INTERNAL REVENUE SERVICE

Form **990-PF** | **Return of Private Foundation** or Section 4947(a)(1) Trust Treated as Private Foundation | OMB No 1545-0052 **2014**

Department of the Treasury
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www irs.gov/form990pf

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation: HATTIE MAE LESLEY FOUNDATION, INC.

A Employer identification number: 75-2936754

Number and street (or P O box number if mail is not delivered to street address): C/O BANK OF AMERICA, N.A. P.O. BOX 831041 | Room/suite

B Telephone number (see instructions): 800-357-7094

City or town, state or province, country, and ZIP or foreign postal code: DALLAS, TX 75283-1041

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 13,135,079.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ________ (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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)
Revenue 1	Contributions, gifts, grants, etc., received (attach schedule)	847,380.			
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	272,514.	272,514.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	460,203.			
b	Gross sales price for all assets on line 6a 3,419,472.				
7	Capital gain net income (from Part IV, line 2)		460,203.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total** Add lines 1 through 11	1,580,097.	732,717.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	30,765.	18,459.		12,306.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 2	1,300.	NONE	NONE	1,300.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 3	15,252.	987.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 4	65.			65.
24	**Total operating and administrative expenses.** Add lines 13 through 23	47,382.	19,446.	NONE	13,671.
25	Contributions, gifts, grants paid	572,500.			572,500.
26	**Total expenses and disbursements** Add lines 24 and 25	619,882.	19,446.	NONE	586,171.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	960,215.			
b	**Net investment income** (if negative, enter -0-)		713,271.		
c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	1,231,601.	1,643,654.	1,643,654.
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶ NONE			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U S and state government obligations (attach schedule)	1,611,941.	NONE	NONE
b Investments - corporate stock (attach schedule)			
c Investments - corporate bonds (attach schedule)	2,036,005.	4,443,617.	4,451,458.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule)	4,636,308.	4,388,670.	7,039,967.
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)	9,515,855.	10,475,941.	13,135,079.
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 ▶ ☐ 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.			
27 Capital stock, trust principal, or current funds	9,515,855.	10,475,941.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances** (see instructions)	9,515,855.	10,475,941.	
31 **Total liabilities and net assets/fund balances** (see instructions)	9,515,855.	10,475,941.	

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	9,515,855.
2 Enter amount from Part I, line 27a	2	960,215.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	725.
4 Add lines 1, 2, and 3	4	10,476,795.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	854.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,475,941.

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	3,419,472.		2,959,269.	460,203.
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				460,203.
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	460,203.
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))
2013	421,147.	10,609,273.	0.039696
2012	443,499.	9,008,918.	0.049229
2011	341,740.	8,157,568.	0.041892
2010	216,570.	6,878,599.	0.031485
2009	327,213.	5,618,771.	0.058236

2	**Total** of line 1, column (d)	2	0.220538
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	0.044108
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	12,091,273.
5	Multiply line 4 by line 3	5	533,322.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,133.
7	Add lines 5 and 6	7	540,455.
8	Enter qualifying distributions from Part XII, line 4	8	586,171.

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.

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 ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	7,133.
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	7,133.
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	7,133.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 . . . . 6a 8,128.		
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	8,128.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] 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	995.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ 995. **Refunded** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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? If "No," attach explanation*	8b	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* STMT 7	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ NONE

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

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1). If "Yes," enter the name of the foreign country ▶			

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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ 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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 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 2014.)*	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 2014?	4b		X

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	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?	6b		X
	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?	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 instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOSEPH D. LESLEY - C/O BOA, N.A. P.O. BOX 830241, DALLAS, TX 75283-0241	DIRECTOR 1	-0-	-0-	-0-
SARAH A. KEEYES - C/O BOA, N.A. P.O. BOX 830241, DALLAS, TX 75283-0241	DIRECTOR 1	-0-	-0-	-0-
SAMMY JOE RAMSEY - C/O BOA, N.A. P.O. BOX 830241, DALLAS, TX 75283-0241	DIRECTOR 1	-0-	-0-	-0-
BANK OF AMERICA, N.A. P.O. BOX 830241, DALLAS, TX 75283-0241	AGENT 1	30,765.	-0-	-0-

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	11,617,785.
b	Average of monthly cash balances	1b	657,619.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	12,275,404.
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	12,275,404.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	184,131.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,091,273.
6	**Minimum investment return.** Enter 5% of line 5	6	604,564.

