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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning 12/01/13, and ending 11/30/14

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		B Telephone number (see instructions)
City or town, state or province, country, and ZIP or foreign postal 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) ▶ \$ 1,049,727	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)
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	4	4	
4	Dividends and interest from securities	35,796	35,796	35,796	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	8			
b	Gross sales price for all assets on line 6a	19			
7	Capital gain net income (from Part IV, line 2)		8		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and all 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	35,808	35,808	35,800	
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	799	799	799	
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	Total operating and administrative expenses. Add lines 13 through 23	12,350	12,350	12,350	0
25	Contributions, gifts, grants paid	22,000			22,000
26	Total expenses and disbursements. Add lines 24 and 25	34,350	12,350	12,350	22,000
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	1,458			
b	Net investment income (if negative, enter -0-)		23,458		
c	Adjusted net income (if negative, enter -0-)			23,450	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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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	5,140	5,134	5,134
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 140,325			
	Less: allowance for doubtful accounts ▶	141,237	140,325	140,325
	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	801,586	803,962	904,268
	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)	947,963	949,421	1,049,727
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	947,963	949,421	
	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)	947,963	949,421	
	31 Total liabilities and net assets/fund balances (see instructions)	947,963	949,421	

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	947,963
2 Enter amount from Part I, line 27a	2	1,458
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	949,421
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	949,421

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 .50 sh Halyard Health Inc		P	08/15/08	11/03/14
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 19		11	8
b			
c			
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			8
b			
c			
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	8
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	28,000	937,173	0.029877
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

2 Total of line 1, column (d)	2	0.525676
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	0.105135
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,033,981
5 Multiply line 4 by line 3	5	108,708
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	235
7 Add lines 5 and 6	7	108,943
8 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	8	22,000

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	469
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	469
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	469
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	385
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	385
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	84
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 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 Instructions for the 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 2013 or the taxable year beginning in 2013 (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

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 2013, 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	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 2013?	N/A	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2013 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 2013)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2013?		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A** ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ Yes ☒ No **X**

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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 1911 Cassamia Place	Charlotte NC 28211	Vice Preside 0.00	0	0
Patty F. Brooks 2110 Queens Road East	Charlotte NC 28207	Pres, Treas 0.00	0	0
Janet B. Dudley Drawer 280	Scotland Neck NC 27874	Secretary 0.00	0	0
William L. Brooks III 1701 Broadway Street #161	Vancouver WA 98663	2nd Vice-Pre 0.00	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	904,268
b	Average of monthly cash balances	1b	145,459
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	1,049,727
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	1,049,727
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	15,746
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,033,981
6	Minimum investment return. Enter 5% of line 5	6	51,699

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	51,699
2a	Tax on investment income for 2013 from Part VI, line 5	2a	469
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	469
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	51,230
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	51,230
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	51,230

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	22,000
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	22,000
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	22,000

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				51,230
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	277,288			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 22,000				
a Applied to 2012, 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 2013 distributable amount				22,000
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	29,230			29,230
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	248,058			
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 2012 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions)	41,828			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	206,230			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
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 or e-mail address 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					22,000
Total					22,000
b Approved for future payment N/A					
Total					0

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	\$ 799	\$ 799	\$ 799	\$
Foreign Tax				
Total	\$ 799	\$ 799	\$ 799	\$ 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

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	\$ 801,586	\$ 803,962	Cost	\$ 904,268
Total	\$ 801,586	\$ 803,962		\$ 904,268

