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Form **990-PF**

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

Department of the Treasury  
Internal Revenue Service

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

OMB No 1545-0052

**2012**

Open to Public Inspection

For calendar year 2012 or tax year beginning 12/01/12, and ending 11/30/13

Name of foundation <b>W. Lester Brooks Foundation, Inc.</b>		A Employer identification number <b>56-6060695</b>
Number and street (or P O box number if mail is not delivered to street address) <b>1914 Brunswick Avenue</b>	Room/suite <b>2B</b>	B Telephone number (see instructions)
City or town, state, and ZIP code <b>Charlotte NC 28207</b>		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"/>
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		D 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 951,445</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(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 <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)
<b>Revenue</b>				
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	33,693	33,693	33,693	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (see Part IV, line 2)		0		
8 Net short-term capital gain			0	
9 Income modification				
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 <b>Total.</b> Add lines 1 through 11	33,693	33,693	33,693	
<b>Operating and Administrative Expenses</b>				
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	662	662	662	
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att sch) Stmt 4	26	26	26	
24 <b>Total operating and administrative expenses.</b>				
Add lines 13 through 23	12,213	12,213	12,213	0
25 Contributions, gifts, grants paid	28,000			28,000
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	40,213	12,213	12,213	28,000
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-6,520			
b Net investment income (if negative, enter -0-)		21,480		
c <b>Adjusted net income</b> (if negative, enter -0-)			21,480	

For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2012)

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash – non-interest-bearing	30,146	5,140	5,140
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 141,237			
	Less allowance for doubtful accounts ▶	124,925	141,237	141,237
	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	799,412	801,586	805,068
	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)	954,483	947,963	951,445
	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	954,483	947,963	
	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)	954,483	947,963	
	31 Total liabilities and net assets/fund balances (see instructions)	954,483	947,963	

**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	954,483
2 Enter amount from Part I, line 27a	2	-6,520
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	947,963
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	947,963

**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.)
<b>1a N/A</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b> 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	<b>2</b>	
<b>3</b> 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		<b>3</b>	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	34,000	914,648	0.037173
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

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.592068
<b>3</b> 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	<b>3</b>	0.118414
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	937,173
<b>5</b> Multiply line 4 by line 3	<b>5</b>	110,974
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	215
<b>7</b> Add lines 5 and 6	<b>7</b>	111,189
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	<b>8</b>	28,000

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

<b>1a</b>	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>b</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	<b>1</b>	<b>430</b>
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	<b>0</b>
<b>3</b>	Add lines 1 and 2	<b>3</b>	<b>430</b>
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	<b>0</b>
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	<b>430</b>
<b>6</b>	Credits/Payments		
<b>a</b>	2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	<b>1,275</b>
<b>b</b>	Exempt foreign organizations – tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	<b>1,275</b>
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	<b>845</b>
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <b>845</b> <b>Refunded</b>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		<b>X</b>
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		<b>X</b>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		<b>X</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <b>\$</b> _____ (2) On foundation managers <b>\$</b> _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>\$</b> _____		
<b>2</b> 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		<b>X</b>
<b>3</b> 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		<b>X</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<b>X</b>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		<b>X</b>
<b>6</b> 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?	<b>X</b>	
<b>7</b> 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	<b>X</b>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>NC</b>		
<b>b</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	<b>X</b>	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		<b>X</b>
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		<b>X</b>

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		<b>X</b>
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		<b>X</b>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<b>X</b>	

Website address ► **www.guidestar.org**

14 The books are in care of ► **Mrs. W. Lester Brooks, Jr.** Telephone no ► **704-334-7271**  
**1914 Brunswick Ave 2B**

Located at ► **Charlotte** NC ZIP+4 ► **28207**

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 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? Yes No  
**X**  
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(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)? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(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 ) <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
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)? <span style="float: right;"><b>N/A</b></span> Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? <span style="float: right;"><b>N/A</b></span>	1c	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> If "Yes," list the years ► 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 ) <span style="float: right;"><b>N/A</b></span>	2b	
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? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012 ) <span style="float: right;"><b>N/A</b></span>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<b>X</b>
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	<b>X</b>

