INTERNAL REVENUE SERVICE

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter social security numbers on this form as it may be made public.**

▶ **Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf***

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, **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) | Room/suite

C/O BANK OF AMERICA, N.A. P.O. BOX 831041

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: ☒ 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)* ▶ $ 14,380,616.

J Accounting method: ☒ 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 . ▶ ☐

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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	288,047.	288,047.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	184,467.			
	b Gross sales price for all assets on line 6a 2,493,405.				
	7 Capital gain net income (from Part IV, line 2)		184,467.		
	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	1,319,894.	472,514.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	35,862.	21,517.		14,345.
	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	1,425.	855.	NONE	570.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	8,218.	2,011.		
	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	45,570.	24,383.	NONE	14,980.
	25 Contributions, gifts, grants paid	629,500.			629,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	675,070.	24,383.	NONE	644,480.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	644,824.			
	b **Net investment income** (if negative, enter -0-)		448,131.		
	c **Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,092,426.	1,769,162.	1,769,162.
	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)			
	b Investments - corporate stock (attach schedule)		5,260,344.	7,679,557.
	c Investments - corporate bonds (attach schedule)	4,589,797.	5,063,586.	4,931,897.
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	4,760,013.		
	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)	11,442,236.	12,093,092.	14,380,616.
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	11,442,236.	12,093,092.	
	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)	11,442,236.	12,093,092.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	11,442,236.	12,093,092.	

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	11,442,236.
2	Enter amount from Part I, line 27a	2	644,824.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	7,346.
4	Add lines 1, 2, and 3	4	12,094,406.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	1,314.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,093,092.

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)
1 a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,493,405.		2,308,815.	184,590.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	
a				184,590.
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	184,467.
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))
2015	554,752.	13,000,880.	0.042670
2014	579,038.	12,091,273.	0.047889
2013	421,147.	10,609,273.	0.039696
2012	443,499.	9,008,918.	0.049229
2011	341,740.	8,157,568.	0.041892

2	**Total** of line 1, column (d)	2	0.221376
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	0.044275
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	13,488,958.
5	Multiply line 4 by line 3	5	597,224.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,481.
7	Add lines 5 and 6	7	601,705.
8	Enter qualifying distributions from Part XII, line 4	8	644,480.

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	4,481.
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	4,481.
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	4,481.
6	Credits/Payments.		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 6,672.		
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	6,672.
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	2,191.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 2,191. **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 2016 or the taxable year beginning in 2016 (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 ▶ 75202-3735

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 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶	16		X

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ 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 2016 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 2016)*	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 2016?	4b		X

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

5a	During the year did the foundation pay or incur any amount to.			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 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-
BANK OF AMERICA, N.A. P.O. BOX 830241, DALLAS, TX 75283-0241	AGENT 1	35,862.	-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	12,479,023.
b	Average of monthly cash balances	1b	1,215,351.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	13,694,374.
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	13,694,374.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	205,416.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,488,958.
6	**Minimum investment return.** Enter 5% of line 5	6	674,448.

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	674,448.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	4,481.		
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,481.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	669,967.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	669,967.
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	669,967.

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	644,480.
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	644,480.
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	4,481.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	639,999.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				669,967.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			614,350.	
b Total for prior years 20 14 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2016:				
a From 2011 NONE				
b From 2012 NONE				
c From 2013 NONE				
d From 2014 NONE				
e From 2015 NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 644,480.				
a Applied to 2015, but not more than line 2a			614,350.	
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 2016 distributable amount				30,130.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2016 *(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 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				639,837.
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 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2012 NONE				
b Excess from 2013 NONE				
c Excess from 2014 NONE				
d Excess from 2015 NONE				
e Excess from 2016 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 2016, enter the date of the ruling . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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				629,500.
Total ▶ **3a**				629,500.
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	288,047.	
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	184,467.	
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)				472,514.	
13 **Total.** Add line 12, columns (b), (d), and (e)					13 472,514.

(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 | 4/10/17 | DIRECTOR

Signature of officer or trustee | Date | Title

SARAH A. KEEYES

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☒ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
NINA Z. BEHAN	Nina Z. Behan	04/06/2017		P01219830

Firm's name ▶ BANK OF AMERICA, N.A. Firm's EIN ▶ 94-1687665

Firm's address ▶ P.O. BOX 831041 DALLAS, TX 75283-1041 Phone no 800-357-7094

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

2016

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 for 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't 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	1,000.	1,000.
FOREIGN DIVIDENDS	14,017.	14,017.
DOMESTIC DIVIDENDS	91,440.	91,440.
OTHER INTEREST	133,219.	133,219.
FOREIGN INTEREST	6,910.	6,910.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	28,988.	28,988.
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	432.	432.
NONQUALIFIED FOREIGN DIVIDENDS	5,296.	5,296.
NONQUALIFIED DOMESTIC DIVIDENDS	6,622.	6,622.
ACCRUED MARKET DISCOUNT	123.	123.
TOTAL	288,047.	288,047.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,425.	855.		570.
TOTALS	1,425.	855.	NONE	570.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX ESTIMATES	6,207.	
FOREIGN TAXES ON QUALIFIED FOR	1,450.	1,450.
FOREIGN TAXES ON NONQUALIFIED	561.	561.
TOTALS	8,218.	2,011.

