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Form **990-PF**

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

OMB No 1545-0052

2011Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning 12/01/11, and ending 11/30/12

Name of foundation W. Lester Brooks Foundation, Inc.		A Employer identification number 56-6060695
Number and street (or P O box number if mail is not delivered to street address) 1914 Brunswick Avenue	Room/suite 2B	B Telephone number (see instructions)
City or town, state, and ZIP code Charlotte NC 28207		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 928,577	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	38,969	38,969	38,969	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	16			
	b Gross sales price for all assets on line 6a 33				
	7 Capital gain net income from the sale of assets		16		
	8 Net short-term capital gain or (loss)			0	
	9 Income modifications				
	10a Gross sales less returns and discounts				
Operating and Administrative Expenses	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	38,985	38,985	38,969	
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Stmt 1	11,375	11,375	11,375	
	c Other professional fees (attach schedule) Stmt 2	150	150	150	
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 3	541	541	541	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att. sch.) Stmt 4	71	71	71	
	24 Total operating and administrative expenses. Add lines 13 through 23	12,137	12,137	12,137	0
	25 Contributions, gifts, grants paid	34,000			34,000
	26 Total expenses and disbursements. Add lines 24 and 25	46,137	12,137	12,137	34,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-7,152			
	b Net investment income (if negative, enter -0-)		26,848		
	c Adjusted net income (if negative, enter -0-)			26,832	

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

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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	4,189	30,146	30,146
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 124,925			
		Less allowance for doubtful accounts ▶	160,163	124,925	124,925
	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 (att. schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	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) See Stmt 5	797,283	799,412	773,506
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment, basis ▶			
Liabilities		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment, basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	961,635	954,483	928,577
Net Assets or Fund Balances	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)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>			
	24	Unrestricted	961,635	954,483	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27	Capital stock, trust principal, or current funds			
	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)	961,635	954,483	
	31	Total liabilities and net assets/fund balances (see instructions)	961,635	954,483	

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	961,635
2	Enter amount from Part I, line 27a	2	-7,152
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	954,483
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	954,483

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 .75 Southern Copper	P	03/31/08	02/28/12
b .333 Duke Energy Corp	P	02/04/10	07/03/12
c Bank of America Fair Fd Settlement	P	Various	11/27/12
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			2
b 23		17	6
c 8			8
d			
e			

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

(i) FMV 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			2
b			6
c			8
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	16
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c) (see instructions)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	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))
2010	76,000	844,577	0.089986
2009	214,754	866,455	0.247854
2008	120,000	993,492	0.120786
2007	80,500	836,201	0.096269
2006	60,000	1,970,271	0.030453

2 Total of line 1, column (d)	2	0.585348
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	0.117070
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	914,648
5 Multiply line 4 by line 3	5	107,078
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	268
7 Add lines 5 and 6	7	107,346
8 Enter qualifying distributions from Part XII, line 4	8	34,000

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	537
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	0
3	Add lines 1 and 2	3	537
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	537
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,812
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,812
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,275
11	Enter the amount of line 10 to be Credited to 2012 estimated tax 1,275 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NC		
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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► www.guidestar.org	13	X	
14	The books are in care of ► Mrs. W. Lester Brooks, Jr. 1914 Brunswick Ave 2B Located at ► Charlotte NC ZIP+4 ► 28207 Telephone no ► 704-334-7271			
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		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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 2011?	N/A	
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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.)	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 ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2011 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 2011.)	N/A	
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 2011?	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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>			
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?	N/A <input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	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
Carter B. MacBain	Charlotte	Vice Preside			
1911 Cassamia Place	NC 28211	0.00	0	0	0
Patty F. Brooks	Charlotte	Pres, Treas			
2110 Queens Road East	NC 28207	0.00	0	0	0
Janet B. Dudley	Scotland Neck	Secretary			
Drawer 280	NC 27874	0.00	0	0	0
William L. Brooks III	Vancouver	2nd Vice-Pres			
1701 Broadway Street #161	WA 98663	0.00	0	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				

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

0

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		

Total number of others receiving over \$50,000 for professional services **0****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 N/A	
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 N/A	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3 **0**

