65. =====

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

=====

DESCRIPTION -----	AMOUNT -----
PURCHASED ACCRUED INTEREST - 2015	1,987.
NET YEAR-END SALES ADJUSTMENT	5,359.

TOTAL	7,346.
	=====

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

DESCRIPTION	AMOUNT
-----	-----
NET INCOME ADJUSTMENT	63.
NET ROUNDING	9.
PURCHASED ACCRUED INTEREST - 2016	1,242.

TOTAL	1,314.
	=====

HATTIE MAE LESLEY FOUNDATION, INC.

75-2936754

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

NAME AND ADDRESS

JOSEPH D. LESLEY CHAR TRUST
P.O. BOX 831041
DALLAS, TX 75283-1041

STATEMENT 7

HATTIE MAE LESLEY FOUNDATION, INC.
FORM 990PF, PART XV - LINES 2a - 2d
=====

75-2936754

RECIPIENT NAME:

DEBRA PHARES - BANK OF AMERICA, N.A.

ADDRESS:

901 MAIN ST, FL 19

DALLAS, TX 75202-3714

RECIPIENT'S PHONE NUMBER: 214-209-1830

E-MAIL ADDRESS: N/A

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)

=====

RECIPIENT NAME:

FORT WORTH OPERA ASSOCIATION INC.

ADDRESS:

1300 GENDY ST
FORT WORTH, TX 76107

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT FORT WORTH OPERA STUDIO

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 100,000.

RECIPIENT NAME:

SANTA FE OPERA FOUNDATION

ADDRESS:

P.O. BOX 2408
SANTA FE, NM 87504-2408

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

APPRENTICE PROGRAM FOR SINGERS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 12,500.

RECIPIENT NAME:

THE BATTERED WOMEN'S FOUNDATION

ADDRESS:

4166 WILMAN AVE
N RICHLAND HILLS, TX 76180

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SERVICES FOR CHILDREN OF BATTERED WOMEN

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

TRINITY VALLEY SCHOOL

ADDRESS:

7500 DUTCH BRANCH RD

FORT WORTH, TX 76132

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT NEW FACILITIES CONSTRUCTION

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

SAMARITAN HOUSE

ADDRESS:

929 HEMPHILL ST

FORT WORTH, TX 76104

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

PRESBYTERIAN NIGHT SHELTER OF TARRANT

COUNTY

ADDRESS:

P.O. BOX 2645

FORT WORTH, TX 76113

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT WOMEN'S & CHILDREN'S PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 75,000.

=====

RECIPIENT NAME:

SEAGLE MUSIC COLONY, INC.

ADDRESS:

P.O. BOX 366
SCHROON LAKE, NY 12870-0366

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT 2016 ARTIST SCHOLARSHIPS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 18,000.

RECIPIENT NAME:

BRIGHTER TOMORROWS INC.

ADDRESS:

928 BLUEBIRD DR
IRVING, TX 75061

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

CHILDREN'S VIOLENCE & SEXUAL ASSAULT PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

GRIEF AND LOSS CENTER OF NORTH TEXAS

ADDRESS:

4316 ABRAMS RD
DALLAS, TX 75214-2354

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT COUNSELING FOR LOW-INCOME CHILDREN

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

YOUTH VILLAGE RESOURCES OF DALLAS INC.

ADDRESS:

6333 E MOCKINGBIRD LANE, STE 147-87

DALLAS, TX 75214-2692

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

DALLAS LIFE, INC.

ADDRESS:

12959 JUPITER RD, SUITE 260

DALLAS, TX 75238

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

HEALTHY BEHAVIORS EDUCATIONAL MEDICAL PROGRA

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

CHILD PROTECTIVE SERVICES COMMUNITY

PARTNERS, INC.

ADDRESS:

1215 SKILES ST

DALLAS, TX 75204

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

KIDS IN CRISIS PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:

HEALING HANDS MINISTRIES INC.

