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Form 990-PF

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

OMB No 1545-0052

2009

Department of the Treasury Internal Revenue Service

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

For calendar year 2009, or tax year beginning, 2009, and ending, 20

G Check all that apply: Initial return, Amended return, Initial return of a former public charity, Address change, Final return, Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions. Name of foundation: BROOKS GRACE E TRUST. Employer identification number: 04-6446179. H Check type of organization: [X] Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$1,881,994. J Accounting method: [X] Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include contributions, interest, dividends, gross rents, net gain/loss, other income, and total expenses.

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SCANNED MAR 26 2010

Operating and Administrative Expenses

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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 . . . . .	NONE	NONE		
	2	Savings and temporary cash investments . . . . .	18,873.	70,771.	70,771.	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	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 page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ *		*	NONE	
		Less: allowance for doubtful accounts ▶	NONE	NONE	NONE	
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U S and state government obligations (attach schedule)	NONE	NONE	NONE	
	b	Investments - corporate stock (attach schedule)	1,969,347.	1,836,184.	1,811,223.	
	c	Investments - corporate bonds (attach schedule)	NONE	NONE	NONE	
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)	NONE	NONE			
12	Investments - mortgage loans . . . . .	NONE	NONE			
13	Investments - other (attach schedule)	NONE	NONE	NONE		
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe ▶)	NONE	NONE	NONE		
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	1,988,220.	1,906,955.	1,881,994.		
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .	1,988,220.	1,906,955.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
29	Retained earnings, accumulated income, endowment, or other funds . . . . .	NONE	NONE			
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	1,988,220.	1,906,955.			
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	1,988,220.	1,906,955.			

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	1,988,220.
2	Enter amount from Part I, line 27a . . . . .	2	-81,447.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9 . . . . .	3	533.
4	Add lines 1, 2, and 3 . . . . .	4	1,907,306.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10 . . . . .	5	351.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	1,906,955.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)	
<b>1a</b>	SEE PART IV DETAIL				
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))		
(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			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b>	Capital gain net income or (net capital loss) . . . . .	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-31,765.
<b>3</b>	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the 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 page 18 of 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))	
2008	133,534.	2,018,235.	0.06616375199	
2007	104,868.	2,351,856.	0.04458946466	
2006	101,537.	2,188,421.	0.04639737966	
2005	99,720.	2,072,327.	0.04811981893	
2004	94,625.	2,014,327.	0.04697598751	
<b>2</b>	Total of line 1, column (d) . . . . .		2	0.25224640275
<b>3</b>	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .		3	0.05044928055
<b>4</b>	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .		4	1,711,597.
<b>5</b>	Multiply line 4 by line 3 . . . . .		5	86,349.
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b) . . . . .		6	405.
<b>7</b>	Add lines 5 and 6 . . . . .		7	86,754.
<b>8</b>	Enter qualifying distributions from Part XII, line 4 . . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.		8	94,617.



Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total amount due is 47, refunded 47.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for Yes/No. Includes questions about political campaigns, expenditures, and reporting requirements.



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 page 20 of the instructions) . . . . .	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X	
Website address <input type="checkbox"/> N/A				
14 The books are in care of <input type="checkbox"/> PRIVATE BANK, TAX SERVICES Telephone no <input type="checkbox"/> (401) 278-6823				
Located at <input type="checkbox"/> P.O. BOX 1802, PROVIDENCE, RI ZIP + 4 <input type="checkbox"/> 02901-1802				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .			<input type="checkbox"/>
				15

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 checked="" type="checkbox"/> Yes <input 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 page 20 of the instructions)? <input type="checkbox"/>	1b	X
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 2009? <input type="checkbox"/>	1c	X
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <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 page 20 of the instructions ) <input type="checkbox"/>	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 <input type="checkbox"/>		
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 2009 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 2009 ) <input type="checkbox"/>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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 2009? <input type="checkbox"/>	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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)?  Yes  No
- c 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?  Yes  No  
If "Yes," attach the statement required by Regulations section 53 4945-5(d)
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
If "Yes" to 6b, file Form 8870
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No
- b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

5b		
6b		X
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 page 22 of the 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
SEE STATEMENT 12		16,840.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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
SEE STATEMENT 13		NONE	NONE	NONE

Total number of other employees paid over \$50,000  NONE



**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 page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 14		NONE

**Total number of others receiving over \$50,000 for professional services** . . . . . **NONE**

**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 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
<b>Total. Add lines 1 through 3</b> . . . . .	



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,694,276.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	43,386.
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,737,662.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,737,662.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	26,065.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,711,597.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	85,580.

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	85,580.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	405.
<b>b</b>	Income tax for 2009. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	405.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	85,175.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	85,175.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	85,175.

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	94,617.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	94,617.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	405.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	94,212.

**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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7 . . . . .				85,175.
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only . . . . .			86,798.	
<b>b</b> Total for prior years 20____, 20____, 20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2009				
<b>a</b> From 2004 . . . . .	NONE			
<b>b</b> From 2005 . . . . .	NONE			
<b>c</b> From 2006 . . . . .	NONE			
<b>d</b> From 2007 . . . . .	NONE			
<b>e</b> From 2008 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 94,617.				
<b>a</b> Applied to 2008, but not more than line 2a . . . . .			86,798.	
<b>b</b> Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .	NONE			
<b>d</b> Applied to 2009 distributable amount . . . . .				7,819.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2009 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .				
<b>f</b> Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 . . . . .				77,356.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2005 . . . . .	NONE			
<b>b</b> Excess from 2006 . . . . .	NONE			
<b>c</b> Excess from 2007 . . . . .	NONE			
<b>d</b> Excess from 2008 . . . . .	NONE			
<b>e</b> Excess from 2009 . . . . .	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	
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 page 28 of the 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).)

NONE

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.