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	604,564.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	7,133.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	7,133.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	597,431.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	597,431.
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	597,431.

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	586,171.
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	586,171.
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	7,133.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	579,038.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				597,431.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			501,140.	
b Total for prior years: 20 12 ,20___,20___		NONE		
3 Excess distributions carryover, if any, to 2014				
a From 2009 ... NONE				
b From 2010 ... NONE				
c From 2011 ... NONE				
d From 2012 ... NONE				
e From 2013 ... NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 586,171.				
a Applied to 2013, but not more than line 2a			501,140.	
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 2014 distributable amount				85,031.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				512,400.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2010 ... NONE				
b Excess from 2011 ... NONE				
c Excess from 2012 ... NONE				
d Excess from 2013 ... NONE				
e Excess from 2014 ... NONE				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

SEE STATEMENT 8

b The form in which applications should be submitted and information and materials they should include:

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 19				572,500.
Total ▶ **3a**				572,500.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	272,514.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	460,203.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				732,717.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 732,717.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Sarah A. Keeyes 5/7/[redacted]

Signature of officer or trustee Date

SARAH A. KEEYES

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signatu[redacted]
NINA Z. BEHAN	Nina [redacted]
Firm's name ▶ BANK OF AMERICA, N.A.	[redacted]
Firm's address ▶ P.O. BOX 831041 DALLAS, TX	[redacted]

JSA

4E1493 1 000

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Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ 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*

OMB No 1545-0047

2014

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, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling $5,000 or more during the year . . . . ▶ $_______________

Caution. An organization that 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).

Name of organization	Employer identification number
HATTIE MAE LESLEY FOUNDATION, INC.	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 [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (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	9.	9.
FOREIGN DIVIDENDS	7,319.	7,319.
DOMESTIC DIVIDENDS	83,033.	83,033.
OTHER INTEREST	139,370.	139,370.
FOREIGN INTEREST	4,187.	4,187.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	33,162.	33,162.
MARKET DISCOUNT - OTHER INTEREST	2,035.	2,035.
NONQUALIFIED DOMESTIC DIVIDENDS	3,399.	3,399.
TOTAL	272,514.	272,514.

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 - PRIOR YEAR	6,137.	
EXCISE TAX ESTIMATES	8,128.	
FOREIGN TAXES ON QUALIFIED FOR	987.	987.
TOTALS	15,252.	987.

HATTIE MAE LESLEY FOUNDATION, INC. 75-2936754

FORM 990PF, PART I - OTHER EXPENSES

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

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

DESCRIPTION	AMOUNT
PURCHASED ACCRUED INTEREST - 2013	439.
NET YEAR-END SALES ADJUSTMENT	286.
TOTAL	725.

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

DESCRIPTION	AMOUNT
NET INCOME ADJUSTMENT	457.
NET ROUNDING	1.
PURCHASED ACCRUED INTEREST - 2014	396.
TOTAL	854.

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

NAME AND ADDRESS

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

RECIPIENT NAME:
DEBRA PHARES - BANK OF AMERICA, N.A.
ADDRESS:
901 MAIN ST, FL 19
DALLAS, TX 75202-3714
RECIPIENT'S PHONE NUMBER: 214-209-1830
E-MAIL ADDRESS: N/A
FORM, INFORMATION AND MATERIALS:
HATTIE MAE LESLEY FOUNDATION GRANT APPLICATION MAY BE REQUESTED
FROM THE CONTACT NAMED ABOVE
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
RESTRICTED TO ORGANIZATIONS DESCRIBED IN IRC SECTION 501(C)(3)

RECIPIENT NAME:
FORT WORTH OPERA ASSOCIATION INC.
ADDRESS:
1300 GENDY ST
FORT WORTH, TX 76107
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT 'WITH BLOOD, WITH INK' PRODUCTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 40,000.

