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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

2014Department 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 2014 or tax year beginning 12/01/14, and ending 11/30/15

Name of foundation W. Lester Brooks Foundation, Inc.		A Employer identification number 56-6060695
Number and street (or P.O. box number if mail is not delivered to street address) 1914 Brunswick Avenue	Room/suite 2B	B Telephone number (see instructions)
City or town, state 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) ▶ \$ 965,600	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	9	9	9	
	4 Dividends and interest from securities	37,007	37,007	37,007	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	638			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		638		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	37,654	37,654	37,016	
	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	1,390	811	811	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule)	29	29	29		
24 Total operating and administrative expenses. Add lines 13 through 23	12,944	12,365	12,365	0	
25 Contributions, gifts, grants paid	28,000			28,000	
26 Total expenses and disbursements. Add lines 24 and 25	40,944	12,365	12,365	28,000	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-3,290				
b Net investment income (if negative, enter -0-)		25,289			
c Adjusted net income (if negative, enter -0-)			24,651		

For Paperwork Reduction Act Notice, see instructions.

DAA

Form 990-PF (2014)

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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	5,134	5,184	5,184
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 134,362			
	Less allowance for doubtful accounts ▶	140,325	134,362	134,362
	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	803,962	806,585	826,054
	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)	949,421	946,131	965,600
	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	949,421	946,131	
	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)	949,421	946,131	
	31 Total liabilities and net assets/fund balances (see instructions)	949,421	946,131	

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	949,421
2 Enter amount from Part I, line 27a	2	-3,290
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	946,131
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	946,131

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			
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 638			638
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			638
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2 638
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))
2013	22,000	1,033,981	0.021277
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

2 Total of line 1, column (d)	2 0.426167
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 0.085233
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4 951,116
5 Multiply line 4 by line 3	5 81,066
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 253
7 Add lines 5 and 6	7 81,319
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 28,000

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	506
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	506
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	506
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	495
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	495
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	2
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	13
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 2015 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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► www.guidestar.org	13	X	
14	The books are in care of ► Mrs. W. Lester Brooks, Jr. 1914 Brunswick Ave 2B Located at ► Charlotte NC ZIP+4 ► 28207 Telephone no ► 704-334-7271			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	15	► <input type="checkbox"/>	
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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 ► <input type="checkbox"/> 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 2014? 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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? 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 2014 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 2014) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **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 **6b**

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ 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 **7b**

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Carter B. MacBain	Charlotte	Vice Preside			
1911 Cassamia Place	NC 28211	0.00	0	0	0
Patty F. Brooks	Charlotte	Pres, Treas			
2110 Queens Road East	NC 28207	0.00	0	0	0
Janet B. Dudley	Scotland Neck	Secretary			
Drawer 280	NC 27874	0.00	0	0	0
William L. Brooks III	Vancouver	2nd Vice-Pre			
1701 Broadway Street #161	WA 98663	0.00	0	0	0

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 N/A

2

3

4

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 N/A

2

All other program-related investments See instructions

3

Total. Add lines 1 through 3

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	826,054
b	Average of monthly cash balances	1b	139,546
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	965,600
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	965,600
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	14,484
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	951,116
6	Minimum investment return. Enter 5% of line 5	6	47,556

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	47,556
2a	Tax on investment income for 2014 from Part VI, line 5	2a	506
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	506
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	47,050
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	47,050
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	47,050

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	28,000
a	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	1b	
b	Program-related investments – total from Part IX-B		
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	28,000
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	28,000

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				47,050
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009	171,923			
b From 2010	34,307			
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	206,230			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 28,000				
a Applied to 2013, 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 2014 distributable amount				28,000
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	19,050			19,050
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	187,180			
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 2013 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	152,873			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	34,307			
10 Analysis of line 9				
a Excess from 2010	34,307			
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	
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				28,000
Total			3a	28,000
b Approved for future payment N/A				
Total			3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	9	
4	Dividends and interest from securities			14	37,007	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			14	638	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		37,654	0
13	Total. Add line 12, columns (b), (d), and (e)				37,654	37,654

