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Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2003

For calendar year 2003, or tax year beginning , 2003, and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of organization
LESLEY FAMILY FOUNDATION, INC.
(30-01-100-0421883)

A Employer identification number 75-2936755

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

B Telephone number (see page 10 of the instructions) (800) 357-7094

City or town, state, and ZIP code
DALLAS, TX 75283-1041

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 2,387,405.

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 10 of the 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.			STMT 1
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	2 Distributions from split-interest trusts				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	24,848.	24,848.		STMT 2
	5a Gross rents				
	b (Net rental income or (loss) ______)				
	6a Net gain or (loss) from sale of assets not on line 10	2,402.			
	b Gross sales price for all assets on line 6a 302,402.				
	7 Capital gain net income (from Part IV, line 2)		2,402.		
	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	874,630.	27,250.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STMT 3	15,451.	NONE	NONE	15,451.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 4	6,083.	6,083.		
	17 Interest				
	18 Taxes (attach schedule) (see page 13 of the instructions) STMT 5	209.	209.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 6	210.			210.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	21,953.	6,292.	NONE	15,661.
	25 Contributions, gifts, grants paid	55,000.			55,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	76,953.	6,292.	NONE	70,661.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	797,677.			
	b **Net investment income** (if negative, enter -0-)		20,958.		
	c **Adjusted net income** (if negative, enter -0-)				

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JSA 3E1410 2 000 **For Paperwork Reduction Act Notice, see the instructions.** Form **990-PF** (2003)

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing	1,211,476.	853,148.	853,148.
2	Savings and temporary cash investments			
3	Accounts receivable ▶ 302.			
	Less: allowance for doubtful accounts ▶	6,957.	302.	302.
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule) STMT 7		751,639.	752,735.
b	Investments - corporate stock (attach schedule)			
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 8	300,000.	705,302.	781,220.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see page 16 of the instructions. Also, see page 1, item I)	1,518,433.	2,310,391.	2,387,405.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances				
	Organizations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds	1,518,433.	2,310,391.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	1,518,433.	2,310,391.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,518,433.	2,310,391.	

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	1,518,433.
2	Enter amount from Part I, line 27a	2	797,677.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	1,278.
4	Add lines 1, 2, and 3	4	2,317,388.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	6,997.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,310,391.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) 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				
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** 2,402.

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 pages 13 and 17 of the 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 organization liable for the section 4942 tax on the distributable amount of any year in the base period? . . . ☐ Yes ☒ No
If "Yes," the organization does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 17 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2002	5,792.	1,098,393.	0.00527315815
2001		168,438.	
2000			
1999			
1998			

2	**Total** of line 1, column (d)	2	0.00527315815
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	0.00263657908
4	Enter the net value of noncharitable-use assets for 2003 from Part X, line 5	4	1,537,591.
5	Multiply line 4 by line 3	5	4,054.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	210.
7	Add lines 5 and 6	7	4,264.
8	Enter qualifying distributions from Part XII, line 4	8	70,661.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 17

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 17 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling letter: ________ **(attach copy of ruling letter if necessary - see instructions)**		
b	Domestic organizations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	210.
c	All other domestic organizations 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	210.
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	210.
6	Credits/Payments:		
a	2003 estimated tax payments and 2002 overpayment credited to 2003 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c 210.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	210.
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	
11	Enter the amount of line 10 to be: **Credited to 2004 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the organization 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 page 18 of the instructions for 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 organization in connection with the activities*			
c	Did the organization 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 organization. ▶ $ ________ **(2)** On organization managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers ▶ $ ________			
2	Has the organization 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 organization 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 organization 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	N/A	
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 organization 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 page 19 of the instructions) ▶ TEXAS			
b	If the answer is "Yes" to line 7, has the organization 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 organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2003 or the taxable year beginning in 2003 (see instructions for Part XIV on page 25)? *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 11	10	N/A	
11	Did the organization comply with the public inspection requirements for its annual returns and exemption application?	11	X	

Web site address ▶ NONE

12 The books are in care of ▶ BANK OF AMERICA, N.A. Telephone no ▶ (214)209-2463
Located at ▶ 901 MAIN ST, 19TH FLOOR DALLAS, TX ZIP+4 ▶ 75202

13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 13

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
1 a	During the year did the organization (either directly or indirectly).			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 organization 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 page 19 of the instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the organization 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 2003?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2003, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2003? ☐ Yes ☒ No			
	If "Yes," list the years ▶ __________ , _________ , ________ , ________			
b	Are there any years listed in 2a for which the organization is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 19 of the instructions.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ __________ , _________ , ________ , ________			
3 a	Did the organization 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 2003 as a result of (**1**) any purchase by the organization 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 organization had excess business holdings in 2003)*	3b	N/A	
4 a	Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the organization 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 2003?	4b		X
5 a	During the year did the organization pay or incur any amount to.			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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)? ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	5b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6 a	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If you answered "Yes" to 6b, also file Form 8870			

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 20 of the instructions):

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 20 of the instructions). If none, enter "NONE."