NONE

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

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

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:



**Part XV Supplementary Information (continued)**

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	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
<p><b>a Paid during the year</b></p> <p>SEE STATEMENT 16</p>				
<b>Total . . . . .</b>				<b>87,000.</b>
<p><b>b Approved for future payment</b></p>				
<b>Total . . . . .</b>				



**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments . . . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities . . . . .			14	51,516.	
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			18	-31,765.	
9 Net income or (loss) from special events . . . . .					
10 Gross profit or (loss) from sales of inventory . . . . .					
11 Other revenue					
a					
b FEDERAL TAX REFUND			1	4,096.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e) . . . . .				23,847.	
13 Total. Add line 12, columns (b), (d), and (e) . . . . .					23,847.

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)

▼

NOT APPLICABLE

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3) or in section 527? Yes No

b If "Yes," complete the following schedule. Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee: AUSTIN WENTWORTH, Date: 03/05/2010, Title: SVP Tax. Preparer's signature, Date, Check if self-employed, Preparer's identifying number, Firm's name, address, and ZIP code, EIN, Phone no.

~~XXXXXX~~

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					585.	
2,375.00		25. GENENTECH INC PROPERTY TYPE: SECURITIES 2,095.00					10/20/2006 280.00	03/26/2009
950.00		10. GENENTECH INC PROPERTY TYPE: SECURITIES 924.00					09/19/2008 26.00	03/26/2009
7.00		.333 TIME WARNER INC NEW COM PROPERTY TYPE: SECURITIES 12.00					08/12/2008 -5.00	04/17/2009
15.00		.529 TIME WARNER CABLE INC COM PROPERTY TYPE: SECURITIES 25.00					08/12/2008 -10.00	04/17/2009
457.00		.00001 RIO TINTO PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					457.00	07/17/2009
1,541.00		140. ACTIVISION BLIZZARD INC COM PROPERTY TYPE: SECURITIES 1,556.00					11/13/2008 -15.00	12/04/2009
2,091.00		190. ACTIVISION BLIZZARD INC COM PROPERTY TYPE: SECURITIES 1,749.00					12/23/2008 342.00	12/04/2009
2,822.00		50. AFFILIATED COMPUTER SVCS-A PROPERTY TYPE: SECURITIES 2,620.00					09/10/2008 202.00	12/04/2009
1,641.00		90. BURGER KING HLDGS INC COM PROPERTY TYPE: SECURITIES 2,441.00					07/24/2008 -800.00	12/04/2009
547.00		30. BURGER KING HLDGS INC COM PROPERTY TYPE: SECURITIES 815.00					07/30/2008 -268.00	12/04/2009



**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
99,850.00		8390.767	COLUMBIA MULTI-ADVISOR INT'L EQ PROPERTY TYPE: SECURITIES			06/23/2008	12/04/2009	
		128,043.00				-28,193.00		
25,000.00		2340.824	COLUMBIA CORE BOND FUND CLASS Z PROPERTY TYPE: SECURITIES			05/15/2002	12/04/2009	
		25,187.00				-187.00		
13,947.00		701.911	COLUMBIA MID CAP GROWTH FUND CLA PROPERTY TYPE: SECURITIES			10/06/1997	12/04/2009	
		21,001.00				-7,054.00		
5,220.00		160.	DIRECTV CL A COM PROPERTY TYPE: SECURITIES			06/11/2008	12/04/2009	
		4,468.00				752.00		
2,257.00		50.	DOLBY LABORATORIES INC CL A PROPERTY TYPE: SECURITIES			07/09/2008	12/04/2009	
		2,017.00				240.00		
1,773.00		50.	HANSEN NATURAL CORP COM PROPERTY TYPE: SECURITIES			12/23/2008	12/04/2009	
		1,629.00				144.00		
1,938.00		50.	LANDSTAR SYSTEMS INCORPORATED PROPERTY TYPE: SECURITIES			12/23/2008	12/04/2009	
		1,755.00				183.00		
914.00		160.	MARSHALL & ILSLEY CORP NEW COM PROPERTY TYPE: SECURITIES			11/13/2008	12/04/2009	
		2,278.00				-1,364.00		
2,498.00		80.	ROGERS COMMUNICATIONS INC CL B PROPERTY TYPE: SECURITIES			04/19/2007	12/04/2009	
		2,962.00				-464.00		
937.00		30.	ROGERS COMMUNICATIONS INC CL B PROPERTY TYPE: SECURITIES			08/07/2008	12/04/2009	
		986.00				-49.00		
4,172.00		90.	ULTRA PETE CORP COM PROPERTY TYPE: SECURITIES			12/23/2008	12/04/2009	
		2,780.00				1,392.00		

~~XXXXXXXXXX~~

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,502.00		270. WEATHERFORD INTL LTD COM PROPERTY TYPE: SECURITIES 2,459.00					12/23/2008	12/04/2009
							2,043.00	
13.00		.545 AOL INC COM PROPERTY TYPE: SECURITIES 15.00					08/12/2008	12/23/2009
							-2.00	
TOTAL GAIN(LOSS) .....							----- -31,765. =====	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	861.	861.
ABBOTT LABORATORIES	109.	109.
AIR PRODUCTS AND CHEMICALS INC	197.	197.
ALTRIA GROUP INC	186.	186.
AMERICAN EXPRESS CO	65.	65.
ANALOG DEVICES INC	168.	168.
AON CORP	60.	60.
APACHE CORPORATION	66.	66.
ASTRAZENECA PLC-SPONS ADR (UK/USD) ISIN	125.	125.
AVON PRODUCTS INC	244.	244.
BAXTER INTERNATIONAL INC	83.	83.
BRISTOL MYERS SQUIBB CO COM	484.	484.
BURGER KING HLDGS INC COM	23.	23.
CME GROUP INC COM	92.	92.
CSX CORP	123.	123.
CABOT OIL & GAS CORP CL A	13.	13.
CAMPBELL SOUP CO	90.	90.
CATERPILLAR INCORPORATED	118.	118.
CHEVRONTEXACO CORP COM	585.	585.
CITIGROUP INC	4.	4.
COCA COLA CO COM	172.	172.
COLUMBIA HIGH INCOME FUND CLASS Z SHARES	2,952.	2,952.
COLUMBIA INTERNATIONAL VALUE FUND CLASS	1,475.	1,475.
COLUMBIA MULTI-ADVISOR INT'L EQUITY FUND	1,732.	1,732.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	424.	424.
COLUMBIA TREASURY RESERVES CAPITAL CLASS	26.	26.
COLUMBIA CORE BOND FUND CLASS Z SHARES	24,729.	24,729.
COLUMBIA INTERNATIONAL STOCK FUND CLASS	3,507.	3,507.
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	159.	159.
COLUMBIA MID CAP GROWTH FUND CLASS Z SHA	31.	31.
COLUMBIA REAL ESTATE EQUITY FUND CLASS Z	681.	532.
COMCAST CORP	138.	138.

