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MAR 07 2017

FOR: NORTH CAROLINA FILING

Form **990-PF**

Department of the Treasury
Internal Revenue Service

MAIL UNIT K.C.S.P.C.

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

OMB No 1545-0052

2015

Open to Public Inspection

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.

For calendar year 2015 or tax year beginning **12/01/15**, and ending **11/30/16**

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 Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change <input type="checkbox"/>		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 Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation <input type="checkbox"/>		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) \$ 1,024,376	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	9	9	9	
4	Dividends and interest from securities	38,336	38,336	38,336	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		0		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	38,345	38,345	38,345	
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	7,375	7,375	7,375	
c	Other professional fees (attach schedule) Stmt 2	150	150	150	
17	Interest				
18	Taxes (attach schedule) (see instructions) Stmt 3	1,379	853	853	
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) Stmt 4	97	95	95	
24	Total operating and administrative expenses. Add lines 13 through 23	9,001	8,473	8,473	0
25	Contributions, gifts, grants paid	28,000			28,000
26	Total expenses and disbursements. Add lines 24 and 25	37,001	8,473	8,473	28,000
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	1,344			
b	Net investment income (if negative, enter -0-)		29,872		
c	Adjusted net income (if negative, enter -0-)			29,872	

For Paperwork Reduction Act Notice, see instructions.

DAA

Form **990-PF** (2015)

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INTERNAL REVENUE SERVICE
KANSAS CITY, MO

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		5,184	6,581	6,581
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶	131,512			
		Less: allowance for doubtful accounts ▶		134,362	131,512	131,512
	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		806,585	809,382	886,283
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment basis ▶				
	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)		946,131	947,475	1,024,376	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶))			
	23	Total liabilities (add lines 17 through 22)		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. ▶ X				
	24	Unrestricted		946,131	947,475	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶				
	27	Capital stock, trust principal, or current funds				
	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)		946,131	947,475	
	31	Total liabilities and net assets/fund balances (see instructions)		946,131	947,475	

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	946,131
2	Enter amount from Part I, line 27a	2	1,344
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	947,475
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	947,475

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			
b			
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j) if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
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	
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))
2014	28,000	951,116	0.029439
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

2 Total of line 1, column (d)	2	0.207752
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	0.041550
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	1,009,010
5 Multiply line 4 by line 3	5	41,924
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	299
7 Add lines 5 and 6	7	42,223
8 Enter qualifying distributions from Part XII, line 4	8	28,000

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)	1	597
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		
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	597
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	597
6 Credits/Payments		
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	515
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	515
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	82
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 2016 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X
If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
1c 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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
4b 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) <input type="checkbox"/> 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 2015 or the taxable year beginning in 2015 (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	Yes	No 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 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	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?	Yes X No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	Yes X No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	Yes X No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	Yes X No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	Yes X No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	Yes X 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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ► 20 , 20 , 20 , 20	Yes X 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?	Yes X No		
b	If "Yes," did it have excess business holdings in 2015 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 2015.)	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 2015?		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	X	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	X	No
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	Yes	X	No
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	Yes	X	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	X	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)? Organizations relying on a current notice regarding disaster assistance check here		N/A	5b
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	N/A	Yes	No
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	Yes	X	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			6b
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	Yes	X	No
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		N/A	7b

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

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

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

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

Total number of other employees paid over \$50,000**0**

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

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

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

0**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

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

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	886,283
b	Average of monthly cash balances	1b	138,093
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	1,024,376
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	1,024,376
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	15,366
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,009,010
6	Minimum investment return. Enter 5% of line 5	6	50,451

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	50,451
2a	Tax on investment income for 2015 from Part VI, line 5	2a	597
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	597
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	49,854
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	49,854
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	49,854

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	28,000
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	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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				49,854
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010	34,307			
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	34,307			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 28,000				
a Applied to 2014, 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 2015 distributable amount				28,000
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	21,854			21,854
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	12,453			
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 2014 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7 (see instructions)	12,453			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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 2015, 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)				
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 <input type="checkbox"/> 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)				
<div>a</div> <div>Paid during the year</div> <div>See Statement 6</div>				28,000
Total			▶ 3a	28,000
<div>b</div> <div>Approved for future payment</div> <div>N/A</div>				
Total			▶ 3b	0