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
Address							
A Child's Place	Charlotte NC 28202	None	601 E. 5th St, Ste 230	Active	Charitable	500	
Alexander County Family YMCA	Raleigh NC 27605	None	1603 Hillsborough St	Active	Community	150	
Camp Sea Gull Camp Seafarer	Arapahoe NC 28510	None	218 Sea Gull Landing	Active	Community	500	
Charlotte Bridge Home	Charlotte NC 28204	None	2200 E. 7th St	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		
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	
Foundation Fighting Blindness	Owings Mills MD 21117	None	11435 Cronhill Dr	Active	Medical		
Hearts with Haiti	Cincinnati OH 45246	None	11503 Springfield Pike	Active	Charitable	200	
Hobgood Academy	Hobgood NC 27843	None	201 S. Beech St	Active	Educational		
INREACH	Charlotte NC 28211	None	4425 Randolph Rd., Ste 40	Active	Community		
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	100	
Pretty in Pink Foundation	Raleigh NC 27613	None	6500 Creedmoor Rd, Ste 10	Active	Medical	500	
Reflection Ministries, Inc/Atlanta	GA 30305	None	1 Piedmont Center #130	Active	Religious	200	
The Baker Family Ministries	Whitaker NC 27891	None	12963 Watson Seed Farm Rd	Active	Religious	1,000	
The Duke Mansion	Charlotte NC 28207	None	400 Hermitage Rd	Active	Cultural	10,000	
The Duke Mansion - Colonnade Society	Charlotte NC 28207	None	400 Hermitage Rd	Active	Cultural	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
The Family Violence Prev/INTERACT Raleigh NC 27605	None	1012 Oberlin Rd	Active			Community	
The JLC Cornerstone Project at Reid Charlotte NC 28209	None	1332 Maryland Ave	Active			Educational	333
The Junior League of Charlotte Charlotte NC 28209	None	1332 Maryland Ave	Active			Charitable	167
Theatre In The Park Raleigh NC 27607	None	107 Pullen Rd	Active			Cultural	
Thomas A. Edison High School Portland OR 97225	None	9020 SW Beaverton Hillsda	Active			Educational	2,000
Triangle Vision Walk Raleigh NC 27612	None	4600 Marriott Dr Ste 340	Active			Medical Charity	200
UNC Chapel Hill-School of Education Chapel Hill NC 27514	None	P.O. Box 309	Active			Educational	
Urban Ministries Charlotte NC 28206	None	935 North College Street	Active			Religious	
WFU Women's Golf Winston-Salem NC 27109	None	Box 7227	Active			Educational	
White Memorial Presbyt Raleigh NC 27608	None	1704 Oberlin Road	Active			Religious	2,500
YWCA of the Central Carolinas Charlotte NC 28209	None	3420 Park Rd	Active			Community	
Total							22,000

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

July 7, 2015

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, 2014.

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

JCS:rb

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

Exhibit "A"

STATEMENT OF ASSETS, LIABILITIES AND FUND BALANCE - INCOME TAX BASIS
November 30, 2014 and November 30, 2013

<u>Assets</u>	Fair Market Value 11-30-14	Cost 11-30-14	Cost 11-30-13
Cash in Bank	\$ 5,133.84	\$ 5,133.84	\$ 5,139.84
Accounts Receivable UBS Financial Services, Inc.	140,325.27	140,325.27	141,237.49
<u>Common Stock Shares:</u>			
See Schedule #4	904,267.72	803,962.09	801,586.28
Total Market Value at 11-30-14	<u>\$ 1,049,726.83</u>		
Total Assets		<u>\$ 949,421.20</u>	<u>\$ 947,963.61</u>
 <u>Liabilities</u>			
Funds held on reserve for distribution to established charities recognized by the Internal Revenue Service Exhibit "B"		949,421.20	947,963.61
Total Liabilities		<u>\$ 949,421.20</u>	<u>\$ 947,963.61</u>

See Accompanying Independent Accountant's Compilation Report

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

Exhibit "B"

FUND BALANCE - INCOME TAX BASIS
Fiscal Year Ended November 30, 2014

Balance at November 30, 2013 \$ 947,963.61

Additions:

Dividends Received - Schedule #2	\$ 35,796.01	
Interest Income - Schedule #2	3.84	
Capital Gains - Schedule #3	<u>8.66</u>	35,808.51

Deductions:

Contributions to Qualified Charities - Schedule #2	22,000.00	
Taxes - Foreign	799.92	
Bank Charges	6.00	
Broker and Investment Fees	150.00	
Investment Expense - ADR Fees	20.00	
Accounting Services	<u>11,375.00</u>	<u>34,350.92</u>