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	773,506
b	Average of monthly cash balances	1b	155,071
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	928,577
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	928,577
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	13,929
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	914,648
6	Minimum investment return. Enter 5% of line 5	6	45,732

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	45,732
2a	Tax on investment income for 2011 from Part VI, line 5	2a	537
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	537
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	45,195
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	45,195
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	45,195

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	34,000
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	34,000
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	34,000

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				45,195
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				40,177
c From 2008				71,058
d From 2009				171,923
e From 2010				34,307
f Total of lines 3a through e	317,465			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 34,000				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				34,000
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	11,195			11,195
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	306,270			
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	306,270			
10 Analysis of line 9				
a Excess from 2007				28,982
b Excess from 2008				71,058
c Excess from 2009				171,923
d Excess from 2010				34,307
e Excess from 2011				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) **N/A**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	
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))

N/A

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

There are no such stock ownerships**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 of the person to whom applications should be addressed

Mrs. Patty F. Brooks 704-334-7271
1914 Brunswick Ave, Suite 2B Charlotte NC 28207

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

No special form

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

None other than approved by IRS

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year See Statement 6				34,000
Total			▶ 3a	34,000
b Approved for future payment N/A				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	38,969	
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			14	16	
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)		0		38,985	0
13	Total. Add line 12, columns (b), (d), and (e)				38,985	38,985

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

[illegible]

W. LESTER BROOKS FOUNDATION, INC.
CHARLOTTE, NORTH CAROLINA

Exhibit "A"

STATEMENT OF ASSETS, LIABILITIES AND FUND BALANCE - INCOME TAX BASIS
November 30, 2012 and November 30, 2011

<u>Assets</u>	<u>Fair Market Value 11-30-12</u>	<u>Cost 11-30-12</u>	<u>Cost 11-30-11</u>
Cash in Bank	\$ 30,145.84	\$ 30,145.84	\$ 4,188.77
Accounts Receivable UBS Financial Services, Inc.	124,925.23	124,925.23	160,163.19
<u>Common Stock Shares:</u>			
See Schedule #4	773,506.22	799,411.96	797,283.00
Total Market Value at 11-30-12	<u>\$ 928,577.29</u>		
Total Assets		<u>\$ 954,483.03</u>	<u>\$ 961,634.96</u>
 <u>Liabilities</u>			
Funds held on reserve for distribution to established charities recognized by the Internal Revenue Service Exhibit "B"		954,483.03	961,634.96
Total Liabilities		<u>\$ 954,483.03</u>	<u>\$ 961,634.96</u>

See Accompanying Accountant's Report

W. LESTER BROOKS FOUNDATION, INC.
CHARLOTTE, NORTH CAROLINA

Exhibit "B"

FUND BALANCE - INCOME TAX BASIS
Fiscal Year Ended November 30, 2012

Balance at November 30, 2011 \$ 961,634.96

Additions:

Dividends Received - Schedule #2	\$ 38,968.79	
Interest Income - Schedule #2	0.00	
Capital Gains - Schedule #3	<u>16.89</u>	38,985.68

Deductions:

Contributions to Qualified Charities - Schedule #2	34,000.00	
Taxes - Foreign	541.61	
Bank Charges	51.00	
Broker and Investment Fees	150.00	
Investment Expense - ADR Fees	20.00	
Accounting Services	<u>11,375.00</u>	<u>46,137.61</u>

