

# INTERNAL REVENUE SERVICE

OMB No 1545-0052

## 2013

Open to Public Inspection

Form **990-PF**

### Return of Private Foundation

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

▶ 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](http://www.irs.gov/form990pf)

Department of the Treasury  
Internal Revenue Service

**For calendar year 2013 or tax year beginning , 2013, and ending , 20**

Name of foundation <b>LESLEY FAMILY FOUNDATION, INC.</b>		<b>A Employer identification number</b> 75-2936755
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	<b>B Telephone number (see instructions)</b> 800-357-7094
City or town, state or province, country, and ZIP or foreign postal code <b>DALLAS, TX 75283-1041</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply:		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>12,006,102.</b>		<b>J</b> 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)
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule) . . . . .	847,380.			
<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch B . . . . .				
<b>3</b> Interest on savings and temporary cash investments . . . . .				
<b>4</b> Dividends and interest from securities . . . . .	239,647.	239,647.		STMT 1
<b>5a</b> Gross rents . . . . .				
<b>b</b> Net rental income or (loss) . . . . .				
<b>6a</b> Net gain or (loss) from sale of assets not on line 10 . . . . .	173,387.			
<b>b</b> Gross sales price for all assets on line 6a <b>1,690,483.</b>				
<b>7</b> Capital gain net income (from Part IV, line 2) . . . . .		173,387.		
<b>8</b> Net short-term capital gain . . . . .				
<b>9</b> Income modifications . . . . .				
<b>10 a</b> Gross sales less returns and allowances . . . . .				
<b>b</b> Less Cost of goods sold . . . . .				
<b>11</b> <del>RE</del> Gross profit or (loss) (attach schedule) . . . . .				
<b>11</b> <del>Other income</del> (attach schedule) . . . . .				
<b>12</b> Total. Add lines 11 through 11 . . . . .	1,260,414.	413,034.		
<b>13</b> Compensation of officers, directors, trustees, etc. . . . .	24,465.	14,679.		9,786.
<b>14</b> Other employee salaries and wages . . . . .				
<b>15</b> Pension plans; employee benefits . . . . .				
<b>16 a</b> Legal fees (attach schedule) . . . . .				
<b>b</b> Accounting fees (attach schedule) STMT 2 . . . . .	1,300.	NONE	NONE	1,300.
<b>c</b> Other professional fees (attach schedule) . . . . .				
<b>17</b> Interest . . . . .				
<b>18</b> Taxes (attach schedule) (see instructions) STMT 3 . . . . .	1,555.	1,420.		
<b>19</b> Depreciation (attach schedule) and depletion . . . . .				
<b>20</b> Occupancy . . . . .				
<b>21</b> Travel, conferences, and meetings . . . . .				
<b>22</b> Printing and publications . . . . .				
<b>23</b> Other expenses (attach schedule) STMT 4 . . . . .	65.			65.
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23 . . . . .	27,385.	16,099.	NONE	11,151.
<b>25</b> Contributions, gifts, grants paid . . . . .	460,000.			460,000.
<b>26</b> Total expenses and disbursements. Add lines 24 and 25 . . . . .	487,385.	16,099.	NONE	471,151.
<b>27</b> Subtract line 26 from line 12:				
<b>a</b> Excess of revenue over expenses and disbursements . . . . .	773,029.			
<b>b</b> Net investment income (if negative, enter -0-) . . . . .		396,935.		
<b>c</b> Adjusted net income (if negative, enter -0-) . . . . .				