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

<b>5a</b> During the year did the foundation pay or incur any amount to <b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <b>(4)</b> 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) <b>(5)</b> 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 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<div style="border: 1px solid black; width: 20px; height: 20px; margin-bottom: 5px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-bottom: 5px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-bottom: 5px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; margin-bottom: 5px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div>
<b>b</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)? Organizations relying on a current notice regarding disaster assistance check here	N/A <input checked="" type="checkbox"/>	<div style="border: 1px solid black; width: 20px; height: 20px;"></div>
<b>c</b> 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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No	<div style="border: 1px solid black; width: 20px; height: 20px;"></div>
<b>6a</b> 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	<div style="border: 1px solid black; width: 20px; height: 20px;"></div>
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<div style="border: 1px solid black; width: 20px; height: 20px;"></div>
<b>7a</b> 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	<div style="border: 1px solid black; width: 20px; height: 20px;"></div>
<b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	<div style="border: 1px solid black; width: 20px; height: 20px;"></div>

**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 1911 Cassamia Place Charlotte NC 28211	Vice Preside 0.00	0	0	0
Patty F. Brooks 2110 Queens Road East Charlotte NC 28207	Pres, Treas 0.00	0	0	0
Janet B. Dudley Drawer 280 Scotland Neck NC 27874	Secretary 0.00	0	0	0
William L. Brooks III 1701 Broadway Street #161 Vancouver WA 98663	2nd Vice-Pre 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 <b>N/A</b>	
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 <b>N/A</b>	
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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	<b>805,068</b>
<b>b</b>	Average of monthly cash balances	<b>1b</b>	<b>146,377</b>
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	<b>0</b>
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	<b>951,445</b>
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	<b>0</b>
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	<b>0</b>
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	<b>951,445</b>
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	<b>4</b>	<b>14,272</b>
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	<b>937,173</b>
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	<b>46,859</b>

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	<b>46,859</b>
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	<b>430</b>
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	<b>430</b>
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	<b>46,429</b>
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	<b>46,429</b>
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	<b>46,429</b>

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	<b>1a</b>	<b>28,000</b>
<b>b</b>	Program-related investments – total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	<b>28,000</b>
<b>5</b>	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)	<b>5</b>	<b>0</b>
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	<b>28,000</b>

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				<b>46,429</b>
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007	28,982			
<b>b</b> From 2008	71,058			
<b>c</b> From 2009	171,923			
<b>d</b> From 2010	34,307			
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	306,270			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 28,000				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)				
<b>d</b> Applied to 2012 distributable amount				28,000
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )	18,429			18,429
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	287,841			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b				
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount – see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	10,553			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	277,288			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008	71,058			
<b>b</b> Excess from 2009	171,923			
<b>c</b> Excess from 2010	34,307			
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

**N/A**

- (4) Gross investment income**

[illegible]

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)				
<b>a</b> Paid during the year <b>See Statement 6</b>				28,000
<b>Total</b>			<b>▶ 3a</b>	28,000
<b>b</b> Approved for future payment <b>N/A</b>				
<b>Total</b>			<b>▶ 3b</b>	<b>0</b>



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

- 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
- (2)** Other assets
- b** Other transactions
- (1)** Sales of assets to a noncharitable exempt organization
- (2)** Purchases of assets from a noncharitable exempt organization
- (3)** Rental of facilities, equipment, or other assets
- (4)** Reimbursement arrangements
- (5)** Loans or loan guarantees
- (6)** Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- 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.

	Yes	No
1a(1)		<b>X</b>
1a(2)		<b>X</b>
1b(1)		<b>X</b>
1b(2)		<b>X</b>
1b(3)		<b>X</b>
1b(4)		<b>X</b>
1b(5)		<b>X</b>
1b(6)		<b>X</b>
1c		<b>X</b>

[illegible]