(See worksheet in line 13 instructions to verify calculations)

[illegible]

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	\$ 84	\$	\$	\$
Foreign Tax	811	811	811	
Foreign Tax - 2014 Estimated	495			
Total	\$ 1,390	\$ 811	\$ 811	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
Bank Fees	9	9	9	
Investment Expense - ADR Fee	20	20	20	
Total	\$ 29	\$ 29	\$ 29	\$ 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	\$ 803,962	\$ 806,585	Cost	\$ 826,054
Total	\$ 803,962	\$ 806,585		\$ 826,054

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				1603 Hillsborough St	Active	Community	500
Raleigh NC 27605	None			218 Sea Gull Landing	Active	Community	750
Camp Seagall/Seafarer Annual Fund	None			217 S. Tryon St., Ste 307	Active	Community	500
Arapahoe NC 28510	None			601 E. Fifth St., Ste 510	Active	Community	
Community Building Initiative	None			3623 Latrobe Dr Ste 208	Active	Community	500
Charlotte NC 28202	None			P.O. Box 40	Active	Charitable	
Council for Children's Rights	None			6511 Creedmoor St., Ste 2	Active	Religious	1,000
Charlotte NC 28202	None			11435 Cronhill Dr	Active	Medical	
Cross Roads Corporation	None			11503 Springfield Pike	Active	Charitable	
Charlotte NC 28211	None			201 S. Beech St	Active	Educational	
DEAR (Down East Animal Rescue)	None			1420 E. 7th Street	Active	Medical	1,000
Scotland Neck NC 27874	None			4425 Randolph Rd., Ste 40	Active	Community	
Fellowship of Christian Athletes	None			1410 E. 7th Street	Active	Community	1,000
Raleigh NC 27613	None			1501 Queens Rd	Active	Religious	1,000
Foundation Fighting Blindness	None			P.O. Box 33549	Active	Medical	500
Owings Mills MD 21117	None			1700 N. Brown Rd., Ste 10	Active	Religious	
Hearts with Haiti	None			1 Piedmont Center #130	Active	Religious	500
Cincinnati OH 45246	None			12963 Watson Seed Farm Rd	Active	Religious	2,000
Hobgood Academy	None			400 Hermitage Rd	Active	Cultural	500
Hobgood NC 27843	None						
Hospice & Palliative Care	None						
Charlotte NC 28204	None						
INREACH	None						
Charlotte NC 28211	None						
Mecklenburg Cnty Council Boy Scouts	None						
Charlotte NC 28204	None						
Myers Park United Methodist Church	None						
Charlotte NC 28207	None						
Novant Health Foundation	None						
Charlotte NC 28233-3549	None						
PCA-Reformed University Ministries	None						
Lawrenceville GA 30043	None						
Reflection Ministries, Inc	None						
Atlanta GA 30305	None						
The Baker Family Ministries	None						
Whitakers NC 27891	None						
The Duke Mansion - Colonnade Society	None						
Charlotte NC 28207	None						

Federal Statements

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

Name		Address		Relationship	Status	Purpose	Amount
Address							
The Family Violence Prev/INTERACT Raleigh NC 27605		1012 Oberlin Rd	Active	None		Community	
Theatre In The Park		107 Pullen Rd	Active	None		Cultural	1,000
Raleigh NC 27607		9020 SW Beaverton Hillsda	Active	None		Educational	3,000
Thomas A. Edison High School		4600 Marriott Dr Ste 340	Active	None		Medical Charity	500
Portland OR 97225		P.O. Box 309	Active	None		Educational	1,000
Triangle Vision Walk		935 North College Street	Active	None		Religious	
Raleigh NC 27612		Box 7227	Active	None		Educational	
UNC Chapel Hill-School of Education		1704 Oberlin Road	Active	None		Religious	2,750
Chapel Hill NC 27514		3420 Park Rd	Active	None		Community	
Urban Ministries		600 Ardsley Rd	Active	None		Cultural	
Charlotte NC 28206							
WFU Women's Golf							
Winston-Salem NC 27109							
White Memorial Presbyt							
Raleigh NC 27608							
YWCA of the Central Caolinas							
Charlotte NC 28209							
The Lynnwood Foundation							
Charlotte NC 28207							
Total							10,000
							28,000