Balance at November 30, 2014 \$ 949,421.20

See Accompanying Independent Accountants' Compilation Report

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

Schedule #1
Page #1

RECEIPTS AND DISBURSEMENTS
Fiscal Year Ended November 30, 2014

<u>Year</u>	<u>Bank</u>	<u>Check #</u>	<u>Receipts</u>	<u>Disbursements</u>
2013				
31-Jan	Service Charge - Bank of America			3 00
20-Dec	UBS Financial Services Inc - W/D		22,000 00	
23-Dec	Myers Park United Methodist Church	1021		500 00
23-Dec	The Duke Mansion-Colonade Society	1022		500 00
23-Dec	Community Building Initiative	1023		500 00
23-Dec	The JLC Cornerstone Project at Reid Park Academy Comm	1024		333 00
23-Dec	The Junior League of Charlotte's Annual Campaign	1025		167 00
23-Dec	Camp Seagull/Seafarer Annual Fund	1026		500 00
23-Dec	White Memorial Presbyterian Church	1027		500 00
23-Dec	Reflection Ministries, Inc	1028		200 00
23-Dec	FCA Fellowship of Christian Athletes - Raleigh Chapter	1029		150 00
23-Dec	Reformed University Ministries	1030		100 00
23-Dec	Hearts with Haiti	1031		200 00
23-Dec	Alexander Family YMCA/April Richardson	1032		150 00
23-Dec	Triangle Vision Walk-James Mattox Team	1033		200.00
23-Dec	White Memorial Presbyterian Church	1034		2,000 00
23-Dec	Pretty in Pink Foundation	1035		500 00
23-Dec	Charlotte Bridge Home	1036		1,000 00
23-Dec	A Child's Place	1037		500.00
23-Dec	DEAR	1038		1,000 00
23-Dec	The Baker Family Ministries	1039		1,000 00
23-Dec	Thomas A Edison High School	1040		2,000 00
23-Dec	The Duke Mansion-Brooks Garden Fund	1041		10,000 00
31-Dec	Service Charge - Bank of America			3 00
	Totals		22,000 00	\$ 22,006 00
	Less Disbursements		(22,006.00)	
	Beginning Bank Balance 11-30-13		5,139 84	
	Ending Bank Balance 11-30-14		<u>\$ 5,133 84</u>	

W LESTER BROOKS FOUNDATION, INC
CHARLOTTE, NORTH CAROLINA

Schedule #1
Page #2

RECEIPTS AND DISBURSEMENTS
Fiscal Year Ended November 30, 2014

<u>Year</u>	<u>UBS Financial Services, Inc</u>	<u>Receipts</u>	<u>Disbursements</u>
<u>2013</u>			
5-Dec	Annual Fee Charge		\$ 150 00
6-Dec	Dividend - Southern Co	\$ 1,015 00	
12-Dec	Dividend - RMA MMkt	2 60	
16-Dec	Dividend - Duke Energy Corp New	1,819 74	
17-Dec	Withdrawal - to W L. Brooks Foundation, Inc checking		22,000 00
23-Dec	Dividend - Royal Dutch Shell PLC	900 00	
23-Dec	Foreign Tax - Royal Dutch Shell PLC		135 00
24-Dec	Dividend - RMA MMkt	1 16	
27-Dec	Dividend - Bank of America Corp	10 00	
30-Dec	Dividend - Alpine Total Dynamic Div Fd	54 00	
<u>2014</u>			
2-Jan	Dividend - RMA MMkt	0 24	
3-Jan	Dividend - Kimberly Clark Corp	405 00	
6-Jan	Dividend - Apollo Investment Corp	579 80	
10-Jan	Dividend - Altria Group Inc	720 00	
10-Jan	Dividend - Philip Morris Intl Inc	705 00	
6-Jan	Reinvestment - 67 Apollo Investment Corp		574 71
27-Jan	Dividend - RMA MMkt	0 78	
30-Jan	Dividend - Alpine Total Dynamic Divid Fund	56 50	
30-Jan	Dividend - Saul Centers Inc	360 00	
3-Feb	Dividend - AT&T Inc	920 00	
18-Feb	Dividend - Procter & Gamble Co	300 75	
24-Feb	Dividend - RMA MMkt	0 84	
27-Feb	Dividend - Alpine Total Dynamic Divid Fund	56 50	
4-Mar	Dividend - Southern Copper Corp	272 88	
6-Mar	Dividend - Southern Co	1,015 00	
7-Mar	Interest - UBS Bank USA Business Account	0 16	
17-Mar	Dividend - Duke Energy Corp New	1,819 74	
25-Mar	Dividend - RMA MMkt	0 87	
27-Mar	Dividend - Royal Dutch Shell PLC	900 00	
27-Mar	Foreign Tax - Royal Dutch Shell PLC		135 00
28-Mar	Dividend - Bank of America Corp	10 00	
28-Mar	Dividend - Alpine Total Dynamic Divid Fund	56 50	
2-Apr	Dividend - Kimberly Clark Corp	420 00	
7-Apr	Interest - UBS Bank USA Business Account	0 31	
7-Apr	Dividend - Apollo Investment Corp	593 20	
7-Apr	Reinvestment - 71 Apollo Investment Corp		590 32
10-Apr	Dividend - Altria Group Inc	720 00	
11-Apr	Dividend - Philip Morris Intl Inc	705 00	
24-Apr	Dividend - RMA MMkt	0 90	
29-Apr	Dividend - Alpine Total Dynamic Divid Fund	56 50	
29-Apr	Dividend - Saul Centers Inc	400 00	
1-May	Dividend - AT&T Inc	920 00	
7-May	Interest - UBS Bank USA Business Account	0 30	
15-May	Dividend - Procter & Gamble Co	321 80	
23-May	Dividend - RMA MMkt	0 87	
29-May	Dividend - Alpine Total Dynamic Divid Fund	56 50	
6-Jun	Interest - UBS Bank USA Business Account	0 30	
6-Jun	Dividend - Southern Co	1,050 00	
10-Jun	Dividend - Southern Copper Corp	227 40	
16-Jun	Dividend - Duke Energy Corp New	1,819 74	
24-Jun	Dividend - RMA MMkt	0 96	
26-Jun	Dividend - Royal Dutch Sheel PLC	940 00	
26-Jun	Foreign Tax - Royal Dutch Shell PLC		141 00
27-Jun	Dividend - Bank of America Corp	10 00	