Balance at November 30, 2012 \$ 954,483.03

See Accompanying Accountants' Report

W. LESTER BROOKS FOUNDATION, INC.
CHARLOTTE, NORTH CAROLINA

Schedule #1
Page #1

RECEIPTS AND DISBURSEMENTS
Fiscal Year Ended November 30, 2012

<u>Year</u>	<u>Bank</u>	<u>Check #</u>	<u>Receipts</u>	<u>Disbursements</u>
<u>2011</u>				
5-Dec	Myers Park United Methodist Church	1214		\$ 2,500 00
6-Dec	The Duke Mansion-Colonade Society	1215		500 00
6-Dec	Community Building Initiative	1216		500 00
6-Dec	UNC Chapel Hill-School of Education Foundation	1217		1,000 00
6-Dec	YWCA of the Central Carolinas	1218		250.00
6-Dec	Council for Children's Rights	1219		250.00
6-Dec	Camp Seagall/Seafarer Annual Fund	1220		1,500.00
6-Dec	The Family Violence Prevention Center/INTERACT	1221		500.00
6-Dec	White Memorial Presbyterian Church	1222		750.00
6-Dec	Reflection Ministries, Inc	1223		500.00
6-Dec	Hearts with Haiti	1224		500.00
6-Dec	Fellowship of Christian Athletes/Raleigh Chapter	1225		250.00
6-Dec	Alexander County YMCA/April Richardson	1226		250 00
6-Dec	Triangle Vision Walk/James Mattox Team	1227		500.00
6-Dec	PCA-Reformed University Ministries	1228		250.00
6-Dec	White Memorial Presbyterian Church	1229		2,000.00
6-Dec	Foundation Fighting Blindness	1230		1,000.00
6-Dec	Theatre In The Park	1231		1,000.00
6-Dec	Urban Ministries	1232		500.00
6-Dec	Wake Forest University Women's Golf	1233		500.00
6-Dec	Myers Park United Methodist Church	1234		10,000.00
6-Dec	Deposit-from UBS Financial Services Inc.		35,000.00	
6-Dec	Service Charge - Bank of America			3 00
<u>2012</u>				
2-Feb	Thomas A. Edison High School	1235		3,000 00
2-Feb	Hobgood Academy	1236		1,000.00
2-Feb	DEAR - Down East Animal Rescue	1237		1,000.00
2-Feb	The Baker Family Ministries	1238		3,000 00
16-Feb	Check Printing - Bank of America			39 00
29-Feb	Service Charge - Bank of America			3 00
31-Mar	Service Charge - Bank of America			3.00
10-Apr	INREACH	1239		1,000 00
30-Apr	Service Charge - Bank of America			3 00
21-Nov	Deposit-from UBS Financial Services Inc		25,000.00	
27-Nov	Deposit - SEC v. Bank of America Corp Fair Fund		8.07	
	Totals		60,008 07	\$ 34,051.00
	Less: Disbursements		(34,051 00)	
	Beginning Bank Balance 12-1-11		4,188 77	
	Ending Bank Balance 11-30-12		<u>\$ 30,145 84</u>	