ADDRESS:

P.O. BOX 741524

DALLAS, TX 75374-1524

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

EXPAND HEALTH & DENTAL SERVICES FOR CHILDREN

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

SIMPLY GRACE

ADDRESS:

P.O. BOX 180172

DALLAS, TX 75218

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

ASSIST WOMEN BATTLING SUBSTANCE ADDICTION

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

AIDS OUTREACH CENTER

ADDRESS:

400 N BEACH ST

FORT WORTH, TX 76111

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT CIRCLE OF HOPE CAMPAIGN

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 75,000.

=====

RECIPIENT NAME:

ALLEY'S HOUSE

ADDRESS:

4113 JUNIUS ST
DALLAS, TX 75246

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

PATH TO INDEPENDENCE PROGRAM EXPANSION

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

BIG THOUGHT

ADDRESS:

1409 S LAMAR ST, SUITE 1015
DALLAS, TX 75215

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT CREATIVE SOLUTIONS PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

CHILDRENS MEDICAL CENTER FOUNDATION

ADDRESS:

2777 STEMMONS FRWY, SUITE 700
DALLAS, TX 75207

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

VGO EDUCATIONAL ROBOTS FOR PATIENTS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 24,000.

=====

RECIPIENT NAME:

CHRISTIAN CARE CENTERS

ADDRESS:

900 WIGGINS PKWY
MESQUITE, TX 75150

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT SENIOR CARE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

DALLAS LEGAL HOSPICE

ADDRESS:

1825 MARKET CENTER BLVD, SUITE 550
DALLAS, TX 75207

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

LEGAL SERVICES FOR LOW INCOME TERMINALLY ILL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

DENTON COUNTY FRIENDS OF THE FAMILY

ADDRESS:

P.O. BOX 640
DENTON, TX 76202-0640

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

DOMESTIC VIOLENCE & SEXUAL ASSAULT VICTIMS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

FAMILY PLACE INC.

ADDRESS:

P.O. BOX 7999
DALLAS, TX 75209

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

FOR HIIRING A CHILDREN'S THERAPIST

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

GOLDEN GATE REHABILITATION

ADDRESS:

1128 REVEREND CBT SMITH ST
DALLAS, TX 75203-1536

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT FOR WOMEN'S REHAB PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

HOPE SUPPLY CO

ADDRESS:

10480 SHADY TRAIL, SUITE 104
DALLAS, TX 75220

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT THE HOPE FOR HOMELESS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

INTERNATIONAL CENTER FOR CLUBHOUSE
DEVELOPMENT

ADDRESS:

483 TENTH AVE, SUITE 205
NEW YORK, NY 10018-9824

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

FOR NEW TEXAS CLUBHOUSE DEVELOPMENT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

PARKLAND FOUNDATION

ADDRESS:

2777 STEMMONS FRWY, SUITE 1700
DALLAS, TX 75207

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

MOBILE MEDICAL CLINIC & READY TO LEARN PRGRM

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

RAINBOW DAYS

ADDRESS:

8150 N CENTRAL EXPWY, SUITE M1003
DALLAS, TX 75206

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT SERVICES FOR HOMELESS CHILDREN

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

=====

RECIPIENT NAME:

RECONCILIATION OUTREACH MINISTRIES

ADDRESS:

1421 N PEAK ST
DALLAS, TX 75204

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

ACADEMIC TUTORING FOR LOW INCOME CHILDREN

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

SHELTER MINISTRIES OF DALLAS
dba AUSTIN STREET CENTRE

ADDRESS:

P.O. BOX 710729
DALLAS, TX 75371-0729

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT WORK READINESS PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

STAY THE COURSE VETERAN SERVICES

ADDRESS:

2501 PARKVIEW DR, SUITE 200
FORT WORTH, TX 76102

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

THERAPY FOR VETERANS & FIRST RESPONDERS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:

TRINITY RESTORATION MINISTRIES

ADDRESS:

2728 HOLMES ST
DALLAS, TX 75215

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

MENTORING & AFTERCARE FOR INCARCERATED MEN

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

YOUNG LIFE

ADDRESS:

P.O. BOX 292561
LEWISVILLE, TX 75029

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

YOUNG LIVES FOR TEEN MOMS PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

TOTAL GRANTS PAID:

629,500.