See Accompanying Independent Accountants' Compilation Report

W LESTER BROOKS FOUNDATION, INC
CHARLOTTE, NORTH CAROLINA

Schedule #1
Page #3

RECEIPTS AND DISBURSEMENTS
Fiscal Year Ended November 30, 2014

<u>Year</u>	<u>UBS Financial Services, Inc. con't</u>	<u>Receipts</u>	<u>Disbursements</u>
2014			
27-Jun	Dividend - Alpine Total Dynamic Divid Fund	56 50	
2-Jul	Dividend - Kimberly Clark Corp	420 00	
7-Jul	Dividend - Alpollo Investment Corp	607 40	
7-Jul	Reinvestment - 70 Apollo Investment Corp		607 37
8-Jul	Interest - UBS Bank USA Business Account	0 32	
10-Jul	Dividend - Altria Group Inc	720 00	
11-Jul	Dividend - Philip Morris Intl Inc	705 00	
25-Jul	Dividend - RMA Money Mkt	0 93	
30-Jul	Dividend - Alpine Total Dynamic Divid Fund	56 50	
30-Jul	Dividend - Saul Centers Inc	400 00	
1-Aug	Dividend - AT&T Inc	920 00	
7-Aug	Interest - UBS Bank USA Business Account	0 60	
15-Aug	Dividend - Procter & Gamble Co	321 80	
25-Aug	Dividend - RMA Money Mkt	0 93	
28-Aug	Dividend - Southern Copper Corp	272 88	
28-Aug	Dividend - Alpine Total Dynamic Divid Fund	56.50	
5-Sep	Foreign Tax - Huaneng Power Intl Inc		247 92
5-Sep	Foreign Dividend - Huaneng Power Intl Inc	2,479 21	
5-Sep	ADR Fee - Huaneng Power Intl Inc		20 00
8-Sep	Interest - UBS Bank USA Business Account	0 32	
8-Sep	Dividend - Southern Copper Corp	1,050 00	
16-Sep	Dividend - Duke Energy Corp New	1,854.74	
24-Sep	Dividend - RMA Money Mkt	0 90	
25-Sep	Dividend - Royal Dutch Sheel PLC	940 00	
25-Sep	Foreign Tax - Royal Dutch Shell PLC		141 00
26-Sep	Dividend - Bank of America Corp	50 00	
29-Sep	Dividend - Alpine Total Dynamic Divid Fund	56 50	
2-Oct	Dividend - Kimberly Clark Corp	420 00	
6-Oct	Dividend - Apollo Investment Corp	621 40	
6-Oct	Reinvestment - 73 Apollo Investment Corp		613 91
7-Oct	Interest - UBS Bank USA Business Account	0 58	
10-Oct	Dividend - Altria Group Inc	780 00	
10-Oct	Dividend - Philip Morris Intl Inc	750 00	
27-Oct	Dividend - RMA Money Mkt	0 99	
30-Oct	Dividend - Alpine Total Dynamic Divid Fund	56 50	
30-Oct	Dividend - Saul Centers Inc	400 00	
31-Oct	Withdrawal - to Spangler, Inc , P A		11,375 00
3-Nov	Dividend - AT&T Inc	920 00	
3-Nov	Cash in Lieu - Halyard Health Inc	19 16	
7-Nov	Interest - UBS Bank USA Business Account	0 62	
17-Nov	Dividend - Procter & Gamble Co	321 80	
21-Nov	Dividend - RMA Money Mkt	0 71	
25-Nov	Dividend - Southern Copper Corp	272 88	
26-Nov	Dividend - Alpine Total Dynamic Div Fd	56 50	
		35,819 01	\$ 36,731 23
	Less. Disbursements	(36,731 23)	
	Beginning Balance 12-01-13	141,237 49	
	Ending Balance 11-30-14	<u>\$ 140,325 27</u>	