- 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
N/A		

**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.

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

  
Signature of officer or trustee

Date 10/31/14

► Free  
Title

**Paid**  
**Preparer**  
**Use Only**

Print/Type preparer's name

Janice C. Spangler

Preparer's signature

James C. Asinger

Date \_\_\_\_\_

10-28-14

Check ☐ if  
self-employed

Firm's name ▶ **Spangler, Inc., P.A.**

PTIN P01572922

Firm's address ► 1914 Brunswick Ave  
Charlotte, NC 28207

Firm's EIN ▶ **56-1748826**

Phone no **704-334-7271**

**CERTIFIED PUBLIC ACCOUNTANT**  
**1914 BRUNSWICK AVE., SUITE 2 B**  
**CHARLOTTE, N.C. 28207**  
**FI#56-1748826**

W. LESTER BROOKS FOUNDATION, INC  
1914 BRUNSWICK AVENUE, SUITE 2B  
CHARLOTTE, NC 28207

October 28, 2014

Office of the Attorney General  
P.O.Box 629  
Raleigh, North Carolina 27602

Gentlemen:

Enclosed please find a copy of the Annual Report of W. Lester Brooks Foundation, Inc. for the fiscal year ended November 30, 2013.

This report is being furnished to you as required by Section 6033 (c) (3) of the Internal Revenue Code of the Federal Government.

Respectfully submitted,

W. LESTER BROOKS FOUNDATION, INC.

By *Mrs. Patty F. Brooks*  
Mrs. Patty F. Brooks, President/Treasurer

JCS:s

## 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	662	662	662	
Total	\$ 662	\$ 662	\$ 662	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
Bank Fees	6	6	6	
Investment Expense - ADR Fee	20	20	20	
Total	\$ 26	\$ 26	\$ 26	\$ 0



## Federal Statements

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Common Stocks	\$ 799,412	\$ 801,586	Cost	\$ 805,068
Total	\$ 799,412	\$ 801,586		\$ 805,068

**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>                    </u> 0

**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
Alexander County Family YMCA Raleigh NC 27605	None	1603 Hillsborough St	Active			Community	250
Camp Seagall/Seafarer Annual Fund Arapahoe NC 28510	None	218 Sea Gull Landing	Active			Community	1,000
Community Building Initiative Charlotte NC 28202	None	217 S. Tryon St., Ste 307	Active			Community	500
Council for Children's Rights Charlotte NC 28202	None	601 E. Fifth St., Ste 510	Active			Community	250
DEAR (Down East Animal Rescue) Scotland Neck NC 27874	None	P.O. Box 40	Active			Charitable	1,000
Fellowship of Christian Athletes Raleigh NC 27613	None	6511 Creedmoor St., Ste 2	Active			Religious	150
Hearts with Haiti Cincinnati OH 45246	None	11503 Springfield Pike	Active			Charitable	250
Mecklenburg County Boy Scouts of Am Charlotte NC 28204	None	1410 E. 7th Street	Active			Community	750
Myers Park Presbyterian Church Charlotte NC 28207	None	2501 Oxford Place	Active			Religious	2,250
Myers Park United Methodist Church Charlotte NC 28207	None	1501 Queens Rd	Active			Religious	500
PCA-Reformed University Ministries Lawrenceville GA 30043	None	1700 N. Brown Rd., Ste 10	Active			Religious	150
Reflections Ministries, Inc/ Atlanta GA 30305	None	1 Piedmont Center #130	Active			Religious	250
The Baker Family Ministries Firestone CO 80520	None	P.O. Box 0853	Active			Religious	2,000
The Duke Mansion - Colonnade Society Charlotte NC 28207	None	400 Hermitage Rd	Active			Cultural	500
The Duke Mansion-Brooks Garden Fd Charlotte NC 28207	None	400 Hermitage Rd	Active			Cultural	10,000
The Family Violence Prev/INTERACT Raleigh NC 27605	None	1012 Oberlin Rd	Active			Community	150
Theatre In The Park Raleigh NC 27607	None	107 Pullen Rd	Active			Cultural	500
Thomas A. Edison High School Portland OR 97225	None	9020 SW Beaverton Hillsda	Active			Educational	3,000
Triangle Vision Walk-Gettin Jamie W Raleigh NC 27612	None	4600 Marriott Dr Ste 340	Active			Medical Charity	500