See Accompanying Accountants' Report

W. LESTER BROOKS FOUNDATION, INC
CHARLOTTE, NORTH CAROLINA

Schedule #1
Page #2

RECEIPTS AND DISBURSEMENTS
Fiscal Year Ended November 30, 2012

<u>Year</u>	<u>UBS Financial Services, Inc</u>	<u>Receipts</u>	<u>Disbursements</u>
<u>2011</u>			
5-Dec	Withdrawal - to W L. Brooks Foundation, Inc checking		\$ 35,000.00
6-Dec	Dividend - Southern Co	\$ 945.00	
6-Dec	Annual Fee Charge		150.00
16-Dec	Dividend - Duke Energy Holding Corp	1,750.00	
16-Dec	Dividend - Royal Dutch Shell PLC	840.00	
16-Dec	Foreign Tax - Royal Dutch Shell PLC		126 00
23-Dec	Dividend - RMA MMkt	1.11	
23-Dec	Dividend - Bank of America Corp	10.00	
29-Dec	Dividend - Alpine Total Dynamic Div Fd	110.00	
<u>2012</u>			
3-Jan	Dividend - RMA MMkt	0.33	
4-Jan	Dividend - Kimberly Clark Corp	350.00	
10-Jan	Dividend - Altria Group Inc	615.00	
10-Jan	Dividend - Philip Morris Intl Inc	577.50	
11-Jan	Apollo Investment Corp	657.44	
10-Jan	Reinvestment - 6.8117 Apollo Investment Corp		653.92
25-Jan	Dividend - RMA MMkt	0.91	
30-Jan	Dividend - Alpine Total Dynamic Div Fd	110.00	
30-Jan	Dividend - Saul Centers Inc	360.00	
1-Feb	Purchase - AT&T Inc	880.00	
15-Feb	Dividend - Procter & Gamble Co	262.50	
17-Feb	Accounting Fee - Spangler, Inc., P A		11,375.00
23-Feb	Dividend - RMA MMkt	1.08	
28-Feb	Cash-In-Lieu - Southern Copper Corp	2.46	
28-Feb	Dividend - Southern Copper Corp	427.50	
28-Feb	Dividend - Alpine Total Dynamic Divid Fund	110.00	
6-Mar	Dividend - Southern Co	945.00	
16-Mar	Dividend - Duke Energy Holding Corp	1,750.00	
22-Mar	Dividend - Royal Dutch Shell PLC	840.00	
22-Mar	Foreign Tax - Royal Dutch Shell PLC		126.00
23-Mar	Dividend - Bank of America Corp	10.00	
26-Mar	Dividend - RMA MMkt	1.01	
29-Mar	Dividend - Alpine Total Dynamic Dividend Fd	110.00	
3-Apr	Dividend - Apollo Investment Corp	488.80	
3-Apr	Reinvestment - 7.541975 Apollo Investment Corp		482.69
3-Apr	Dividend - Kimberly Clark Corp	370.00	
10-Apr	Dividend - Altria Group Inc	615.00	
12-Apr	Dividend - Philip Morris Intl Inc	577.50	
24-Apr	Dividend - RMA MMkt	0.92	
27-Apr	Dividend - Alpine Total Dynamic Dividend Fd	110.00	
27-Apr	Dividend - Saul Centers Inc	360.00	
1-May	Dividend - AT&T Inc	880.00	
15-May	Dividend - Procter & Gamble Co	281.00	
24-May	Dividend - Southern Copper Corp	1,205.22	
24-May	Dividend - RMA MMkt	0.95	
30-May	Dividend - Alpine Total Dynamic Dividend Fd	110.00	
6-Jun	Dividend - Southern Co	980.00	
18-Aug	Dividend - Duke Energy Holding Corp	1,750.00	
21-Jun	Dividend - Royal Dutch Shell PLC	860.00	
21-Jun	Foreign Tax - Royal Dutch Shell PLC		129.00
22-Jun	Dividend - Bank of America Corp	10.00	
27-Jun	Dividend - RMA MMkt	1.21	

See Accompanying Accountants' Report

W LESTER BROOKS FOUNDATION, INC.
CHARLOTTE, NORTH CAROLINA

Schedule #1
Page #3

RECEIPTS AND DISBURSEMENTS
Fiscal Year Ended November 30, 2012

<u>Year</u>	<u>UBS Financial Services, Inc. con't</u>	<u>Receipts</u>	<u>Disbursements</u>
<u>2012</u>			
28-Jun	Dividend - Alpine Total Dynamic Div Fd	110.00	
3-Jul	Dividend - Kimberly Clark Corp	370 00	
5-Jul	Cash-In-Lieu - Duke Energy Corp	22.95	
5-Jul	Dividend - Apollo Investment Corp	501.60	
5-Jul	Reinvestment - 7 873181 Apollo Investment Corp		496 01
10-Jul	Dividend - Altna Group Inc	615 00	
12-Jul	Dividend - Philip Morris Intl Inc	577.50	
25-Jul	Dividend - RMA Money Mkt	1.15	
30-Jul	Dividend - Alpine Total Dynamic Divid Fund	110.00	
30-Jul	Dividend - Saul Centers Inc	360.00	
1-Aug	Dividend - AT&T Inc	880 00	
6-Aug	Foreign Tax - Huaneng Power Intl Inc		31.61
6-Aug	Dividend - Huaneng Power Intl Inc	316 06	
6-Aug	ADR Fee - Huaneng Power Intl Inc		20.00
15-Aug	Dividend - Procter & Gamble Co	281.00	
27-Aug	Dividend - RMA Money Mkt	1.27	
28-Aug	Dividend - Southern Copper Corp	545.76	
30-Aug	Dividend - Alpine Total Dynamic Divid Fund	110 00	
6-Sep	Dividend - Southern Co	980 00	
17-Sep	Dividend - Duke Energy Holding Corp	1,784 75	
20-Sep	Foreign Dividend - Royal Dutch Shell Plc	860 00	
20-Sep	Foreign Tax - Royal Dutch Shell PLC		129.00
24-Sep	Dividend - RMA Money Mkt	1 09	
27-Sep	Dividend - Alpine Total Dynamic Div Fd	110.00	
27-Sep	Dividend - Bank of America Corp	10 00	
2-Oct	Dividend - Kimberly Clark Corp	370 00	
4-Oct	Dividend - Apollo Investment Corp	514 20	
4-Oct	Reinvestment - 7.891226 Apollo Investment Corp		512 93
10-Oct	Dividend - Altna Group Inc	660 00	
11-Oct	Dividend - Philip Morris Intl Inc	637 50	
25-Oct	Dividend - RMA MMkt	1 23	
30-Oct	Dividend - Alpine Total Dynamic Div Fd	110.00	
30-Oct	Dividend - Saul Centers Inc	360 00	
1-Nov	Dividend - AT&T Inc	880.00	
15-Nov	Dividend - Procter & Gamble Co	281 00	
16-Nov	Withdrawal - to W.L. Brooks Foundation Inc. checking		25,000 00
21-Nov	Dividend - Southern Copper Corp	6,253 50	
26-Nov	Dividend - RMA MMkt	1 20	
29-Nov	Dividend - Alpine Total Dynamic Div Fd	110 00	
		38,994.20	\$ 74,232 16
	Less: Disbursements	(74,232 16)	
	Beginning Balance 12-01-11	160,163 19	
	Ending Balance 11-30-12	\$ 124,925 23	

