990-PF

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation
Note: The organization may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052 2005

| 22 | or | alendar | year ∠uus, or tax year beg | inning | Final return | | o, and ending | obere: | Name - |
|---------------|--------|---------------------|--|----------------|--------------------------------|---------------------------------------|--|----------------------------------|--|
| 餐 | o Ch | ieck all t | hat apply Initial retuing Name of organization LESLEY FAMILY FOUN | TF) | Final return | Amended return | Address | | Name change |
| Ę | | : | Iname of organization | 1D 2 m 7 | ON THE | | | A Employe | r identification number |
| m m | | | LESLEY FAMILY FOUN | ITAUN | ON, INC. | | | | |
| | | abel. | (30-01-100-0421883 | | | | | <u> </u> | <u> 2936755 </u> |
| | | erwise, | Number and street (or P.O be | ox numb | er if mail is not delivered to | o street address) | Room/suite | | ne number (see page 10 of |
| A V M | | orint type. | | | _ | | | the instr | , |
| ≪ ∸ | | Specific | C/O BANK OF AMERIC | | .A. P.O. BOX 8 | 331041 | | | 0) 357-7094 |
| a | Instr | uctions. | City or town, state, and ZIP co | de | | | C If exempendin | iption applicat g, check here | ion is |
| 1 | | | | | | | D 1. Fore | eign organizatio | ons, check here . • |
| ə _ | | | DALLAS, TX 75283-1 | | | | | | ons meeting the |
| F | 1 Cr | neck type | e of organization: X Secti | on 501 | (c)(3) exempt private f | oundation | | test, check he | ere and attach |
| | | | 947(a)(1) nonexempt charitable | | | | | | |
| ī | Fa | | | | ounting method: X C | | | | status was terminated (1)(A), check here |
| - | | | m Part II, col. (c), line | l | Other (specify) | | | | · · · · · · · · · · · · · · · · · · · |
| | | you! (#o 5) ► \$ | 4,202,365. | (Part I | column (d) must be on | cash basis.) | | | n a 60-month termination |
| 1 | | | sis of Revenue and Expens | 1. | 1 | | 1 | , o, , oo, , oo, | (d) Disbursements |
| | e e i | (The t | otal of amounts in columns (b), (c | oes c). and | (a) Revenue and | (b) Net investment | (c) Adjuste | ed net | for charitable |
| | | (d) ma | y not necessarily equal the amo | unts in | expenses per books | income | incom | | purposes |
| _ | | colum | n (a) (see page 11 of the instruc | tions)) | | | + | | (cash basis only) |
| | 1 | Contribut | ions, gifts, grants, etc., received (attach sc | | 847,380. | | | | STMT 1 |
| | 2 | Check] | if the foundation is not requattach Sch. B | uirea to | | | | | |
| | 3 | Interest | on savings and temporary cash inves | stments | | | | | |
| | 4 | Divider | ds and interest from secunties | | 65,356. | 65,356 | | | STMT 2 |
| | 5 | a Gross r | ents | | | | | | |
| | | | al income or (loss) | | | | | | |
| • | 1 . | | or (loss) from sale of assets not on | | 31,496. | | | | |
| Ž | | b Gross s | ales price for all 5 11 | | | · · · · · · · · · · · · · · · · · · · | | | |
| Revenue | , | | n line 6a | | | 31,496 | | | |
| 8 | | | = ' | | | 31, 130 | + | | <u></u> |
| | 8 | | ort-term capital gain | | | | | | |
| | 10 | | modifications · · · · · · · · · · · · · · · · · · · | | | | | | |
| | " | | wances · · · · | | | | | | <u>'</u> |
| | 1 | | st of goods sold . | | | | | | |
| | 1 | | profit or (loss) (attach schedule) | | | | <u> </u> | | |
| | 11 | Other i | ncome (attach schedule) | | | | 1 | | |
| _ | 12 | Total. A | Add lines 1 through 11 | | 944,232. | 96,852 | • | | |
| | 13 | Comper | sation of officers, directors, trustees, | etc | | | | | · |
| 3 . | 14 | | employee salaries and wages . | | | | | | |
| anses Jan | 15 | | n niana ampiawa banafita | | | | I | | |
| | | | ees (attach schedule) STM | | 15,073. | NON | B | NONE | 15,073. |
| ב מי | 1 | b Accoun | iting fees (attach schedule)STM | iT 4 | 945. | NON | | NONE | 945 |
| Щ Ф. | | | professional fees (attach schedul | | 1,229. | 1,229 | | | |
| ative Exr | 17 | - | inoressionariees (attaur suredar | ~7. ₹. | | _, | | | |
| == | 40 | | ttach schedule) (see page 14 of the inst | ш. 6. | 942. | 418 | <u> </u> | | |
| 2 | 18 | | | | 732. | 410 | 1 | | ······································ |
| nd Adminis | 19 | | iation (attach schedule) and de | | | | + | + | |
| Ad | 20 | | ancy | | | | | | |
| and | 21 | | conferences, and meetings | | | | - | | |
| G | | | and publications | | | | - | | |
| <u>i</u> | 23 | Other e | expenses (attach schedule) STM | Ψ. ? . | 8,508. | | ļ | | 229. |
| perating | 24 | Total o | perating and administrative ex | penses. | | | | 1 | |
| 90 | | Add lin | es 13 through 23 | | 26,697. | 1,647 | <u> </u> | NONE | 16,247. |
| مـــ | 25 | | | | 98,000. | | | | 98,000. |
| | 126 | | utions roufts, grants paid | 4 and 25 | 124,697. | 1,647 | | NONE | 114,247. |
| Ē | 27 | Subtrac | t line 26 from line 12: | | | | İ | | |
| m | | an war an | 2006 101 | ente | 819,535. | | | | |
| 813 | W | スドング 2 h Not in: | ှာတွေဂါမြောဖာ expenses and disburseme estment income (if negative, en | ter -0 \ | 015,000 | 95,205 | 1 | | |
| l | | A A die conv | esument income (il negative, en | . O / | | 33,203 | ' | | |
| = | | | d net income (if negative, enter | | | | | | - 000 DC |
| 5A_ | 0 2 00 | WILL AC | and Paperwork Reduction Ac | i NOTICE, | , see the instructions. | | | | Form 990-PF (2005) |
| E141 | 0 2 00 | 0 | | | | | | | |

| <u> </u> | m 990 | -PF (2005) | | 7-2330133 | Page Z |
|-------------|--|---|-------------------|----------------|-----------------------|
| P | art II | Attached schedules and amounts in the description column should be for | Beginning of year | End o | f year |
| _ | | end-of-year amounts only (See instructions) | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| | 1 | Cash - non-interest-bearing | 1 150 101 | 1 222 126 | |
| | 2 | Savings and temporary cash investments | 1,150,424. | 1,399,126. | 1,399,126 |
| | 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 page 15 of the instructions) | | | |
| | 7 | Other notes and loans receivable (attach schedule) | | | |
| | | Less: allowance for doubtful accounts ▶ | | | |
| S | 8 | Inventories for cale or use | | | |
| Assets | 9 | Prepaid expenses and deferred charges Investments - U S and state government obligations (attack street) | | | |
| As | 10 a | Investments - U S and state government obligations (attack so be ule) . | 801,619. | 997,136. | 973,583. |
| | ь | Investments - corporate stock (attach schedule) | | | |
| | С | Investments - corporate bonds (attach schedule) [| | | |
| | 11 | Investments - land, buildings, and equipment, basis | | | |
| | | Less accumulated depreciation (attach schedule) | | | |
| | 12 | | | | |
| | 13 | Investments - mortgage loans | 1,158,253. | 1,531,955. | 1,829,656. |
| | 14 | Land, buildings, and equipment basis | | | |
| | | Less accumulated depreciation | | | |
| | 15 | (attach schedule) Other assets (describe | | | |
| | 16 | Total assets (to be completed by all filers - see page 16 of | | | |
| | | the instructions. Also, see page 1, item I) | 3,110,296. | 3,928,217. | 4,202,365. |
| | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| S | 19 | Deferred revenue | i i | | |
| Liabilities | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| ap | 21 | Mortgages and other notes payable (attach schedule) | | | |
| Ï | 22 | Other liabilities (describe | | | |
| | | | | | <i>i</i> |
| | 23 | Total liabilities (add lines 17 through 22) · · · · · · · · | | İ | £ |
| | | Organizations that follow SFAS 117, check here ▶ | | | 1 |
| | | and complete lines 24 through 26 and lines 30 and 31. | | | |
| 98 | 24 | Unrestricted | | | |
| E | 25 | Temporarily restricted | | | |
| 3al | 26 | Permanently restricted · · · · · · · · · · · · · · · · · · · | | | |
| 힏 | | Organizations that do not follow SFAS 117, | | | |
| ٦ | | check here and complete lines 27 through 31. \blacktriangleright X | | | |
| 7 | 24 25 26 27 28 29 30 | Capital stock, trust principal, or current funds | 3,110,296. | 3,928,217. | |
| ts (| 28 | Paid-in or capital surplus, or land, bldg , and equipment fund | 5/225/2255 | .,, | |
| 89 | 29 | Retained earnings, accumulated income, endowment, or other funds | | | |
| Ą | 30 | Total net assets or fund balances (see page 17 of the | | | į |
| 흿 | | instructions) | 3,110,296. | 3,928,217. | |
| | 31 | Total liabilities and net assets/fund balances (see page 17 of | -,, | | |
| | ٠. | the instructions) · · · · · · · · · · · · · · · · · · · | 3,110,296. | 3,928,217. | |