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

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

Exhibit "A"

STATEMENT OF ASSETS, LIABILITIES AND FUND BALANCE - INCOME TAX BASIS
November 30, 2015 and November 30, 2014

<u>Assets</u>	<u>Fair Market Value 11-30-15</u>	<u>Cost 11-30-15</u>	<u>Cost 11-30-14</u>
Cash in Bank	\$ 5,183.91	\$ 5,183.91	\$ 5,133.84
Accounts Receivable			
UBS Financial Services, Inc.	134,362.53	134,362.53	140,325.27
<u>Common Stock Shares:</u>			
See Schedule #4	826,053.68	806,584.68	803,962.09
Total Market Value at 11-30-14	<u>\$ 965,600.12</u>		
Total Assets		<u>\$ 946,131.12</u>	<u>\$ 949,421.20</u>
 <u>Liabilities</u>			
Funds held on reserve for distribution to established charities recognized by the Internal Revenue Service Exhibit "B"		<u>946,131.12</u>	<u>949,421.20</u>
Total Liabilities		<u>\$ 946,131.12</u>	<u>\$ 949,421.20</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, 2015

Balance at December 1, 2014 \$ 949,421.20

Additions:

Dividends Received - Schedule #2	\$ 37,007.33	
Interest Income - Schedule #2	8.32	
Capital Gains - Schedule #3	<u>638.07</u>	37,653.72

Deductions:

Contributions to Qualified Charities - Schedule #2	28,000.00	
Taxes - Foreign	810.80	
Taxes - Federal 2013 Balance Due	84.00	
Taxes - Federal 2014 Estimated Tax	495.00	
Bank Charges	9.00	
Broker and Investment Fees	150.00	
Investment Expense - ADR Fees	20.00	
Accounting Services	<u>11,375.00</u>	<u>40,943.80</u>

Balance at November 30, 2015 \$ 946,131.12

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, 2015

<u>Year</u> <u>2014</u>	<u>Bank</u>	<u>Check</u> <u>#</u>	<u>Receipts</u>	<u>Disbursements</u>
22-Dec	UBS Financial Services Inc - W/D		28,000.00	
23-Dec	Myers Park United Methodist Church	1044		1,000.00
23-Dec	The Duke Mansion-Colonade Society	1045		500.00
23-Dec	Community Building Initiative	1046		500.00
23-Dec	UNC Chapel Hill - School of Education Foundation	1047		1,000.00
23-Dec	White Memorial Presbyterian Church	1048		2,000.00
23-Dec	Triangle Vision Walk-Getting Jamie	1049		500.00
23-Dec	Theater In The Park	1050		500.00
23-Dec	Camp Seagull/Seafarer Annual Fund	1051		750.00
23-Dec	White Memorial Presbyterian Church	1052		750.00
23-Dec	Reflection Ministries, Inc	1053		500.00
23-Dec	Alexander Family YMCA/April Richardson	1054		500.00
23-Dec	Theater In The Park	1055		500.00
23-Dec	DEAR	1056		1,000.00
23-Dec	The Baker Family Ministries	1057		2,000.00
23-Dec	Thomas A Edison High School	1058		3,000.00
23-Dec	Cross Roads Corporation	1059		500.00
23-Dec	Novant Health Foundation	1060		500.00
23-Dec	Hospice & Palliative Care - Charlotte Region	1061		1,000.00
23-Dec	Mecklenburg County Council Boys Scouts of America	1062		1,000.00
23-Dec	The Lynnwood Foundation	1063		10,000.00
31-Dec	Service Charge - Bank of America			3.00
31-Jan	Service Charge - Bank of America			3.00
30-Jun	Bank of America Class Action Settlement Fund		638.07	
15-Jul	United States Treasury - Form 990-PF Balance Due			84.00
15-Jul	United States Treasury - Form 990-W			495.00
31-Jul	Service Charge - Bank of America			3.00
	Totals		28,638.07	\$ 28,588.00
	Less: Disbursements		(28,588.00)	
	Beginning Bank Balance 12-1-14		5,133.84	
	Ending Bank Balance 11-30-15		<u>\$ 5,183.91</u>	