See Accompanying Accountants' Report

W. LESTER BROOKS FOUNDATION, INC.
CHARLOTTE, NORTH CAROLINA

Schedule #2
Page #1

ANALYSIS OF RECEIPTS AND DISBURSEMENTS
Fiscal year Ended November 30, 2012

		<u>Receipts</u>	<u>Disbursements</u>
<u>Dividends Received:</u>			
Alpine Total Dynamic Divid Fund	\$ 1,320.00		
Altria Group Inc	2,505.00		
Apollo Investment Corp	2,162.04		
AT&T Inc	3,520.00		
Bank of America Corp	40.00		
Duke Energy Holding Corp	7,034.75		
Huaneng Power Intl Inc Spon ADR	316.06		
Kimberly Clark Corp	1,460.00		
Philip Morris Intl Inc	2,370.00		
Procter & Gamble Co	1,105.50		
RMA Money Mkt Portfolio	13.46		
Royal Dutch Shell PLC CL A	3,400.00		
Saul Centers Inc	1,440.00		
Southern Co.	3,850.00		
Southern Copper Corp	8,431.98	38,968.79	

Interest Received: 0.00

<u>Donations Paid</u>			
Alexander County YMCA/April Richardson	250.00		
Camp Seagall/Seafarer Annual Fund	1,500.00		
Community Building Initiative	500.00		
Council for Children's Rights	250.00		
DEAR	1,000.00		
Fellowship of Christian Athletes/Raleigh Chapter	250.00		
Foundation Fighting Blindness	1,000.00		
Hearts with Haiti	500.00		
Hobgood Academy	1,000.00		
INREACH	1,000.00		
Myers Park United Methodist Church	12,500.00		
PCA-Reformed University Ministries	250.00		
Reflection Ministries, Inc.	500.00		
The Baker Family Ministries	3,000.00		
The Duke Mansion-Colonade Society	500.00		
The Family Violence Prevention Center/INTERACT	500.00		
Theatre In The Park	1,000.00		
Thomas A. Edison High School	3,000.00		
Triangle Vision Walk-Getton Jamie With It Team	500.00		
UNC Chapel Hill-School of Education Foundation	1,000.00		
Urban Ministries	500.00		
Wake Forest University Women's Golf	500.00		
White Memorial Presbyterian Church	2,750.00		
YWCA of the Central Carolinas	250.00		34,000.00