## 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
Triangle Vision Walk-James Mattox		T 4600 Marriott Dr Ste 340		None		Active	Medical Charity	250
Raleigh NC 27612		P.O. Box 309		None		Active	Educational	1,000
UNC Chapel Hill-School of Education		1704 Oberlin Road		None		Active	Religious	2,550
Chapel Hill NC 27514		3420 Park Rd		None		Active	Community	250
White Memorial Presbyt		None		None		Active		
Raleigh NC 27608		None		None		Active		
YWCA of the Central Caolinas		None		None		Active		
Charlotte NC 28209								
Total								28,000

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

Exhibit "A"

STATEMENT OF ASSETS, LIABILITIES AND FUND BALANCE - INCOME TAX BASIS  
November 30, 2013 and November 30, 2012

<u>Assets</u>	<u>Fair Market Value 11-30-13</u>	<u>Cost 11-30-13</u>	<u>Cost 11-30-12</u>
Cash in Bank	\$ 5,139.84	\$ 5,139.84	\$ 30,145.84
Accounts Receivable UBS Financial Services, Inc.	141,237.49	141,237.49	124,925.23
<u>Common Stock Shares:</u>			
See Schedule #4	<u>805,068.06</u>	<u>801,586.28</u>	<u>799,411.96</u>
Total Market Value at 11-30-13	<u>\$ 951,445.39</u>		
Total Assets		<u>\$ 947,963.61</u>	<u>\$ 954,483.03</u>
 <u>Liabilities</u>			
Funds held on reserve for distribution to established charities recognized by the Internal Revenue Service Exhibit "B"		<u>947,963.61</u>	<u>954,483.03</u>
Total Liabilities		<u>\$ 947,963.61</u>	<u>\$ 954,483.03</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, 2013

Balance at November 30, 2012 \$ 954,483.03

Additions:

Dividends Received - Schedule #2	\$ 33,693.48	
Interest Income - Schedule #2	0.00	
Capital Gains - Schedule #3	<u>-</u>	33,693.48

Deductions:

Contributions to Qualified Charities - Schedule #2	28,000.00	
Accounting Services	11,375.00	
Bank Charges	6.00	
Broker and Investment Fees	150.00	
Investment Expense - ADR Fees	20.00	
Taxes - Foreign	<u>661.90</u>	<u>40,212.90</u>

Balance at November 30, 2013 \$ 947,963.61

See Accompanying Accountants' Report

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

Schedule #1  
Page #1

RECEIPTS AND DISBURSEMENTS  
Fiscal Year Ended November 30, 2013

<u>Year</u>	<u>Bank</u>	<u>Check #</u>	<u>Receipts</u>	<u>Disbursements</u>
<b>2012</b>				
14-Dec	The Duke Mansion-Brooks Garden Fund	1242		\$ 10,000 00
21-Dec	Myers Park United Methodist Church	1243		500 00
21-Dec	The Duke Mansion-Colonade Society	1244		500 00
21-Dec	Community Building Initiative	1245		500 00
21-Dec	UNC Chapel Hill-School of Education Foundation	1246		1,000 00
21-Dec	YWCA of the Central Carolinas - Annual Fund	1247		250 00
21-Dec	Council for Children's Rights	1248		250 00
21-Dec	White Memorial Presbyterian Church	1249		2,000 00
21-Dec	Triangle Vision Walk-Gettin Jamie With It Team	1001		500 00
21-Dec	Theatre In The Park	1002		500 00
21-Dec	Camp Seagull/Seafarer - Annual Fund	1003		1,000 00
21-Dec	The Family Violence Prevention Center - INTERACT	1004		150 00
21-Dec	White Memorial Presbyterian Church	1005		550 00
21-Dec	Reflections Ministries, Inc	1006		250 00
21-Dec	Hearts With Haiti	1007		250 00
21-Dec	Fellowship of Christian Athletes/Raleigh Chapter	1008		150 00
21-Dec	Alexander Family YMCA/April Richardson-Community Hope	1009		250 00
21-Dec	Triangle Vision Walk-James Mattox Team	1010		250 00
21-Dec	PCA-Reformed University Ministries-Wake Forest University	1011		150 00
21-Dec	Thomas A Edison High School	1012		3,000 00
21-Dec	Mecklenburg County Boy Scouts of America	1013		750 00
21-Dec	Myers Park Presbyterian Church-Capital Campaign	1014		2,250 00
21-Dec	The Baker Family Ministries	1015		2,000 00
21-Dec	DEAR	1016		1,000 00
29-Dec	UBS Financial Services, Inc W/D		3,000 00	
31-Dec	Service Charge - Bank of America			3 00
<b>2013</b>				
31-Jan	Service Charge - Bank of America			3 00
	Totals		3,000 00	\$ 28,006.00
	Less Disbursements		(28,006 00)	
	Beginning Bank Balance 11-30-12		30,145 84	
	Ending Bank Balance 11-30-13		<u>\$ 5,139 84</u>	