BROOKS GRACE E TRUST

04-6446179

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DEVON ENERGY CORPORATION	67.	67.
DUPONT E I DE NEMOURS & CO COM	197.	197.
DUN & BRADSTREET CORP DEL NEW COM	68.	68.
ENERGY CORP NEW COM	165.	
EXELON CORP COM	210.	210.
EXXON MOBIL CORPORATION	681.	681.
FPL GROUP INC COM	170.	170.
FIRSTENERGY CORP	198.	198.
GAP INCORPORATED	51.	51.
GENERAL ELEC CO	500.	500.
GOLDMAN SACHS GROUP INC	91.	91.
GOODRICH B F CO	75.	75.
GRAINGER W W INCORPORATED	53.	53.
HEINZ H J CO	167.	167.
HEWLETT PACKARD COMPANY	110.	110.
HOME DEPOT INC	189.	189.
HONEYWELL INTERNATIONAL INC	157.	157.
ILLINOIS TOOL WORKS INCORPORATED	211.	211.
INTEL CORPORATION	274.	274.
INTERNATIONAL BUSINESS MACHS	237.	237.
J P MORGAN CHASE & CO COM	313.	313.
JANUS CAP GROUP INC	7.	7.
JOHNSON & JOHNSON	550.	550.
KIMBERLY CLARK CORP COM	405.	405.
KRAFT FOODS INC CL A COM	226.	226.
KROGER CO	37.	37.
L-3 COMMUNICATIONS HLDGS INC COM	56.	56.
LANDSTAR SYSTEMS INCORPORATED	9.	9.
LINEAR TECHNOLOGY CORP	79.	79.
LOCKHEED MARTIN CORPORATION	129.	129.
LOWES COMPANIES INCORPORATED	28.	28.
MARSHALL & ILSLEY CORP NEW COM	6.	6.
MCDONALDS CORP	246.	246.

BROOKS GRACE E TRUST

04-6446179

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERCK & CO INC COM	262.	262.
METLIFE INC	141.	141.
MICROSOFT CORPORATION	486.	486.
MOLSON COORS BREWING CO CL B	37.	37.
MONSANTO CO NEW COM	52.	52.
MORGAN STANLEY DEAN WITTER DISCOVER & CO	74.	74.
NEWS CORP CL A	25.	25.
NIKE INC CL B	13.	13.
NORTHERN TRUST CORPORATION	11.	11.
NORTHROP CORPORATION	85.	85.
NUCOR CORP	70.	70.
OCCIDENTAL PETROLEUM CORPORATION	234.	234.
ORACLE SYS CORP	44.	44.
PNC BK CORP	58.	58.
PARKER HANNIFIN CORPORATION	60.	60.
PEABODY ENERGY CORP COM	23.	23.
PEPSICO INCORPORATED	228.	228.
PFIZER INC	560.	560.
PHILIP MORRIS INTL INC COM	391.	391.
POLO RALPH LAUREN CORPORATION	12.	12.
PRECISION CASTPARTS CORPORATION	6.	6.
PRICE T ROWE GROUP INC COM	210.	210.
PROCTER & GAMBLE CO COM	253.	253.
QUALCOMM INC	96.	96.
RIO TINTO PLC SPONSORED ADR	54.	54.
ROGERS COMMUNICATIONS INC CL B	105.	105.
SCHLUMBERGER LIMITED	28.	28.
SMUCKER J M CO COM NEW	40.	40.
SOUTHERN CO	243.	243.
STAPLES INCORPORATED	54.	54.
STARWOOD HOTELS & RESORTS WORLDWIDE INC	81.	81.
STATE STREET CORP	51.	51.
TEXAS INSTRS INC	86.	86.

BROOKS GRACE E TRUST

04-6446179

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TIME WARNER INC NEW COM	36.	36.
TIME WARNER INC NEW COM	109.	109.
US BANCORP DEL COM NEW	92.	92.
UNION PAC CORP COM	140.	140.
UNITED TECHNOLOGIES CORP	116.	116.
VERIZON COMMUNICATIONS	278.	278.
WAL-MART STORES INCORPORATED	271.	271.
WASTE MANAGEMENT INC	209.	209.
WELLS FARGO COMPANY	135.	135.
AXIS CAPITAL HOLDINGS LTD COM	56.	56.
NOBLE CORP COM	11.	11.
ACE LTD COM	167.	167.
NOBLE CORP COM	39.	39.
TOTAL	51,516.	51,202.

BROOKS GRACE E TRUST

04-6446179

FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX REFUND	4,096.
TOTALS	----- 4,096. =====

BROOKS GRACE E TRUST

04-6446179

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	845.			845.
TOTALS	845.	NONE	NONE	845.

BROOKS GRACE E TRUST

04-6446179

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	16.	16.
FOREIGN TAXES ON QUALIFIED FOR	518.	518.
FOREIGN TAXES ON NONQUALIFIED	39.	39.
TOTALS	573.	573.

BROOKS GRACE E TRUST

04-6446179

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE - INCOME	35.	35.
OTHER NON-ALLOCABLE EXPENSE -	1.	1.
TOTALS	36.	36.

BROOKS GRACE E TRUST

04-6446179

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
TYE INC ADJUSTMENT	533.
	-----
TOTAL	533.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
SECURITIES ADJ	345.
ROUNDING	6.
	-----
TOTAL	351.
	=====



BROOKS GRACE E TRUST

04-6446179

-----  
STATE(S) WHERE THE FOUNDATION IS REGISTERED

=====

MA

BROOKS GRACE E TRUST

04-6446179

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

100 FEDERAL STREET

BOSTON, MA 02110

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION ..... 16,840.