ENVELOPE MARK DATE MAY 14 2014

SCANNED MAY 28 2014

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Operating and Administrative Expenses

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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 . . . . .		NONE	
	2	Savings and temporary cash investments . . . . .	1,060,673.	1,162,317.	1,162,317.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶		NONE	
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶		NONE	
	5	Grants receivable . . . . .		NONE	
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .		NONE	
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use . . . . .		NONE	
	9	Prepaid expenses and deferred charges . . . . .		NONE	
	10 a	Investments - U S and state government obligations(attach schedule), . . . . .	1,612,082.	1,600,070.	1,582,868.
	b	Investments - corporate stock (attach schedule) . . . . .		NONE	
	c	Investments - corporate bonds (attach schedule), . . . . .	1,515,489.	2,036,090.	2,014,272.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans . . . . .		NONE	
	13	Investments - other (attach schedule) . . . . .	4,514,579.	4,677,791.	7,246,645.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
15	Other assets (describe ▶ )		NONE		
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	8,702,823.	9,476,268.	12,006,102.	
Liabilities	17	Accounts payable and accrued expenses . . . . .		NONE	
	18	Grants payable . . . . .		NONE	
	19	Deferred revenue . . . . .		NONE	
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .		NONE	
	21	Mortgages and other notes payable (attach schedule) . . . . .		NONE	
	22	Other liabilities (describe ▶ )		NONE	
	23	<b>Total liabilities</b> (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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	8,702,823.	9,476,268.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	8,702,823.	9,476,268.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	8,702,823.	9,476,268.		

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 8,702,823.
2	Enter amount from Part I, line 27a . . . . .	2 773,029.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3 1,610.
4	Add lines 1, 2, and 3 . . . . .	4 9,477,462.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5 1,194.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 9,476,268.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a</b> 1,690,483.		1,517,096.	173,387.	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>			173,387.	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>2</b> 173,387.
<b>3</b> 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 }		<b>3</b>

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

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

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

Was the 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))
2012	423,503.	8,985,058.	0.047134
2011	351,740.	8,102,168.	0.043413
2010	261,570.	6,907,984.	0.037865
2009	320,201.	5,631,868.	0.056855
2008	263,027.	5,619,595.	0.046805

  

<b>2</b> Total of line 1, column (d)	<b>2</b> 0.232072
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b> 0.046414
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b> 10,602,736.
<b>5</b> Multiply line 4 by line 3	<b>5</b> 492,115.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b> 3,969.
<b>7</b> Add lines 5 and 6	<b>7</b> 496,084.
<b>8</b> 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.	<b>8</b> 471,151.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Values include 7,939, NONE, 2,000, and 5,939.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include Yes and No. Includes questions about political campaigns, Form 1120-POL, and substantial contributors. Values include X and TX.

**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		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		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . Website address ► NONE	13	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 ► 75202-3714			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . and enter the amount of tax-exempt interest received or accrued during the year . . . . .	15		
16	At any time during calendar year 2013, 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? . . . . . See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes	No

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the 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.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . Organizations relying on a current notice regarding disaster assistance check here . . . . . <input checked="" type="checkbox"/>	1b	
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 2013? . . . . .	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) . . . . .	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 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 2013) . . . . .	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

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

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

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

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

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

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  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
SARAH A. KEEYES; C/O BOA P.O. BOX 830241, DALLAS, TX 75283-0241	DIRECTOR 1	-0-	-0-	-0-
JOSEPH D. LESLEY; C/O BOA P.O. BOX 830241, DALLAS, TX 75283-0241	DIRECTOR 1	-0-	-0-	-0-
SAMMY JOE RAMSEY; C/O BOA 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	24,465.	-0-	-0-

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

**Total number of others receiving over \$50,000 for professional services** . . . . . **NONE**

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2 NONE	
All other program-related investments See instructions	
3 NONE	
<b>Total.</b> Add lines 1 through 3 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	10,389,518.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	374,681.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	10,764,199.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	10,764,199.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	161,463.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	10,602,736.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	530,137.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	530,137.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	7,939.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	7,939.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	522,198.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	522,198.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	522,198.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	<b>1a</b>	471,151.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	471,151.
<b>5</b>	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)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	471,151.