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 - 2015	1,987.
NET YEAR-END SALES ADJUSTMENT	5,359.
TOTAL	7,346.

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

DESCRIPTION	AMOUNT
NET INCOME ADJUSTMENT	63.
NET ROUNDING	9.
PURCHASED ACCRUED INTEREST - 2016	1,242.
TOTAL	1,314.

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

NAME AND ADDRESS

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

HATTIE MAE LESLEY FOUNDATION, INC. 75-2936754
FORM 990PF, PART XV - LINES 2a - 2d
==========

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 FORT WORTH OPERA STUDIO
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ..... 100,000.

RECIPIENT NAME:
SANTA FE OPERA FOUNDATION
ADDRESS:
P.O. BOX 2408
SANTA FE, NM 87504-2408
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
APPRENTICE PROGRAM FOR SINGERS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ..... 12,500.

RECIPIENT NAME:
THE BATTERED WOMEN'S FOUNDATION
ADDRESS:
4166 WILMAN AVE
N RICHLAND HILLS, TX 76180
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
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ..... 50,000.

RECIPIENT NAME:
SAMARITAN HOUSE
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 ..... 15,000.

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

RECIPIENT NAME:
SEAGLE MUSIC COLONY, INC.
ADDRESS:
P.O. BOX 366
SCHROON LAKE, NY 12870-0366
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT 2016 ARTIST SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ..... 18,000.

RECIPIENT NAME:
BRIGHTER TOMORROWS INC.
ADDRESS:
928 BLUEBIRD DR
IRVING, TX 75061
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:
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:
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 ..... 10,000.

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.

RECIPIENT NAME:
CHILD PROTECTIVE SERVICES COMMUNITY
PARTNERS, INC.
ADDRESS:
1215 SKILES ST
DALLAS, TX 75204
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
KIDS IN CRISIS PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:
HEALING HANDS MINISTIRES INC.
ADDRESS:
P.O. BOX 741524
DALLAS, TX 75374-1524
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
EXPAND HEALTH & DENTAL SERVICES FOR CHILDREN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:
SIMPLY GRACE
ADDRESS:
P.O. BOX 180172
DALLAS, TX 75218
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
ASSIST WOMEN BATTLING SUBSTANCE ADDICTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:
AIDS OUTREACH CENTER
ADDRESS:
400 N BEACH ST
FORT WORTH, TX 76111
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT CIRCLE OF HOPE CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ..... 75,000.

RECIPIENT NAME:
ALLEY'S HOUSE
ADDRESS:
4113 JUNIUS ST
DALLAS, TX 75246
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
PATH TO INDEPENDENCE PROGRAM EXPANSION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:
BIG THOUGHT
ADDRESS:
1409 S LAMAR ST, SUITE 1015
DALLAS, TX 75215
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT CREATIVE SOLUTIONS PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:
CHILDRENS MEDICAL CENTER FOUNDATION
ADDRESS:
2777 STEMMONS FRWY, SUITE 700
DALLAS, TX 75207
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
VGO EDUCATIONAL ROBOTS FOR PATIENTS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ..... 24,000.