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Accounting Fees	\$ 7,375	\$ 7,375	\$ 7,375	\$
Total	\$ 7,375	\$ 7,375	\$ 7,375	\$ 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	\$ 11	\$	\$	\$
Foreign Tax	853	853	853	
Foreign Tax - 2015 Estimated	515			
Total	\$ 1,379	\$ 853	\$ 853	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
Bank Fees	75	75	75	
Investment Expense - ADR Fee	20	20	20	
Penalties - IRS	2			
Total	\$ 97	\$ 95	\$ 95	\$ 0

Federal Statements

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

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
Common Stocks	\$ 806,585	\$ 809,382	Cost	\$ 886,283
Total	\$ 806,585	\$ 809,382		\$ 886,283

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							
Alexander County Family YMCA		1603 Hillsborough St	Active			Community	500
Raleigh NC 27605	None	218 Sea Gull Landing	Active			Community	1,000
Camp Seagall/Seafarer Annual Fund	None	217 S. Tryon St., Ste 307	Active			Community	500
Arapahoe NC 28510	None	3623 Latrobe Dr Ste 208	Active			Community	875
Community Building Initiative	None	1410 E. 7th Street	Active			Community	750
Charlotte NC 28202	None	1501 Queens Rd	Active			Religious	1,000
Cross Roads Corporation	None	151 Windemere Ct	Active			Charitable	875
Charlotte NC 28211	None	1 Piedmont Center #130	Active			Religious	500
Mecklenburg Cnty Council Boy Scouts	None	12963 Watson Seed Farm Rd	Active			Religious	3,000
Charlotte NC 28204	None	400 Hermitage Rd	Active			Cultural	500
Myers Park United Methodist Church	None	600 Ardsley Rd	Active			Cultural	10,000
Charlotte NC 28207	None	107 Pullen Rd	Active			Cultural	500
Operation North State	None	9020 SW Beaverton Hillsda	Active			Educational	3,000
Winston-Salem NC 27127	None	4600 Marriott Dr Ste 340	Active			Medical Charity	500
Reflection Ministries, Inc	None	P.O. Box 309	Active			Educational	1,000
Atlanta GA 30305	None	312 Paws Way	Active			Community	500
The Baker Family Ministries	None	1704 Oberlin Road	Active			Religious	3,000
Whitakers NC 27891	None						
The Duke Mansion - Colonnade Society	None						
Charlotte NC 28207	None						
The Lynwood Foundation	None						
Charlotte NC 28207	None						
Theatre In The Park	None						
Raleigh NC 27607	None						
Thomas A. Edison High School	None						
Portland OR 97225	None						
Triangle Vision Walk	None						
Raleigh NC 27612	None						
UNC Chapel Hill-School of Education	None						
Chapel Hill NC 27514	None						
Watauga Humane Society	None						
Boone NC 28607	None						
White Memorial Presbyt	None						
Raleigh NC 27608	None						

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

January 6, 2017

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, 2016.

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

Respectfully submitted,

W. LESTER BROOKS FOUNDATION, INC.

By 
Mrs. Patty F. Brooks, 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, 2016 and November 30, 2015

<u>Assets</u>	Fair Market Value 11-30-16	Cost 11-30-16	Cost 11-30-15
Cash in Bank	\$ 6,580.91	\$ 6,580.91	\$ 5,183.91
Accounts Receivable			
UBS Financial Services, Inc.	131,511.85	131,511.85	134,362.53
<u>Common Stock Shares:</u>			
See Schedule #3	886,282.93	809,381.78	806,584.68
Total Fair Market Value	<u>\$ 1,024,375.69</u>		
Total Assets		<u>\$ 947,474.54</u>	<u>\$ 946,131.12</u>
 <u>Liabilities</u>			
Funds held on reserve for distribution to established charities recognized by the Internal Revenue Service Exhibit "B"		947,474.54	946,131.12
Total Liabilities		<u>\$ 947,474.54</u>	<u>\$ 946,131.12</u>

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

Exhibit "B"

FUND BALANCE - INCOME TAX BASIS
Fiscal Year Ended November 30, 2016

Balance at December 1, 2015 \$ 946,131.12

Additions:

Dividends Received - Schedule #2	\$ 38,335.63	
Interest Income - Schedule #2	9.00	
Capital Gains(Losses)	<u>-</u>	38,344.63

Deductions:

Contributions to Qualified Charities - Schedule #2	28,000.00	
Taxes - Foreign	853.21	
Taxes - Federal	528.00	
Bank Charges	75.00	
Broker and Investment Fees	150.00	
Investment Expense - ADR Fees	20.00	
Accounting Services	<u>7,375.00</u>	<u>37,001.21</u>

Balance at November 30, 2016 \$ 947,474.54

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, 2016

<u>Year</u>	<u>Bank</u>	<u>Check #</u>	<u>Receipts</u>	<u>Disbursements</u>
2015				
18-Dec	UBS Financial Services Inc - W/D		30,000 00	
19-Dec	Myers Park United Methodist Church	1069		1,000 00
19-Dec	The Duke Mansion-Colonade Society	1070		500 00
19-Dec	Community Building Initiative	1071		500 00
19-Dec	UNC Chapel Hill - School of Education Foundation	1072		1,000 00
19-Dec	Camp Seagull/Seafarer Annual Fund	1073		1,000 00
19-Dec	White Memorial Presbyterian Church	1074		1,000 00
19-Dec	Reflection Ministries, Inc	1075		500.00
19-Dec	Alexander Family YMCA/April Richardson	1076		500 00
19-Dec	Void	1077		
19-Dec	Triangle Vision Walk-Getting Jamie	1078		500 00
19-Dec	Theater In The Park	1079		500 00
19-Dec	Thomas A Edison High School	1080		3,000.00
19-Dec	The Baker Family Ministries	1081		3,000 00
19-Dec	Mecklenburg County Council Boys Scouts of America	1082		750 00
19-Dec	Void	1083		
19-Dec	Operation North State	1084		875 00
19-Dec	Watauga Humane Society	1085		500 00
19-Dec	The Lynnwood Foundation	1086		10,000 00
19-Dec	White Memorial Presbyterian Church	1087		2,000 00
19-Dec	Cross Roads Corporation	1088		875.00
31-Dec	Service Charge - Bank of America			3 00
2016				
5-Jan	Bank of America - Stop Payment ck #1083			30 00
21-Jan	Bank of America - Check Printing			39 00
29-Jan	Service Charge - Bank of America			3 00
17-Feb	United States Treasury - Form 990-PF Balance Due - EFTPS			13.00
17-Feb	United States Treasury - Form 990-W - EFTPS			515.00
	Totals		30,000 00	<u>\$ 28,603 00</u>
	Less Disbursements		(28,603 00)	
	Beginning Bank Balance 12-1-15		5,183 91	
	Ending Bank Balance 11-30-16		<u>\$ 6,580 91</u>	