W LESTER BROOKS FOUNDATION, INC.
CHARLOTTE, NORTH CAROLINA

Schedule #1
Page #2

RECEIPTS AND DISBURSEMENTS
Fiscal Year Ended November 30, 2015

<u>Year</u>	<u>UBS Financial Services, Inc</u>	<u>Receipts</u>	<u>Disbursements</u>
2014			
4-Dec	Annual Fee Charge		\$ 150 00
5-Dec	Interest - UBS Bank USA Business Account	0 56	
8-Dec	Dividend - Southern Co	1,050 00	
15-Dec	Dividend - RMA MMkt	0 03	
16-Dec	Dividend - Duke Energy Corp New	1,854 74	
18-Dec	Withdrawal - to W.L. Brooks Foundation, Inc. checking		28,000.00
22-Dec	Dividend - Royal Dutch Shell PLC	940 00	
22-Dec	Foreign Tax - Royal Dutch Shell PLC		141 00
24-Dec	Dividend - RMA MMkt	0.88	
26-Dec	Dividend - Bank of America Corp	50.00	
30-Dec	Dividend - Alpine Total Dynamic Div Fd	56.50	
2015			
2-Jan	Interest - UBS Bank USA Business Account	0.69	
2-Jan	Dividend - RMA MMkt	0.16	
3-Jan	Dividend - Kimberly Clark Corp	420.00	
5-Jan	Dividend - Apollo Investment Corp	636 00	
5-Jan	Reinvestment - 67 Apollo Investment Corp		629.10
8-Jan	Interest - UBS Bank USA Business Account	0 21	
9-Jan	Dividend - Altria Group Inc	780 00	
9-Jan	Dividend - Philip Morris Intl Inc	750 00	
26-Jan	Dividend - RMA MMkt	0.50	
29-Jan	Dividend - Alpine Total Dynamic Divid Fund	56 50	
29-Jan	Dividend - Saul Centers Inc	400 00	
2-Feb	Dividend - AT&T Inc	940 00	
6-Feb	Reinvestment - 67 Apollo Investment Corp	0 87	
17-Feb	Dividend - Procter & Gamble Co	321 80	
23-Feb	Dividend - RMA MMkt	0.56	
26-Feb	Dividend - Alpine Total Dynamic Divid Fund	56 50	
3-Mar	Dividend - Southern Copper Corp	227 40	
6-Mar	Interest - UBS Bank USA Business Account	0.84	
6-Mar	Dividend - Southern Co	1,050.00	
16-Mar	Dividend - Duke Energy Corp New	1,854 74	
20-Mar	Dividend - Royal Dutch Shell PLC	940 00	
20-Mar	Foreign Tax - Royal Dutch Shell PLC		141 00
25-Feb	Dividend - RMA MMkt	0.60	
27-Mar	Dividend - Bank of America Corp	50 00	
30-Mar	Dividend - Alpine Total Dynamic Divid Fund	56 50	
2-Apr	Dividend - Kimberly Clark Corp	440 00	
6-Apr	Dividend - Apollo Investment Corp	652.80	
6-Apr	Reinvestment - 71 Apollo Investment Corp		646.63
8-Apr	Interest - UBS Bank USA Business Account	0 91	
10-Apr	Dividend - Altria Group Inc	780.00	
10-Apr	Dividend - Philip Morris Intl Inc	750 00	
24-Apr	Dividend - RMA MMkt	0 60	
29-Apr	Dividend - Alpine Total Dynamic Divid Fund	56 50	
29-Apr	Dividend - Saul Centers Inc	430 00	
1-May	Dividend - AT&T Inc	940 00	
7-May	Interest - UBS Bank USA Business Account	0 58	
15-May	Dividend - Procter & Gamble Co	331 45	
27-May	Dividend - RMA MMkt	0 56	
27-May	Dividend - Southern Copper Corp	227.40	
28-May	Dividend - Alpine Total Dynamic Divid Fund	57.50	
5-Jun	Interest - UBS Bank USA Business Account	0 58	
8-Jun	Dividend - Southern Co	1,085 00	
16-Jun	Dividend - Duke Energy Corp New	1,854.74	
22-Jun	Dividend - Royal Dutch Shell PLC	940 00	
22-Jun	Foreign Tax - Royal Dutch Shell PLC		141.00