TOTAL COMPENSATION: 16,840.

=====

~~SECRET~~

BROOKS GRACE E TRUST

04-6446179

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

=====  
EMPLOYEE NAME:  
NONE



BROOKS GRACE E TRUST

04-6446179

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

=====

NAME :

NONE

BROOKS GRACE E TRUST 04-6446179  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

RECIPIENT NAME:  
QUINCY CRISIS CENTER  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORTS THE QUINCY CRISIS CENTER  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:  
PROJECT BREAD, INC  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT THE WALK FOR HUNGER  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:  
WELLSPRING MULTI-SVC CTR  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
PROVIDES EDUCATIONAL PROGRAMS TO THE HOMELESS  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 17,500.

RECIPIENT NAME:  
BOSTON RESCUE MISSION  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
PROVIDES SUPPORT TO THE NEEDY  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 7,500.



BROOKS GRACE E TRUST

04-6446179

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

INTERFAITH SOCIAL SERVICE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT FOR FOOD PANTRY

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:

D.O.V.E

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORTS VICTIMS OF DOMESTIC VIOLENCE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:

MA COALITION FOR THE HUNGER

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORTS THE MA COALITION FOR HUNGER

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID ..... 12,000.

TOTAL GRANTS PAID:

87,000.

=====

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

**2009**

Name of estate or trust **BROOKS GRACE E TRUST** Employer identification number **04-6446179**

**Note:** Form 5227 filers need to complete *only* Parts I and II.

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b>					

<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	<b>1b</b>	<b>4,572.</b>
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	<b>2</b>	
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>3</b>	
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet . . . . .	<b>4</b>	( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ▶	<b>5</b>	<b>4,572.</b>

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b> LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			585.

<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>	<b>-36,922.</b>
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	<b>7</b>	
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>8</b>	
<b>9</b> Capital gain distributions . . . . .	<b>9</b>	
<b>10</b> Gain from Form 4797, Part I . . . . .	<b>10</b>	
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet . . . . .	<b>11</b>	( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ▶	<b>12</b>	<b>-36,337.</b>

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		4,572.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		-36,337.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14 . . . . . ▶	<b>15</b>		-31,765.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary

**Part IV Capital Loss Limitation**

<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the <b>smaller</b> of:	<b>16</b>	( 3,000 )
a	The loss on line 15, column (3) or <b>b</b> \$3,000 . . . . .		

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover

**Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

**Form 990-T trusts.** Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>		
<b>18</b>	Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>		
<b>19</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	<b>19</b>		
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>		
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . . . ▶	<b>21</b>		
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>		
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>		
<b>24</b>	Enter the <b>smaller</b> of the amount on line 17 or \$2,300 . . . . .	<b>24</b>		
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> <b>No.</b> Enter the amount from line 23 . . . . .	<b>25</b>		
<b>26</b>	Subtract line 25 from line 24 . . . . .	<b>26</b>		
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the <b>smaller</b> of line 17 or line 22 . . . . .	<b>27</b>		
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>		
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>		
<b>30</b>	Multiply line 29 by 15% (.15) . . . . .			<b>30</b>
<b>31</b>	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .			<b>31</b>
<b>32</b>	Add lines 30 and 31 . . . . .			<b>32</b>
<b>33</b>	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .			<b>33</b>
<b>34</b>	<b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .			<b>34</b>







BROOKS GRACE E TRUST

04-6446179

FEDERAL CAPITAL GAIN DIVIDENDS  
=====LONG-TERM CAPITAL GAIN DIVIDENDS  
-----

## 15% RATE CAPITAL GAIN DIVIDENDS

CMGI INC COM	147.00	
FEDERAL HOME LN MTG CORP	33.00	
SPX CORP	70.00	
TENENT HEALTHCARE CORP	258.00	
CLASS ACTIONS SETTLEMENT FOR AIG INC (SEC)	77.00	
	-----	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		585.00
		-----
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		585.00
		=====

Settlement Date

**Bank of America**



**Account Summary**

Dec. 01, 2009 through Dec. 31, 2009

**Account:** 80-09-900-8533661 BROOKS GRACE E TRUST

**Market Value \$1,881,993.83**

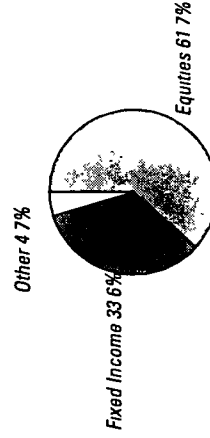
Activity		YTD Since 01/01/09	
Description	Current Period	Beginning Market Value	Ending Market Value
Income	9,820.12	\$1,946,348.94	\$1,881,993.83
Deposits	0.00		
Disbursements	-87,000.00		
Bank Fees	-1,481.28		
Change in Market Value	14,306.05		
<b>Ending Market Value</b>	<b>-64,355.11</b>		<b>\$1,881,993.83</b>
Change in Account Value			253,309.76

Realized Gain/Loss Summary		Fiscal YTD	
Description	Current Period	YTD	YTD Since 01/01/09
Short-term	\$4,103.16	\$4,114.35	
Long-term	-37,202.15	-36,336.39	
<b>Net Total</b>	<b>-\$33,098.99</b>	<b>-\$32,222.04</b>	

Income Summary		YTD Since 01/01/09	
Description	Current Period	YTD	YTD Since 01/01/09
Dividends - Taxable	\$9,820.12	\$9,820.12	\$51,927.40
<b>Total Income</b>	<b>\$9,820.12</b>	<b>\$9,820.12</b>	<b>\$51,927.40</b>

**Portfolio Allocation**

Description	Market Value	Tax Cost	Estimated Annual Income	Current Yield
Cash/Currency	\$70,770.87	\$70,770.87	\$0.00	0.0%
Equities	1,160,683.18	1,163,040.34	20,328.52	1.8
Fixed Income	632,326.58	635,976.82	26,015.11	4.1
Real Estate	18,213.20	37,167.37	680.51	3.7
<b>Total Assets</b>	<b>\$1,881,993.83</b>	<b>\$1,906,955.40</b>	<b>\$47,024.14</b>	<b>2.5%</b>
<b>Total</b>	<b>\$1,881,993.83</b>	<b>\$1,906,955.40</b>	<b>\$47,024.14</b>	



Assets representing less than 5% of total are grouped together as "Other" for display on the pie chart.