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

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

3 Five highest-paid independent contractors for professional services - (see page 20 of the instructions). If none, enter "NONE."

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

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

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

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

Part IX-B Summary of Program-Related Investments (see page 21 of the 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 page 21 of the instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 21 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	1,560,717.
b	Average of monthly cash balances		1b	
c	Fair market value of all other assets (see page 22 of the instructions)		1c	289.
d	**Total** (add lines 1a, b, and c)		1d	1,561,006.
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	1,561,006.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 23 of the instructions)		4	23,415.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,537,591.
6	**Minimum investment return.** Enter 5% of line 5		6	76,880.

Part XI Distributable Amount (see page 23 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	76,880.
2a	Tax on investment income for 2003 from Part VI, line 5	2a	210.		
b	Income tax for 2003. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	210.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	76,670.
4a	Recoveries of amounts treated as qualifying distributions	4a	NONE		
b	Income distributions from section 4947(a)(2) trusts	4b			
c	Add lines 4a and 4b			4c	NONE
5	Add lines 3 and 4c			5	76,670.
6	Deduction from distributable amount (see page 23 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	76,670.

Part XII Qualifying Distributions (see page 23 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	70,661.
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	70,661.
5	Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 24 of the instructions)	5	210.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	70,451.

Note: *The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.*

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

		(a) Corpus	(b) Years prior to 2002	(c) 2002	(d) 2003
1 Distributable amount for 2003 from Part XI, line 7					76,670.
2 Undistributed income, if any, as of the end of 2002					
a Enter amount for 2002 only				54,920.	
b Total for prior years 2001 , ,			23.		
3 Excess distributions carryover, if any, to 2003:					
a From 1998	NONE				
b From 1999	NONE				
c From 2000	NONE				
d From 2001	NONE				
e From 2002	NONE				
f Total of lines 3a through e		NONE			
4 Qualifying distributions for 2003 from Part XII, line 4: ▶ $ 70,661.					
a Applied to 2002, but not more than line 2a				54,920.	
b Applied to undistributed income of prior years (Election required - see page 24 of the instructions)			23.		
c Treated as distributions out of corpus (Election required - see page 24 of the instructions)		NONE			
d Applied to 2003 distributable amount					15,718.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2003 *(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					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b Taxable amount - see page 24 of the instructions			NONE		
e Undistributed income for 2002 Subtract line 4a from line 2a Taxable amount - see page 24 of the instructions					
f Undistributed income for 2003. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2004					60,952.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 25 of the instructions)		NONE			
8 Excess distributions carryover from 1998 not applied on line 5 or line 7 (see page 25 of the instructions)		NONE			
9 Excess distributions carryover to 2004. Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9:					
a Excess from 1999	NONE				
b Excess from 2000	NONE				
c Excess from 2001	NONE				
d Excess from 2002	NONE				
e Excess from 2003	NONE				

Part XIV Private Operating Foundations (see page 25 of the 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 2003, enter the date of the ruling ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
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 organization had $5,000 or more in assets at any time during the year - see page 25 of the instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ▶ ☐ if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the organization makes gifts, grants, etc (see page 25 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed.

SEE STATEMENT 13

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

LESLEY FAMILY FOUNDATION GRANT APPLICATION - SEE ATTACHMENT

c Any submission deadlines:

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors: RESTRICTED TO ORGANIZATIONS DESCRIBED IN IRC SECTION 501(C)(3)

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 14				
Total . . . . ▶ **3a**				55,000.
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 page 26 of the 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	24,848.	
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	2,402.	
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)				27,250.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 27,250.