See Accompanying Independent Accountants' Compilation Report

W LESTER BROOKS FOUNDATION, INC.
CHARLOTTE, NORTH CAROLINA

Schedule #1
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RECEIPTS AND DISBURSEMENTS
Fiscal Year Ended November 30, 2015

Year	UBS Financial Services, Inc. con't	Receipts	Disbursements
2015			
24-Jun	Dividend - RMA MMkt	0 66	
26-Jun	Dividend - Bank of America Corp	50 00	
29-Jun	Dividend - Alpine Total Dynamic Divd Fund	57.50	
2-Jul	Dividend - Kimberly Clark Corp	440 00	
6-Jul	Dividend - Alpollo Investment Corp	669 40	
6-Jul	Reinvestment - 70 Apollo Investment Corp		663 48
8-Jul	Interest - UBS Bank USA Business Account	0 66	
10-Jul	Dividend - Altria Group Inc	780 00	
10-Jul	Dividend - Philip Morris Intl Inc	750 00	
16-Jul	Withdrawal - to Spangler, Inc , P A		11,375 00
27-Jul	Dividend - RMA Money Mkt	0 64	
30-Jul	Dividend - Alpine Total Dynamic Divd Fund	57 50	
30-Jul	Dividend - Saul Centers Inc	430 00	
3-Aug	Dividend - AT&T Inc	940 00	
7-Aug	Interest - UBS Bank USA Business Account	0.60	
17-Aug	Dividend - Procter & Gamble Co	331.45	
25-Aug	Dividend - RMA Money Mkt	0.54	
27-Aug	Dividend - Southern Copper Corp	227.40	
28-Aug	Dividend - Alpine Total Dynamic Divd Fund	57 50	
4-Sep	Foreign Tax - Huaneng Power Intl Inc		246 80
4-Sep	Foreign Dividend - Huaneng Power Intl Inc	2,468 00	
4-Sep	ADR Fee - Huaneng Power Intl Inc		20.00
8-Sep	Interest - UBS Bank USA Business Account	0 64	
8-Sep	Dividend - Southern Co	1,085 00	
16-Sep	Dividend - Duke Energy Corp New	1,924 73	
21-Sep	Dividend - Royal Dutch Shell PLC	940.00	
21-Sep	Foreign Tax - Royal Dutch Shell PLC		141.00
24-Sep	Dividend - RMA Money Mkt	0 55	
25-Sep	Dividend - Bank of America Corp	50 00	
29-Sep	Dividend - Alpine Total Dynamic Divd Fund	57.50	
2-Oct	Dividend - Kimberly Clark Corp	440 00	
6-Oct	Dividend - Apollo Investment Corp	688.00	
6-Oct	Reinvestment - 73 Apollo Investment Corp		683 38
7-Oct	Interest - UBS Bank USA Business Account	0 58	
9-Oct	Dividend - Altria Group Inc	847 50	
14-Oct	Dividend - Philip Morris Intl Inc	765 00	
26-Oct	Dividend - RMA Money Mkt	0 58	
29-Oct	Dividend - Alpine Total Dynamic Divd Fund	57.50	
29-Oct	Dividend - Saul Centers Inc	430 00	
2-Nov	Dividend - AT&T Inc	940 00	
6-Nov	Interest - UBS Bank USA Business Account	0 60	
16-Nov	Dividend - Procter & Gamble Co	331 45	
23-Nov	Dividend - RMA Money Mkt	0.51	
25-Nov	Dividend - Southern Copper Corp	90 96	
27-Nov	Dividend - Alpine Total Dynamic Div Fd	57 50	
		37,015 65	\$ 42,978 39
	Less. Disbursements	(42,978.39)	
	Beginning Balance 12-01-14	140,325.27	
	Ending Balance 11-30-15	<u>\$ 134 362.53</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, 2015