Market Value includes accrued income unless otherwise noted

The amounts shown throughout this statement should not be used in the preparation of tax documents. Detail specifying taxable nature of income will be provided with year-end tax documentation. Please consult your tax advisor.

85/176 2000025 005/007 31/36 0017999 02-011 505 B E

Settlement Date

**Bank of America**



**Account Summary**

Dec. 01, 2009 through Dec. 31, 2009

**Account:** 80-09-900-8533661 BROOKS GRACE E TRUST

**Cash Summary**

	Current Period		YTD Since 01/01/09	
	Income Cash	Principal Cash	Income Cash	Principal Cash
<b>Beginning Value</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>
Income	9,820.12	0.00	51,471.28	456.12
Deposits	0.00	0.00	0.00	4,681.30
Disbursements	-87,000.00	0.00	-87,035.00	0.00
Bank Fees	-740.67	-740.61	-8,842.59	-8,842.06
Income/Principal Transfers	49,518.63	-49,518.63	49,518.63	-49,518.63
Purchases	0.00	-75,000.00	0.00	-75,000.00
Sales and Maturities	0.00	171,662.15	0.00	175,009.13
Net Automated Money Market Transactions	28,401.92	-46,402.91	-5,112.32	-46,785.86
<b>Ending Value</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>

Settlement Date

**Bank of America**



**Portfolio Analysis**

Dec. 01, 2009 through Dec. 31, 2009

**Account:** 80-09-900-8533661 BROOKS GRACE E TRUST

**Portfolio Summary by Asset Class**

Description	Market Value	% of Account	% of Sector	Tax Cost	Estimated Annual Income	Current Yield
<b>Cash/Currency</b>						
Cash Equivalents	\$70,770.87	3.8%	100.0%	\$70,770.87	\$0.00	0.0%
<b>Total Cash/Currency</b>	<b>\$70,770.87</b>	<b>3.8%</b>	<b>100.0%</b>	<b>\$70,770.87</b>	<b>\$0.00</b>	<b>0.0%</b>
<b>Equities</b>						
U.S. Large Cap	\$684,739.12	36.4%	59.0%	\$639,474.68	\$14,041.23	2.1%
U.S. Mid Cap	193,320.18	10.3	16.7	197,285.50	1,247.47	0.6
U.S. Small Cap	88,047.13	4.7	7.6	108,130.28	159.21	0.2
International Developed	194,576.75	10.3	16.8	218,149.88	4,880.61	2.5
<b>Total Equities</b>	<b>\$1,160,683.18</b>	<b>61.7%</b>	<b>100.0%</b>	<b>\$1,163,040.34</b>	<b>\$20,328.52</b>	<b>1.8%</b>
<b>Fixed Income</b>						
Investment Grade Taxable	\$591,935.74	31.5%	93.6%	\$593,295.78	\$23,063.87	3.9%
Global High Yield Taxable	40,390.84	2.1	6.4	42,681.04	2,951.24	7.3
<b>Total Fixed Income</b>	<b>\$632,326.58</b>	<b>33.6%</b>	<b>100.0%</b>	<b>\$635,976.82</b>	<b>\$26,015.11</b>	<b>4.1%</b>
<b>Real Estate</b>						
Public REITs	\$18,213.20	1.0%	100.0%	\$37,167.37	\$680.51	3.7%
<b>Total Real Estate</b>	<b>\$18,213.20</b>	<b>1.0%</b>	<b>100.0%</b>	<b>\$37,167.37</b>	<b>\$680.51</b>	<b>3.7%</b>
<b>Total Assets</b>	<b>\$1,881,993.83</b>	<b>100.0%</b>		<b>\$1,906,955.40</b>	<b>\$47,024.14</b>	<b>2.5%</b>
<b>Total</b>	<b>\$1,881,993.83</b>			<b>\$1,906,955.40</b>	<b>\$47,024.14</b>	

Settlement Date

**Bank of America**



**Portfolio Analysis**

Dec. 01, 2009 through Dec. 31, 2009

**Account:** 80-09-900-8533661 BROOKS GRACE E TRUST

Equities - Summary by Business Sector			
Sector	Market Value	% of Equities	% of S&P 500
Consumer Discretionary	\$59,695.49	5.1%	9.6%
Consumer Staples	92,373.54	8.0	11.4
Energy	98,304.20	8.5	11.5
Financials	109,568.50	9.4	14.4
Health Care	103,221.25	8.9	12.6
Industrials	85,749.30	7.4	10.2
Information Technology	169,716.85	14.6	19.9
Materials	27,821.20	2.4	3.6
Telecommunication Services	19,685.25	1.7	3.1
Utilities	22,987.30	2.0	3.7
Other Equities	371,560.30	32.0	0.0
<b>Total Equities</b>	<b>\$1,160,683.18</b>	<b>100.0%</b>	<b>100.0%</b>

Settlement Date

**Bank of America**



**Portfolio Detail**

**Account:** 80-09-900-8533661 BROOKS GRACE E TRUST

Dec. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
5,218.870	COLUMBIA TREASURY RESERVES CAPITAL CLASS (Income Investment)	19765K258	\$5,218.87	\$0.00	\$5,218.87 1,000	\$0.00	\$0.00	0.0%
65,552.000	COLUMBIA TREASURY RESERVES CAPITAL CLASS	19765K258	65,552.00	0.00	65,552.00 1,000	0.00	0.00	0.0
	<b>Total Cash Equivalents</b>		<b>\$70,770.87</b>	<b>\$0.00</b>	<b>\$70,770.87</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>0.0%</b>
	<b>Total Cash/Currency</b>		<b>\$70,770.87</b>	<b>\$0.00</b>	<b>\$70,770.87</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>0.0%</b>

