

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	1,498,041.	1,055,252.	1,055,252.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	1,312,152.	1,584,328.	1,631,915.
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)	1,139,130.	1,514,991.	1,582,585.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	4,160,467.	4,528,078.	5,527,478.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	8,109,790.	8,682,649.	9,797,230.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	8,109,790.	8,682,649.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	NONE			
30	Total net assets or fund balances (see instructions)	8,109,790.	8,682,649.		
31	Total liabilities and net assets/fund balances (see instructions)	8,109,790.	8,682,649.		

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 8,109,790.
2	Enter amount from Part I, line 27a	2 574,073.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3 492.
4	Add lines 1, 2, and 3	4 8,684,355.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5 1,706.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 8,682,649.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr.)
1a PUBLICLY TRADED SECURITIES						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a 2,022,744.		2,041,983.	-19,239.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
a			-19,239.			
b						
c						
d						
e						
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }				2	-19,239.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8				3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	341,740.	8,157,568.	0.041892
2010	216,570.	6,878,599.	0.031485
2009	327,213.	5,618,771.	0.058236
2008	268,932.	5,590,941.	0.048101
2007	212,725.	5,431,187.	0.039167
2 Total of line 1, column (d)			0.218881
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			0.043776
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			9,008,918.
5 Multiply line 4 by line 3			394,374.
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,945.
7 Add lines 5 and 6			396,319.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			445,444.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	1,945.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3 Add lines 1 and 2	3	1,945.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,945.
6 Credits/Payments.		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,936.
b Exempt foreign organizations - tax withheld at source	6b	NONE
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d	7	3,936.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,991.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 1,991. Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers. <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 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 <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, 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 X

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

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

		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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input 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 2012? <input type="checkbox"/>	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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) <input type="checkbox"/>	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 2012 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 2012.) <input type="checkbox"/>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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 2012? <input type="checkbox"/>	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
JOSEPH D. LESLEY - C/O BOA, N.A. P.O. BOX 830241, DALLAS, TX 75283-0241	DIRECTOR 1			- 0 -
SARAH A. KEEYES - C/O BOA, N.A. P.O. BOX 830241, DALLAS, TX 75283-0241	DIRECTOR 1			
SAMMY JOE RAMSEY - C/O BOA, N.A. P.O. BOX 830241, DALLAS, TX 75283-0241	DIRECTOR 1			
BANK OF AMERICA, N.A. P.O. BOX 830241, DALLAS, TX 75283-0241	AGENT 1	21,572.		

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

Total number of other employees paid over \$50,000

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	8,664,202.
b	Average of monthly cash balances	1b	481,908.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	9,146,110.
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	9,146,110.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	137,192.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,008,918.
6	Minimum investment return. Enter 5% of line 5	6	450,446.

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

1	Minimum investment return from Part X, line 6	1	450,446.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,945.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,945.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	448,501.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	448,501.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	448,501.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	445,444.
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	445,444.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,945.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	443,499.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				448,501.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			396,894.	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012.				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>445,444.</u>				
a Applied to 2011, but not more than line 2a			396,894.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				48,550.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a))</i>	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				399,951.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	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 2012, 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				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
- NONE
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
- NONE
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed:
- SEE STATEMENT 10
- b** The form in which applications should be submitted and information and materials they should include:
- SEE ATTACHED STATEMENT FOR LINE 2
- c** Any submission deadlines:
- SEE ATTACHED STATEMENT FOR LINE 2
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
- SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE STATEMENT 14				435,000.
Total ▶ 3a				435,000.
b <i>Approved for future payment</i> NONE				
Total ▶ 3b				

Schedule of Contributors

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

2012

Name of the organization HATTIE MAE LESLEY FOUNDATION, INC.	Employer identification number 75-2936754
---	---