		Receipts	Disbursements
<u>Dividends Received:</u>			
Alpine Total Dynamic Divid Fund	\$ 685.00		
Altria Group Inc	3,187.50		
Apollo Investment Corp	2,646.20		
AT&T Inc	3,760.00		
Bank of America Corp	200.00		
Duke Energy Holding Corp	7,488.95		
Huaneng Power Intl Inc Spon ADR	2,468.00		
Kimberly Clark Corp	1,740.00		
Philip Morris Intl Inc	3,015.00		
Procter & Gamble Co	1,316.15		
RMA Money Mkt Portfolio	7.37		
Royal Dutch Shell PLC CL A	3,760.00		
Saul Centers Inc	1,690.00		
Southern Co.	4,270.00		
Southern Copper Corp	773.16	37,007.33	
<u>Interest Received:</u>		8.32	
<u>Capital Gain Distributions</u>			
Bank of America - Class Action Settlement		638.07	
<u>Donations Paid</u>			
Alexander Family YMCA/April Richardson	500.00		
Camp Seagull/Seafarer Annual Fund	750.00		
Community Building Initiative	500.00		
Cross Roads Corporation	500.00		
DEAR	1,000.00		
Hospice & Palliative Care - Charlotte Region	1,000.00		
Mecklenburg County Council Boys Scouts of America	1,000.00		
Myers Park United Methodist Church	1,000.00		
Novant Health Foundation	500.00		
Reflection Ministries, Inc.	500.00		
The Baker Family Ministries	2,000.00		
The Duke Mansion-Colonade Society	500.00		
The Lynnwood Foundation	10,000.00		
Theater In The Park	1,000.00		
Thomas A. Edison High School	3,000.00		
Triangle Vision Walk-James Mattox Team	500.00		
UNC Chapel Hill - School of Education Foundation	1,000.00		
White Memorial Presbyterian Church - Annual Gift	750.00		
White Memorial Presbyterian Church	2,000.00		28,000.00

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, 2015

		Receipts	Disbursements
<u>Other Disbursements</u>			
Spangler, Inc., P.A. - Accounting	11,375.00		
Bank Service Charges	9.00		
Broker Fees	150.00		
Investment Expense - ADR Fees	20.00		
Taxes - Federal - 2013 Balance Due	84.00		
Taxes - Federal - 2014 Estimated tax	495.00		
Taxes - Foreign	810.80		12,943.80
<u>Securities Purchased:</u>			
Reinvestment - 84 Apollo Investment Corp	629.10		
Reinvestment - 83 Apollo Investment Corp	646.63		
Reinvestment - 93 Apollo Investment Corp	663.48		
Reinvestment - 122 Apollo Investment Corp	683.38		2,622.59
<u>Transfers:</u>			
From Bank to UBS		0.00	0.00
From UBS to Bank		28,000.00	28,000.00
Totals		\$ 65,653.72	\$ 71,566.39
Totals - from Bank - Schedule #1		\$ 28,638.07	\$ 28,588.00
Totals - from Brokerages :			
UBS Financial Services - Schedule #1		37,015.65	42,978.39
Totals		65,653.72	\$ 71,566.39
Less: Disbursements		(71,566.39)	
Add: Beginning Balances 12-1-14			
Bank	\$ 5,133.84		
UBS Financial Services	140,325.27	145,459.11	
Ending Balances Cash Balances 11-30-15			
Bank	\$ 5,183.91		
UBS Financial Services	134,362.53		
	\$ 139,546.44	\$ 139,546.44	