(Equities)

(2) Industry Sector Codes

FIN = Financials  
HEA = Health Care  
IND = Industrials

CND = Consumer Discretionary  
CNS = Consumer Staples  
ENR = Energy

IFT = Information Technology  
MAT = Materials  
OEO = Other Equities

TEL = Telecommunication Services  
UTL = Utilities

U.S. Large Cap	Units	Description	Industry Sector Codes	CUSIP	Market Value(1)	Accrued Income	Average Unit Cost	Tax Cost/Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/YTM
70,000	ABBOTT LABS Ticker: ABT	002824100 HEA	HEA	002824100	\$3,779.30	\$0.00	\$3,039.94	\$739.36	\$112.00	3.0%
110,000	AIR PRODS & CHEMS INC Ticker: APD	009158106 MAT	MAT	009158106	8,916.60	49.50	5,141.13	3,775.47	198.00	2.2
190,000	ALTRIA GROUP INC Ticker: MO	02209S103 CNS	CNS	02209S103	3,729.70	64.60	2,809.63	920.07	258.40	6.9
90,000	AMERICAN EXPRESS CO Ticker: AXP	025816109 FIN	FIN	025816109	3,646.80	0.00	4,833.59	-1,186.79	64.80	1.8
155,000	AMGEN INC Ticker: AMGN	031162100 HEA	HEA	031162100	8,768.35	0.00	7,190.90	1,577.45	0.00	0.0
100,000	AON CORP Ticker: AON	037389103 FIN	FIN	037389103	3,834.00	0.00	4,648.43	-814.43	60.00	1.6
110,000	APACHE CORP Ticker: APA	037411105 ENR	ENR	037411105	11,348.70	0.00	7,827.43	3,521.27	66.00	0.6
95,000	APPLE INC Ticker: AAPL	037833100 IFT	IFT	037833100	20,019.54	0.00	10,252.76	9,766.78	0.00	0.0

(1) Market Value in the Portfolio Detail section does not include Accrued Income

Settlement Date

**Bank of America**



**Portfolio Detail**

**Account:** 80-09-900-8533661 BROOKS GRACE E TRUST

Dec 01, 2009 through Dec 31, 2009

Units	Description	CUSIP	Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>U.S. Large Cap (cont)</b>										
525,000	AT&T INC Ticker: T	00206R102	TEL	14,715.75 28.030	0.00	18,430.46 35.106		-3,714.71	882.00	6.0
290,000	AVON PRODS INC Ticker: AVP	054303102	CNS	9,135.00 31.500	0.00	8,792.66 30.320		342.34	243.60	2.7
80,000	BAXTER INTL INC Ticker: BAX	071813109	HEA	4,694.40 58.680	23.20	4,502.97 56.287		191.43	92.80	2.0
390,000	BRISTOL MYERS SQUIBB CO Ticker: BMY	110122108	HEA	9,847.50 25.250	124.80	8,511.38 21.824		1,336.12	499.20	5.1
90,000	CAMPBELL SOUP CO Ticker: CPB	134429109	CNS	3,042.00 33.800	24.75	3,334.28 37.048		-292.28	99.00	3.3
70,000	CATERPILLAR INC Ticker: CAT	149123101	IND	3,989.30 56.990	0.00	2,938.43 41.978		1,050.87	117.60	2.9
220,000	CHEVRON CORP Ticker: CVX	166764100	ENR	16,937.80 76.990	0.00	18,500.73 84.094		-1,562.93	598.40	3.5
340,000	CISCO SYS INC Ticker: CSCO	17275R102	IFT	8,139.60 23.940	0.00	7,262.94 21.362		876.66	0.00	0.0
370,000	CITIGROUP INC Ticker: C	172967101	FIN	1,224.70 3.310	0.00	10,796.44 29.180		-9,571.74	14.80	1.2
20,000	CME GROUP INC Ticker: CME	12572Q105	FIN	6,719.20 335.960	0.00	7,113.13 355.657		-393.93	92.00	1.4
105,000	COCA COLA CO Ticker: KO	191216100	CNS	5,985.00 57.000	0.00	5,593.39 53.270		391.61	172.20	2.9
520,000	COMCAST CORP NEW CL A COM Ticker: CMCSA	20030N101	CND	8,767.20 16.860	0.00	10,436.73 20.071		-1,669.53	196.56	2.2
140,000	CSX CORP Ticker: CSX	126408103	IND	6,788.60 48.490	0.00	6,831.25 48.795		-42.65	123.20	1.8
160,000	DELL INC Ticker: DELL	24702R101	IFT	2,297.60 14.360	0.00	1,744.80 10.905		552.80	0.00	0.0
105,000	DEVON ENERGY CORP NEW Ticker: DVN	25179M103	ENR	7,717.50 73.500	0.00	8,117.68 77.311		-400.18	67.20	0.9