HATTIE MAE LESLEY FOUNDATION, INC. 75-2936754
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CHRISTIAN CARE CENTERS
ADDRESS:
900 WIGGINS PKWY
MESQUITE, TX 75150
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT SENIOR CARE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:
DALLAS LEGAL HOSPICE
ADDRESS:
1825 MARKET CENTER BLVD, SUITE 550
DALLAS, TX 75207
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
LEGAL SERVICES FOR LOW INCOME TERMINALLY ILL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:
DENTON COUNTY FRIENDS OF THE FAMILY
ADDRESS:
P.O. BOX 640
DENTON, TX 76202-0640
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
DOMESTIC VIOLENCE & SEXUAL ASSAULT VICTIMS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:
FAMILY PLACE INC.
ADDRESS:
P.O. BOX 7999
DALLAS, TX 75209
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
FOR HIIRING A CHILDREN'S THERAPIST
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:
GOLDEN GATE REHABILITATION
ADDRESS:
1128 REVEREND CBT SMITH ST
DALLAS, TX 75203-1536
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT FOR WOMEN'S REHAB PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:
HOPE SUPPLY CO
ADDRESS:
10480 SHADY TRAIL, SUITE 104
DALLAS, TX 75220
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT THE HOPE FOR HOMELESS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:
INTERNATIONAL CENTER FOR CLUBHOUSE
DEVELOPMENT
ADDRESS:
483 TENTH AVE, SUITE 205
NEW YORK, NY 10018-9824
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
FOR NEW TEXAS CLUBHOUSE DEVELOPMENT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:
PARKLAND FOUNDATION
ADDRESS:
2777 STEMMONS FRWY, SUITE 1700
DALLAS, TX 75207
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
MOBILE MEDICAL CLINIC & READY TO LEARN PRGRM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:
RAINBOW DAYS
ADDRESS:
8150 N CENTRAL EXPWY, SUITE M1003
DALLAS, TX 75206
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT SERVICES FOR HOMELESS CHILDREN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:
RECONCILIATION OUTREACH MINISTRIES
ADDRESS:
1421 N PEAK ST
DALLAS, TX 75204
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
ACADEMIC TUTORING FOR LOW INCOME CHILDREN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:
SHELTER MINISTRIES OF DALLAS
dba AUSTIN STREET CENTRE
ADDRESS:
P.O. BOX 710729
DALLAS, TX 75371-0729
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT WORK READINESS PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:
STAY THE COURSE VETERAN SERVICES
ADDRESS:
2501 PARKVIEW DR, SUITE 200
FORT WORTH, TX 76102
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
THERAPY FOR VETERANS & FIRST RESPONDERS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:
TRINITY RESTORATION MINISTRIES
ADDRESS:
2728 HOLMES ST
DALLAS, TX 75215
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
MENTORING & AFTERCARE FOR INCARCERATED MEN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:
YOUNG LIFE
ADDRESS:
P.O. BOX 292561
LEWISVILLE, TX 75029
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
YOUNG LIVES FOR TEEN MOMS PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ..... 5,000.

TOTAL GRANTS PAID: 629,500.

HATTIE MAE LESLEY FOUNDATION INC.
75-2936754
Balance Sheet
12/31/2016

Bank of America

Cusip	Asset	Units	Basis	Market Value
020002AZ4	ALLSTATE CORP	50000 000	50,081 00	50,630 00
02079KAB3	ALPHABET INC	50000 000	54,422 00	51,838 00
03524BAE6	ANHEUSER BUSCH INBEV FIN INC	16000.000	17,386 40	16,539 36
03523TAV0	ANHEUSER BUSCH INBEV	50000.000	57,714 35	54,347 50
035242AP1	ANHEUSER-BUSCH INBEV FIN INC	84000 000	84,125 16	85,275 96
037833BB5	APPLE INC	100000 000	100,128 75	99,984 00
037833BZ2	APPLE INC	100000 000	100,323 00	93,855 00
00206RAR3	AT&T INC	50000 000	60,946 60	53,761 50
053332AT9	AUTOZONE INC	50000 000	50,660.00	48,116.00
06406HBM0	BANK NEW YORK INC	50000 000	57,885 55	53,948 00
084664BQ3	BERKSHIRE HATHAWAY FIN CORP	50000 000	51,155 95	53,887.00
09247XAJ0	BLACKROCK INC	50000 000	52,233 20	51,837 00
097023AZ8	BOEING CO	50000 000	60,233.10	54,359 50
14040HBG9	CAPITAL ONE FINL CORP	50000 000	47,790 00	48,462 00
14912L5X5	CATERPILLAR FINL SVCS CORP	50000 000	50,866 50	52,521.00
19765N245	COLUMBIA DIVIDEND INCOME FUND	84834 448	1,225,291 99	1,622,034 65
19765H321	COLUMBIA LARGE CAP INDEX FUND	59188 132	1,382,795 33	2,536,211 46
19765Y688	COLUMBIA SELECT LARGE CAP	106497 734	1,064,189 79	1,453,694 07
20030NBD2	COMCAST CORP NEW	50000 000	51,477 70	51,045 50
24422EQV4	DEERE JOHN CAP CORP	50000 000	60,511 60	53,392 00
26441CAS4	DUKE ENERGY CORP NEW	50000 000	47,329 00	46,666 50
3128M1LH0	FEDERAL HOME LN MTG CORP	4884 732	4,965 63	5,171 37
3128MEZN4	FEDERAL HOME LN MTG CORP	185419 278	197,471 52	195,090 75
3137EABP3	FEDERAL HOME LN MTG CORP	200000.000	227,316 00	210,846 00
3137EACA5	FEDERAL HOME LN MTG CORP	200000 000	218,097 39	210,688 00
3138WDAE1	FEDERAL NATL MTG ASSN	75117 180	78,027 96	77,151 35
3138WHF56	FEDERAL NATL MTG ASSN	193938 066	205,574.35	198,961 06
3138WHMS8	FEDERAL NATL MTG ASSN	190006 362	209,214 82	204,792.66
3138Y6ZB3	FEDERAL NATL MTG ASSN	77792 200	80,830 95	79,902 70
31398ADM1	FEDERAL NATL MTG ASSN	200000 000	224,841 61	204,100 00
31412SQW8	FEDERAL NATL MTG ASSN	9253 622	9,534 11	9,622 93
31417A6X2	FEDERAL NATL MTG ASSN	104357 480	110,048 25	107,324 36
31620MAL0	FIDELITY NATL INFORMATION SVCS	50000 000	49,593 64	50,020.00
345397XD0	FORD MTR CR CO LLC	50000 000	49,692 50	50,008 00