See Accompanying Independent Accountants' Compilation Report

W LESTER BROOKS FOUNDATION, INC.
CHARLOTTE, NORTH CAROLINA

Schedule #2
Page #1

ANALYSIS OF RECEIPTS AND DISBURSEMENTS
Fiscal year Ended November 30, 2014

		<u>Receipts</u>	<u>Disbursements</u>
<u>Dividends Received</u>			
Alpine Total Dynamic Divid Fund	\$ 675 50		
Altria Group Inc	2,940.00		
Apollo Investment Corp	2,401 80		
AT&T Inc	3,680.00		
Bank of America Corp	80 00		
Duke Energy Holding Corp	7,313.96		
Huaneng Power Intl Inc Spon ADR	2,479.21		
Kimberly Clark Corp	1,665.00		
Philip Morris Intl Inc	2,865 00		
Procter & Gamble Co	1,266.15		
RMA Money Mkt Portfolio	13.35		
Royal Dutch Shell PLC CL A	3,680.00		
Saul Centers Inc	1,560.00		
Southern Co	4,130 00		
Southern Copper Corp	1,046.04		
		35,796 01	

Interest Received

3 84

Donations Paid

A Child's Place	500.00	
Alexander County YMCA/April Richardson	150 00	
Camp Seagull/Seafarer Annual Fund	500.00	
Charlotte Bridge Home	1,000.00	
Community Building Initiative	500 00	
DEAR	1,000.00	
Fellowship of Christian Athletes/Raleigh Chapter	150.00	
Hearts with Haiti	200.00	
Myers Park United Methodist Church	500.00	
Pretty in Pink Foundation	500.00	
Reflection Ministries, Inc.	200.00	
Reformed University Ministries	100.00	
The Baker Family Ministries	1,000.00	
The Duke Mansion-Brooks Garden Fund	10,000.00	
The Duke Mansion-Colonade Society	500.00	
The JLC Cornerstone Project at Reid Park Academy	333.00	
The Junior League of Charlotte's Annual Campaign	167.00	
Thomas A Edison High School	2,000.00	
Triangle Vision Walk-James Mattox Team	200 00	
White Memorial Presbyterian Church	2,500 00	
		22,000 00

See Accompanying Independent Accountants' Compilation Report

W. LESTER BROOKS FOUNDATION, INC
CHARLOTTE, NORTH CAROLINA

Schedule #2
Page #2

ANALYSIS OF RECEIPTS AND DISBURSEMENTS
Fiscal year Ended November 30, 2014

		Receipts	Disbursements
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	799.92		12,350.92
Securities Sold.			
Cash in Lieu - 50 Halyard Health Inc		19.16	
Securities Purchased			
Reinvestment - 67 Apollo Investment Corp	574.71		
Reinvestment - 71 Apollo Investment Corp	590.32		
Reinvestment - 70 Apollo Investment Corp	607.37		
Reinvestment - 73 Apollo Investment Corp	613.91		2,386.31
Transfers:			
From Bank to UBS		0.00	0.00
From UBS to Bank		0.00	22,000.00
Totals		\$ 35,819.01	\$ 58,737.23
Totals - from Bank - Schedule #1		\$ 22,000.00	\$ 22,006.00
Totals - from Brokerages			
UBS Financial Services - Schedule #1		35,819.01	36,731.23
Totals		57,819.01	\$ 58,737.23
Less: Disbursements		(58,737.23)	
Add: Beginning Balances 11-30-13			
Bank	\$ 5,139.84		
UBS Financial Services	141,237.49	146,377.33	
Ending Balances Cash Balances 11-30-14			
Bank	\$ 5,133.84		
UBS Financial Services	140,325.27		
	\$ 145,459.11	\$ 145,459.11	