Settlement Date

**Bank of America**



**Portfolio Detail**

**Account:** 80-09-900-8533661 BROOKS GRACE E TRUST

Dec. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP	Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Equities (cont)</b>										
<b>U.S. Large Cap (cont)</b>										
80.000	DISNEY WALT CO COM DISNEY Ticker: DIS	254687106 CND		2,580.00 32.250	28.00	1,777.40 22.218	802.60		28.00	1.1
120.000	DU PONT E I DE NEMOURS & CO Ticker: DD	265334109 MAT		4,040.40 33.670	0.00	4,717.03 39.309	-676.63		196.80	4.9
370.000	EMC CORP Ticker: EMC	268648102 IFT		6,463.90 17.470	0.00	6,100.59 16.488	363.31		0.00	0.0
55.000	ENERGY CORP NEW Ticker: ETR	29364G103 UTL		4,501.20 81.840	0.00	4,230.80 76.924	270.40		165.00	3.7
100.000	EXELON CORP Ticker: EXC	30161N101 UTL		4,887.00 48.870	0.00	7,893.82 78.938	-3,006.82		210.00	4.3
55.000	EXPRESS SCRIPTS INC Ticker: ESRX	302182100 HEA		4,753.10 86.420	0.00	2,919.74 53.086	1,833.36		0.00	0.0
410.000	EXXON MOBIL CORP Ticker: XOM	30231G102 ENR		27,957.90 68.190	0.00	32,107.02 78.310	-4,149.12		688.80	2.5
90.000	FIRSTENERGY CORP Ticker: FE	337932107 UTL		4,180.50 46.450	0.00	5,137.97 57.089	-957.47		198.00	4.7
90.000	FPL GROUP INC Ticker: FPL	302571104 UTL		4,753.80 52.820	0.00	4,864.37 54.049	-110.57		170.10	3.6
150.000	GAP INC DEL Ticker: GPS	364760108 CND		3,142.50 20.950	0.00	1,955.63 13.038	1,186.87		51.00	1.6
610.000	GENERAL ELEC CO Ticker: GE	369604103 IND		9,229.30 15.130	61.00	17,994.19 29.499	-8,764.89		244.00	2.6
70.000	GENZYME CORP COM GENL DIV Ticker: GENZ	372917104 HEA		3,430.70 49.010	0.00	4,710.83 67.298	-1,280.13		0.00	0.0
150.000	GILEAD SCIENCES INC Ticker: GILD	375558103 HEA		6,490.50 43.270	0.00	7,151.24 47.675	-660.74		0.00	0.0
60.000	GOLDMAN SACHS GROUP INC Ticker: GS	38141G104 FIN		10,130.40 168.840	0.00	4,551.45 75.858	5,578.95		84.00	0.8
30.000	GOOGLE INC CLA COM Ticker: GOOG	38259P508 IFT		18,599.40 619.980	0.00	12,375.06 412.502	6,224.34		0.00	0.0

Settlement Date

**Bank of America**



**Portfolio Detail**

**Account:** 80-09-900-8533661 BROOKS GRACE E TRUST

Dec. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP	Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>U.S. Large Cap (cont)</b>										
100,000	HEINZ H J CO Ticker: HNZ	423074103	CNS	4,276.00 42.760	42.00	4,820.00 48.200		-544.00	168.00	3.9
345,000	HEWLETT PACKARD CO Ticker: HPQ	428236103	IFT	17,770.95 51.510	27.60	11,582.54 33.573		6,188.41	110.40	0.6
210,000	HOME DEPOT INC Ticker: HD	437076102	CND	6,075.30 28.930	0.00	4,736.42 22.554		1,338.88	189.00	3.1
130,000	HONEYWELL INTL INC Ticker: HON	438516106	IND	5,096.00 39.200	0.00	4,893.15 37.640		202.85	157.30	3.1
170,000	ILLINOIS TOOL WKS INC Ticker: ITW	452308109	IND	8,158.30 47.990	52.70	7,853.89 46.199		304.41	210.80	2.6
490,000	INTEL CORP Ticker: INTC	458140100	IFT	9,996.00 20.400	0.00	10,610.93 21.655		-614.93	274.40	2.7
110,000	INTERNATIONAL BUSINESS MACHS Ticker: IBM	459200101	IFT	14,399.00 130.900	0.00	9,517.45 86.522		4,881.55	242.00	1.7
590,000	J P MORGAN CHASE & CO Ticker: JPM	46625H100	FIN	24,585.30 41.670	0.00	25,114.76 42.567		-529.46	118.00	0.5
285,000	JOHNSON & JOHNSON Ticker: JNJ	478160104	HEA	18,356.85 64.410	0.00	18,208.83 63.891		148.02	558.60	3.0
170,000	KIMBERLY CLARK CORP Ticker: KMB	494368103	CNS	10,830.70 63.710	102.00	10,544.83 62.028		285.87	408.00	3.8
60,000	KOHL'S CORP Ticker: KSS	500255104	CND	3,235.80 53.930	0.00	1,850.13 30.836		1,385.67	0.00	0.0
260,000	KRAFT FOODS INC Ticker: KFT	50075N104	CNS	7,066.80 27.180	75.40	6,868.55 26.418		198.25	301.60	4.3
100,000	KROGER CO Ticker: KR	501044101	CNS	2,053.00 20.530	0.00	2,687.75 26.878		-634.75	38.00	1.9
55,000	LOCKHEED MARTIN CORP Ticker: LMT	539830109	IND	4,144.25 75.350	0.00	5,753.37 104.607		-1,609.12	138.60	3.3
80,000	LOWES COS INC Ticker: LOW	548661107	CND	1,871.20 23.390	0.00	1,528.60 19.108		342.60	28.80	1.5

Settlement Date

**Bank of America**



**Portfolio Detail**

**Account:** 80-09-900-8533661 BROOKS GRACE E TRUST

Dec. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>U.S. Large Cap (cont)</b>								
120.000	MCDONALDS CORP Ticker: MCD	580135101 CND	7,492.80 62.440	0.00	3,979.92 33.166	3,512.88	264.00	3.5
80.000	MEDCO HLTH SOLUTIONS INC Ticker: MHS	58405U102 HEA	5,112.80 63.910	0.00	3,423.80 42.798	1,689.00	0.00	0.0
120.000	MERCK & CO INC NEW COM Ticker: MRK	58933Y105 HEA	4,384.80 36.540	45.60	4,664.17 38.868	-279.37	182.40	4.2
190.000	METLIFE INC Ticker: MET	59156R108 FIN	6,716.50 35.350	0.00	5,858.53 30.834	857.97	140.60	2.1
935.000	MICROSOFT CORP Ticker: MSFT	594918104 IFT	28,498.80 30.480	0.00	24,550.66 26.257	3,948.14	486.20	1.7
50.000	MONSANTO CO NEW COM Ticker: MON	61166W101 MAT	4,087.50 81.750	0.00	4,347.59 86.952	-260.09	53.00	1.3
170.000	MORGAN STANLEY Ticker: MS	61746A448 FIN	5,032.00 29.600	0.00	2,524.08 14.848	2,507.92	34.00	0.7
210.000	NEWS CORP CLA Ticker: NWSA	65248E104 CND	2,874.90 13.690	0.00	1,466.96 6.986	1,407.94	25.20	0.9
50.000	NORTHROP GRUMMAN CORP Ticker: NOC	666807102 IND	2,792.50 55.850	0.00	2,891.97 57.839	-99.47	86.00	3.1
50.000	NUCOR CORP Ticker: NUE	670346105 MAT	2,332.50 46.650	18.00	3,441.06 68.821	-1,108.56	72.00	3.1
180.000	OCCIDENTAL PETE CORP DEL Ticker: OXY	674599105 ENR	14,643.00 81.350	59.40	8,180.23 45.446	6,462.77	237.60	1.6
295.000	ORACLE CORP Ticker: ORCL	68389X105 IFT	7,236.35 24.530	0.00	5,460.86 18.511	1,775.49	59.00	0.8
90.000	PEABODY ENERGY CORP Ticker: BTU	704549104 MAT	4,068.90 45.210	0.00	1,928.48 21.428	2,140.42	25.20	0.6
130.000	PEPSICO INC Ticker: PEP	713448108 CNS	7,904.00 60.800	58.50	6,986.48 53.742	917.52	234.00	3.0
700.000	PFIZER INC Ticker: PFE	717081103 HEA	12,733.00 18.190	0.00	12,372.09 17.674	360.91	504.00	4.0