(See worksheet in line 13 instructions on page 26 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 organization's exempt purposes (other than by providing funds for such purposes). (See page 26 of the 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 organization 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 organization. If the organization 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

2 a Is the organization 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 or fiduciary) is based on all information of which preparer has any knowledge

Julie A. B 8/4/04 [redacted]

Signature of officer or trustee JULIE A. BUSCHMAN [redacted]

Paid Preparer's Use Only

Preparer's signature Nina Z. Behan [redacted]

Firm's name (or yours if self-employed), address, and ZIP code BANK OF AMERICA, N.[redacted]
P.O. BOX 831041
DALLAS TX

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

Schedule of Contributors

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

OMB No 1545-0047

2003

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

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
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 box(es) for both the General Rule and a Special Rule - see instructions.)*

General Rule -

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

Special Rules -

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

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

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

Caution: *Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they* **must** *check the box in the heading of their Form 990, Form 990-EZ, or on line 1 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).*

If a section 501(c)(7), (8), or (10) organization received contributions or bequests for use exclusively for religious, charitable, etc., purposes (sections 170(c)(4), 2055(a)(3), or 2522(a)(3)) -

List in Part I each contributor whose contributions total more than $1,000 during the year that were for a religious, charitable, etc., purpose To determine the $1,000, aggregate all of a contributor's gifts for the year (regardless of amount). For a noncash contribution, complete Part II.

All section 501(c)(7), (8), or (10) organizations that received **any** charitable contributions and listed **any** charitable contributors on Part I must also complete Part III.

If a section 501(c)(7), (8), or (10) organization received charitable gifts, but is not required to list **any** charitable contributors on Part I, check the box on line **A** at the top of Schedule B (Form 990 or 990-EZ) and enter the amount of charitable contributions received in the space provided. The organization need not complete and attach Part III.

Specific Instructions

Note: *You may duplicate Parts I, II, and III if more copies are needed. Number each page of each Part.*

Part I. In column **(a)**, identify the first contributor listed as no. 1 and the second contributor as no. 2, etc. Number consecutively Show the contributor's name, address, aggregate contributions for the year; and the type of contribution (e g , whether an individual, payroll, or noncash contribution). Report payroll contributions by listing the employer's name, address, and total amount given (unless an employee gave enough to be listed individually).

Part II. In column **(a)**, show the number that corresponds to the contributor's number in Part I. Describe the noncash contribution fully Report on property with readily determinable market value (i.e , market quotations for securities) by listing its fair market value (FMV). For marketable securities registered and listed on a recognized securities exchange, measure market value by the average of the highest and lowest quoted selling prices (or the average between the bona fide bid and asked prices) on the contribution date. See Regulations section 20.2031-2 to determine the value of contributed stocks and bonds. When market value cannot be readily determined, use an appraised or estimated value. To determine the amount of a noncash contribution that is subject to an outstanding debt, subtract the debt from the property's fair market value.

Part III. Section 501(c)(7), (8), or (10) organizations that received contributions or bequests for use exclusively for religious, charitable, etc , purposes must complete Parts I through III for those persons whose gifts totaled more than $1,000 during the year. Show also, in the heading of Part III, total gifts that were $1,000 or less and were for a religious, charitable, etc., purpose. *Complete this information only on the first Part III page.*

If an amount is set aside for a religious, charitable, etc., purpose, show in column **(d)** how the amount is held (e.g., whether it is mingled with amounts held for other purposes). If the organization transferred the gift to another organization, show the name and address of the transferee organization in column **(e)** and explain the relationship between the two organizations.

Name of organization: LESLEY FAMILY FOUNDATION, INC.

Employer identification number: 75-2936755

Part I **Contributors** (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	SARAH A. LESLEY CHARITABLE TRUST P. O. BOX 831041 DALLAS, TX 75283-1041	847,380.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
			Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
			Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
			Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
			Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
			Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

LESLEY FAMILY FOUNDATION, INC. **75-2936755**
(30-01-100-04218883)

Qualifying Distributions Election Statement
Form 990-PF, Part XIII, Line 4[b]

FYE 12/31/2003

The Lesley Family Foundation, Inc. is hereby making an election as set forth under IRS Regulations Section 53.4942(a)-3(d)(2) to apply 2003 Qualifying Distributions in the amount of $ 23.00 to the undistributed income balance of the prior taxable year as follows:

2001	$	23.00
Total 2003 Qualifying Distributions Applied	$	23.00

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		30030.03 NATIONS SHORT TERM INCOME FUND PROPERTY TYPE: SECURITIES				P	11/27/2002	04/24/2003
302,402.		300,000.					2,402.	
TOTAL GAIN(LOSS)							2,402.	

