

Return of Private Foundation

OMB No 1545-0052

Form 990-PF

Department of the Treasury Internal Revenue Service

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

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

2006

For calendar year 2006, or tax year beginning , 2006, and ending

G Check all that apply: Initial return Final return Amended return Address change Name change

Name of foundation: HATTIE MAE LESLEY FOUNDATION, INC. (30-01-100-0421875)
A Employer identification number: 75-2936754
B Telephone number: (800) 357-7094
C If exemption application is pending, check here
D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation
E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,267,765.
J Accounting method: [X] Cash [] Accrual
[] Other (specify)
(Part I, column (d) must be on cash basis.)

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include contributions, dividends, net rental income, capital gain, operating and administrative expenses, and total expenses.

SCANNED JUN 01 2007 Revenue

Operating and Administrative Expenses

POSTMARK RECEIVED MAY 15 07 MAY 21 07 IRS-COOPER

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	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		890,231.	1,362,060.	1,362,060.
	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 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) STMT 8		1,496,604.	1,897,452.	1,881,518.
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule) STMT 9		1,541,528.	1,541,528.	2,024,187.
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see page 17 of the instructions. Also, see page 1, item I)		3,928,363.	4,801,040.	5,267,765.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Organizations 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				
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		3,928,363.	4,801,040.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see page 18 of the instructions)		3,928,363.	4,801,040.	
31	Total liabilities and net assets/fund balances (see page 18 of the instructions)		3,928,363.	4,801,040.		

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 3,928,363.
2	Enter amount from Part I, line 27a	2 874,522.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3 436.
4	Add lines 1, 2, and 3	4 4,803,321.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5 2,281.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 4,801,040.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) 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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	62,894.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 18 of the instructions). If (loss), enter -0- in Part I, line 8 }					

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 page 19 of 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))
2005	116,861.	3,340,991.	0.03497794517
2004	82,165.	2,423,633.	0.03390158493
2003	69,840.	1,537,015.	0.04543872376
2002	5,792.	1,097,821.	0.00527590563
2001		168,317.	
2 Total of line 1, column (d)			2 0.11959415949
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.02391883190
4 Enter the net value of noncharitable-use assets for 2006 from Part X, line 5			4 4,344,707.
5 Multiply line 4 by line 3			5 103,920.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,947.
7 Add lines 5 and 6			7 105,867.
8 Enter qualifying distributions from Part XII, line 4			8 160,923.

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 on page 19

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 19 of the instructions)

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments, total credits, and tax due. Total tax due is 983.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation, political purposes, filing Form 1120-POL, tax on political expenditures, reimbursement, IRS reporting, unrelated business income, liquidation, requirements of section 508(e), assets, states reported to, private operating foundation status, and substantial contributors. Includes Yes/No columns and checkboxes.

Part VII-A Statements Regarding Activities Continued

11a	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)			X
b	If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?			
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ NONE		X	
14	The books are in care of ▶ BANK OF AMERICA, N.A. Telephone no. ▶ (214) 559-6304 Located at ▶ 5500 PRESTON RD, SUITE B DALLAS, TX ZIP + 4 ▶ 75205-2653			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-F in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrues during the year ▶ 15			

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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2006?		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 2006, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2006? <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 page 22 of the instructions.)		N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a	Did the 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 2006 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 2006.)		N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2006?		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 page 23 of the instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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 **6b** X

If you answered "Yes" to 6b, also 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 **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 23 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 24 of the 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 page 24 of the 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 page 24 of the instructions)

Describe the two largest program-related investments made up by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2 NONE	
All other program-related investments. See page 25 of the instructions.	
3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 25 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,410,870.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	4,410,870.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,410,870.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 26 of the instructions)	4	66,163.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,344,707.
6	Minimum investment return. Enter 5% of line 5	6	217,235.

Part XI Distributable Amount (see page 26 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	217,235.
2a	Tax on investment income for 2006 from Part VI, line 5	2a	1,947.
b	Income tax for 2006. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,947.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	215,288.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	215,288.
6	Deduction from distributable amount (see page 26 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	215,288.