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

RECIPIENT NAME:
CHILD & FAMILY GUIDANCE CENTERS
ADDRESS:
8915 HARRY HINES BLVD
DALLAS, TX 75235
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT PROGRAM FOR CHILDREN'S MENTAL ILLNESS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
PROMISE HOUSE
ADDRESS:
224 W PAGE AVE
DALLAS, TX 75208-6631
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
FOR STREET OUTREACH SHELTER COMPLETION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
BATTERED WOMEN'S FOUNDATION
ADDRESS:
P O BOX 54888
HURST, TX 76054
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SERVICES FOR CHILDREN OF BATTERED WOMEN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
TRINITY VALLEY SCHOOL
ADDRESS:
7500 DUTCH BRANCH RD
FORT WORTH, TX 76132
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT NEW FACILITIES CONSTRUCTION CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
TARRANT COUNTY SAMARITAN HOUSING INC.
ADDRESS:
929 HEMPHILL ST
FORT WORTH, TX 76104
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
PRESBYTERIAN NIGHT SHELTER OF TARRANT
COUNTY
ADDRESS:
P.O. BOX 2645
FORT WORTH, TX 76113
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPORRT WOMEN'S & CHILDREN'S PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
BUCKNER CHILDREN & FAMILY SERVICES
ADDRESS:
600 N PEARL ST, SUITE 2000
DALLAS, TX 75201
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT WYNNEWOOD FAMILY HOPE CENTER
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
LIFE SCHOOL OF DALLAS
ADDRESS:
950 S I-35E
LANCASTER, TX 75146
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
OAK CLIFF ELEMENTARY TECH STRATEGIC PLAN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
SAFEHAVEN OF TARRANT COUNTY
ADDRESS:
8701 W BEDFORD EULESS RD, STE 600
HURST, TX 76053
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SAFEPLAY CHILDREN'S PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
SEAGLE MUSIC COLONY, INC.
ADDRESS:
P.O. BOX 366
SCHEON LAKE, NY 12870-0366
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT 2014 ARTIST SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
BRIGHTER TOMORROWS
ADDRESS:
P.O. BOX 532151
GRAND PRAIRIE, TX 75053
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
CHILDREN'S VIOLENCE & SEXUAL ASSAULT PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CHRISTIAN COMMUNITY ACTION
ADDRESS:
200 S MILL ST
LEWISVILLE, TX 75057-3944
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
THE WINSTON SCHOOL
ADDRESS:
5707 ROYAL LANE
DALLAS, TX 75229
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
WINSTON CENTER FOR THE ARTS CAPITAL CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
MENTAL HEALTH AMERICA OF GREATER DALLAS
ADDRESS:
624 N GOOD-LATIMER, SUITE 200
DALLAS, TX 75204
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT 'WHO' PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
C5 YOUTH FOUNDATION OF TEXAS
ADDRESS:
14185 DALLAS PKWY, SUITE 1400
DALLAS, TX 75254
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
LEADERSHIP PROGRAM FOR NORTH TEXAS YOUTH
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CAFE MOMENTUM
ADDRESS:
P.O. BOX 190308
DALLAS, TX 75219
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
CAMBRIDGE SCHOOL OF DALLAS
ADDRESS:
3202 ROYAL LANE
DALLAS, TX 75229-5059
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
ABOVE & BEYOND CAMBRIDGE CARES CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
DALLAS FURNITURE BANK
ADDRESS:
P.O. BOX 815788
DALLAS, TX 75381-5788
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
GRIEF AND LOSS CENTER OF NORTH TEXAS
ADDRESS:
4316 ABRAMS RD
DALLAS, TX 75214-2354
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT COUNSELING FOR LOW-INCOME CHILDREN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
HOPE'S DOOR
ADDRESS:
820 AVENUE F, SUITE 100
PLANO, TX 75074
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
MERCY STREET
ADDRESS:
3801 HOLYSTONE ST
DALLAS, TX 75212
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
METROPLEX ECONOMIC DEVELOPMENT CORP.
ADDRESS:
6777 W KIEST BLVD
DALLAS, TX 75236
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
T.O.R.I. CASE MANANGEMENT PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
MOMENTUM TEXAS INC.
ADDRESS:
1409 S LAMAR ST, SUITE 1020
DALLAS, TX 75215
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
EMPLOYMENT TRAINING - VETS, WOMEN, MINORITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
OUR CALLING INC.
ADDRESS:
P.O. BOX 140428
DALLAS, TX 75214
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT LOAVES AND FISHES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
VOGEL ALCOVE CHILDCARE CENTER FOR THE HOMELESS
ADDRESS:
P.O. BOX 150948
DALLAS, TX 75215
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT SOAR PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
WESLEY RANKIN COMMUNITY CNETER INC.
ADDRESS:
3100 CROSSMAN AVE
DALLAS, TX 75212
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
YOUTH VILLAGE RESOURCES OF DALLAS INC.
ADDRESS:
6333 E MOCKINGBIRD LANE, STE 147-87
DALLAS, TX 75214-2692
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CHRISTIAN COMMUNITY STOREHOUSE
ADDRESS:
P.O. BOX 13
KELLER, TX 76244-0013
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUMMER READING, HEALTH & CULTURAL ARTS PRGRM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
DALLAS LIFE, INC.
ADDRESS:
12959 JUPITER RD, SUITE 260
DALLAS, TX 75238
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
HEALTHY BEHAVIORS EDUCATIONAL MEDICAL PROGRA
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