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

Name of organization HATTIE MAE LESLEY FOUNDATION, INC.	Employer identification number 75-2936754
---	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOSEPH D. LESLEY CHAR 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 if there is a noncash contribution.)
	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ABBOTT LABS NT	1,468.	1,468.
ALLSTATE CORP SR NT	1,750.	1,750.
AMERICAN EXPRESS CO NT	1,706.	1,706.
ANHEUSER BUSCH COS INC NT 4.7% 4/15/201	800.	800.
ANHEUSER BUSCH INBEV WORLDWIDE INC CO GT	899.	899.
BANK NEW YORK INC MEDIUM TERM SR NT	1,235.	1,235.
BECTON DICKINSON & CO SR NT	510.	510.
BERKSHIRE HATHAWAY FIN CORP CO GTD SR NT	1,488.	1,488.
BOEING CO SR UNSECD NT	85.	85.
BOFA MONEY MARKET RESERVES CAPITAL CLASS	749.	749.
CATERPILLAR FINL SVCS CORP SR UNSECD MTN	2,144.	2,144.
CHEVRON CORP SR NT	1,733.	1,733.
CISCO SYS INC NT	1,925.	1,925.
CITIGROUP INC 05/05/2004 5.125% 05/05/20	1,794.	1,794.
COCA-COLA CO NT	1,873.	1,873.
COLUMBIA ACORN FUND CLASS Z SHARES	1,617.	1,617.
CMG ULTRA SHORT TERM BOND FUND	942.	942.
COLUMBIA LARGE CAP INDEX FUND CLASS Z SH	38,696.	38,696.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	26,771.	26,771.
CONOCOPHILLIPS NT	1,776.	1,776.
CONSOLIDATED EDISON CO NY INC CONS BD SE	823.	823.
CREDIT SUISSE FIRST BOSTON USA INC GLOBA	713.	713.
DEERE JOHN CAP CORP MTN	1,973.	1,973.
DISNEY WALT CO GLOBAL SR UNSECD NT	1,645.	1,645.
DU PONT E I DE NEMOURS & CO SR NT	1,663.	1,663.
FEDERAL HOME LN MTG CORP POOL #G12228	1,387.	1,387.
FED HOME LN BANK 05/27/2004 5.25% 06/18/	6,380.	6,380.
FEDERAL HOME LN MTG CORP NT	4,788.	4,788.
FEDERAL HOME LN MTG CORP NT	4,659.	4,659.
FEDERAL NATL MTG ASSN NT	5,838.	5,838.
FEDERAL HOME LN MTG CORP REFERENCE NTS	4,220.	4,220.
FEDERAL NATL MTG ASSN MTN	6,496.	6,496.

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL NATL MTG ASSN POOL #933469	2,387.	2,387.
GENERAL ELEC CAP CORP SR UNSECD MTN	1,257.	1,257.
GENERAL ELEC CAP CORP MTN	140.	140.
GLAXOSMITHKLINE CAP INC GTD NT	509.	509.
GOLDMAN SACHS GROUP INC NT	1,750.	1,750.
HEWLETT PACKARD CO SR UNSECD GLOBAL NT	745.	745.
HOME DEPOT INC SR UNSECD NT CALL 1/21/21	1,044.	1,044.
HONEYWELL INTL INC SR UNSECD MTN	1,855.	1,855.
INTEL CORP SR UNSECD NT	55.	55.
INTERNATIONAL BUSINESS MACHS CORP SR NT	1,995.	1,995.
ISHARES TR RUSSELL 2000 INDEX FUND	6,388.	6,388.
J P MORGAN CHASE & CO SUB NOTES 0102/201	2,013.	2,013.
JOHN HANCOCK FDS III DISCIPLINED VALUE M	1,765.	1,765.
MCDONALDS CORP SR UNSECD MTN	2,030.	2,030.
MERCK & CO INC NT	730.	730.
METLIFE INC SR UNSECD NT	2,363.	2,363.
MORGAN STANLEY DEAN WITTER & CO NT	1,155.	1,155.
ORACLE CORP / OZARK HLDG INC NT	1,838.	1,838.
PROCTER & GAMBLE CO NT	1,733.	1,733.
PRUDENTIAL FINL INC MTN SER B	1,785.	1,785.
TARGET CORP SR UNSECD NT	1,356.	1,356.
THORNBURG INTL VALUE FUND CL I	6,538.	6,538.
3M COMPANY MTN	527.	527.
UNILEVER CAPITAL CORP CO GTD SR NT	1,680.	1,680.
UNITED STATES TREAS NTS DTD 11/15/02	964.	964.
UNITED STATES TREAS NT DTD 05/15/03	1,513.	1,513.
UNITED STATES TREASURY NOTES	3,998.	3,998.
UNITED STATES TREAS NTS DTD 05/15/04	3,381.	3,381.
UNITED STATES TREAS NTS DTD 08/15/05	2,780.	2,780.
UNITED STATES TREAS NT DTD 04/30/07 4.50	443.	443.
UNITED STATES TREAS NT DTD 08/15/08 4.00	10,641.	10,641.
UNITED STATES TREAS NT DTD 02/15/11 3.62	2,071.	2,071.
UNITED TECHNOLOGIES CORP NT	1,881.	1,881.