Part XII Qualifying Distributions (see page 26 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	160,923.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	160,923.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 27 of the instructions)	5	1,947.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	158,976.

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 page 27 of the instructions)

	(a) Corpus	(b) Years prior to 2005	(c) 2005	(d) 2006
1 Distributable amount for 2006 from Part XI, line 7				215,288.
2 Undistributed income, if any, as of the end of 2005				
a Enter amount for 2005 only			148,042.	
b Total for prior years <u>2004</u>		NONE		
3 Excess distributions carryover, if any, to 2006:				
a From 2001	NONE			
b From 2002	NONE			
c From 2003	NONE			
d From 2004	NONE			
e From 2005	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2006 from Part XII, line 4: ▶ \$ <u>160,923.</u>				
a Applied to 2005, but not more than line 2a			148,042.	
b Applied to undistributed income of prior years (Election required - see page 27 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 27 of the instructions)	NONE			
d Applied to 2006 distributable amount				12,881.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2006 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE	
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions			NONE	
e Undistributed income for 2005 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2006. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2007				202,407.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 28 of the instructions)	NONE			
8 Excess distributions carryover from 2001 not applied on line 5 or line 7 (see page 28 of the instructions)	NONE			
9 Excess distributions carryover to 2007. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2002	NONE			
b Excess from 2003	NONE			
c Excess from 2004	NONE			
d Excess from 2005	NONE			
e Excess from 2006	NONE			

Part XIV Private Operating Foundations (see page 28 of the instructions and Part VII-A, question 9) NOT APPLICABLE

Table with columns for Tax year (a) 2006, Prior 3 years (b) 2005, (c) 2004, (d) 2003, and (e) Total. Rows include questions 1a-1b, 2a-2e, 3a-3c, and 3d-3f regarding private operating foundation status and alternative tests.

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year - see page 28 of the 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:
SEE STATEMENT 15

b The form in which applications should be submitted and information and materials they should include:
SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:
SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i></p> <p>SEE STATEMENT 18</p>				
Total				▶ 3a 148,000.
<p><i>b Approved for future payment</i></p>				
Total				▶ 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business Code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include categories like Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, etc.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

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

NOT APPLICABLE

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

2 a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [] Yes [X] No

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Signature of officer or trustee: Sam Ramsey

Sign Here

Preparer's signature: Nina L. Behan
Firm's name (or yours if self-employed), address, and ZIP code: BANK OF AMERICA, N. P.O. BOX 831041 DALLAS, TX

5-15-07 DIRECTOR

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					63,780.	
100,000.00		100,000.00				P 02/11/2005	12/15/2006	
		100000. FEDERAL HOME LN MTG CORP NT PROPERTY TYPE: SECURITIES						
100,000.00		100,886.00				P 02/23/2004	11/15/2006	
		100000. FEDERAL NATL MTG ASSN MTN PROPERTY TYPE: SECURITIES						
100,000.00		100,000.00				P 05/17/2005	05/31/2006	
		100000. UNITED STATES TREAS NTS DTD 06/0 PROPERTY TYPE: SECURITIES						
TOTAL GAIN(LOSS)							----- 62,894. =====	

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

CONTRIBUTOR NAME:

JOSEPH D. LESLEY CHAR TR 52-7165953

CONTRIBUTOR ADDRESS:

P.O. BOX 831041

DALLAS, TX 75283-1041

CONTRIBUTION DATE:

12/29/2006

INDIRECT PUBLIC SUPPORT 847,380.

TOTAL INDIRECT SUPPORT: 847,380.