TOTAL GRANTS PAID: 572,500.

FEDERAL FOOTNOTES

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS AGENT IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUEFEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

2014

Tax Return Transmittal

NBKD3C2

Form 990PF

Batch 4CNC0893

State US

Filing Date 05/15/2015

EIN	Title	F	Acct	Liability	Check	Balance/(Over)
Bank: 30						
75-2936754	HATTIE MAE LESLEY FOUNDATION INC	12	872	0		0
75-2936755	LESLEY FAMILY FOUNDATION INC	12	872	0		5,223
75-2659194	ZEMMA E WOMACK FOUNDATION	12	874	0		-154
					Bank 30 Total	5,069
Bank: 50						
44-6009677	EDWARD F SWINNEY FOUNDATION	12	872	0		0
					Bank 50 Total	0
					Grand Total	5,069

Page Total 5,069

Tax Return Transmittal

Form 990PF   Batch 4CNC0894   State US

Filing Date 05/15/2015

EIN	Title	F	Acct	Liability	Check	Balance/(Over)
Bank: 30						
74-2652604	MARY ILO SMITH CHARITABLE FOUNDATION	12	876	0		-740
74-6417564	DAVID AND BETTY SACKS FOUNDATION	12	874	0		0
59-7247117	FRED L DEAKINS IRREV TRUST U/W	12	874	0		-115
59-7247116	RALPH & IDA BOELSCHE CHARITABLE TRUST	12	874	0		-156
59-7254962	THE JEWELL MCCASLIN MISSION FUND	12	874	0		-106
30-6460829	ORAN H & MAXINE S KITE TRUST FBO BAYLOR	12	872	0		98
75-6009140	TUW W BRIGANCE SCHOLARSHIP FUND	12	874	0		3,973
74-6294702	BAILEY H DUNLAP MEMORIAL LIBRARY TRUST	12	874	0		-160
75-6006670	HOWARD PAYNE COLLEGE TRUST	12	874	0		0
74-6186293	KARL KEESY TRUST FOR FIRST PRESBYTERIAN	12	874	0		-1,729
74-6186292	KARL KEESY TRUST FOR BRISTOL METHODIST	12	874	0		-244
23-7367595	UNITED PRESBYTERIAN HOMES TRUST	12	874	0		-63
74-6355245	TR U/W F CADWALLADER-1ST BAPTIST	12	872	0		-4,651
74-6345413	EARL H BURROUGH TRUST	12	874	0		-647
30-6268345	HARRY M BENNETT FAMILY TRUST	12	874	0		-149
30-6268346	HARRY M BENNETT TESTAMENTARY TRUST	12	874	0		-10,499
90-0439500	LUELLA KEMPER TRUST SUCC U/W	12	874	0		-71
					Bank 30 Total	-15,259
Bank: 36						
31-1603440	RUSSELL GRINNELL MEMORIAL TRUST	12	875	0		0
04-6473132	JOHN T GALLIGAN SCHOLARSHIP	12	875	0		-88
04-6007842	ATTLEBORO FOUNDATION T/U/I	12	875	0		-229
05-0392266	AVICE BORDA TRUST	12	875	0		0
					Bank 36 Total	-317
Bank: 41						
14-6032158	J P & M I OGSBURY MEMORIAL TRUST	12	875	0		-2,137
14-6024440	ELEANOR B REA TRUST U/W	12	875	0		0
					Bank 41 Total	-2,137
Bank: 42						
30-6438042	JOHNSON FE TRUST U/W ARTICLE 3RD	12	875	0		0
06-6033612	FRY W COTR UW - L P FRY MEM TR	12	875	0		-5,190
					Page Total	-22,903