=====

HATTIE MAE LESLEY FOUNDATION INC.

75-2936754

Balance Sheet

12/31/2016



Cusip	Asset	Units	Basis	Market Value
020002AZ4	ALLSTATE CORP	50000 000	50,081 00	50,630 00
02079KAB3	ALPHABET INC	50000 000	54,422 00	51,838 00
03524BAE6	ANHEUSER BUSCH INBEV FIN INC	16000.000	17,386 40	16,539 36
03523TAV0	ANHEUSER BUSCH INBEV	50000.000	57,714 35	54,347 50
035242AP1	ANHEUSER-BUSCH INBEV FIN INC	84000 000	84,125 16	85,275 96
037833BB5	APPLE INC	100000 000	100,128 75	99,984 00
037833BZ2	APPLE INC	100000 000	100,323 00	93,855 00
00206RAR3	AT&T INC	50000 000	60,946 60	53,761 50
053332AT9	AUTOZONE INC	50000 000	50,660.00	48,116.00
06406HBM0	BANK NEW YORK INC	50000 000	57,885 55	53,948 00
084664BQ3	BERKSHIRE HATHAWAY FIN CORP	50000 000	51,155 95	53,887.00
09247XAJ0	BLACKROCK INC	50000 000	52,233 20	51,837 00
097023AZ8	BOEING CO	50000 000	60,233.10	54,359 50
14040HBG9	CAPITAL ONE FINL CORP	50000 000	47,790 00	48,462 00
14912L5X5	CATERPILLAR FINL SVCS CORP	50000 000	50,866 50	52,521.00
19765N245	COLUMBIA DIVIDEND INCOME FUND	84834 448	1,225,291 99	1,622,034 65
19765H321	COLUMBIA LARGE CAP INDEX FUND	59188 132	1,382,795 33	2,536,211 46
19765Y688	COLUMBIA SELECT LARGE CAP	106497 734	1,064,189 79	1,453,694 07
20030NBD2	COMCAST CORP NEW	50000 000	51,477 70	51,045 50
24422EQV4	DEERE JOHN CAP CORP	50000 000	60,511 60	53,392 00
26441CAS4	DUKE ENERGY CORP NEW	50000 000	47,329 00	46,666 50
3128M1LH0	FEDERAL HOME LN MTG CORP	4884 732	4,965 63	5,171 37
3128MEZN4	FEDERAL HOME LN MTG CORP	185419 278	197,471 52	195,090 75
3137EABP3	FEDERAL HOME LN MTG CORP	200000.000	227,316 00	210,846 00
3137EACA5	FEDERAL HOME LN MTG CORP	200000 000	218,097 39	210,688 00
3138WDAE1	FEDERAL NATL MTG ASSN	75117 180	78,027 96	77,151 35
3138WHF56	FEDERAL NATL MTG ASSN	193938 066	205,574.35	198,961 06
3138WHMS8	FEDERAL NATL MTG ASSN	190006 362	209,214 82	204,792.66
3138Y6ZB3	FEDERAL NATL MTG ASSN	77792 200	80,830 95	79,902 70
31398ADM1	FEDERAL NATL MTG ASSN	200000 000	224,841 61	204,100 00
31412SQW8	FEDERAL NATL MTG ASSN	9253 622	9,534 11	9,622 93
31417A6X2	FEDERAL NATL MTG ASSN	104357 480	110,048 25	107,324 36
31620MAL0	FIDELITY NATL INFORMATION SVCS	50000 000	49,593 64	50,020.00
345397XD0	FORD MTR CR CO LLC	50000 000	49,692 50	50,008 00