See Accompanying Accountants' Report

W. LESTER BROOKS FOUNDATION, INC.
CHARLOTTE, NORTH CAROLINA

Schedule #2
Page #2

ANALYSIS OF RECEIPTS AND DISBURSEMENTS
Fiscal year Ended November 30, 2012

		<u>Receipts</u>	<u>Disbursements</u>
<u>Other Disbursements</u>			
Spangler, Inc., P.A - Accounting	11,375.00		
Bank Service Charges	51.00		
Broker Fees	150.00		
Investment Expense - ADR Fees	20.00		
Taxes - Foreign	541.61		12,137.61
<u>Securities Sold:</u>			
0.75 Southern Copper Corp-Cash-in-lieu	2.46		
0.333 Duke Energy Corp	22.95		
Proceeds - Bank of America Fair Fund	8.07	33.48	
<u>Securities Purchased:</u>			
Reinvestment - 6.8117 Apollo Investment Corp	653.92		
Reinvestment - 7.541975 Apollo Investment Corp	482.69		
Reinvestment - 7.873181 Apollo Investment Corp	496.01		
Reinvestment - 7.891226 Apollo Investment Corp	512.93		2,145.55
<u>Transfers:</u>			
From Bank to UBS		0.00	0.00
From UBS to Bank		60,000.00	60,000.00
Totals		<u>\$ 99,002.27</u>	<u>\$ 108,283.16</u>
Totals - from Bank - Schedule #1		\$ 60,008.07	\$ 34,051.00
Totals - from Brokerages :			
UBS Financial Services - Schedule #1		38,994.20	74,232.16
Totals		<u>99,002.27</u>	<u>\$ 108,283.16</u>
Less: Disbursements		(108,283.16)	
Add: Beginning Balances 12-01-11			
Bank	\$ 4,188.77		
UBS Financial Services	160,163.19	164,351.96	
Ending Balances Cash Balances 11-30-12			
Bank	\$ 30,145.84		
UBS Financial Services	124,925.23		
	<u>\$ 155,071.07</u>	<u>\$ 155,071.07</u>	

See Accompanying Accountants' Report

W. LESTER BROOKS FOUNDATION, INC.
CHARLOTTE, NORTH CAROLINA

CAPITAL TRANSACTIONS
Fiscal Year Ended November 30, 2012

Schedule #3

Page #1

Units/ Shares	Security	Date Purchased	Date Sold	Proceeds	Cost Basis	Long Term Gain (Loss)
0.75	Southern Copper Corp - Cash-in-lieu	3/31/2008	2/28/2012	\$ 2.46	\$ -	\$ 2.46
0.333	Duke Energy Corp	2/4/2010	7/3/2012	22.95	16.59	6.36
	Bank of America Corp Fair Fund Settlement	Various	11/27/2012	8.07	0.00	8.07
Total Long Term Gains(Losses)				\$ 33.48	\$ 16.59	\$ 16.89