See Accompanying Independent Accountants' Compilation Report

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

Schedule #3

CAPITAL TRANSACTIONS
Fiscal Year Ended November 30, 2014

Page #1

<u>Units/ Shares</u>	<u>Security</u>	<u>Date Purchased</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Cost Basis</u>	<u>Long Term Gain (Loss)</u>
0.500	Halyard Health Inc	8/15/08	11/3/14	\$ 19.16	\$ 10.50	\$ 8.66
Total Long Term Gains(Losses)				<u>\$ 19.16</u>	<u>\$ 10.50</u>	<u>\$ 8.66</u>

See Accompanying Independent Accountants' Compilation Report

W. LESTER BROOKS FOUNDATION, INC.
 CHARLOTTE, NORTH CAROLINA
 PORTFOLIO
 November 30, 2014 and November 30, 2013

Schedule #4

<u>Shs</u>	<u>Common Stock:</u>	<u>Date</u> <u>Purchased</u>	<u>Fair Market</u> <u>Value 11-30-14</u>	<u>Cost</u> <u>11-30-14</u>	<u>Cost</u> <u>11-30-13</u>
1,000	Alpine Total Dynamic Divid Fd	5/8/07	8,790.00	44,032.25	44,032.25
500	Altria Group Inc	2/8/07	25,130.00	9,979.80	9,979.80
250	Altria Group Inc	3/22/07	12,565.00	5,063.58	5,063.58
750	Altria Group Inc	4/11/08	37,695.00	16,480.01	16,480.01
1,400	Apollo Investment Corp	9/12/07	11,536.00	28,000.00	28,000.00
186	Apollo Investment Corp	2008	1,532.64	3,015.05	3,015.05
312	Apollo Investment Corp	2009	2,570.88	2,227.12	2,227.12
207	Apollo Investment Corp	2010	1,705.68	2,181.10	2,181.10
159	Apollo Investment Corp	2011	1,310.16	2,431.46	2,431.46
372	Apollo Investment Corp	2012	3,065.28	2,145.55	2,145.55
263	Apollo Investment Corp	2013	2,167.12	2,174.32	2,174.32
281	Apollo Investment Corp	2014	2,315.44	2,386.31	0.00
2,000	AT&T Inc	2/10/10	70,760.00	50,601.25	50,601.25
1,000	Bank Of America Corp	8/13/08	17,040.00	29,503.45	29,503.45
2,333	Duke Energy Holding Corp	2/4/10	188,739.70	116,156.37	116,156.37
62	Halyard Health Inc	8/15/08	2,431.02	1,302.43	0.00
1,000	Huaneng Power Intl Inc	11/1/07	47,810.00	47,727.75	47,727.75
1,000	ISTAR Financial Inc	5/8/07	14,290.00	48,103.28	48,103.28
500	Kimberly Clark Corp	8/15/08	58,295.00	30,307.44	31,620.37
500	Philip Morris Intl Inc	2/8/07	43,465.00	22,740.85	22,740.85
250	Philip Morris Intl Inc	3/22/07	21,732.50	11,538.32	11,538.32
500	Procter & Gamble Co	8/12/08	45,215.00	35,555.25	35,555.25
1,000	Royal Dutch Shell PLC	6/18/08	66,410.00	79,814.13	79,814.13
1,000	Saul Centers Inc	3/16/07	54,730.00	58,165.65	58,165.65
900	Southern Co	5/7/07	42,687.00	34,423.16	34,423.16
1,124	Southern Co	6/2/10	52,173.00	35,690.25	35,690.25
1,499	Southern Copper Corp	4/3/08	45,403.45	51,717.25	51,717.25
750	Southern Copper Corp	4/24/08	22,702.85	30,498.71	30,498.71
	Totals		904,267.72	803,962.09	801,586.28
	Grand Total		\$ 904,267.72	\$ 803,962.09	\$ 801,586.28

See Accompanying Independent Accountants' Compilation 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.**

- 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	Name of exempt organization or other filer, see instructions W. Lester Brooks Foundation, Inc.	Employer identification number (EIN) or 56-6060695
	Number, street, and room or suite no. If a P.O. box, see instructions 1914 Brunswick Avenue 2B	Social security number (SSN)
File by the due date for filing your return. See instructions	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 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 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 **07/15/15**, 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**, and ending **11/30/14**

- 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	\$	845
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	\$	845
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 funds withdrawal (direct debit) 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.**