Part III Analysis of Changes in Net Assets or Fund Balances

| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with | | |
|---|--|---|------------|
| | end-of-year figure reported on prior year's return) | 1 | 3,110,296. |
| 2 | Enter amount from Part I, line 27a | | 819,535. |
| 3 | Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10 | 3 | 338. |
| | Add lines 1, 2, and 3 | 4 | 3,930,169. |
| | Decreases not included in line 2 (itemize) ► SEE STATEMENT 11 | 5 | 1,952. |
| 6 | | 6 | 3,928,217. |

Form **990-PF** (2005)

| | s and Losses for Tax on Inv | | 1 16 3 | | |
|--|--|--|---|---|--|
| | nd describe the kind(s) of property sold (| | (b) How acquired P-Purchase | (c) Date acquired | (d) Date sol (mo , day, yr |
| | orick warehouse; or common stock, 200 | shs. MLC Co.) | D-Donation | | (mo , day, yi |
| a SEE PART IV SCHE | 2DOPE | · · · · · · · · · · · · · · · · · · · | _ | - | |
| <u>b</u> | | | | | ļ |
| d d | | | | | |
| е | | | 1 | | |
| (e) Gross sales price | (f) Depreciation allowed | (g) Cost or other basis | | (h) Gain or (lo | ess) |
| (-, | (or allowable) | plus expense of sale | ļ | (e) plus (f) minu | ıs (g) |
| a | | | | | |
| b | | | | | |
| С | | | ļ | · | |
| d | | | | | |
| е | | | <u> </u> | | |
| Complete only for assets s | showing gain in column (h) and owr | | | Gains (Col (h) g | |
| (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 | COI | (k), but not less t Losses (from co | |
| a | | | <u> </u> | | |
| <u>b</u> | | | - | | |
| <u>c</u> | | | | | |
| <u>d</u> | | | + | | |
| 9 | L | Land also setted to D. 11 F. D. | + + | | |
| Capital gain net income or | r (net capital loss) · · · · · . | gain, also enter in Part I, line 7 (loss), enter -0- in Part I, line 7 | | | 31,496. |
| | n or (loss) as defined in sections 12 | | 2 | | 21,430 |
| | , line 8, column (c) (see pages 13 | | | | |
| | line 8 | | 3 | | |
| Part V Qualification U | nder Section 4940(e) for Redu | iced Tax on Net Investment Ir | come | | |
| f section 4940(d)(2) applies, Vas the organization liable fo | , leave this part blank. or the section 4942 tax on the distr | | | |] Yes X |
| section 4940(d)(2) applies, Vas the organization liable for "Yes," the organization doe | , leave this part blank. or the section 4942 tax on the distress not qualify under section 4940(e | obutable amount of any year in the | e base per | iod? | Yes X N |
| section 4940(d)(2) applies, Vas the organization liable for "Yes," the organization doe | , leave this part blank. or the section 4942 tax on the distr | obutable amount of any year in the | e base per | iod? | Yes X N |
| f section 4940(d)(2) applies, Vas the organization liable for "Yes," the organization doe 1 Enter the appropriate am | , leave this part blank. or the section 4942 tax on the distres not qualify under section 4940(erount in each column for each year | nbutable amount of any year in the). Do not complete this part. ; see page 18 of the instructions to | e base per | iod? king any entries. | |
| section 4940(d)(2) applies, Vas the organization liable for "Yes," the organization doe | , leave this part blank. or the section 4942 tax on the distres not qualify under section 4940(erount in each column for each year (b) Adjusted qualifying distributions | ubutable amount of any year in the). Do not complete this part. ; see page 18 of the instructions to (c) Net value of nonchantable-use assets | e base per | cing any entries. (d) Distribution ra (col (b) divided by | ntio col (c)) |
| section 4940(d)(2) applies, Vas the organization liable for "Yes," the organization doe 1 Enter the appropriate am (a) Base penod years Calendar year | n leave this part blank. or the section 4942 tax on the distress not qualify under section 4940(end outlined to be a compared nbutable amount of any year in the). Do not complete this part. ; see page 18 of the instructions to (c) Net value of nonchantable-use assets 2,412,298. | e base per | ting any entries. (d) Distribution ra (col (b) divided by 0.034 | ntio (c)) |
| section 4940(d)(2) applies, Vas the organization liable for "Yes," the organization doe Enter the appropriate am (a) Base penod years Calendar year (or tax year beginning in) 2004 2003 | n leave this part blank. or the section 4942 tax on the distress not qualify under section 4940(expount in each column for each year (b) Adjusted qualifying distributions 83, 157. 70, 451. | the property of any year in the part. Solution of the instructions is the part. (c) Net value of nonchantable-use assets 2,412,298. 1,537,591. | e base per | iod? king any entries. (d) Distribution ra (col (b) divided by 0.034 | tto col (c)) 14721091 58190767 |
| F section 4940(d)(2) applies, Vas the organization liable for "Yes," the organization doe 1 Enter the appropriate am (a) Base penod years Calendar year (or tax year beginning in) 2004 2003 2002 | (b) Adjusted qualifying distributions 83, 157. 70, 451. 5, 792. | the property of any year in the part. The page 18 of the instructions is see page 18 of the instructions in the part. The page 18 of the instructions is see page 18 of the instructions in the page 18 of the instructions is see page 18 of the instructions in the page 18 of the instructions is see page 18 of the instructions in the page 18 of the instructions is see page 18 of the instructions in the page 18 of the instructions is see page 18 of the instructions in the page 18 of the instructions is see page 18 of the instructions in the page 18 of the instructions is see page 18 of the instructions in the page 18 of the instructions is see page 18 of the instructions in the page 18 of the instructions is see page 18 of the instructions in the page 18 of the instructions is see page 18 of the instructions in the page 18 of the instructions is see page 18 of the instructions in the page 18 of the instructions is seen to be page 18 of the instructions in the page 18 of the instructions in the page 18 of the instructions is seen to be page 18 of the instruction in the page 18 o | e base per | iod? king any entries. (d) Distribution ra (col (b) divided by 0.034 | ttio col (c)) 14721091 58190767 52731581 |
| section 4940(d)(2) applies, /as the organization liable for "Yes," the organization doe Enter the appropriate am (a) Base penod years Calendar year (or tax year beginning in) 2004 2003 2002 2001 | n leave this part blank. or the section 4942 tax on the distress not qualify under section 4940(expount in each column for each year (b) Adjusted qualifying distributions 83, 157. 70, 451. | the property of any year in the part. Solution of the instructions is the part. (c) Net value of nonchantable-use assets 2,412,298. 1,537,591. | e base per | iod? king any entries. (d) Distribution ra (col (b) divided by 0.034 | ttio coi (c)) 14721091 58190767 52731581 |
| F section 4940(d)(2) applies, Vas the organization liable for "Yes," the organization doe 1 Enter the appropriate am (a) Base penod years Calendar year (or tax year beginning in) 2004 2003 2002 | (b) Adjusted qualifying distributions 83, 157. 70, 451. 5, 792. | the property of any year in the part. The page 18 of the instructions is see page 18 of the instructions in the part. The page 18 of the instructions is see page 18 of the instructions in the page 18 of the instructions is see page 18 of the instructions in the page 18 of the instructions is see page 18 of the instructions in the page 18 of the instructions is see page 18 of the instructions in the page 18 of the instructions is see page 18 of the instructions in the page 18 of the instructions is see page 18 of the instructions in the page 18 of the instructions is see page 18 of the instructions in the page 18 of the instructions is see page 18 of the instructions in the page 18 of the instructions is see page 18 of the instructions in the page 18 of the instructions is see page 18 of the instructions in the page 18 of the instructions is see page 18 of the instructions in the page 18 of the instructions is seen to be page 18 of the instructions in the page 18 of the instructions in the page 18 of the instructions is seen to be page 18 of the instruction in the page 18 o | e base per | iod? king any entries. (d) Distribution ra (col (b) divided by 0.034 | ttio col (c)) 14721091 58190767 52731581 |
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| section 4940(d)(2) applies, /as the organization liable for "Yes," the organization doe Enter the appropriate am (a) Base penod years Calendar year (or tax year beginning in) 2004 2003 2002 2001 2000 Total of line 1, column (d) Average distribution ratio the number of years the forester in the second column (d) | (b) Adjusted qualifying distributions 83,157. 70,451. 5,792. NONE | butable amount of any year in the Do not complete this part. (c) Net value of nonchantable-use assets 2,412,298. 1,537,591. 1,098,393. 168,438. the total on line 2 by 5, or by less than 5 years | e base per pefore mal | cing any entries. (d) Distribution ra (col (b) divided by 0.034 0.045 0.005 | ntio (c)) (4721091 (8190767) (2731581 NON) (55643440) (3910860) |
| section 4940(d)(2) applies, /as the organization liable for "Yes," the organization doe Enter the appropriate am (a) Base penod years Calendar year (or tax year beginning in) 2004 2003 2002 2001 2000 Total of line 1, column (d) Average distribution ratio the number of years the f | (b) Adjusted qualifying distributions 83,157. 70,451. 5,792. NONE for the 5-year base period - divide foundation has been in existence if | the total on line 2 by 5, or by less than 5 years mbutable amount of any year in the instructions in the instruction | e base per pefore mal | cing any entries. (d) Distribution ra (col (b) divided by 0.034 0.045 0.005 | NON: 3910860: 3,284,563 |
| section 4940(d)(2) applies, /as the organization liable for "Yes," the organization doe Enter the appropriate am (a) Base penod years Calendar year (or tax year beginning in) 2004 2003 2002 2001 2000 Total of line 1, column (d) Average distribution ratio the number of years the forester in the second column (d) | (b) Adjusted qualifying distributions 83, 157. 70, 451. 5,792. NONE | the total on line 2 by 5, or by less than 5 years mbutable amount of any year in the instructions in the instruction | e base per pefore mal | cing any entries. (d) Distribution ra (col (b) divided by 0.034 0.045 0.005 | NON: 3910860: 3,284,563 |
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| (a) Base period years Calendar year (or tax year beginning in) 2004 2003 2002 2001 2000 Total of line 1, column (d) Average distribution ratio the number of years the file. Enter the net value of nor | (b) Adjusted qualifying distributions 83,157. 70,451. 5,792. NONE for the 5-year base period - divide foundation has been in existence if | the total on line 2 by 5, or by less than 5 years mbutable amount of any year in the 2 by 5, or by less than 5 years mbutable amount of any year in the 10. (c) Net value of nonchantable-use assets 2,412,298. 1,537,591. 1,098,393. 168,438. | e base per pefore mal | cing any entries. (d) Distribution ra (col (b) divided by 0.034 0.045 0.005 | Monitor (c) (d) (d) (d) (d) (d) (d) (d) (d) (d) (d |
| section 4940(d)(2) applies, /as the organization liable for "Yes," the organization doe Enter the appropriate am (a) Base penod years Calendar year (or tax year beginning in) 2004 2003 2002 2001 2000 Total of line 1, column (d) Average distribution ratio the number of years the fill Enter the net value of nor Multiply line 4 by line 3 Enter 1% of net investme | (b) Adjusted qualifying distributions 83,157. 70,451. 5,792. NONE for the 5-year base period - divide foundation has been in existence if | butable amount of any year in the Do not complete this part. (c) Net value of nonchantable-use assets 2,412,298. 1,537,591. 1,098,393. 168,438. Ithe total on line 2 by 5, or by less than 5 years m Part X, line 5 | e base per per per per per per per per per pe | cing any entries. (d) Distribution ra (col (b) divided by 0.034 0.045 0.005 | Monte (c) (c) (47210917 (681907672 (68190767672 (68190767672 (68190767672 (68190767672 (68190767672 (6819076767676707670 (681907676767670 (681907676767676767670 (681907676767676767670 (6819076767676767676767676767676767676767676 |
| f section 4940(d)(2) applies, Vas the organization liable for "Yes," the organization doe 1 Enter the appropriate am (a) Base penod years Calendar year (or tax year beginning in) 2004 2003 2002 2001 2000 Total of line 1, column (d) Average distribution ratio the number of years the fill Enter the net value of nor Multiply line 4 by line 3 Enter 1% of net investme Add lines 5 and 6 | (b) Adjusted qualifying distributions 83,157. 70,451. 5,792. NONE for the 5-year base period - divide foundation has been in existence if incharitable-use assets for 2005 from | nbutable amount of any year in the). Do not complete this part. (c) Net value of nonchantable-use assets 2,412,298. 1,537,591. 1,098,393. 168,438. It the total on line 2 by 5, or by less than 5 years m Part X, line 5 | e base per per per per per per per per per pe | cing any entries. (d) Distribution ra (col (b) divided by 0.034 0.045 0.005 | itio (c)) 147210917 181907672 181907672 1827315815 NONE 156434404 139108601 1,284,563 70,260 952 71,212 |
| f section 4940(d)(2) applies, Vas the organization liable for "Yes," the organization doe 1 Enter the appropriate am (a) Base penod years Calendar year (or tax year beginning in) 2004 2003 2002 2001 2000 Total of line 1, column (d) Average distribution ratio the number of years the fill Enter the net value of nor Multiply line 4 by line 3 Enter 1% of net investme Add lines 5 and 6 Enter qualifying distribution | (b) Adjusted qualifying distributions 83,157. 70,451. 5,792. NONE for the 5-year base period - divide foundation has been in existence if incharitable-use assets for 2005 from the from Part XII, line 4. | nbutable amount of any year in the Do not complete this part. (c) Net value of nonchantable-use assets 2,412,298. 1,537,591. 1,098,393. 168,438. The total on line 2 by 5, or by less than 5 years m Part X, line 5 | e base per pefore male 2 3 4 5 6 7 8 | iod? king any entries. (d) Distribution ra (col (b) divided by 0.034 0.045 0.005 0.085 | otto (c)) 147210917 181907672 1827315815 NONE 156434404 139108601 1,284,563 70,260 952 71,212 114,247 |
| f section 4940(d)(2) applies, Vas the organization liable for "Yes," the organization doe 1 Enter the appropriate am (a) Base penod years Calendar year (or tax year beginning in) 2004 2003 2002 2001 2000 Total of line 1, column (d) Average distribution ratio the number of years the fill Enter the net value of nor Multiply line 4 by line 3 Enter 1% of net investme Add lines 5 and 6 Enter qualifying distribution | (b) Adjusted qualifying distributions 83,157. 70,451. 5,792. NONE for the 5-year base period - divide foundation has been in existence if incharitable-use assets for 2005 from | nbutable amount of any year in the Do not complete this part. (c) Net value of nonchantable-use assets 2,412,298. 1,537,591. 1,098,393. 168,438. The total on line 2 by 5, or by less than 5 years m Part X, line 5 | e base per pefore male 2 3 4 5 6 7 8 | iod? (d) Distribution ra (col (b) dwided by 0.034 0.045 0.005 | otto (c)) 147210917 181907672 181907672 1827315815 NONE 156434404 139108601 1,284,563 70,260 952 71,212 114,247 |

| | General (or designate) of each state as required by General Instruction G? If "No," attach explanation | 8ь | X | |
|----|---|------|----|-----|
| 9 | Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) | -3-2 | | |
| | or 4942(j)(5) for calendar year 2005 or the taxable year beginning in 2005 (see instructions for Part XIV on | | | |
| | page 26)? If "Yes," complete Part XIV | 9 | | X |
| 10 | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addressed T. 1 | 310 | J | I/A |
| 11 | Did the organization comply with the public inspection requirements for its annual returns and exemption application? | 11 | X | |
| | Web site address ▶N/A | | | |
| 12 | The books are in care of ▶ BANK OF AMERICA, N.A. Telephone no. ▶ (214) 559 | -630 |)4 | |
| | Located at ▶ 5500 PRESTON RD, SUITE B, DALLAS, TX ZIP+4 ▶ 75205-26 | 53 | | |
| 13 | 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 | | | |