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	5,619.	5,619.
COLUMBIA LARGE CAP INDEX FUND CLASS Z SH	11,781.	11,781.
COLUMBIA MULTI-ADVISOR INTL EQUITY FUND	18,528.	18,528.
COLUMBIA SMALL CAP GROWTH FUND II CLASS	2,475.	2,475.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	4,774.	4,774.
COLUMBIA CASH RESERVES TRUST CLASS	19,771.	19,771.
COLUMBIA MID CAP GROWTH FUND CLASS Z SHA	357.	357.
FEDERAL HOME LN MTG CORP MTN CALL 9/1/05	8,250.	8,250.
FEDERAL HOME LN MTG CORP MTN CALL 2/8/07	2,000.	2,000.
FEDERAL HOME LN MTG CORP MTN	1,936.	1,936.
FEDERAL HOME LN MTG CORP NT CALL 11/1/07	3,153.	3,153.
FEDERAL FARM CR BKS CONS BD	2,550.	2,550.
FEDERAL HOME LN MTG CORP NT	3,410.	3,410.
FEDERAL NATL MTG ASSN NT	10,795.	10,795.
FEDERAL NATL MTG ASSN MTN	2,625.	2,625.
FEDERAL NATL MTG ASSN BENCHMARK NT CALL	3,875.	3,875.
FEDERAL NATL MTG ASSN BENCHMARK NT	3,125.	3,125.
FEDERAL NATL MTG ASSN MTN SER 1	7,750.	7,750.
FEDERAL NATL MTG ASSN MTN CALL 11/28/03	3,200.	3,200.
FEDERAL NATL MTG ASSN MTN CALL 9/8/05 @1	11,100.	11,100.
FEDERAL HOME LN MTG CORP REFERENCE NT	2,072.	2,072.
UNITED STATES TREAS NTS DTD 06/01/04 2.5	2,125.	2,125.
UNITED STATES TREAS NT DTD 05/02/05 3.62	3,625.	3,625.
UNITED STATES TREAS NT DTD 05/16/05 3.75	3,750.	3,750.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	1,162.	1,162.
	-----	-----
TOTAL	139,808.	139,808.
	=====	=====

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BISIGNANO & HARRISON LLP	11,738.			11,738.
TOTALS	11,738.	NONE	NONE	11,738.

FORM 990PF, PART I - ACCOUNTING FEES

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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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT MGMT FEE- BANK OF AMERICA	7,543.	7,543.
TOTALS	7,543.	7,543.

FORM 990PF, PART I - TAXES

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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	471.	471.
EXCISE TAX - PRIOR YEAR	591.	
FEDERAL ESTIMATES - INCOME	964.	
	-----	-----
TOTALS	2,026.	471.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
CORP REPRESENTATION FEE - CT CORP OTHER NON-ALLOCABLE EXPENSE	240. 5,068.	240.
TOTALS	----- 5,308. =====	----- 240. =====

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
US TREAS NT 2.50% DUE 05/31/06	99,125.		
FHLMC 4.25% DUE 02/28/07		99,256.	99,853.
FNMA 2.625% DUE 11/15/06	100,886.		
FFCB CONS 2.550% DUE 2/27/07	100,500.	100,500.	99,594.
FNMA 3.200% DUE 11/28/08	100,000.	100,000.	96,688.
FHLMC 2.875% DUE 12/15/06	99,465.		
US TREAS NT 3.62% DUE 04/30/07	100,113.	100,113.	99,547.
FNMA 3.125% DUE 12/15/07	98,448.	98,448.	98,063.
US TREAS NT 3.75% DUE 05/15/08	100,230.	100,230.	98,469.
FNMA 3.875% DUE 11/17/08	99,503.	99,503.	97,813.
FHLMC 4.125% DUE 09/01/09	199,652.	199,652.	195,854.
FNMA 3.875% DUE 02/15/10	198,682.	198,682.	193,876.
FNMA 5.550% DUE 06/08/15	200,000.	200,000.	197,500.
FHLMC 5.00% DUE 02/08/08		99,600.	99,790.
FHLMC 4.875% DUE 02/17/09		99,426.	99,719.
FHLMC 5.00% DUE 11/01/10		98,529.	99,034.
FNMA 5.375% DUE 11/15/11		303,513.	305,718.
	-----	-----	-----
TOTALS	1,496,604.	1,897,452.	1,881,518.
	=====	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
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COLUMBIA MIDCAP VALUE FUND	C	133,362.	133,362.	153,073.
COLUMBIA LARGE CAP VALUE FUND	C	265,644.	265,644.	331,838.
COLUMBIA SMALL CAP GROWTH	C	84,643.	84,643.	85,021.
COLUMBIA MULTI-ADVISORY INTL	C	244,791.	244,791.	386,819.
COLUMBIA LARGE CAP INDEX FUND	C	508,063.	508,063.	687,710.
COLUMBIA MARSICO GROWTH FUND	C	272,025.	272,025.	340,630.
COLUMBIA MID CAP GROWTH FUND	C	33,000.	33,000.	39,096.
		-----	-----	-----
TOTALS		1,541,528.	1,541,528.	2,024,187.
		=====	=====	=====