JSA
3E1730 1 000

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

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
SARAH A. LESLEY CHARITABLE TRUST P. O. BOX 831041 DALLAS, TX 75283-1041	12/31/2003	847,380.
TOTAL CONTRIBUTION AMOUNTS		847,380.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL HOME LN MTG CORP DEB	2,431.	2,431.
FEDERAL NATL MTG ASSN BENCHMARK NT	2,995.	2,995.
NATIONS SHORT TERM INCOME FUND PRIMARY A	2,276.	2,276.
NATIONS VALUE FUND PRIMARY A SHARES	458.	458.
NATIONS INTERNATIONAL EQUITY FD PRIMARY	1,913.	1,913.
NATIONS EQUITY INDEX FUND PRIMARY A SHAR	4,935.	4,935.
NATIONS CASH RESERVES TRUST CLASS	7,507.	7,507.
UNITED STATES TREAS NT DTD 04/30/03 1.62	2,031.	2,031.
INTEREST - MONEY MARKET SAVINGS A/C	302.	302.
TOTAL	24,848.	24,848.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		15,451.			15,451.
	TOTALS	15,451.	NONE	NONE	15,451.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES		6,083.	6,083.
	TOTALS	6,083.	6,083.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID		209.	209.
	TOTALS	209.	209.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
REPRESENTATION FEE - CT CORPORATION	210.	210.
TOTALS	210.	210.

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FNMA BM NOTE 1.875% 12/15/04	251,407.	251,328.
US TREAS NOTE 1.625% 04/30/05	250,078.	250,782.
FHLMC DEB 1.75% 05/15/05	250,154.	250,625.
TOTALS	751,639.	752,735.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
NATIONS SHORT-TERM INCOME FUND	300,000.		
NATIONS VALUE FUND		72,134.	82,233.
NATIONS SMALL COMPANY FUND		67,184.	73,992.
NATIONS INTERNATIONAL EQTY FD		141,100.	161,256.
NATIONS LARGECAP INDEX FUND		352,750.	385,992.
NATIONS MARSICO GROWTH FUND		72,134.	77,747.
TOTALS	300,000.	705,302.	781,220.

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

DESCRIPTION		AMOUNT
MUTUAL FUND ADJUSTMENT - 2002		1,278.
	TOTAL	1,278.

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

DESCRIPTION		AMOUNT
MUTUAL FUND ADJUSTMENT - 2003		38.
A/R WRITEDOWN - CORRECTION		6,957.
NET ROUNDING		2.
	TOTAL	6,997.

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

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
SARAH A. LESLEY CHARITABLE TRUST P. O. BOX 831041 DALLAS, TX 75283-1041	12/31/2003	847,380.
TOTAL CONTRIBUTION AMOUNTS		847,380.

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

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION
SARAH A. LESLEY; C/O BOA P.O. BOX 830241 DALLAS, TX 75283-0241,	DIRECTOR PART-TIME
JOSEPH D. LESLEY; C/O BOA P.O. BOX 830241 DALLAS, TX 75283-0241,	DIRECTOR PART-TIME
JULIE A. BUSCHMAN; C/O BOA P.O. BOX 830241 DALLAS, TX 75283-0241,	DIRECTOR PART-TIME
SAMMY JOE RAMSEY; C/O BOA P.O. BOX 830241 DALLAS, TX 75283-0241,	DIRECTOR PART-TIME
	GRAND TOTALS

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

BANK OF AMERICA, N.A.
ATTN: MS. JULIE A. BUSCHMAN
P.O. BOX 830241
DALLAS, TX 75283-0241
214-209-2463

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BAYLOR HEALTH CARE SYSTEM FDN - GARLAND BAYLOR FAMILY PRACTICE REGISTRY; 3600 GASTON AVE # 100 DALLAS, TX 75246	NONE PUBLIC 501(C)(3)	SUPPORT MATERNAL-CHILD WELLNESS PROGRAM	10,000.
INTERNATIONAL EXOTIC FELINE SANCTUARY, INC. P.O. BOX 637, HWY 114 W BOYD, TX 76023	NONE PUBLIC 501(C)(3)	UTILITY VEHICLE, CHEETAH HABITAT & MEDICINE	25,000.
TEXAS PYTHIAN HOME BOX 239 WEATHERFORD, TX 76086	NONE PUBLIC 501(C)(3)	PURCHASE VAN AND NEW DISHWASHER	20,000.
		TOTAL CONTRIBUTIONS PAID	55,000.

ORGANIZATION GRANT APPLICATION FORM
LESLEY FAMILY FOUNDATION
% Ms. Julie A. Buschman, Director
Bank of America, N.A.
901 Main Street, 19th Floor
Dallas, Texas 75202

Lesley Family Foundation is an organization exempt from income tax under Section 501(c)(3) of the Internal Revenue Code. Its authority to make grants is strictly controlled by the Code and the regulations thereunder. By providing the information called for in this application form, you will help us process the application and enable us to determine whether or not we can lawfully make the grant requested.