W LESTER BROOKS FOUNDATION, INC
CHARLOTTE, NORTH CAROLINA

Schedule #1
Page #2

RECEIPTS AND DISBURSEMENTS
Fiscal Year Ended November 30, 2016

Year	UBS Financial Services, Inc.	Receipts	Disbursements
2015			
4-Dec	Annual Fee Charge		\$ 150 00
4-Dec	Dividend - Southern Co	1,085 00	
7-Dec	Interest - UBS Bank USA Business Account	0 62	
14-Dec	Dividend - RMA MMkt	0 13	
16-Dec	Dividend - Duke Energy Corp New	1,924 73	
16-Dec	Withdrawal - to W.L Brooks Foundation, Inc checking		30,000 00
18-Dec	Dividend - Royal Dutch Shell PLC	940 00	
18-Dec	Foreign Tax - Royal Dutch Shell PLC		141 00
24-Dec	Dividend - RMA MMkt	0 49	
24-Dec	Dividend - Bank of America Corp	50 00	
30-Dec	Dividend - Alpine Total Dynamic Div Fd	57 50	
31-Dec	Interest - UBS Bank USA Business Account	0 50	
31-Dec	Dividend - RMA MMkt	0 07	
2016			
5-Jan	Dividend - Apollo Investment Corp	712 40	
5-Jan	Reinvestment - 132 Apollo Investment Corp		711 62
3-Jan	Dividend - Kimberly Clark Corp	440 00	
8-Jan	Interest - UBS Bank USA Business Account	0 14	
8-Jan	Dividend - Philip Morris Intl Inc	765 00	
11-Jan	Dividend - Altria Group Inc	847 50	
25-Jan	Dividend - RMA MMkt	0 20	
28-Jan	Dividend - Alpine Total Dynamic Divid Fund	57 50	
28-Jan	Dividend - Saul Centers Inc	430 00	
1-Feb	Dividend - AT&T Inc	960 00	
5-Feb	Interest - UBS Bank USA Business Account	0 56	
10-Feb	Withdrawal - to Spangler, Inc., P A		7,375 00
16-Feb	Dividend - Procter & Gamble Co	331 45	
23-Feb	Dividend - RMA MMkt	0 24	
26-Feb	Dividend - Alpine Total Dynamic Divid Fund	57 50	
1-Mar	Dividend - Southern Copper Corp	68 22	
7-Mar	Interest - UBS Bank USA Business Account	0 62	
7-Mar	Dividend - Southern Co	1,085 00	
16-Mar	Dividend - Duke Energy Corp New	1,924 73	
24-Mar	Dividend - RMA MMkt	0 26	
28-Mar	Dividend - Bank of America Corp	50 00	
29-Mar	Dividend - Royal Dutch Shell PLC	940 00	
29-Mar	Foreign Tax - Royal Dutch Shell PLC		141 00
30-Mar	Dividend - Alpine Total Dynamic Divid Fund	57 50	
4-Apr	Dividend - Kimberly Clark Corp	460 00	
6-Apr	Dividend - Apollo Investment Corp	738 80	
6-Apr	Reinvestment - 127 Apollo Investment Corp		737.46
7-Apr	Interest - UBS Bank USA Business Account	0 62	
11-Apr	Dividend - Altria Group Inc	847 50	
11-Apr	Dividend - Philip Morris Intl Inc	765 00	
25-Apr	Dividend - RMA MMkt	0 26	
28-Apr	Dividend - Alpine Total Dynamic Divid Fund	57 50	
28-Apr	Dividend - Saul Centers Inc	470 00	
2-May	Dividend - AT&T Inc	960 00	
6-May	Interest - UBS Bank USA Business Account	0 58	
16-May	Dividend - Procter & Gamble Co	334 75	
24-May	Dividend - RMA MMkt	0 25	
24-May	Dividend - Southern Copper Corp	113 70	
27-May	Dividend - Alpine Total Dynamic Divid Fund	57 50	
6-Jun	Dividend - Southern Co	1,120 00	
6-Jun	Interest - UBS Bank USA Business Account	0 64	
16-Jun	Dividend - Duke Energy Corp New	1,924 73	

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, 2016

<u>Year</u>	<u>UBS Financial Services, Inc. con't</u>	<u>Receipts</u>	<u>Disbursements</u>
<u>2016</u>			
24-Jun	Dividend - RMA MMkt	0 26	
24-Jun	Dividend - Bank of America Corp	50 00	
27-Jun	Dividend - Royal Dutch Shell PLC	940 00	
27-Jun	Foreign Tax - Royal Dutch Shell PLC		141 00
29-Jun	Dividend - RMA MMkt	0 23	
29-Jun	Dividend - Alpine Total Dynamic Divid Fund	57 50	
30-Jun	Dividend - UBS RMA Government MM Fund	0 06	
5-Jul	Dividend - Kimberly Clark Corp	460 00	
6-Jul	Dividend - Apollo Investment Corp	764 20	
6-Jul	Reinvestment - 135 Apollo Investment Corp		759 91
8-Jul	Interest - UBS Bank USA Business Account	0 93	
11-Jul	Dividend - Altria Group Inc	847 50	
11-Jul	Dividend - Philip Morris Intl Inc	765 00	
28-Jul	Dividend - Alpine Total Dynamic Divid Fund	57 50	
28-Jul	Dividend - Saul Centers Inc	470 00	
29-Jul	Dividend - UBS RMA Government MM Fund	0 25	
1-Aug	Dividend - AT&T Inc	960 00	
5-Aug	Interest - UBS Bank USA Business Account	0 84	
15-Aug	Dividend - Procter & Gamble Co	334 75	
25-Aug	Dividend - Southern Copper Corp	113 70	
30-Aug	Dividend - Alpine Total Dynamic Divid Fund	57 50	
31-Aug	Dividend - UBS RMA Government MM Fund	0 27	
6-Sep	Foreign Tax - Huaneng Power Intl Inc		289 21
6-Sep	Foreign Dividend - Huaneng Power Intl Inc	2,892 06	
6-Sep	ADR Fee - Huaneng Power Intl Inc		20 00
6-Sep	Dividend - Southern Co	1,120 00	
8-Sep	Interest - UBS Bank USA Business Account	1 02	
16-Sep	Dividend - Duke Energy Corp New	1,994 72	
19-Sep	Dividend - Royal Dutch Shell PLC	940 00	
19-Sep	Foreign Tax - Royal Dutch Shell PLC		141 00
23-Sep	Dividend - Bank of America Corp	75 00	
29-Sep	Dividend - Alpine Total Dynamic Divid Fund	57 50	
30-Sep	Dividend - UBS RMA Government MM Fund	0 25	
4-Oct	Dividend - Kimberly Clark Corp	460 00	
5-Oct	Dividend - Apollo Investment Corp	593 40	
5-Oct	Reinvestment - 99 Apollo Investment Corp		588 11
7-Oct	Interest - UBS Bank USA Business Account	0 87	
11-Oct	Dividend - Altria Group Inc	915 00	
13-Oct	Dividend - Philip Morris Intl Inc	780 00	
28-Oct	Dividend - Saul Centers Inc	470 00	
28-Oct	Dividend - Alpine Total Dynamic Divid Fund	57 50	
31-Oct	Dividend - UBS RMA Government MM Fund	0 25	
1-Nov	Dividend - AT&T Inc	960 00	
7-Nov	Interest - UBS Bank USA Business Account	0 93	
15-Nov	Dividend - Procter & Gamble Co	334 75	
25-Nov	Dividend - Southern Copper Corp	113 70	
29-Nov	Dividend - Alpine Total Dynamic Div Fd	57 50	
		38,344 63	\$ 41,195 31
Less Disbursements		(41,195 31)	
Beginning Balance 12-01-15		134,362 53	
Ending Balance 11-30-16		<u>\$ 131,511 85</u>	