Form 990-PF (2005)

| Pai | Statements Regarding Activities for Which Form 4/20 May Be Required | | | |
|-----|--|-----|-----|-----------|
| | File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. | | Yes | No |
| 1a | During the year did the organization (either directly or indirectly): | | | |
| | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) | | | |
| | a disqualified person? Yes X No | | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No | | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No | | | |
| | (5) Transfer any income or assets to a disqualified person (or make any of either available | | | |
| | for the benefit or use of a disqualified person)? Yes X No | | | |
| | (6) Agree to pay money or property to a government official? (Exception. Check "No" | | | |
| | ıf the organization agreed to make a grant to or to employ the official for a period | l | | |
| | after termination of government service, if terminating within 90 days.) Yes X 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 | | NT | / N |
| | section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? · · · · · · · · · · · · · · · · · · · | 1 b | N, | A |
| | Organizations relying on a current notice regarding disaster assistance check here | | | |
| С | Did the organization engage in a prior year in any of the acts described in 1a, other than excepted acts, | | | X |
| | that were not corrected before the first day of the tax year beginning in 2005? | 1 c | | |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private | | | |
| | operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | | |
| а | At the end of tax year 2005, did the organization have any undistributed income (lines 6d and 6e. Part XIII) for tax year(s) beginning before 2005? | | | |
| | and bo, the family both and you (b) bog mining both a control of the family both and the family between the family both and the family between the family b | | | |
| | If "Yes," list the years | | | |
| þ | Are there any years listed in 2a for which the organization is not applying the provisions of section 4942(a)(2) | | | |
| | (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) | | N | / |
| | to all years listed, answer "No" and attach statement - see page 20 of the instructions.) | 2b | 14/ | A |
| С | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. | | | |
| - | Dut the association hold man then a 20% direct or industrial interest in any business. | | | i |
| зa | Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | | | |
| _ | If "Yes," did it have excess business holdings in 2005 as a result of (1) any purchase by the organization | | | ļ |
| D | or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved | | ļ | j |
| | 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 penod? (Use Schedule C, Form 4720, to determine | | | |
| | If the organization had excess business holdings in 2005) | 3b | N | 'Ā |
| 4a | Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | Χ., |
| ь | Did the organization make any investment in a prior year (but after December 31, 1969) that could jeopardize its chantable | | | |
| _ | purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2005? | 4b | | X |
| 5 a | During the year did the organization pay or incur any amount to: | | | |
| | (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | | | ļ |
| | (2) Influence the outcome of any specific public election (see section 4955); or to carry | | | |
| | on, directly or indirectly, any voter registration drive? | | | } |
| | (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes X No | | | i |
| | (4) Provide a grant to an organization other than a charitable, etc., organization described | | l | |
| | ın section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes X 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 X No | | | |
| þ | If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in | | | <u></u> |
| | Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 20 of the instructions)? · · · · · | 5b | N/ | <u>A</u> |
| | Organizations relying on a current notice regarding disaster assistance check here | | | |
| C | If the answer is "Yes" to question 5a(4), does the organization claim exemption from the | | | |
| | tax because it maintained expenditure responsibility for the grant? | | ŀ | 1 |
| | If "Yes," attach the statement required by Regulations section 53.4945-5(d). | | | } |
| 6a | Did the organization, during the year, receive any funds, directly or indirectly, to pay | | | ļ |
| _ | premiums on a personal benefit contract? | | | v |
| b | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | <u> X</u> |
| | If you answered "Yes" to 6b, also file Form 8870 | | | |

Form **990-PF** (2005)

| Part VIII Information About Officers, Directors and Contractors | | | | |
|--|--|---|--|--|
| 1 List all officers, directors, trustees, foundation n | | | e page 21 of the instr | uctions). |
| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
| SEE STATEMENT 14 | _ | -0- | -0- | -0- |
| | | | | ······································ |
| | | | | |
| | | hadad an Bas A | 24 - 54 - 5 | |
| 2 Compensation of five highest-paid employees (or If none, enter "NONE." | ther than those inc | luded on line 1 - S | · · · | ructions). |
| (a) Name and address of each employee paid more than \$50,000 | (b) Title and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total number of other employees paid over \$50,000 . | | | <u>.</u> | ▶ NONE |
| 3 Five highest-paid independent contractors for pr "NONE." | | | | |
| (a) Name and address of each person paid more tha | n \$50,000 | (b) Ty | pe of service | (c) Compensation |
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total number of others receiving over \$50,000 for profe | essional services | | <u> </u> | ▶ NONE |
| Part IX-A Summary of Direct Charitable Activit | | | | |
| List the foundation's four largest direct charitable activities during the of organizations and other beneficiaries served, conferences convened | | | ch as the number | Expenses |
| 1 NONE | | | | |
| 2 | | | | |
| | | | | |
| 3 | | | | . |
| 4 | | | | |
| | | | | |
| | | | | 5 990 DE (2005) |

| _ | art IX-B Summary of Program-Related Investments (see page 22 of the instructions) | | |
|----------|---|------------|--------------------|
| | escribe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | | Amount |
| 1 | NONE | | |
| - | | | |
| _ | NONE | | |
| ٠. | NONE | | |
| • | | | |
| A | Il other program-related investments. See page 22 of the instructions | | • |
| 3 | NONE | | |
| | | | |
| _ | | | |
| | al. Add lines 1 through 3 | <u>. ▶</u> | |
| P8 | Minimum Investment Return (All domestic foundations must complete this part. Forei see page 22 of the instructions.) | gn fou | ndations, |
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., | | |
| | purposes: | | 2 224 522 |
| | Average monthly fair market value of securities | 1a | 3,334,582. |
| b | | 1b | NONE |
| c d | Fair market value of all other assets (see page 23 of the instructions) | 1d | NONE 3,334,582. |
| e | Total (add lines 1a, b, and c) Reduction claimed for blockage or other factors reported on lines 1a and | | 3,334,302. |
| Ū | 1c (attach detailed explanation) |]] | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | NONE |
| 3 | Subtract line 2 from line 1d | 3 | 3,334,582. |
| 4 | Subtract line 2 from line 1d Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 23 | | |
| | of the instructions) Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 4 | 50,019. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 3,284,563. |
| <u>6</u> | Minimum investment return. Enter 5% of line 5 | 6 | 164,228. |
| Pa | Distributable Amount (see page 23 of the instructions) (Section 4942(J)(3) and (J)(5) privations and certain foreign organizations check here ▶ ☐ and do not complete this private in the private instructions. | | |
| 1 | Minimum investment return from Part X, line 6 | 1 | 164,228. |
| 2 a | Tax on investment income for 2005 from Part VI, line 5 2a 952. | | |
| D | income tax for 2005. (This does not include the tax from Part VI.) | | 952. |
| с 3 | Add lines 2a and 2b Distributable amount before adjustments Subtract line 2c from line 1 | 2c | 163,276. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | NONE |
| 5 | | 5 | 163,276. |
| 6 | Deduction from distributable amount (see page 24 of the instructions) | 6 | NONE |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, | | |
| | line 1 | 7 | 163,276. |
| Pa | rt XII Qualifying Distributions (see page 24 of the instructions) | | |
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| а | Expenses, contributions, gifts, etc total from Part I, column (d), line 26 | 1a | 114,247. |
| b | Program-related investments - total from Part IX-B Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., | 1b | |
| 2 | | | MONE |
| _ | purposes Amounts set aside for specific chantable projects that satisfy the: | 2 | NONE |
| 3 | | 3a | NONE |
| a b | Suitability test (prior IRS approval required) 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 | 114,247. |
| 5 | Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment | | |
| | income. Enter 1% of Part I, line 27b (see page 24 of the instructions) | 5 | 952. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 113,295. |
| | Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whe qualifies for the section 4940(e) reduction of tax in those years. | ther the | foundation |