HATTIE MAE LESLEY FOUNDATION INC.
75-2936754
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
36962G5J9	GENERAL ELEC CAP CORP	50000.000	52,569 25	54,847 00
38141GRC0	GOLDMAN SACHS GROUP INC	100000 000	100,686 00	100,595 00
437076AW2	HOME DEPOT INC	50000 000	56,078 10	54,215.00
458140AJ9	INTEL CORP	50000 000	53,155.35	51,958.50
459200GJ4	INTERNATIONAL BUSINESS MACHS	35000 000	35,745 50	36,048 95
464287465	ISHARES MSCI EAFE ETF	1681 000	100,079 01	97,044 13
464287655	ISHARES RUSSELL 2000 ETF	4189 000	268,518 79	564,886 65
464287481	ISHARES RUSSELL MID-CAP GROWTH	1739.000	157,109 26	169,361 21
46623EJY6	J P MORGAN CHASE & CO	100000.000	100,104 09	100,017 00
46623EKG3	J P MORGAN CHASE & CO UNSECD	100000 000	100,845.83	98,147.00
47803W406	JOHN HANCOCK FDS III DISCIPLINED	21047 356	258,731 06	451,886.73
46625HJE1	JPMORGAN CHASE & CO	50000 000	50,669 20	50,564.50
494550BR6	KINDER MORGAN ENERGY PARTNERS	50000 000	50,172 50	50,263 00
548661CW5	LOWES COS INC	50000 000	52,277 15	51,226 00
58933YAA3	MERCK & CO INC NEW	50000 000	54,190 00	53,060 50
68380L407	OPPENHEIMER INTL GROWTH FUND	10928 923	403,377 00	379,015.05
742718EB1	PROCTER & GAMBLE CO	50000 000	51,158 50	51,479 50
806854AH8	SCHLUMBERGER INVT SA SR UNSECD	50000 000	50,486 00	52,374 00
82481LAA7	SHIRE ACQUISITIONS INVTS IRELAND	50000.000	49,389 00	49,366 00
857477AM5	STATE STR CORP	50000.000	50,789 00	52,053 50
91159HHG8	U S BANCORP	50000 000	50,627 50	51,984 00
912828HA1	UNITED STATES TREAS NT	55000 000	59,882 03	56,349 15
912828JH4	UNITED STATES TREAS NT	50000 000	51,904 85	52,357 50
912828MD9	UNITED STATES TREAS NT	125000.000	129,589 84	125,000 00
912828ND8	UNITED STATES TREAS NT	125000 000	135,361 33	132,866 25
912828P46	UNITED STATES TREAS NT	275000 000	268,253 91	256,954 50
912828QN3	UNITED STATES TREAS NT	75000 000	79,624 02	79,034 25
912828S50	UNITED STATES TREAS NT	126052 500	126,160 46	121,892 77
912828WE6	UNITED STATES TREAS NT	175000 000	184,201 17	180,769 75
922042858	VANGUARD FTSE EMERGING MKTS	11331 000	400,251 71	405,423 18
92826CAD4	VISA INC	100000 000	102,134 00	100,439 00
94974BEV8	WELLS FARGO & CO	50000 000	56,926 95	53,727 00
961214CK7	WESTPAC BKG CORP	100000 000	100,182 00	100,030.00
92890NAT6	WFRBS COML MTG TR 2012-C10	90000 000	89,943.75	90,132 30

HATTIE MAE LESLEY FOUNDATION INC.
75-2936754
Balance Sheet
12/31/2016



<u>Cusip</u>	<u>Asset</u>	<u>Units</u>	<u>Basis</u>	<u>Market Value</u>
	Cash/Cash Equivalent	1769162.220	1,769,162.22	1,769,162.22
		Totals	12,093,092.03	14,380,616.27