HATTIE MAE LESLEY FOUNDATION INC.
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Bank of America

Cusip	Asset	Units	Basis	Market Value
36962G5J9	GENERAL ELEC CAP CORP	50000.000	52,569 25	54,847 00
38141GRC0	GOLDMAN SACHS GROUP INC	100000 000	100,686 00	100,595 00
437076AW2	HOME DEPOT INC	50000 000	56,078 10	54,215.00
458140AJ9	INTEL CORP	50000 000	53,155.35	51,958.50
459200GJ4	INTERNATIONAL BUSINESS MACHS	35000 000	35,745 50	36,048 95
464287465	ISHARES MSCI EAFE ETF	1681 000	100,079 01	97,044 13
464287655	ISHARES RUSSELL 2000 ETF	4189 000	268,518 79	564,886 65
464287481	ISHARES RUSSELL MID-CAP GROWTH	1739.000	157,109 26	169,361 21
46623EJY6	J P MORGAN CHASE & CO	100000.000	100,104 09	100,017 00
46623EKG3	J P MORGAN CHASE & CO UNSECD	100000 000	100,845.83	98,147.00
47803W406	JOHN HANCOCK FDS III DISCIPLINED	21047 356	258,731 06	451,886.73
46625HJE1	JPMORGAN CHASE & CO	50000 000	50,669 20	50,564.50
494550BR6	KINDER MORGAN ENERGY PARTNERS	50000 000	50,172 50	50,263 00
548661CW5	LOWES COS INC	50000 000	52,277 15	51,226 00
58933YAA3	MERCK & CO INC NEW	50000 000	54,190 00	53,060 50
68380L407	OPPENHEIMER INTL GROWTH FUND	10928 923	403,377 00	379,015.05
742718EB1	PROCTER & GAMBLE CO	50000 000	51,158 50	51,479 50
806854AH8	SCHLUMBERGER INVT SA SR UNSECD	50000 000	50,486 00	52,374 00
82481LAA7	SHIRE ACQUISITIONS INVTS IRELAND	50000.000	49,389 00	49,366 00
857477AM5	STATE STR CORP	50000.000	50,789 00	52,053 50
91159HHG8	U S BANCORP	50000 000	50,627 50	51,984 00
912828HA1	UNITED STATES TREAS NT	55000 000	59,882 03	56,349 15
912828JH4	UNITED STATES TREAS NT	50000 000	51,904 85	52,357 50
912828MD9	UNITED STATES TREAS NT	125000.000	129,589 84	125,000 00
912828ND8	UNITED STATES TREAS NT	125000 000	135,361 33	132,866 25
912828P46	UNITED STATES TREAS NT	275000 000	268,253 91	256,954 50
912828QN3	UNITED STATES TREAS NT	75000 000	79,624 02	79,034 25
912828S50	UNITED STATES TREAS NT	126052 500	126,160 46	121,892 77
912828WE6	UNITED STATES TREAS NT	175000 000	184,201 17	180,769 75
922042858	VANGUARD FTSE EMERGING MKTS	11331 000	400,251 71	405,423 18
92826CAD4	VISA INC	100000 000	102,134 00	100,439 00
94974BEV8	WELLS FARGO & CO	50000 000	56,926 95	53,727 00
961214CK7	WESTPAC BKG CORP	100000 000	100,182 00	100,030.00
92890NAT6	WFRBS COML MTG TR 2012-C10	90000 000	89,943.75	90,132 30

HATTIE MAE LESLEY FOUNDATION INC.
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Balance Sheet
12/31/2016

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Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	1769162.220	1,769,162 22	1,769,162.22
		Totals	12,093,092 03	14,380,616 27