**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 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				522,198.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only . . . . .			371,799.	
<b>b</b> Total for prior years 20 <u>11</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .		NONE		
<b>3</b> Excess distributions carryover, if any, to 2013.				
<b>a</b> From 2008 . . . . .	NONE			
<b>b</b> From 2009 . . . . .	NONE			
<b>c</b> From 2010 . . . . .	NONE			
<b>d</b> From 2011 . . . . .	NONE			
<b>e</b> From 2012 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ <u>471,151.</u>				
<b>a</b> Applied to 2012, but not more than line 2a . . . . .			371,799.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2013 distributable amount . . . . .				99,352.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2013 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	NONE			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				422,846.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9.				
<b>a</b> Excess from 2009 . . . . .	NONE			
<b>b</b> Excess from 2010 . . . . .	NONE			
<b>c</b> Excess from 2011 . . . . .	NONE			
<b>d</b> Excess from 2012 . . . . .	NONE			
<b>e</b> Excess from 2013 . . . . .	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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplementary Information (Complete this part only if the 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
<b>a Paid during the year</b>				
TEXAS CHRISTIAN UNIVERSITY TCU BOX 297011 FORT WORTH TX 76129	N/A	PC	SUPPORT WEBSITE DESIGN AND DEVELOPMENT	130,000.
PROMISE HOUSE 224 W PAGE AVE DALLAS TX 75208-6631	N/A	PC	SUPPORT COMMUNITY COUNSELING PROGRAM	20,000.
FURRY FRIENDZY 9363 COUNTY RD 113 KAUFMAN TX 75142-8436	N/A	PC	SUPPORT CAPITAL PROJECT	125,000.
BOULDER ELKS YOUTH SERVICES INC. P.O. BOX 978 BOULDER CO 80305-0978	N/A	PC	SUPPORT SWIM TEAM KAUAI TRIP	20,000.
GREAT PLAINS RESTORATION COUNCIL P.O. BOX 1206 FORT WORTH TX 77219	N/A	PC	FOR PROFESSIONAL DEVELOPEMENT & YOUTH EVENT	35,000.
HULA PRESERVATION SOCIETY 1150 S KING ST # 605 HONOLULU HI 96814	N/A	PC	19TH & 20TH CENTURY HAWAII & HULA HISTORY	130,000.
<b>Total</b> .....				<b>460,000.</b>
<b>b Approved for future payment</b>				
<b>Total</b> .....				<b>3b</b>





**Schedule of Contributors**

**2013**

▶ **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](http://www.irs.gov/form990)

Name of the organization  <u>LESLEY FAMILY FOUNDATION, INC.</u>	Employer identification number  <u>75-2936755</u>
---	---

**Organization type** (check one):

**Filers of:**

**Section:**

Form 990 or 990-EZ

501(c)( ) (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

**General Rule**

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

**Special Rules**

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

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

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

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

<b>Name of organization</b> LESLEY FAMILY FOUNDATION, INC.	<b>Employer identification number</b> 75-2936755
---	---

**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	SARAH A. 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	27.	27.
FOREIGN DIVIDENDS	11,540.	11,540.
DOMESTIC DIVIDENDS	67,932.	67,932.
OTHER INTEREST	117,656.	117,656.
FOREIGN INTEREST	1,003.	1,003.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	36,141.	36,141.
ACCRUED MARKET DISCOUNT INTEREST	59.	59.
NONQUALIFIED DOMESTIC DIVIDENDS	5,289.	5,289.
	-----	-----
TOTAL	239,647.	239,647.
	=====	=====



FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	1,300.			1,300.
TOTALS	1,300.	NONE	NONE	1,300.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EXCISE TAX ESTIMATES	135.	
FOREIGN TAXES ON QUALIFIED FOR	1,420.	1,420.
	-----	-----
TOTALS	1,555.	1,420.
	=====	=====

LESLEY FAMILY FOUNDATION, INC.