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

| | D | (a) Corpus | (b) Years prior to 2004 | (c) 2004 | (d) 2005 |
|---|---|---------------|----------------------------|-------------|--|
| 1 | Distributable amount for 2005 from Part XI, | Сограз | rears prior to 2004 | 2004 | 163,276. |
| 2 | Undistributed income, if any, as of the end of 2004 | | | | 200/2101 |
| | Enter amount for 2004 only | | , | 97,674. | |
| | Total for pnor years 2003, | | NONE | | ······································ |
| 3 | Excess distributions carryover, if any, to 2005: | | | | |
| | From 2000 NONE | | | | 1 |
| | From 2001 NONE | | | | |
| | From 2002 NONE | | | | |
| | From 2003 NONE | | | | |
| | From 2004 NONE | | | | |
| | Total of lines 3a through e | NONE | | | |
| 4 | Qualifying distributions for 2005 from Part | | | | |
| | XII, line 4: ▶\$ 114,247. | | | | |
| а | Applied to 2004, but not more than line 2a | | | 97,674. | |
| ь | Applied to undistributed income of prior years | | | | |
| | (Election required - see page 25 of the instructions) | | NONE | | |
| С | Treated as distributions out of corpus (Election | | | | ţ |
| | required - see page 25 of the instructions) | NONB | | | |
| | Applied to 2005 distributable amount | | | | 16,573. |
| | Remaining amount distributed out of corpus | NONE | | | |
| 5 | Excess distributions carryover applied to 2005 (If an amount appears in column (d), the | NONE | | | NONE |
| | same amount must be shown in column (a)) | | | | |
| 6 | Enter the net total of each column as indicated below: | | | | |
| а | Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | NONE | | | |
| b | Prior years' undistributed income. Subtract | | NONE | | |
| _ | line 4b from line 2b Enter the amount of prior years' undistributed | | HOND | | |
| · | income for which a notice of deficiency has | | | | į |
| | been issued, or on which the section 4942(a) | | NONE | | j |
| | tax has been previously assessed | | HOND | | |
| d | Subtract line 6c from line 6b. Taxable amount - see page 25 of the instructions | | NONE | | |
| е | Undistributed income for 2004 Subtract line | | | , | · · · · · · · · · · · · · · · · · · · |
| | 4a from line 2a Taxable amount - see page 25 of the instructions | | | | ì |
| | | | | | |
| f | Undistributed income for 2005. Subtract lines 4d and 5 from line 1. This amount must | | | | |
| | be distributed in 2006 | | | | 146,703. |
| 7 | Amounts treated as distributions out of | | | | |
| | corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page | | | | |
| | 25 of the instructions) | NONE | | | |
| 8 | Excess distributions carryover from 2000 not | | | | i I |
| | applied on line 5 or line 7 (see page 25 of the instructions) | NONB | | | |
| 9 | Excess distributions carryover to 2006. | | | | |
| | Subtract lines 7 and 8 from line 6a | NONB | | | |
| 0 | Analysis of line 9: | | | | ! |
| а | Excess from 2001 NONE | | | | |
| b | Excess from 2002 NONE | | | | |
| C | Excess from 2003 NONE | | | | |
| | Excess from 2004 NONE | | | | |
| 9 | Excess from 2005 NONE | | | | |
| | | | | | Ear QQN-DE (2005) |