See Accompanying Independent Accountants' Compilation Report

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

Schedule #3

CAPITAL TRANSACTIONS
Fiscal Year Ended November 30, 2015

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<u>Units/ Shares</u>	<u>Security</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Cost Basis</u>	<u>Long Term Gain (Loss)</u>
	BOA Class Action Settlement	8/13/08	6/30/15	\$ 638.07	\$ -	\$ 638.07
	Total Long Term Gains(Losses)			<u>\$ 638.07</u>	<u>\$ -</u>	<u>\$ 638.07</u>

See Accompanying Independent Accountants' Compilation Report

W. LESTER BROOKS FOUNDATION, INC.
 CHARLOTTE, NORTH CAROLINA
 PORTFOLIO
 November 30, 2015 and November 30, 2014

Schedule #4

<u>Shs</u>	<u>Common Stock:</u>	<u>Date</u> <u>Purchased</u>	<u>Fair Market</u> <u>Value 11-30-15</u>	<u>Cost</u> <u>11-30-15</u>	<u>Cost</u> <u>11-30-14</u>
1,000	Alpine Total Dynamic Divid Fd	5/8/07	7,920.00	44,032.25	44,032.25
500	Altria Group Inc	2/8/07	28,800.00	9,979.80	9,979.80
250	Altria Group Inc	3/22/07	14,400.00	5,063.58	5,063.58
750	Altria Group Inc	4/11/08	43,200.00	16,480.01	16,480.01
1,400	Apollo Investment Corp	9/12/07	8,890.00	28,000.00	28,000.00
186	Apollo Investment Corp	2008	1,181.10	3,015.05	3,015.05
312	Apollo Investment Corp	2009	1,981.20	2,227.12	2,227.12
207	Apollo Investment Corp	2010	1,314.45	2,181.10	2,181.10
159	Apollo Investment Corp	2011	1,009.65	2,431.46	2,431.46
372	Apollo Investment Corp	2012	2,362.20	2,145.55	2,145.55
263	Apollo Investment Corp	2013	1,670.05	2,174.32	2,174.32
281	Apollo Investment Corp	2014	1,784.35	2,386.31	2,386.31
382	Apollo Investment Corp	2015	2,425.70	2,622.59	0.00
2,000	AT&T Inc	2/10/10	67,340.00	50,601.25	50,601.25
1,000	Bank Of America Corp	8/13/08	17,430.00	29,503.45	29,503.45
2,333	Duke Energy Holding Corp	2/4/10	158,084.08	116,156.37	116,156.37
62	Halyard Health Inc	8/15/08	1,983.38	1,302.43	1,302.43
1,000	Huaneng Power Intl Inc	11/1/07	35,560.00	47,727.75	47,727.75
1,000	ISTAR Financial Inc	5/8/07	13,200.00	48,103.28	48,103.28
500	Kimberly Clark Corp	8/15/08	59,575.00	30,307.44	30,307.44
500	Philip Morris Intl Inc	2/8/07	43,695.00	22,740.85	22,740.85
250	Philip Morris Intl Inc	3/22/07	21,847.50	11,538.32	11,538.32
500	Procter & Gamble Co	8/12/08	37,420.00	35,555.25	35,555.25
1,000	Royal Dutch Shell PLC	6/18/08	49,760.00	79,814.13	79,814.13
1,000	Saul Centers Inc	3/16/07	55,630.00	58,165.65	58,165.65
900	Southern Co	5/7/07	40,086.00	34,423.16	34,423.16
1,124	Southern Co	6/2/10	48,994.00	35,690.25	35,690.25
1,499	Southern Copper Corp	4/3/08	39,006.04	51,717.25	51,717.25
750	Southern Copper Corp	4/24/08	19,503.98	30,498.71	30,498.71
	Totals		826,053.68	806,584.68	803,962.09
	Grand Total		\$ 826,053.68	\$ 806,584.68	\$ 803,962.09

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