75-2936755

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
-----	-----
MUTUAL FUND ADJUSTMENT - 2012	242.
PURCHASED ACCRUED INTEREST - 2011	1,275.
YEAR END SALES ADJUSTMENT - 2013	76.
YEAR END SALES ADJUSTMENT - 2012	17.
TOTAL	----- 1,610. =====

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

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND ADJUSTMENT - 2013	707.
NET FACTORING ADJUSTMENT	35.
PURCHASED ACCRUED INTEREST - 2012	452.
	-----
TOTAL	1,194.
	=====

LESLEY FAMILY FOUNDATION, INC.

75-2936755

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

=====

NAME AND ADDRESS

-----

SARAH A. LESLEY CHAR TRUST  
P.O. BOX 831041  
DALLAS, TX 75283-1041

STATEMENT 7

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

75-2936755

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

FORM, INFORMATION AND MATERIALS:

LESLEY FAMILY FOUNDATION GRANT APPLICATION MAY BE OBTAINED FROM THE  
CONTACT NAMED ABOVE

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

RESTRICTED TO ORGANIZATIONS DESCRIBED IN IRS SECTION 501(C)(3)

## LESLEY FAMILY FOUNDATION INC.

75-2936755

## Balance Sheet

12/31/2013

Bank of America



Cusip	Asset	Units	Basis	Market Value
020002AR2	ALLSTATE CORP	40000.000	44,452.50	41,106.40
03523TAV0	ANHEUSER BUSCH INBEV	40000.000	46,356.55	45,268.40
00206RAR3	AT&T INC	40000.000	49,350.50	45,854.40
06406HBM0	BANK NEW YORK INC	40000.000	46,337.95	45,446.80
071813BL2	BAXTER INTL INC	40000.000	39,392.00	38,214.00
075887AU3	BECTON DICKINSON & CO	40000.000	47,813.85	44,850.80
084664BQ3	BERKSHIRE HATHAWAY FIN CORP	40000.000	40,310.75	42,507.60
09247XAJ0	BLACKROCK INC	40000.000	42,161.60	39,563.60
097023AZ8	BOEING CO	40000.000	48,953.20	44,597.60
166751AJ6	CHEVRON CORP	40000.000	42,076.60	45,372.40
17275RAC6	CISCO SYS INC	40000.000	41,129.65	44,005.20
172967CK5	CITIGROUP INC	40000.000	39,453.85	40,584.40
19765E823	CMG ULTRA SHORT TERM BOND	12763.596	115,000.00	114,744.73
191216AK6	COCA-COLA CO	40000.000	42,063.15	45,543.60
197199409	COLUMBIA ACORN FUND	10811.490	308,989.93	403,484.81
19765N245	COLUMBIA DIVIDEND INCOME FUND	67996.414	904,228.83	1,246,374.27
19765H321	COLUMBIA LARGE CAP INDEX FUND	58293.081	1,335,009.13	2,079,314.20
19765Y688	COLUMBIA SELECT LARGE CAP	101946.697	991,286.73	1,961,454.45
20030NBD2	COMCAST CORP NEW	40000.000	41,771.60	38,172.00
209111EN9	CONSOLIDATED EDISON CO NY INC	40000.000	46,922.80	44,652.40
22541LBK8	CREDIT SUISSE FIRST BOSTON USA	40000.000	43,818.55	42,864.40
24422EQV4	DEERE JOHN CAP CORP	40000.000	48,846.80	46,450.80
263534BX6	DU PONT E I DE NEMOURS & CO	40000.000	45,211.05	41,950.00
3133X7FK5	FEDERAL HOME LN BK	155000.000	167,006.57	158,648.70
3128M1LH0	FEDERAL HOME LN MTG CORP	13577.432	13,802.33	14,768.04
3134A4VC5	FEDERAL HOME LN MTG CORP	155000.000	167,854.21	164,752.60
3137EACA5	FEDERAL HOME LN MTG CORP	155000.000	167,905.71	168,945.35
31359MW41	FEDERAL NATL MTG ASSN	155000.000	179,187.67	173,897.60
31398ADM1	FEDERAL NATL MTG ASSN	155000.000	172,440.08	177,244.05
31412SQW8	FEDERAL NATL MTG ASSN	23955.972	24,682.12	25,928.99
31417A6X2	FEDERAL NATL MTG ASSN	180902.550	190,767.40	184,802.81
36962G5J9	GENERAL ELEC CAP CORP	40000.000	41,581.85	43,578.00
38143UAW1	GOLDMAN SACHS GROUP INC	40000.000	39,599.20	41,271.60
406216BD2	HALLIBURTON CO	40000.000	38,635.60	38,774.80