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
VERIZON COMMUNICATIONS INC NT	1,943.	1,943.
WAL-MART STORES INC SR NT	2,030.	2,030.
WALGREEN CO SR NT	611.	611.
WELLS FARGO & CO NEW NEW SUB NT	1,794.	1,794.
WELLS FARGO & CO NEW MEDIUM TERM SR NT	76.	76.
TOTAL	----- 208,310. =====	----- 208,310. =====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	1,750.			1,750.
TOTALS	1,750.	NONE	NONE	1,750.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EXCISE TAX ESTIMATES	2,158.	
EXCISE TAX ESTIMATES	984.	
FOREIGN TAXES ON QUALIFIED FOR	849.	849.
TOTALS	----- 3,991. =====	----- 849. =====

HATTIE MAE LESLEY FOUNDATION, INC.

75-2936754

FORM 990PF, PART I - OTHER EXPENSES
=====

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

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

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND ADJUSTMENT - 2011	432.
PURCHASED ACCRUED INTEREST - 2011	43.
Y/E SALES ADJUSTMENT - 2012	17.

TOTAL	492.
	=====

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

DESCRIPTION	AMOUNT
MUTUAL FUND ADJUSTMENT - 2012	242.
NET ROUNDING DIFFERENCE	10.
PURCHASED ACCRUED INTEREST - 2012	1,427.
Y/E SALES ADJUSTMENT - 2011	27.
TOTAL	1,706.

HATTIE MAE LESLEY FOUNDATION, INC.

75-2936754

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

NAME AND ADDRESS

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

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

75-2936754

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:
FORT WORTH OPERA ASSOCIATION,
INC.
ADDRESS:
1300 GENDY ST
FORT WORTH, TX 76107
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
ARTIST SPONSORSHIP FOR 2012 FESTIVAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
SANTA FE OPERA FOUNDATION
ADDRESS:
P.O. BOX 2408
SANTA FE, NM 87504
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT WORLD PREMIERE OF 'OSCAR'
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 12,500.

RECIPIENT NAME:
FORT WORTH MUSEUM
OF SCIENCE
ADDRESS:
1600 GENDY ST
FORT WORTH, TX 76107
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
LIGHT THE LANTERN CAPITAL CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 62,500.

=====

RECIPIENT NAME:

CATHOLIC CHARITIES OF FORT WORTH

ADDRESS:

2479 W THORNHILL DR
FORT WORTH, TX 76115

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

CONSTRUCTION OF GARDEN AREA

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

TRINITY VALLEY SCHOOL

ADDRESS:

7500 DUTCH BRANCH RD
FORT WORTH, TX 76132

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT NEW FACILITIES CONSTRUCTION CAMPAIGN

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

SAMARITAN HOUSING, INC.