Form 990PF Batch 4CNC0894 State US

Filing Date 05/15/2015

EIN	Title	F	Acct	Liability	Check	Balance/(Over)
06-6020978	MARLIN MAHLON H TR U/W FBO YNHH	12	875	0		2,217
06-6334518	KAY FRANK UW MER MASONIC TMPL FD	12	875	0		57
06-6030892	JONES W C UW CTY MIDDLETOWN ETAL	12	875	0		-280
06-6026519	HALL R O TR 2 B/O HALL FDN	12	875	0		0
05-6222386	WHITING CHARLES F TTEE UW	12	875	0		-230
06-6025519	BLAKESLEE HL&NE-SCHISP FD	12	875	0		7,283
05-6006029	ALMOND M PAINE TRUST	12	875	0		-167
06-6260620	NEELANS HAZEL A UW ART 7 TOS	12	875	0		-328
06-6287563	PARDEE FD II TR U/W	12	875	0		-226
06-6190315	SWATON WALTER E SUCC TR U/W	12	875	0		-49
06-6030172	WILLIAMS ABIGAIL E EST FOR CSW	12	875	0		-13
06-6082379	KEELING JACOB/WATERBURY HOSP	12	875	0		0
06-6313141	CLEVELAND H UA ST PETER'S CH ET	12	875	0		166
					Bank 42 Total	3,240
Bank: 50						
93-6354450	JANE & JACK STRANDBERG CHARITABLE	12	874	0		-3,369
48-6283708	CONKLING-HUSSEY CHARITABLE TRUST	12	874	0		0
30-6314800	ROBERT R AND ROSEMARY SCHUSTER	12	874	0		-239
43-1661684	VICTOR E & CAROLINE E SCHUTTE	12	876	0		0
48-6313319	HARRY F LOSE TESTAMENTARY TRUST	12	876	0		-1,867
44-6008488	PERCY FRANKLIN LUCAS MEMORIAL STUDENT	12	876	0		0
44-6008537	IR TUA MASON L DEAN FOUNDATION	12	876	0		-31
43-1796792	CORA A HULL CHARITABLE TRUST A	12	876	0		0
43-6225310	JAMES ALLBRITAIN LAWSON CHARITABLE	12	876	0		-186
44-6009254	PAUL PATTON CHARITABLE TRUST	12	876	0		1,238
44-6009267	EDWARD F SWINNEY TRUST FOR EMPLOYEES	12	872	0		-3,237
					Bank 50 Total	-7,691
Bank: 51						
22-6074547	EVA LEVENTHAL SCHOLARSHIP TUW+	12	875	0		0
					Bank 51 Total	0
					Grand Total	-22,164
					Page Total	739