**LESLEY FAMILY FOUNDATION INC.**  
**75-2936755**  
**Balance Sheet**  
**12/31/2013**



<u>Cusip</u>	<u>Asset</u>	<u>Units</u>	<u>Basis</u>	<u>Market Value</u>
437076AW2	HOME DEPOT INC	40000 000	45,123.00	43,198.80
438516AX4	HONEYWELL INTL INC	40000.000	41,139 60	45,216.40
458140AJ9	INTEL CORP	40000 000	42,982 65	39,739.60
459200GJ4	INTERNATIONAL BUSINESS MACHS	35000.000	35,745.50	40,190 50
464287655	ISHARES RUSSELL 2000 ETF	3891 000	232,733.28	448,865 76
47803W406	JOHN HANCOCK FDS III DISCIPLINED	20673.286	244,358.24	375,013 41
46625HJE1	JPMORGAN CHASE & CO	40000 000	40,960 80	38,332.80
548661CW5	LOWES COS INC	40000.000	42,335.65	38,785.60
58013MEB6	MCDONALDS CORP	40000 000	42,515 30	46,116 80
589331AK3	MERCK & CO INC	40000.000	44,010.05	41,982.80
59156RAU2	METLIFE INC	40000.000	46,645 80	45,481 20
683234YB8	ONTARIO PROV CDA	40000 000	44,872.00	43,248.00
68380L407	OPPENHEIMER INTL GROWTH FUND	8077 544	300,000 00	308,239 08
68402LAC8	ORACLE CORP / OZARK HLDG INC	40000.000	41,427.10	43,664.00
713448BR8	PEPSICO INC	40000.000	42,668 80	40,046.00
742718DA4	PROCTER & GAMBLE CO	40000.000	43,133 15	41,136.40
74432QAE5	PRUDENTIAL FINL INC	40000 000	39,815 45	41,277.60
822582AX0	SHELL INTL FIN B V	40000.000	38,790 00	38,986.00
87612EAV8	TARGET CORP	40000 000	42,037.60	42,169 60
885215566	THORNBURG INTL VALUE FUND	9642 979	246,185.25	309,153 91
904764AK3	UNILEVER CAPITAL CORP	35000.000	36,931 30	39,171.30
912828CJ7	UNITED STATES TREAS NT	455000.000	468,369 72	462,712.25
912828EE6	UNITED STATES TREAS NT	50000 000	55,236.00	53,193.50
912828JH4	UNITED STATES TREAS NT	75000.000	78,082 23	83,185.50
912828PX2	UNITED STATES TREAS NT	130000.000	143,987.89	140,288.20
913017BM0	UNITED TECHNOLOGIES CORP	40000 000	44,173.65	45,582 40
92343VAC8	VERIZON COMMUNICATIONS INC	40000 000	45,392.10	43,744.80
931142CJ0	WAL-MART STORES INC	40000.000	43,992.05	46,223.60
94974BEV8	WELLS FARGO & CO	40000.000	45,907.05	43,849 20
	Cash/Cash Equivalent	1162316.790	1,162,316.79	1,162,316 79
		<b>Totals:</b>	<b>9,476,268 31</b>	<b>12,006,101.58</b>