ADDRESS:

929 HEMPHILL ST
FORT WORTH, TX 76104

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

FUNDING FOR JOB TRAINER POSITION

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
ACH CHILD AND FAMILY SERVICES
ADDRESS:
1424 SUMMIT AVE
FORT WORTH, TX 76102
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT WICHITA STREET CAMPUS PROJECT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
AMPHIBIAN PRODUCTIONS, INC.
ADDRESS:
120 S MAIN ST
FORT WORTH, TX 76104
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
FORT WORTH JUNIOR GOLF ASSOCIATION
ADDRESS:
P.O. BOX 820133
N RICHLAND HILLS, TX 76182
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
FOR THE 'LIFE SKILLS' PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
TARRANT COUNTY SAMARITAN HOUSING
ADDRESS:
929 HEMPHILL ST
FORT WORTH, TX 76104
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
FOOD SERVICE & CULINARY CERTIFICATION PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
FORT WORTH OPERA ASSOCIATION,
INC.
ADDRESS:
1300 GENDY ST
FORT WORTH, TX 76107
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
CHILDREN'S OPERA THEATRE /EDUCATION PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 55,000.

RECIPIENT NAME:
PRESBYTERIAN NIGHT SHELTER
ADDRESS:
2400 CYPRESS ST
FORT WORTH, TX 76102
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
LOWDEN SCHUTTS PRGM - HOMELESS WOMEN/CHILDREN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 75,000.

TOTAL GRANTS PAID: 435,000.
=====

HATTIE MAE LESLEY FOUNDATION INC.
75-2936754
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	1055252.290	1,055,252.29	1,055,252.29
00206RAR3	AT&T INC	35000.000	43,210.80	42,946.05
020002AR2	ALLSTATE CORP	35000.000	38,451.00	37,431.80
025816AQ2	AMERICAN EXPRESS CO	35000.000	34,784.75	35,814.45
03523TAV0	ANHEUSER BUSCH INBEV	35000.000	40,406.10	41,883.45
06406HBM0	BANK NEW YORK INC	35000.000	40,317.55	41,823.25
075887AU3	BECTON DICKINSON & CO	35000.000	41,907.95	41,485.85
084664BQ3	BERKSHIRE HATHAWAY FIN CORP	35000.000	34,603.45	40,156.90
097023AZ8	BOEING CO	35000.000	43,006.60	42,168.70
14912L4F5	CATERPILLAR FINL SVCS CORP	35000.000	39,637.15	37,315.25
166751AJ6	CHEVRON CORP	35000.000	36,090.60	41,753.95
17275RAC6	CISCO SYS INC	35000.000	35,408.80	40,006.75
172967CK5	CITIGROUP INC	35000.000	34,184.50	36,871.10
191216AK6	COCA-COLA CO	35000.000	36,091.30	41,908.30
197199409	COLUMBIA ACORN FUND	10809.242	309,289.68	329,141.42
19765H321	COLUMBIA LARGE CAP INDEX FUND	60798.296	1,388,020.01	1,670,129.19
19765N245	COLUMBIA DIVIDEND INCOME FUND	68695.171	912,489.93	1,013,253.77
19765Y688	COLUMBIA SELECT LARGE CAP	106658.575	1,050,851.46	1,478,287.85
209111EN9	CONSOLIDATED EDISON CO NY INC	35000.000	41,193.95	40,615.05
22541LBK8	CREDIT SUISSE FIRST BOSTON USA	35000.000	38,329.20	38,843.35
24422EQV4	DEERE JOHN CAP CORP	35000.000	42,744.10	42,680.75
263534BX6	DU PONT E I DE NEMOURS & CO	35000.000	39,764.55	38,088.05
3128M1LH0	FEDERAL HOME LN MTG CORP	20460.532	20,799.44	22,081.82
3133X7FK5	FEDERAL HOME LN BK	140000.000	150,744.56	150,299.80
3134A4TZ7	FEDERAL HOME LN MTG CORP	140000.000	150,653.46	143,283.00
3134A4VC5	FEDERAL HOME LN MTG CORP	140000.000	151,624.88	154,193.20
31359MW41	FEDERAL NATL MTG ASSN	140000.000	161,990.36	163,926.00
3137EACA5	FEDERAL HOME LN MTG CORP	140000.000	151,641.91	161,828.80
31398ADM1	FEDERAL NATL MTG ASSN	140000.000	155,438.32	168,347.20
31412SQW8	FEDERAL NATL MTG ASSN	25807.322	26,589.59	27,941.07
36962G5J9	GENERAL ELEC CAP CORP	35000.000	35,935.90	39,936.40
377372AC1	GLAXOSMITHKLINE CAP INC	35000.000	36,259.13	35,587.30
38143UAW1	GOLDMAN SACHS GROUP INC	35000.000	34,263.95	37,281.65
437076AW2	HOME DEPOT INC	35000.000	39,284.35	41,278.65