| | 990-PF (2005) | | | | 29367 | | Pa |
|------------|---|--|--|--|---|---|--|
| 1 a | rt XIV Private Opera | ting Foundations | s (see page 26 of the | instructions and Pa | art VII-/ | A, question 9) | NOT APPLICA |
| | If the foundation has recei | ved a ruling or deter | mination letter that it is a p | rivate operating | 1 | | |
| | foundation, and the ruling | • | • | . • | ▶ | | |
| _ | Check box to indicate when | | - | | · · / | 4042/3/2) 05 | 4942(J)(5) |
| b | Check box to indicate when | | is a private operating fou | | IUII | 4942(j)(3) or | 1 4942()(3) |
| а | Enter the lesser of the | Tax year | | Prior 3 years | | | (e) Total |
| | adjusted net income from | (a) 2005 | (b) 2004 | (c) 2003 | İ | (d) 2002 | (0,102. |
| | Part I or the minimum | | | | 1 | | |
| | investment return from Part | | | | | | |
| | X for each year listed | | | | - | | |
| b | 85% of line 2a | | | | _ | | |
| С | 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 | | | | <u> </u> | | |
| e | Qualifying distributions made | | | | | | |
| | directly for active conduct of | | | | | | } |
| | exempt activities Subtract line 2d from line 2c | | | | 1 | | } |
| | Complete 3a, b, or c for the | | | | + | | |
| | alternative test relied upon | | | | | | |
| а | "Assets" alternative test - enter | | | | | | |
| | (1) Value of all assets | ·-· | | | | | |
| | (2) Value of assets qualifying | | | | | | |
| | under section | | | | | | |
| b | 4942(j)(3)(B)(i) | | - | - | + | | |
| , | enter 2/3 of minimum invest- | | | | 1 | | |
| | ment return shown in Part X, | | | | 1 | | |
| | line 6 for each year listed | | | | 1 | | |
| С | "Support" alternative test - enter | | | | 1 | | |
| - | (1) Total support other than | | | | | | |
| | gross investment income | | | | | | |
| | (interest, dividends, rents, | | | 1 | 1 | | |
| | payments on securities | | | | | | |
| | loans (section 512(a)(5)), or royalties) | | | | | | |
| | or royalties) (2) Support from general | | 1 | | + | - · · · - | |
| | public and 5 or more | | | | | | |
| | exempt organizations as | | | | | | |
| | provided in section 4942 ()(3)(B)(iii) | | | | | | |
| | (3) Largest amount of sup- | | | | | | |
| | | | | | | | |
| | port from an exempt | | | | + | | |
| | organization | | i · · · | | | | |
| | organization (4) Gross investment income | | | | <u> </u> | | L |
| ° a | organization (4) Gross investment income rt XV Supplementa | ry Information (| Complete this part | only if the organiza | tion ha | d \$5,000 or m | ore in |
| ° a | organization (4) Gross investment income rt XV Supplementa | ry Information (time during the | Complete this part of year - see page 26 of | only if the organiza of the instructions.) | tion ha | d \$5,000 or m | ore in |
| ° a | organization | time during the | year - see page 26 o | only if the organiza of the instructions.) | tion ha | d \$5,000 or m | nore in |
| | organization | time during the Foundation Manag | year - see page 26 o gers: | of the instructions.) | - | | |
| | rt XV Supplementa assets at any Information Regarding List any managers of the | time during the Foundation Manage foundation who | year - see page 26 c gers: have contributed mor | of the instructions.) e than 2% of the tot | al conti | ributions receiv | ed by the foundat |
| | organization | time during the Foundation Manage foundation who | year - see page 26 c gers: have contributed mor | of the instructions.) e than 2% of the tot | al conti | ributions receiv | ed by the foundat |
| | rt XV Supplementa assets at any Information Regarding List any managers of the | time during the Foundation Manage foundation who | year - see page 26 c gers: have contributed mor | of the instructions.) e than 2% of the tot | al conti | ributions receiv | ed by the foundat |
| а | rt XV Supplementa assets at any Information Regarding List any managers of the before the class of any | time during the Foundation Manage foundation who ax year (but only i | year - see page 26 cgers: have contributed more they have contributed | of the instructions.) e than 2% of the tot more than \$5,000). (| al conti See sec | ributions receiv tion 507(d)(2).) | ed by the foundat |
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| Part XV Supplementary Information | (continued) | | | |
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| 3 Grants and Contributions Paid Duri | ng the Year or Appro | | uture Payment | |
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of | Purpose of grant or contribution | Amount |
| Name and address (home or business) | any foundation manager or substantial contributor | recipient | contribution | |
| a Paid during the year | | | | |
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| g Fees and contracts from government agencies g Fees and contracts from government agencies g Fees and contracts from government agencies g Fees and contracts from securities g Fees and contracts | December on the second | (a) Business | (b) | (c) Exclusion code | (d) | (e) Related or exempt function income (See page 26 of the instructions.) |
|--|---|-----------------|-----------------|------------------------------------|---------------------------------------|--|
| B Fees and contracts from government agancies 2 Membership dues and assessments 3 Interest on savings and temporary cash evisitenests 4 Dividends and interest from securities. 5 Not rental income or (loss) from real estate. 5 Not rental income or (loss) from real estate. 6 Roth creats income or (loss) from personal property 7 Other investment income 7 Other investment income 8 Gain or (loss) from sead seases other than membrary 9 Not income or (loss) from sead events 9 Rot income or (loss) from sead events 9 Rot income or (loss) from sead events 9 Rot income or (loss) from sead events 9 Gross profit or (loss) from sead events 1 Gross profit for (loss) from sead | = | code | Amount | code | Amount | the instructions.) |
| Fees and contracts tom government agencies 2 Membership dues and assessments 3 Interest on sexing and temporary seak membership 4 Dividends and Interest from securities 5 Net rental income or (loss) from real state. a Debt-financed property 5 Net rental income or (loss) from personal property 7 Other Investment income 6 Rain or (loss) from select of section of the mineratory 9 Net Income or (loss) from special events 1 Other revenue: a 6 Caros profits (10ss) from special events 1 Other revenue: a 7 Other Investment income 9 Ocross profits (10ss) from special events 1 Other revenue: a 8 Subtotal: Add columns (b), (d), and (e) 9 Octavities of the section | | | | | | |
| f g Fees and contracts from government agencies g Fees and contracts from government agencies where the second property to the death of the cocomplishment of Exempt Purposes (other than by providing funds for such purposes). Not real income or (loss) from seale assets other than envelope to the free fund of the cocomplishment of the organization's exempt purposes (other than by providing funds for such purposes). Not a certain a come or (loss) from seale of assets other than envelope to the free fund of the cocomplishment of the organization's exempt purposes (other than by providing funds for such purposes). NOT APPLICABLE | | | | | | |
| g Fees and contracts fem government agencies Membership dues and assessments Interest on average and temporary cash revisions's Dividends and interest from securities In Net rental income or (loss) from rearies estate. a Debt-financed property b Not debt-financed property Other investment income Gross profit or (loss) from special events Gross profit or (loss) from special events Cores profit or (loss) from special events Cores profit or (loss) from special events Cores profit or (loss) from special events B Subtolal Add columns (b), (d), and (e) Total Add line L2 columns (b), (d), and (e) Subtolal Add columns (b), (d), and (e) Relationship of Activities to the Accomplishment of Exempt Purposes Relationship of Activities to the Accomplishment of Exempt Purposes Not Applicable NOT APPLICABLE NOT APPLICABLE | | | | | | |
| g Fees and contracts from government agencies Membership dues and assessments Interest on swings and tempony cash investments Unividends and interest from securities Net rental income or (loss) from real estate. a Debt-financed property Net rental income or (loss) from personal property Other investment income It a 31, 496. It a 40, 496. It a 40, 496. It a 40, 496. It a 40, 496. It a 40, 496. It a 40, 496. It a 40, 496. It | | | | | | |
| © Fees and contracts from government agencies Membership drues and assessments 1 Dividends and Interest from securities 1 Dividends and Interest from securities 1 Dividends and Interest from securities 1 Dividends and Interest from securities 1 Dividends and Interest from securities 1 Dividends and Interest from securities 1 Dividends and Interest from securities 1 Dividends and Interest from securities 1 Dividends and Interest from securities 1 Dividends and Interest from securities 1 Divident from securities 1 Dividends and Interest from securities 2 Dividends and Interest from securities 2 Dividends and Interest from securities 2 Dividends and Interest from securities 2 Dividends and Interest from securities 2 Di | | | | | | |