W LESTER BROOKS FOUNDATION, INC  
CHARLOTTE, NORTH CAROLINA

Schedule #1  
Page #2

RECEIPTS AND DISBURSEMENTS  
Fiscal Year Ended November 30, 2013

Year	UBS Financial Services, Inc	Receipts	Disbursements
<b>2012</b>			
6-Dec	Dividend - Southern Co	\$ 980 00	
6-Dec	Annual Fee Charge		\$ 150 00
12-Dec	Dividend - RMA MMkt	0 11	
17-Dec	Dividend - Duke Energy Holding Corp	1,784 75	
21-Dec	Dividend - Royal Dutch Shell PLC	860 00	
21-Dec	Foreign Tax - Royal Dutch Shell PLC		129 00
24-Dec	Dividend - RMA MMkt	0 88	
28-Dec	Withdrawal - to W L Brooks Foundation, Inc checking		3,000 00
23-Dec	Dividend - Bank of America Corp	10 00	
29-Dec	Dividend - Alpine Total Dynamic Div Fd	110 00	
<b>2013</b>			
2-Jan	Dividend - RMA MMkt	0 29	
3-Jan	Dividend - Kimberly Clark Corp	370 00	
4-Jan	Apollo Investment Corp	527 20	
4-Jan	Reinvestment - 61 Apollo Investment Corp		524 16
10-Jan	Dividend - Altria Group Inc	660 00	
11-Jan	Dividend - Philip Morris Intl Inc	637 50	
25-Jan	Dividend - RMA MMkt	0 76	
30-Jan	Dividend - Alpine Total Dynamic Divid Fund	110 00	
30-Jan	Dividend - Saul Centers Inc	360 00	
1-Feb	Dividend - AT&T Inc	900 00	
15-Feb	Dividend - Procter & Gamble Co	281 00	
22-Feb	Dividend - RMA MMkt	1 01	
26-Feb	Dividend - Southern Co	545 76	
27-Feb	Dividend - Alpine Total Dynamic Divid Fund	54 00	
6-Mar	Dividend - Southern Co	980 00	
18-Mar	Dividend - Duke Energy Corp	1,784 75	
22-Mar	Dividend - RMA MMkt	1 08	
22-Mar	Dividend - Bank of America Corp	10 00	
27-Mar	Dividend - Alpine Total Dynamic Divid Fund	54 00	
28-Mar	Dividend - Royal Dutch Shell PLC	860 00	
28-Mar	Foreign Tax - Royal Dutch Shell PLC		129 00
2-Apr	Dividend - Kimberly Clark Corp	405 00	
4-Apr	Dividend - Apollo Investment Corp	539 40	
4-Apr	Reinvestment - 64 Apollo Investment Corp		537 50
10-Apr	Dividend - Altria Group Inc	660 00	
12-Apr	Dividend - Philip Morris Intl Inc	637 50	
24-Apr	Dividend - RMA MMkt	1 26	
29-Apr	Dividend - Alpine Total Dynamic Dividend Fd	54 00	
29-Apr	Dividend - Saul Centers Inc	360 00	
1-May	Dividend - AT&T Inc	900 00	
15-May	Dividend - Procter & Gamble Co	300 75	
21-May	Dividend - Southern Copper Corp	454 80	
24-May	Dividend - RMA MMkt	1 16	
30-May	Withdrawal - to Spangler Inc		11,375 00
30-May	Dividend - Alpine Total Dynamic Dividend Fd	54 00	
6-Jun	Dividend - Southern Co	1,015 00	
17-Jun	Dividend - Duke Energy Corp	1,784 75	
24-Jun	Dividend - RMA Money Mkt	1 07	
27-Jun	Dividend - Alpine Total Dynamic Dividend Fd	54 00	
27-Jun	Dividend - Royal Dutch Shell PLC		135 00
27-Jun	Dividend - Royal Dutch Shell PLC	900 00	
27-Jun	Dividend - Bank of America Corp	10 00	
2-Jul	Dividend - Kimberly Clark Corp	405 00	
5-Jul	Dividend - Apollo Investment Corp	552 20	
5-Jul	Reinvestment -70 Apollo Investment Corp		550 20
10-Jul	Dividend - Altria Group Inc	660 00	