HATTIE MAE LESLEY FOUNDATION INC.
75-2936754
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
438516AX4	HONEYWELL INTL INC	35000.000	35,148.40	41,838.30
458140AJ9	INTEL CORP	35000.000	37,689.40	37,112.60
459200GJ4	INTERNATIONAL BUSINESS MACHS	35000.000	35,745.50	42,268.10
464287655	ISHARES RUSSELL 2000 INDEX	3739.000	217,352.04	315,264.25
46625HAT7	J P MORGAN CHASE & CO	35000.000	35,992.95	35,000.00
47803W406	JOHN HANCOCK FDS III DISCIPLINED	20833.254	246,249.06	277,082.28
548661CW5	LOWES COS INC	35000.000	37,074.80	36,843.45
58013MEB6	MCDONALDS CORP	35000.000	36,457.05	42,523.60
589331AK3	MERCK & CO INC	35000.000	38,990.35	38,152.80
59156RAU2	METLIFE INC	35000.000	40,727.05	41,452.25
68402LAC8	ORACLE CORP / OZARK HLDG INC	35000.000	35,764.40	39,606.35
742718DA4	PROCTER & GAMBLE CO	35000.000	37,770.95	37,592.45
74432QAE5	PRUDENTIAL FINL INC	35000.000	34,462.75	37,462.25
87612EAV8	TARGET CORP	35000.000	36,416.80	39,240.25
885215566	THORNBURG INTL VALUE FUND	15817.696	403,825.77	444,319.08
88579EAE5	3M COMPANY	35000.000	36,883.00	35,895.30
904764AK3	UNILEVER CAPITAL CORP	35000.000	36,931.30	41,263.95
912828BR0	UNITED STATES TREAS NT	165000.000	171,284.18	170,812.95
912828CJ7	UNITED STATES TREAS NT	25000.000	27,348.25	26,543.00
912828EE6	UNITED STATES TREAS NT	50000.000	55,227.40	55,090.00
912828JH4	UNITED STATES TREAS NT	175000.000	184,516.18	205,625.00
912828PX2	UNITED STATES TREAS NT	155000.000	176,469.53	181,943.65
913017BM0	UNITED TECHNOLOGIES CORP	35000.000	38,222.10	41,601.35
92343VAC8	VERIZON COMMUNICATIONS INC	35000.000	39,686.85	39,855.90
931142CJ0	WAL-MART STORES INC	35000.000	37,870.35	42,876.75
931422AD1	WALGREEN CO	35000.000	37,091.95	35,863.45
94974BEV8	WELLS FARGO & CO	35000.000	40,189.10	40,258.40
		Totals.	8,682,649.03	9,797,230.13