| Interest or axings and legerate from securities | | | | | | |
| Interest on sarings and temporary cash investments 14 65,336. In Invidends and interest from securities 14 65,336. In Invited and interest from securities 14 65,336. In Invited and interest from securities 14 65,336. In Invited and income or (loss) from real estate 14 65,336. In Invited and income or (loss) from real estate 15 6,000 In Invited and or (loss) from sales of sesses other than inventory 18 31,496. In Invited and or (loss) from sales of sesses other than inventory 18 31,496. In Invited and or (loss) from sales of inventory 18 31,496. In Invited and or (loss) from sales of inventory 18 31,496. In Invited and or (loss) from sales of inventory 19 6,852. In Invited and or (loss) from sales of in | • | | | | | |
| Dividends and interest from securities | i | | - | | | |
| S Net rental income or (loss) from real estate. a Debt-financed property b Not debt-financed property Cother investment income B Can or (loss) from special events O cross profit or (loss) from special | | | | 14 | 65,356. | |
| Bobt-financed properly Not rental income or (loss) from personal properly Chine finvestment income Subtractions or of (loss) from special events Gross profit or (loss) from special events Gross profit or (loss) from sales of inventory Other revenue: a b C Subtotal. Add columns (b), (d), and (e) Subtotal. Add columns (b), (d), and (e) Subtotal. Add columns (b), (d), and (e) Subtotal. Add columns (b), (d), and (e) Subtotal. Add line 12, columns (b), (d), and (e) Total. Add line 12, columns (b), (d), and (e) Relationship of Activities to the Accomplishment of Exempt Purposes Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed important he accomplishment of the organization's exempt purposes (other than by providing funds for such purposes), page 27 of the instructions.) NOT APPLICABLE | | | | | | |
| b Not debt-financed property Other investment income Other investment income Other finvestment i | | | | | | |
| Net retail income or (loss) from special property Other investment income Gain or (loss) from special events Net income or (loss) from special events Offices profit or (loss) from sales of inventory Other revenue: C | | | | | | |
| Gam or (loss) from sales of assets other than inventory Net income or (loss) from special events Gross profit or (loss) from special events Corsos profit or (loss) from sales of inventory Other revenue: a B Co Co B Subtotal. Add columns (b), (d), and (e) Subtotal. Add colu | | | | | | |
| Gain or (loss) from sales of assets other than inwentory Net income or (loss) from special events Gross profit or (loss) from special events Other revenue: a b c d Subtotal. Add columns (b), (d), and (e) | Other investment income | | | | | |
| Net income or (loss) from special events | • | | | 18 | 31,496. | |
| Gross profit or (loss) from sales of inventory. Other revenue: a b C d d Subtotal. Add columns (b), (d), and (e). Total. Add line 12, columns (b), (d), and (e). Total. Add line 12, columns (b), (d), and (e). Relationship of Activities to the Accomplishment of Exempt Purposes Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed important the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes). NOT APPLICABLE NOT APPLICABLE | | | | | | |
| Subtotal. Add columns (b), (d), and (e) | | | | | | |
| Subtotal. Add columns (b), (d), and (e) | Other revenue: a | | | | | |
| Subtotal. Add columns (b), (d), and (e) | b | | | | | |
| Subtotal. Add columns (b), (d), and (e) | С | | | | | |
| Subtotal. Add columns (b), (d), and (e). Total. Add line 12, columns (b), (d), and (e). e worksheet in line 13 instructions on page 27 to venty calculations.) art XVI-3 Relationship of Activities to the Accomplishment of Exempt Purposes Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed important the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes). NOT APPLICABLE | d | | | | | |
| Total. Add line 12, columns (b), (d), and (e). ew worksheet in line 13 instructions on page 27 to verify calculations.) ### XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed important the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes). NOT APPLICABLE NOT APPLICABLE | | | | | 06.050 | |
| ever worksheet in line 13 instructions on page 27 to verify calculations.) Relationship of Activities to the Accomplishment of Exempt Purposes Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed important the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes). NOT APPLICABLE NOT APPLICABLE | | | | | · · · · · · · · · · · · · · · · · · · | 26.050 |
| Relationship of Activities to the Accomplishment of Exempt Purposes Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed important the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes), page 27 of the instructions.) NOT APPLICABLE NOT APPLICABLE | | | | | 13 | 96,852 |
| | art XVI-B Relationship of Activities Explain below how each activity the accomplishment of the organization. | to the Acco | mplishment of E | d in column (e) | es of Part XVI-A contri | buted importantly t |
| | art XVI-B Relationship of Activities Explain below how each activity the accomplishment of the organization. | to the Acco | mplishment of E | d in column (e) | es of Part XVI-A contri | buted importantly t |
| | art XVI-B Relationship of Activities Explain below how each activity the accomplishment of the organization. | to the Acco | mplishment of E | d in column (e) | es of Part XVI-A contri | buted importantly t |
| | art XVI-B Relationship of Activities Explain below how each activity the accomplishment of the organization. | to the Acco | mplishment of E | d in column (e) | es of Part XVI-A contri | buted importantly t |
| | art XVI-B Relationship of Activities Explain below how each activity the accomplishment of the organization. | to the Acco | mplishment of E | d in column (e) | es of Part XVI-A contri | buted importantly t |
| | art XVI-B Relationship of Activities Explain below how each activity the accomplishment of the organization. | to the Acco | mplishment of E | d in column (e) | es of Part XVI-A contri | buted importantly t |
| | art XVI-B Relationship of Activities Explain below how each activity the accomplishment of the organization. | to the Acco | mplishment of E | d in column (e) | es of Part XVI-A contri | buted importantly t |
| | art XVI-B Relationship of Activities Explain below how each activity the accomplishment of the organization. | to the Acco | mplishment of E | d in column (e) | es of Part XVI-A contri | buted importantly t |
| Form 990-PF | art XVI-B Relationship of Activities Explain below how each activity the accomplishment of the organization. | to the Acco | mplishment of E | d in column (e) other than by p | es of Part XVI-A contri | buted importantly t |
| Form 990-PF | art XVI-B Relationship of Activities Explain below how each activity the accomplishment of the organization. | to the Acco | mplishment of E | d in column (e) other than by p | es of Part XVI-A contri | buted importantly t |
| Form 990-PF | art XVI-B Relationship of Activities Explain below how each activity the accomplishment of the organization. | to the Acco | mplishment of E | d in column (e) other than by p | es of Part XVI-A contri | buted importantly t |
| Form 990-PF | art XVI-B Relationship of Activities Explain below how each activity the accomplishment of the organization. | to the Acco | mplishment of E | d in column (e) other than by p | es of Part XVI-A contri | buted importantly t |
| Form 990-PF | art XVI-B Relationship of Activities Explain below how each activity the accomplishment of the organization. | to the Acco | mplishment of E | d in column (e) other than by p | es of Part XVI-A contri | buted importantly t |
| Form 990-PF | art XVI-B Relationship of Activities Explain below how each activity the accomplishment of the organization. | to the Acco | mplishment of E | d in column (e) other than by p | es of Part XVI-A contri | buted importantly t |
| Form 990-PF | art XVI-B Relationship of Activities Explain below how each activity the accomplishment of the organization. | to the Acco | mplishment of E | d in column (e) other than by p | es of Part XVI-A contri | buted importantly t |
| Form 990-PF | art XVI-B Relationship of Activities Explain below how each activity the accomplishment of the organization. | to the Acco | mplishment of E | d in column (e) other than by p | es of Part XVI-A contri | buted importantly t |
| rum obe | art XVI-B Relationship of Activities Explain below how each activity the accomplishment of the organization. | to the Acco | mplishment of E | d in column (e) other than by p | es of Part XVI-A contri | buted importantly t |
| 1 1 000 | art XVI-B Relationship of Activities Explain below how each activity the accomplishment of the organization. | to the Acco | mplishment of E | d in column (e) other than by p | es of Part XVI-A contri | buted importantly t |