See Accompanying Accountants' Report



W LESTER BROOKS FOUNDATION, INC  
CHARLOTTE, NORTH CAROLINA

Schedule #1  
Page #3

RECEIPTS AND DISBURSEMENTS  
Fiscal Year Ended November 30, 2013

<u>Year</u>	<u>UBS Financial Services, Inc. con't</u>	<u>Receipts</u>	<u>Disbursements</u>
<b>2012</b>			
12-Jul	Dividend - Philip Morris Intl Inc	637.50	
25-Jul	Dividend - RMA MMkt	1 19	
30-Jul	Dividend - Alpine Total Dynamic Dividend Fd	54 00	
<b>2013</b>			
30-Jul	Dividend - Saul Centers Inc	360 00	
1-Aug	Dividend - AT&T Inc	900.00	
15-Aug	Dividend - Procter & Gamble Co	300 75	
22-Aug	Dividend - Southern Copper Corp	272 88	
26-Aug	Dividend - RMA MMkt	1 23	
26-Aug	Foreign Tax - Huaneng Power Intl Inc		133 90
26-Aug	Dividend - Huaneng Power Intl Inc	1,339 01	
26-Aug	ADR Fee - Huaneng Power Intl Inc		20 00
29-Aug	Dividend - Alpine Total Dynamic Divid Fund	54 00	
6-Sep	Dividend - Southern Co	1,015 00	
16-Sep	Dividend - Duke Energy Holding Corp	1,819 74	
24-Sep	Dividend - RMA Money Mkt	1 11	
26-Sep	Dividend - Royal Dutch Shell PLC	900 00	
26-Sep	Foreign - Royal Dutch Shell PLC		135 00
27-Sep	Dividend - Bank of America Corp	10 00	
27-Sep	Dividend - Alpine Total Dynamic Divid Fund	54 00	
2-Oct	Dividend - Kimberly Clark Corp	405 00	
4-Oct	Dividend - Apollo Investment Corp	566.20	
4-Oct	Reinvestment -68 Apollo Investment Corp		562 46
10-Oct	Dividend - Altria Group Inc	720 00	
11-Oct	Dividend - Philip Morris Intl Inc	705 00	
25-Oct	Dividend - RMA Money Mkt	1 19	
30-Oct	Dividend - Alpine Total Dynamic Div Fd	54 00	
30-Oct	Dividend - Saul Centers Inc	360 00	
1-Nov	Dividend - AT&T Inc	900 00	
15-Nov	Dividend - Procter & Gamble Co	300 75	
22-Nov	Dividend - RMA MMkt	1 07	
22-Nov	Dividend - Southern Copper Corp	272 88	
27-Nov	Dividend - Alpine Total Dynamic Divid Fund	54 00	
		33,693 48	\$ 17,381 22
	Less Disbursements	(17,381 22)	
	Beginning Balance 11-30-12	124,925 23	
	Ending Balance 11-30-13	<u>\$ 141,237 49</u>	