W. LESTER BROOKS FOUNDATION, INC.
CHARLOTTE, NORTH CAROLINA
PORTFOLIO

Schedule #4

November 30, 2012 and November 30, 2011

Common Stock Shares:		Date Purchased	Fair Market Value 11-30-12	Cost 11-30-12	Cost 11-30-11
2,000	Alpine Total Dynamic Divid Fund	5/8/07	8,260.00	44,032.25	44,032.25
500	Altria Group Inc	2/8/07	16,905.00	9,979.80	9,979.80
250	Altria Group Inc	3/22/07	8,452.50	5,063.58	5,063.58
750	Altria Group Inc	4/11/08	25,357.50	16,480.01	16,480.01
1,400	Apollo Investment Corp	9/12/07	11,354.00	28,000.00	28,000.00
41	Apollo Investment Corp	1/8/08	601.54	720.14	720.14
47	Apollo Investment Corp	3/28/08	620.30	742.60	742.60
50	Apollo Investment Corp	9/5/08	634.59	759.70	759.70
48	Apollo Investment Corp	10/8/08	662.08	792.61	792.61
91	Apollo Investment Corp	1/7/09	687.74	823.33	823.33
88	Apollo Investment Corp	4/8/09	363.53	435.20	435.20
77	Apollo Investment Corp	7/8/09	380.12	455.07	455.07
56	Apollo Investment Corp	10/6/09	428.95	513.52	513.52
50	Apollo Investment Corp	1/5/10	437.70	524.00	524.00
42	Apollo Investment Corp	4/2/10	445.55	533.40	533.40
60	Apollo Investment Corp	7/1/10	463.60	555.00	555.00
55	Apollo Investment Corp	10/1/10	475.04	568.70	568.70
11.55	Apollo Investment Corp	1/10/11	492.04	589.05	589.05
12.14	Apollo Investment Corp	4/7/11	496.89	594.86	594.86
10.41	Apollo Investment Corp	7/11/11	513.04	614.19	614.19
7.54	Apollo Investment Corp	10/10/11	529.05	633.36	633.36
6.8117	Apollo Investment Corp	1/11/12	546.22	653.92	0.00
7.541975	Apollo Investment Corp	4/3/12	403.20	482.69	0.00
7.873181	Apollo Investment Corp	7/5/12	414.32	496.01	0.00
7.891226	Apollo Investment Corp	10/4/12	428.46	512.93	0.00
2,000	AT&T Inc	2/10/10	68,260.00	50,601.25	50,601.25
1,000	Bank Of America Corp	8/13/08	9,860.00	29,503.45	29,503.45
2,333	Duke Energy Holding Corp	2/4/10	148,892.06	116,156.37	116,172.96
1,000	Huaneng Power Intl Inc	11/1/07	34,090.00	47,727.75	47,727.75
1,000	ISTAR Financial Inc	5/8/07	7,650.00	48,103.28	48,103.28
500	Kimberly Clark Corp	8/15/08	42,860.00	31,620.37	31,620.37
500	Philip Morris Intl Inc	2/8/07	44,940.00	22,740.85	22,740.85
250	Philip Morris Intl Inc	3/22/07	22,470.00	11,538.32	11,538.32
500	Procter & Gamble Co	8/12/08	34,915.00	35,555.25	35,555.25
1,000	Royal Dutch Shell PLC	6/18/08	66,970.00	79,814.13	79,814.13
1,000	Saul Centers Inc	3/16/07	42,600.00	58,165.65	58,165.65
900	Southern Co	5/7/07	39,195.00	34,423.16	34,423.16
1,124	Southern Co	6/2/10	47,905.00	35,690.25	35,690.25
1,499	Southern Copper Corp	4/3/08	55,029.89	51,717.25	51,717.25
750	Southern Copper Corp	4/24/08	27,516.31	30,498.71	30,498.71
	Totals		773,506.22	799,411.96	797,283.00
	Grand Total		\$ 773,506.22	\$ 799,411.96	\$ 797,283.00

See Accompanying Accountants' Report

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Accounting Fees	\$ 11,375	\$ 11,375	\$ 11,375	\$
Total	\$ 11,375	\$ 11,375	\$ 11,375	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Broker Fee	\$ 150	\$ 150	\$ 150	\$
Total	\$ 150	\$ 150	\$ 150	\$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Taxes - Federal	\$	\$	\$	\$
Foreign Tax	541	541	541	
Total	\$ 541	\$ 541	\$ 541	\$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
Bank Fees	51	51	51	
Investment Expense - ADR Fee	20	20	20	
Total	\$ 71	\$ 71	\$ 71	\$ 0

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
Common Stocks	\$ 797,283	\$ 799,412	Cost	\$ 773,506
Total	<u>\$ 797,283</u>	<u>\$ 799,412</u>		<u>\$ 773,506</u>

Federal Statements**Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock**

<u>Name of Manager</u>	<u>Amount</u>
There are no such stock ownerships	\$ <u> </u>
Total	\$ <u> 0</u>