APPLICATION BRIEF

FROM: ______________________________
Name of Applicant Organization

ADDRESS: ______________________________
Street or P. O. Box

CITY: ____________ STATE: ____________ ZIP: ____________

TELEPHONE NUMBER: ____________ *I.D. NUMBER: ____________

CONTACT PERSON/TITLE: ______________________________

PROJECT OR PROGRAM NAME: ______________________________

AMOUNT REQUESTED: ______________________________

PROJECT OR PROGRAM DESCRIPTION: ______________________________

____

____

____

____

*Employer Identification Number

QUESTIONS/INFORMATION

1. (a) State in which the Applicant was organized?

____

(b) Was the Applicant organized under an act relating to non-profit corporations?
( ) Yes ( ) No

If not please explain the nature of the act under which it was incorporated, or the nature of the organization if it is not incorporated.

(c) States in which the Applicant operates: ______________________

(d) Area of Texas in which the Applicant operates: ______________________

2. Has the Applicant organization received a letter from the Internal Revenue Service ("IRS") ruling as to its exempt status under Section 501(c)(3) of the Internal Revenue Code?
( ) Yes ( ) No

If "YES" please attach a copy of this letter.

3. If the answer to Question 2 is "NO", please explain the status of the application for exemption or explain why the Applicant is not required to obtain such a ruling from the IRS.

4. If the letter mentioned in Question 2 provides for an advance ruling period, has such period expired?
( ) Yes ( ) No

If "YES" attach copies of correspondence with the IRS concerning the issuance of a permanent ruling.

5. (a) Since receiving the letter from the IRS mentioned above, do you know of any matter which might effect the ruling contained in such letter?
( ) Yes ( ) No

(b) If the answer to 5(a) is "YES", is the matter known by the IRS?
( ) Yes ( ) No

If "YES" enclose a copy of correspondence with the IRS on the matter involved.

If "NO" explain why the IRS does not know about the matter and provide some facts concerning the matter.

6. Enclose a description of the Applicant organization's structure, purpose, history and program, or a brochure which generally meets this description.

7. Enclose a list of the names and addresses of members of the governing board of the Applicant organization.

8. Is the Applicant organization controlled by, related to, connected with or sponsored by another organization?

   ( ) Yes ( ) No

   If "YES", please attach an additional page identifying the other organization, describing its purpose and activities and explaining the relationship.

9. Enclose a copy of the Applicant organization's budget for the year in which the requested grant funds are to be used including, if appropriate, separate data on the project for which the funds are to be used.

10. Enclose a copy of the Applicant organization's latest information return (Form 990 or 990-PF) filed with the IRS and a copy of its most recent internal financial statements for the period since the end of the fiscal year covered by the Form 990 or 990-PF.

11. Enclose a list of supporters (with the amount of support received or expected to be received) who have been asked to contribute to the project or program to which you are asking the Foundation to contribute.

12. On a separate sheet of paper provide any additional information regarding this grant request which you believe would be of interest to the Foundation.

____
Name

____
Title

____
Date

Form **8868** (December 2000)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (not automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Note: ***Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.***

Part I Automatic 3-Month Extension of Time - Only submit original (no copies needed)

Note: ***Form 990-T corporations*** *requesting an automatic 6-month extension - check this box and complete Part I only* ▶ [ ]

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041

Type or print	Name of Exempt Organization LESLEY FAMILY FOUNDATION, INC. (30-01-100-0421883)	**Employer identification number** 75-2936755
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O box, see instructions C/O BANK OF AMERICA, N.A. P.O. BOX 831041	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. DALLAS, TX 75283-1041	

Check type of return to be filed (file a separate application for each return):

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T(sec 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- If the organization does **not** have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a **Group Return,** enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the **whole** group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-month, for **990-T corporation)** extension of time until 08/15 , 2004 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2003 or

▶ [ ] tax year beginning ________ , ____ , and ending ________ , ____

2 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions . . . $ 210.

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit . . . $

c **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions . . . $ 210.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete, and that I am authorized to prepare this form

Bank of America, N.A.

Signature ▶ Nina Z. Behan Title ▶ Ass't VP Date ▶ 5-13-04

For Paperwork Reduction Act Notice, see Instruction Form **8868** (12-2000)

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