| | | Exempt Orga | nizations | | | | | | | |
|-----------|--------------------------------|---|---|--|---|----------------------------|---|-----------------|----------------|--|
| 1 | Did th | e organization directly o | r indirectly enga | ge in any of the | following with any | other or | ganization described in section | | Yes | No |
| | 501(c |) of the Code (other than | n section 501(c) | (3) organizations | s) or in section 527 | , relating | to political organizations? | | | |
| a | Trans | fers from the reporting of | organization to a | nonchantable ex | empt organization o | of: | | | | L; |
| | (1) C | ash | | | | | | 1a(1) | | X |
| | | | | | | | | 1a(2) | | X |
| b | | transactions: | | | | | | | | |
| | (1) S | ales of assets to a noncl | naritable exempt of | organization | | | | 1b(1) | | X |
| | | | | | | | | 1b(2) | | X |
| | | | | | | | | 1b(3) | | X |
| | | | | | | | | $\overline{}$ | | X |
| | | | | | | | | , | | X |
| | | | | | | | | • | | X |
| _ | | | | | | | | | | X |
| | | | | | | | | _ ! 6 | | _ <u>^ </u> |
| u | | • | | • | - | | ould always show the fair market | | | |
| | | - | _ | - | | _ | anization received less than fair | | | |
| | | • | n or snaring arra | ngement, snow i | n column (a) the va | aiue or in | e goods, other assets, or services | | | |
| | receiv | | (2) \$12.006. | | | (4) D | | | | |
| (a) L | ine no | (b) Amount involved | (c) Name of | nonchantable exer | npt organization | (0) D6 | escription of transfers, transactions, and shar | ing arra | ngeme | nts |
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| | | | | | | | | | | |
| 2 a | Is the | organization directly or i | indirectly affiliate | d with, or relate | d to, one or more to | ax-exemn | t organizations | | | |
| | | | • | | | • | | | sΣ | No. |
| h | | s," complete the following | | | (0)(0)) 01 111 000001 | . 02. | | | · | 3 |
| | 11 10. | (a) Name of organization | | (b) Tv | pe of organization | 1 | (c) Description of relations | aıd | | |
| | | (-) / 10.00 | | (-/./ | P 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 | | (,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | | | |
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| | Under belief. | penalties of perjury, I decl it is true, correct, and comp | are that I have ex plete Declaration o | amined this return Deparer (other t | i, including accompa han taxpayer or fiducia | anying sch ary) is base | nedules and statements, and to the best of ed on all information of which preparer has any | my kr knowle | iowledg dge | ge and |
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| (| \ - | gial | // / _ | genson | | 15-5 | - OG NIDECTOD | | | |
| Sign Here | Sı | gnature of officer or trustee | / | / | | | | | | |
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| 딞 | ۳ ک | Preparer's // | | Ral | | | | | | |
| Š | P 등 전 | signature | Max. | 12cha | n | | | | | |
| 1 | Paid Preparer's Use Only | Firm's name (or yours if | BANK (| F AMERICA | , N. | | | | | |
| | ₹ ⊃ | self-employed), address, | | 30X 831041 | | | | | | |
| | | and ZIP code | DALLAS | | | | | | | |
| | _ | <u> </u> | | | | | | | | |

Schedule B

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

Department of the Treasury Internal Revenue Service Name of organization

Schedule of Contributors

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

OMB No 1545-0047

2005

Employer identification number

LESLEY FAMILY FOUNDATION, INC. 75-2936755 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 501(c)(3) exempt private foundation Form 990-PF 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 -|X| For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.) Special Rules -For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test under Regulations sections 1.509(a)-3/1.170A-9(e) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.) For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III.) For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the Parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they must check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF). For Panerwork Reduction Act Notice, see the Instructions Schedule B (Form 990, 990-EZ, or 990-PF) (2005) for Form 990, Form 990-EZ, and Form 990-PF.

of Part I

Name of organization LESLEY FAMILY FOUNDATION, INC Employer identification number 75-2936755

| EMMILL FOUNDATION, | INC. | 13-23301 |
|--------------------|------|----------|
| | | |
| | | |

| Part I | Contributors (See Specific Instructions.) | | |
|------------|---|--------------------------------|---|
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
| _1_ | SARAH A. LESLEY CHAR TR 52-7165952 P. O. BOX 831041 DALLAS, TX 75283-1041 | | Person X Payroll Noncash (Complete Part II if there is a noncash contribution.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
| | | | Person Payroll Noncash (Complete Part II if there is a noncash contribution.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
| | | | Person Payroll Noncash (Complete Part II if there is a noncash contribution.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
| | | _ | Person Payroll Noncash (Complete Part II if there is a noncash contribution.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
| | | | Person Payroll Noncash (Complete Part II if there is a noncash contribution.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
| | | | Person Payroll Noncash (Complete Part II if there is a noncash contribution.) |

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

| NAME AND ADDRESS | DATE | INDIRECT PUBLIC SUPPORT |
|---|------------------|-------------------------------|
| | | |
| SARAH A. LESLEY CHAR TR 52-710 P. O. BOX 831041 DALLAS, TX 75283-1041 | 65952 12/30/2005 | 847,380. |
| | | |
| TOTAL CONTRIBUT | ION AMOUNTS | 847,380. |
| | | ============== |