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

<u>Description</u>
No special form

Form 990-PF, Part XV, Line 2c - Submission Deadlines

<u>Description</u>
None

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

<u>Description</u>
None other than approved by IRS

Federal Statements

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name		Address		Relationship	Status	Purpose	Amount
Name	Address	Relationship	Status				
Alexander County Family YMCA	1603 Hillsborough St	None	Active	Community	250		
Raleigh NC 27605	218 Sea Gull Landing	None	Active	Community	1,500		
Camp Seagall/Seafarer Annual Fund	217 S. Tryon St., Ste 307	None	Active	Community	500		
Arapahoe NC 28510	601 E. Fifth St., Ste 510	None	Active	Community	250		
Community Building Initiative	P.O. Box 40	None	Active	Charitable	1,000		
Charlotte NC 28202	6511 Creedmoor St., Ste 2	None	Active	Religious	250		
Council for Children's Rights	11435 Cronhill Dr	None	Active	Medical	1,000		
Charlotte NC 28202	11503 Springfield Pike	None	Active	Charitable	500		
DEAR (Down East Animal Rescue)	201 S. Beech St	None	Active	Educational	1,000		
Scotland Neck NC 27874	4425 Randolph Rd., Ste 40	None	Active	Community	1,000		
Fellowship of Christian Athletes	1501 Queens Rd	None	Active	Religious	12,500		
Raleigh NC 27613	1700 N. Brown Rd., Ste 10	None	Active	Religious	250		
Foundation Fighting Blindness	1 Piedmont Center #130	None	Active	Religious	500		
Owings Mills MD 21117	P.O. Box 0853	None	Active	Religious	3,000		
Hearts with Haiti	400 Hermitage Rd	None	Active	Cultural	500		
Cincinnati OH 45246	1012 Oberlin Rd	None	Active	Community	500		
Hobgood Academy	107 Pullen Rd	None	Active	Cultural	1,000		
Hobgood NC 27843	9020 SW Beaverton Hillsda	None	Active	Educational	3,000		
INREACH	4600 Marriott Dr Ste 340	None	Active	Medical Charity	500		
Charlotte NC 28211							
Myers Park United Methodist Church							
Charlotte NC 28207							
PCA-Reformed University Ministries							
Lawrenceville GA 30043							
Reflection Ministries, Inc/							
Atlanta GA 30305							
The Baker Family Ministries							
Firestone CO 80520							
The Duke Mansion - Colonnade Society							
Charlotte NC 28207							
The Family Violence Prev/INTERACT							
Raleigh NC 27605							
Theatre In The Park							
Raleigh NC 27607							
Thomas A. Edison High School							
Portland OR 97225							
Triangle Vision Walk							
Raleigh NC 27612							

Federal Statements

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
Address							
UNC Chapel Hill-School of Education	P.O. Box 309		Active		Educational		1,000
Chapel Hill NC 27514	None						
Urban Ministries	935 North College Street		Active		Religious		500
Charlotte NC 28206	Box 7227						
WFU Women's Golf	1704 Oberlin Road		Active		Educational		500
Winston-Salem NC 27109	3420 Park Rd		Active		Religious		2,750
White Memorial Presbyt	None						
Raleigh NC 27608	None						
YWCA of the Central Carolinas	None				Community		250
Charlotte NC 28209							
Total							34,000

8868**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** on page 2 of this form

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

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension-check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions W. Lester Brooks Foundation, Inc.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 56-6060695
	Number, street, and room or suite no. If a P.O. box, see instructions 1914 Brunswick Avenue 2B	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Charlotte NC 28207	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

Mrs. W. Lester Brooks, Jr.
1914 Brunswick Ave 2B

- The books are in the care of ► **Charlotte**

NC 28207Telephone No ► **704-334-7271**

FAX No ►

- 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 is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **07/15/13**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☐ calendar year _____ or► ☒ tax year beginning **12/01/11**, and ending **11/30/12**

- 2 If the tax year entered in line 1 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	3a	\$	1,812
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	1,812
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. W. Lester Brooks Foundation, Inc.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 56-6060695
	Number, street, and room or suite no. If a P.O. box, see instructions. 1914 Brunswick Avenue 2B	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Charlotte NC 28207	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

Mrs. W. Lester Brooks, Jr.
1914 Brunswick Ave 2B

NC 28207

- The books are in the care of **Charlotte**
Telephone No **704-334-7271**

FAX No. ☐

- 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 is for

- 4 I request an additional 3-month extension of time until **10/15/13**
- 5 For calendar year **12/01/11**, or other tax year beginning **12/01/11**, and ending **11/30/12**
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension
See Statement 1

8a 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.	8a	\$	1,812
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	1,812
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0

Signature and Verification must be completed for Part II only.

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.

Signature **Jamie C. Spangler**

Title **CPA**

Date **5-14-13**

Form 8868 (Rev. 1-2012)