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, 2013

		<u>Receipts</u>	<u>Disbursements</u>
Dividends Received:			
Alpine Total Dynamic Divid Fund	\$ 760 00		
Altria Group Inc	2,700 00		
Apollo Investment Corp	2,185.00		
AT&T Inc	3,600 00		
Bank of America Corp	40.00		
Duke Energy Holding Corp	7,173.99		
Huaneng Power Intl Inc Spon ADR	1,339.01		
Kimberly Clark Corp	1,585.00		
Philip Morris Intl Inc	2,617.50		
Procter & Gamble Co	1,183.25		
RMA Money Mkt Portfolio	13 41		
Royal Dutch Shell PLC CL A	3,520 00		
Saul Centers Inc	1,440 00		
Southern Co.	4,262 88		
Southern Copper Corp	1,273.44	33,693 48	
Interest Received:		0.00	
Donations Paid			
Alexander County YMCA/April Richardson	250.00		
Camp Seagall/Seafarer Annual Fund	1,000.00		
Community Building Initiative	500.00		
Council for Children's Rights	250.00		
DEAR	1,000.00		
Fellowship of Christian Athletes/Raleigh Chapter	150.00		
Hearts with Haiti	250.00		
Mecklenburg County Boy Scouts of America	750.00		
Myers Park United Methodist Church	500.00		
Myers Park Presbyterian Church	2,250.00		
PCA-Reformed University Ministries	150 00		
Reflections Ministries, Inc.	250 00		
The Baker Family Ministries	2,000.00		
The Duke Mansion-Brooks Garden Fund	10,000 00		
The Duke Mansion-Colonade Society	500 00		
The Family Violence Prevention Center/INTERACT	150 00		
Theatre In The Park	500.00		
Thomas A. Edison High School	3,000 00		
Triangle Vision Walk-"Gettin Jamie With It" Team	500.00		
Triangle Vision Walk-James Mattox Team	250 00		
UNC Chapel Hill-School of Education Foundation	1,000.00		
White Memorial Presbyterian Church	2,550 00		
YWCA of the Central Carolinas	250.00		28,000.00

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, 2013

		<u>Receipts</u>	<u>Disbursements</u>
Other Disbursements			
Spangler, Inc., P A - Accounting	11,375 00		
Bank Service Charges	6 00		
Broker Fees	150 00		
Investment Expense - ADR Fees	20 00		
Taxes - Foreign	661 90		12,212.90
Securities Sold		0 00	
Securities Purchased.			
Reinvestment - 61 Apollo Investment Corp	524 16		
Reinvestment - 64 Apollo Investment Corp	537 50		
Reinvestment - 70 Apollo Investment Corp	550.20		
Reinvestment - 68 Apollo Investment Corp	562 46		2,174 32
Transfers			
From Bank to UBS		0 00	0.00
From UBS to Bank		3,000.00	3,000 00
Totals		<u>\$ 36,693.48</u>	<u>\$ 45,387 22</u>
Totals - from Bank - Schedule #1		\$ 3,000 00	\$ 28,006 00
Totals - from Brokerages .			
UBS Financial Services - Schedule #1		33,693 48	17,381 22
Totals		<u>36,693.48</u>	<u>\$ 45,387.22</u>
Less: Disbursements		(45,387.22)	
Add Beginning Balances 11-30-12			
Bank	\$ 30,145 84		
UBS Financial Services	124,925.23	155,071 07	
Ending Balances Cash Balances 11-30-13			
Bank	\$ 5,139 84		
UBS Financial Services	141,237 49		
	<u>\$ 146,377.33</u>	<u>\$ 146,377 33</u>	