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

DESCRIPTION

AMOUNT

MUTUAL FUND ADJUSTMENT - 2005

436.

TOTAL

436.

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

DESCRIPTION

AMOUNT

MUTUAL FUND ADJUSTMENT - 2006
NET ROUNDING DIFFERENCE

2,280.
1.

TOTAL

2,281.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

TX

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

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NAME AND ADDRESS -----	DATE ----	INDIRECT PUBLIC SUPPORT -----
JOSEPH D. LESLEY CHAR TR 52-7165953 P.O. BOX 831041 DALLAS, TX 75283-1041	12/29/2006	847,380.
TOTAL CONTRIBUTION AMOUNTS		----- 847,380. =====

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

OFFICER NAME:

JOSEPH D. LESLEY - C/O BOA, N.A.

ADDRESS:

5500 PRESTON RD, SUITE B
DALLAS, TX 75205-2653

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

SARAH A. KEEYES - C/O BOA, N.A.

ADDRESS:

5500 PRESTON RD, SUITE B
DALLAS, TX 75205-2653

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

SAMMY JOE RAMSEY - C/O BOA, N.A.

ADDRESS:

5500 PRESTON RD, SUITE B
DALLAS, TX 75205-2653

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

RECIPIENT NAME:

JANE SHEA - BANK OF AMERICA, N.A.

ADDRESS:

5500 PRESTON RD, SUITE B

DALLAS, TX 75205-2653

RECIPIENT'S PHONE NUMBER: 214-559-6304

FORM, INFORMATION AND MATERIALS:

HATTIE MAE LESLEY FOUNDATION GRANT APPLICATION MAY BE REQUESTED
FROM THE CONTACT NAMED ABOVE

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

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

RECIPIENT NAME:

BOYS & GIRLS CLUB OF
HOPKINS COUNTY

ADDRESS:

201 E HOUSTON
SULPHUR SPRINGS, TX 75482

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CAPITAL IMPROVEMENTS TO FACILITY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C) (3)

AMOUNT OF GRANT PAID 28,000.

RECIPIENT NAME:

FORT WORTH OPERA
ASSOCIATION, INC.

ADDRESS:

1300 GENDY ST
FORT WORTH, TX 76107

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT CHILDREN'S OPERA THEATRE PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C) (3)

AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:

FORT WORTH SYMPHONY ORCHESTRA
ASSOCIATION, INC.

ADDRESS:

330 E FOURTH ST, SUITE 200
FORT WORTH, TX 76102

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ADVENTURE IN MUSIC EDUCATION & OUTREACH PRGM

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C) (3)

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

H.O.P.E. FARM, INC.

ADDRESS:

865 ATLANTA ST
FORT WORTH, TX 76104

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

NEW MONITORS (3,500); REAL ESTATE ACQUISITION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

CASA MANANA, INC.

ADDRESS:

930 W 1ST ST, SUITE 200
FORT WORTH, TX 76102

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT ARTS EDUCATION & OUTREACH PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

MAYO FOUNDATION FOR MEDICAL
EDUCATION & RESEARCH

ADDRESS:

200 FIRST ST SW
ROCHESTER, MN 55905

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT AMYLOIDOSIS RESEARCH

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 25,000.

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RECIPIENT NAME:

BOYS & GIRLS CLUB OF
HOPKINS COUNTY

ADDRESS:

201 E HOUSTON
SULPHUR SPRINGS, TX 75482

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT ADDITIONAL LAND ACQUISITION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 25,000.

TOTAL GRANTS PAID:

148,000.

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