W LESTER BROOKS FOUNDATION, INC
CHARLOTTE, NORTH CAROLINA

Schedule #2
Page #1

ANALYSIS OF RECEIPTS AND DISBURSEMENTS
Fiscal year Ended November 30, 2016

		<u>Receipts</u>	<u>Disbursements</u>
<u>Dividends Received</u>			
Alpine Total Dynamic Divid Fund	\$ 690 00		
Altria Group Inc	3,457 50		
Apollo Investment Corp	2,808 80		
AT&T Inc	3,840 00		
Bank of America Corp	225 00		
Duke Energy Holding Corp	7,768 91		
Huaneng Power Intl Inc Spon ADR	2,892 06		
Kimberly Clark Corp	1,820 00		
Philip Morris Intl Inc	3,075 00		
Procter & Gamble Co	1,335 70		
UBS RMA Government MM Fund	1 08		
RMA Money Mkt Portfolio	2 26		
Royal Dutch Shell PLC CL A	3,760 00		
Saul Centers Inc	1,840 00		
Southern Co.	4,410 00		
Southern Copper Corp	409 32	38,335.63	
<u>Interest Received:</u>			
UBS Bank USA Business Account		9 00	
<u>Donations Paid</u>			
Alexander Family YMCA/April Richardson	500 00		
Camp Seagull/Seafarer Annual Fund	1,000 00		
Community Building Initiative	500 00		
Cross Roads Corporation	875 00		
Mecklenburg County Council Boys Scouts of America	750 00		
Myers Park United Methodist Church	1,000 00		
Operation North State	875.00		
Reflection Ministries, Inc.	500 00		
The Baker Family Ministries	3,000 00		
The Duke Mansion-Colonade Society	500.00		
The Lynnwood Foundation	10,000 00		
Theater In The Park	500 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		
Watauga Humane Society	500 00		
White Memorial Presbyterian Church	1,000 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, 2016