22

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| | | |
| COLUMBIA LARGE CAP VALUE FUND CLASS Z SH COLUMBIA LARGE CAP INDEX FUND CLASS Z SH COLUMBIA MULTI-ADVISOR INTL EQUITY FUND COLUMBIA MID CAP VALUE FUND CLASS Z SHAR COLUMBIA CASH RESERVES TRUST CLASS FEDERAL HOME LN MTG CORP MTN CALL 9/1/05 FEDERAL FARM CR BKS CONS BD FEDERAL HOME LN MTG CORP NT FEDERAL HOME LN MTG CORP DEB FEDERAL NATL MTG ASSN MTN FEDERAL NATL MTG ASSN BENCHMARK NT CALL FEDERAL NATL MTG ASSN BENCHMARK NT FEDERAL NATL MTG ASSN MTN SER 1 FEDERAL NATL MTG ASSN MTN CALL 11/28/03 NATIONS VALUE FUND PRIMARY A SHARES NATIONS CASH RESERVES TRUST CLASS NATION MIDCAP VALUE FUND PRIMARY A SHARE | 7,188. 707. 5,255. 4,515. 2,550. 2,884. 2,188. 2,625. 2,939. 2,613. 3,897. 3,200. 2,193. 9,255. | 7,610. 7,188. 707. 5,255. 4,515. 2,550. 2,884. 2,188. 2,625. 2,939. 2,613. 3,897. |
| UNITED STATES TREAS NT DTD 04/30/03 1.62 | 2,031. | |
| | | |
| TOTAL | 65,356. | 65 , 356. |
| | | |

FORM 990PF, PART I - LEGAL FEES

| DESCRIPTION | | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|--------------------------------------|--------|--------------------------------|-----------------------------|---------------------------|------------------------|
| LEGAL FEE- BISIGNANO & HARRISON, LLP | | 15,073. | | | 15,073. |
| | TOTALS | 15,073. | NONE | NONE | 15,073. |
| | | =========== | | ======== | |

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| | | REVENUE | |
|---|--------|-----------|------------|
| | | AND | NET |
| | | EXPENSES | INVESTMENT |
| DESCRIPTION | | PER BOOKS | INCOME |
| | | | |
| INVESTMENT MGMT FEE- BANK OF AMERICA | | 1,229. | 1,229. |
| | TOTALS | 1,229. | 1,229. |
| | | ======== | |

FORM 990PF, PART I - TAXES

| | ========== | ========= |
|----------------------------|-----------------|------------|
| TOTALS | 942. | 418. |
| FEDERAL ESTIMATES - INCOME | 368. | |
| EXCISE TAX - PRIOR YEAR | 156. | |
| FOREIGN TAXES | 418. | 418. |
| | | |
| DESCRIPTION | PER BOOKS | INCOME |
| | EXPENSES | INVESTMENT |
| | AND | NET |
| | REVENUE | |

FORM 990PF, PART I - OTHER EXPENSES

| | ==: | ======================================= | ======================================= |
|---------------------|--------|---|---|
| | TOTALS | 8,508. | 229. |
| EXPENSE | | | |
| OTHER NON-ALLOCABLE | | 8,279. | |
| FEE - CT CORP | | | |
| CORP REPRESENTATION | | 229. | 229. |
| DESCRIPTION | | REVENUE AND EXPENSES PER BOOKS | CHARITABLE PURPOSES |

28

75-2936755

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

| DESCRIPTION | BEGINNING BOOK VALUE | ENDING BOOK VALUE | ENDING FMV |
|--|-------------------------|----------------------------------|---------------------------------|
| | | | |
| FHLMC 2.875% DUE 12/15/06 US TREAS NOTE 1.625% 04/30/05 FHLMC DEB 1.75% DUE 05/15/05 | 250,078. 250,155. | 99,465. | 98,250. |
| FNMA 2.625% DUE 11/15/06 FNMA 3.200% DUE 11/28/08 | 100,886. 100,000. | 100,886. | 98,219. |
| FFCB CONS 2.550% DUE 02/27/07 FNMA 3.125% DUE 12/15/07 FNMA 3.875% DUE 11/17/08 | 100,500. | 100,500. 98,448. 99,503. | 97,438. 97,031. 97,500. |
| FNMA 3.200% DUE 11/28/08 FHLMC 4.125% DUE 09/01/09 FNMA 3.875% DUE 02/15/10 | | 100,000. 199,652. 198,682. | 95,969. 195,550. 193,626. |
| TOTALS | 801,619. | 997,136. | 973,583. |

FORM 990PF, PART II - OTHER INVESTMENTS

| DESCRIPTION | BEGINNING BOOK VALUE | ENDING BOOK VALUE | ENDING FMV |
|--|---|--|--|
| COLUMBIA MIDCAP VALUE FUND COLUMBIA LARGE CAP VALUE FUND COLUMBIA SMALL CAP GROWTH FUND COLUMBIA MULTI-ADVISORY INT'L COLUMBIA LARGECAP INDEX FUND COLUMBIA MARSICO GROWTH FUND COLUMBIA MARSICO MIDCAP GROWTH | 133,370. 106,901. 84,878. 211,724. 508,097. 113,283. | 133,370. 265,651. 84,878. 244,224. 498,799. 272,033. 33,000. | 146,476. 302,515. 95,912. 336,636. 595,060. 317,820. 35,237. |
| TOTALS | 1,158,253. | 1,531,955. | 1,829,656. |

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

DESCRIPTION AMOUNT MUTUAL FUND ADJUSTMENT - 2004 338. TOTAL 338.

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

| DESCRIPTION | | AMOUNT |
|--|-------|--------------|
| MUTUAL FUND ADJUSTMENT - 2005 NET ROUNDING DIFFERENCE | | 1,950. 2. |
| | TOTAL | 1,952. |

STATE(S) WHERE THE FOUNDATION IS REGISTERED

TX

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

NAME AND ADDRESS

DATE

INDIRECT PUBLIC SUPPORT

SARAH A. LESLEY CHAR TR 52-7165952 12/30/2005

847,380.

P. O. BOX 831041

DALLAS, TX 75283-1041

TOTAL CONTRIBUTION AMOUNTS

847,380.

34

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

| NAME AND ADDRESS | TITLE AND TIME DEVOTED TO POSITION |
|--|---------------------------------------|
| SARAH A. KEEYES; C/O BOA 5500 PRESTON RD, SUITE B DALLAS, TX 75205-2653 | DIRECTOR PART-TIME |
| JOSEPH D. LESLEY; C/O BOA 5500 PRESTON RD, SUITE B DALLAS, TX 75205-2653 | DIRECTOR PART-TIME |
| SAMMY JOE RAMSEY; C/O BOA 5500 PRESTON RD, SUITE B DALLAS, TX 75205-2653 | DIRECTOR PART-TIME |

GRAND TOTALS

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

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

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

RELATIONSHIP TO SURSTANTIAL CONTRIBUTOR

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|--|--|--|------------|
| INTERNATIONAL EXOTIC FELINE SANCTUARY, INC. P.O. BOX 637, HWY 114 W BOYD, TX 76023 | NONE PUBLIC 501(C)(3) | UNRESTRICTED CONTRIBUTION | 25,000. |
| TEXAS PYTHIAN HOME P.O. BOX 239 WEATHERFORD, TX 76086 | NONE PUBLIC 501(C)(3) | UNRESTRICTED CONTRIBUTION | 23,000. |
| BOOKER T WASHINGTON HIGH SCHOOL FOR THE VISUAL & PERFORMING ARTS; 2501 FLORA ST DALLAS, TX 75201 | NONE EXEMPT - GOV'T | PERFORMING ARTS MAGNET BUILDING CAMPAIGN | 50,000. |
| | | TOTAL CONTRIBUTIONS PAID | 98,000. |

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

| Kind of Property | | Description | | | | | Date acquired | Date sold | old |
|---|------------|----------------------------|---------------------|---------------------|--------------------|----|---------------|-----------|-----|
| Gross sale Depreciation price less allowed/ | | Cost or other | FMV as of | Adj. basis as of | Excess of FMV over | ۲ | Gain or | | |
| expenses of sale | allowable | basis | 12/31/69 | 12/31/69 | adi basis | H | (loss) | | |
| | | TOTAL SHORT | -TERM CAPI | TAL GAIN DI | VIDENDS | | 3,877. | | |
| | | TOTAL LONG- | TERM CAPITA | AL GAIN DIV | IDENDS | | 27,149. | | |
| | | 250000. FED | | | DEB | E | 04/24/2003 | 05/15/ | 200 |
| 250,000. | | 250,154. | ID. DECORT | | -154. | | | | |
| | | 422.654 NAT PROPERTY TY | | | D PRIMAR | E | 02/24/2004 | 03/07/ | 200 |
| 10,000. | | 9,298. | PE: SECURI. | 1169 | | | 702. | | |
| | | | | | TD 04/30 | E | 04/24/2003 | 04/30/ | 200 |
| 250,000. | | PROPERTY TY 250,078. | PE: SECURI | LIES | | | -78. | | |
| | | | | | | | | | |
| OTAL GAIN(L | oss) | | • • • • • • • • • • | | | | 31,496. | | |
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