See Accompanying Accountants' Report

W LESTER BROOKS FOUNDATION, INC  
CHARLOTTE, NORTH CAROLINA  
PORTFOLIO

Schedule #3

November 30, 2013 and November 30, 2012

<u>Common Stock Shares:</u>		<u>Date</u>	<u>Fair Market</u>	<u>Cost</u>	<u>Cost</u>
		<u>Purchased</u>	<u>Value 11-30-13</u>	<u>11-30-13</u>	<u>11-30-12</u>
2,000	Alpine Total Dynamic Divid Fund	5/8/07	8,240 00	44,032.25	44,032.25
500	Altria Group Inc	2/8/07	18,490.00	9,979.80	9,979.80
250	Altria Group Inc	3/22/07	9,245 00	5,063.58	5,063.58
750	Altria Group Inc	4/11/08	27,735 00	16,480.01	16,480.01
1,400	Apollo Investment Corp	9/12/07	12,628 00	28,000.00	28,000.00
186	Apollo Investment Corp	2008	2,418.74	3,015.05	3,015.05
312	Apollo Investment Corp	2009	4,057 24	2,227.12	2,227.12
207	Apollo Investment Corp	2010	2,691 82	2,181.10	2,181 10
41 64	Apollo Investment Corp	2011	541 49	2,431.46	2,431.46
30 1181	Apollo Investment Corp	2012	391.65	2,145 55	2,145.55
263	Apollo Investment Corp	2013	3,420 04	2,174.32	0.00
2,000	AT&T Inc	2/10/10	70,420.00	50,601.25	50,601 25
1,000	Bank Of America Corp	8/13/08	15,820 00	29,503 45	29,503.45
2,333	Duke Energy Holding Corp	2/4/10	163,216.68	116,156 37	116,156.37
1,000	Huaneng Power Intl Inc	11/1/07	38,360.00	47,727 75	47,727 75
1,000	ISTAR Financial Inc	5/8/07	12,880 00	48,103 28	48,103.28
500	Kimberly Clark Corp	8/15/08	54,580.00	31,620.37	31,620 37
500	Philip Morris Intl Inc	2/8/07	42,770.00	22,740.85	22,740.85
250	Philip Morris Intl Inc	3/22/07	21,385 00	11,538.32	11,538.32
500	Procter & Gamble Co	8/12/08	42,110.00	35,555.25	35,555 25
1,000	Royal Dutch Shell PLC	6/18/08	66,700 00	79,814.13	79,814.13
1,000	Saul Centers Inc	3/16/07	48,630.00	58,165 65	58,165.65
900	Southern Co	5/7/07	36,567 00	34,423.16	34,423.16
1,124	Southern Co	6/2/10	44,693 00	35,690.25	35,690 25
1,499	Southern Copper Corp	4/3/08	38,050 97	51,717 25	51,717.25
750	Southern Copper Corp	4/24/08	19,026.43	30,498.71	30,498.71
Totals			805,068 06	801,586 28	799,411.96
Grand Total			\$ 805,068.06	\$ 801,586.28	\$ 799,411.96

See Accompanying Accountants' Report

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

OMB No 1545-1709

► **File a separate application for each return.**► **Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).**

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

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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 28207**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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **07/15/15**, 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 **12/01/13**<sup>12</sup>, and ending **11/30/14**<sup>13</sup>

- 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	<b>0</b>
b If this application is for Forms 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	\$	<b>1,275</b>
c <b>Balance due.</b> 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	\$	<b>0</b>

**Caution.** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EQ and Form 8879-EQ for payment instructions

- 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	Employer identification number (EIN) or
	<b>W. Lester Brooks Foundation, Inc.</b>	<b>56-6060695</b>
	Number, street, and room or suite no. If a P O box, see instructions <b>1914 Brunswick Avenue 2B</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>Charlotte NC 28207</b>	

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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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.L. Brooks, Jr.**  
**1914 Brunswick Ave 2B**

- The books are in the care of **Charlotte, NC 28207**

Telephone No **704-334-7271**

FAX No **704-334-7272**

- 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 **10-15-14**

5 For calendar year, or other tax year beginning **12/01/12**, and ending **11/30/13**

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 **To obtain proper cost basis and reconciliations of securities accounts and to file complete and accurate return.**

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	\$ <b>1,275.00</b>
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	\$ <b>1,275.00</b>
c <b>Balance due.</b> 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	\$ <b>0.00</b>

**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

*Janice C. Spangler*

Title

**CPA**

Date **7/15/14**

**SPANGLER, INC., P.A.**  
**CERTIFIED PUBLIC ACCOUNTANT**  
**1914 BRUNSWICK AVE., SUITE 2 B**  
**CHARLOTTE, N.C. 28207**  
**EI#56-1748826**

Form **8868** (Rev. 1-2013)