		<u>Receipts</u>	<u>Disbursements</u>
<u>Other Disbursements</u>			
Spangler, Inc , P A. - Accounting	7,375.00		
Bank Service Charges	75 00		
Broker Fees	150.00		
Investment Expense - ADR Fees	20.00		
Taxes - Federal - 2014 Balance Due	11 00		
Taxes - Federal - 2015 Estimated tax	515.00		
Taxes - Foreign	853 21		
Penalties	<u>2.00</u>		9,001.21
 <u>Securities Purchased.</u>			
Reinvestment - 132 Apollo Investment Corp	711 62		
Reinvestment - 127 Apollo Investment Corp	737 46		
Reinvestment - 135 Apollo Investment Corp	759 91		
Reinvestment - 99 Apollo Investment Corp	<u>588.11</u>		2,797 10
 Transfers			
From Bank to UBS		0 00	0.00
From UBS to Bank		<u>30,000 00</u>	<u>30,000.00</u>
Totals		<u>\$ 68,344.63</u>	<u>\$ 69,798.31</u>
 Totals - from Bank - Schedule #1			
		\$ 30,000 00	\$ 28,603.00
Totals - from Brokerages .			
UBS Financial Services - Schedule #1		<u>38,344 63</u>	<u>41,195 31</u>
Totals		<u>68,344.63</u>	<u>\$ 69,798.31</u>
 Less: Disbursements			
		(69,798 31)	
Add: Beginning Balances 12-1-15			
Bank	\$ 5,183.91		
UBS Financial Services	<u>134,362 53</u>	139,546.44	
 Ending Balances Cash Balances 11-30-16			
Bank	\$ 6,580 91		
UBS Financial Services	<u>131,511 85</u>		
	<u>\$ 138,092.76</u>	<u>\$ 138,092.76</u>	

See Accompanying Independent Accountants' Compilation Report

W. LESTER BROOKS FOUNDATION, INC.
 CHARLOTTE, NORTH CAROLINA
 PORTFOLIO
 November 30, 2016 and November 30, 2015

Schedule #3

Shs	Common Stock:	Date Purchased	Fair Market Value 11-30-16	Cost 11-30-16	Cost 11-30-15
1,000	Alpine Total Dynamic Div Fd	5/8/07	\$ 7,350.00	\$ 44,032.25	\$ 44,032.25
500	Altria Group Inc	2/8/07	31,965.00	9,979.80	9,979.80
250	Altria Group Inc	3/22/07	15,982.50	5,063.58	5,063.58
750	Altria Group Inc	4/11/08	47,947.50	16,480.01	16,480.01
1,400	Apollo Investment Corp	9/12/07	8,624.00	28,000.00	28,000.00
186	Apollo Investment Corp	2008	1,145.76	3,015.05	3,015.05
312	Apollo Investment Corp	2009	1,921.92	2,227.12	2,227.12
207	Apollo Investment Corp	2010	1,275.12	2,181.10	2,181.10
159	Apollo Investment Corp	2011	979.44	2,431.46	2,431.46
372	Apollo Investment Corp	2012	2,291.52	2,145.55	2,145.55
263	Apollo Investment Corp	2013	1,620.08	2,174.32	2,174.32
281	Apollo Investment Corp	2014	1,730.96	2,386.31	2,386.31
382	Apollo Investment Corp	2015	2,353.12	2,622.59	2,622.59
493	Apollo Investment Corp	2016	3,036.88	2,797.10	0.00
2,000	AT&T Inc	2/10/10	77,260.00	50,601.25	50,601.25
1,000	Bank Of America Corp	8/13/08	21,120.00	29,503.45	29,503.45
2,333	Duke Energy Holding Corp	2/4/10	172,105.41	116,156.37	116,156.37
62	Halyard Health Inc	8/15/08	2,303.30	1,302.43	1,302.43
1,000	Huaneng Power Intl Inc	11/1/07	24,920.00	47,727.75	47,727.75
1,000	ISTAR Financial Inc	5/8/07	12,220.00	48,103.28	48,103.28
500	Kimberly Clark Corp	8/15/08	57,805.00	30,307.44	30,307.44
500	Philip Morris Intl Inc	2/8/07	44,140.00	22,740.85	22,740.85
250	Philip Morris Intl Inc	3/22/07	22,070.00	11,538.32	11,538.32
500	Procter & Gamble Co	8/12/08	41,230.00	35,555.25	35,555.25
1,000	Royal Dutch Shell PLC	6/18/08	51,100.00	79,814.13	79,814.13
1,000	Saul Centers Inc	3/16/07	63,490.00	58,165.65	58,165.65
900	Southern Co	5/7/07	42,138.00	34,423.16	34,423.16
1,124	Southern Co	6/2/10	51,502.00	35,690.25	35,690.25
1,499	Southern Copper Corp	4/3/08	49,769.46	51,717.25	51,717.25
750	Southern Copper Corp	4/24/08	24,885.96	30,498.71	30,498.71
Totals to Exhibit "A"			<u>\$ 886,282.93</u>	<u>\$ 809,381.78</u>	<u>\$ 806,584.68</u>