Settlement Date

**Bank of America**



**Portfolio Detail**

**Account:** 80-09-900-8533661 BROOKS GRACE E TRUST

Dec. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>U.S. Large Cap (cont)</b>									
200.000	PHILIP MORRIS INTL INC Ticker: PM	718172109 CNS	9,638.00 48.190	116.00	10,072.68 50.363		-434.68	464.00	4.8
60.000	PNC FINL SVCS GROUP INC Ticker: PNC	693475105 FIN	3,167.40 52.790	0.00	3,633.91 60.565		-466.51	24.00	0.8
50.000	PRECISION CASTPARTS CORP Ticker: PCP	740189105 IND	5,517.50 110.350	0.00	4,444.56 88.891		1,072.94	6.00	0.1
210.000	PRICE T ROWE GROUP INC Ticker: TROW	741447108 FIN	11,182.50 53.250	0.00	8,417.51 40.083		2,764.99	210.00	1.9
147.000	PROCTER & GAMBLE CO Ticker: PG	742718109 CNS	8,912.61 60.630	0.00	9,824.52 66.833		-911.91	258.72	2.9
100.000	QUALCOMM INC Ticker: QCOM	747525103 IFT	4,626.00 46.260	0.00	4,165.75 41.658		460.25	68.00	1.5
140.000	SOUTHERN CO Ticker: SO	842587107 UTL	4,664.80 33.320	0.00	5,314.78 37.963		-649.98	245.00	5.3
80.000	SOUTHWESTERN ENERGY CO Ticker: SWN	845467109 ENR	3,856.00 48.200	0.00	2,143.00 26.788		1,713.00	0.00	0.0
220.000	STAPLES INC Ticker: SPLS	855030102 CND	5,409.80 24.590	18.15	4,757.28 21.624		652.52	72.60	1.3
190.000	STATE STR CORP Ticker: STT	857477103 FIN	8,272.60 43.540	1.90	8,052.56 42.382		220.04	7.60	0.1
280.000	SYMANTEC CORP Ticker: SYMC	871503108 IFT	5,009.20 17.890	0.00	3,554.54 12.695		1,454.66	0.00	0.0
190.000	TEXAS INSTRS INC Ticker: TXN	882508104 IFT	4,951.40 26.060	0.00	2,771.63 14.588		2,179.77	91.20	1.8
48.000	TIME WARNER CABLE INC Ticker: TWC	88732J207 CND	1,986.72 41.390	0.00	2,140.15 44.586		-153.43	0.00	0.0
193.000	TIME WARNER INC NEW COM Ticker: TWX	887317303 CND	5,624.02 29.140	0.00	6,112.07 31.669		-488.05	144.75	2.6
130.000	UNION PAC CORP Ticker: UNP	907818108 IND	8,307.00 63.900	35.10	8,767.64 67.443		-460.64	140.40	1.7

Settlement Date

**Bank of America**



**Portfolio Detail**

**Account:** 80-09-900-8533661 BROOKS GRACE E TRUST

Dec. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP	Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Equities (cont)</b>										
<b>U.S. Large Cap (cont)</b>										
75,000	UNITED TECHNOLOGIES CORP Ticker: UTX	913017109	IND	5,205.75 69,410	0.00	4,732.98 63,106	4,732.98 63,106	472.77	115.50	2.2
160,000	US BANCORP DEL COM NEW Ticker: USB	902973304	FIN	3,601.60 22,510	8.00	3,740.40 23,378	3,740.40 23,378	-138.80	32.00	0.9
150,000	VERIZON COMMUNICATIONS INC Ticker: VZ	92343V104	TEL	4,969.50 33,130	0.00	5,379.76 35,865	5,379.76 35,865	-410.26	285.00	5.7
250,000	WAL-MART STORES INC Ticker: WMT	931142103	CNS	13,362.50 53,450	68.13	13,926.78 55,707	13,926.78 55,707	-564.28	272.50	2.0
180,000	WASTE MGMT INC DEL Ticker: WM	94106L109	IND	6,085.80 33,810	0.00	5,776.40 32,091	5,776.40 32,091	309.40	208.80	3.4
275,000	WELLS FARGO & CO NEW COM Ticker: WFC	949746101	FIN	7,422.25 26,990	0.00	8,079.75 29,381	8,079.75 29,381	-657.50	55.00	0.7
140,000	YAHOO INC Ticker: YHOO	984332106	IFT	2,349.20 16,780	0.00	1,748.66 12,490	1,748.66 12,490	600.54	0.00	0.0
110,000	ZIMMER HLDGS INC Ticker: ZMH	98956P102	HEA	6,502.10 59,110	0.00	6,131.07 55,737	6,131.07 55,737	371.03	0.00	0.0
<b>Total U.S. Large Cap</b>				<b>\$683,634.79</b>	<b>\$1,104.33</b>	<b>\$639,474.68</b>	<b>\$639,474.68</b>	<b>\$44,160.11</b>	<b>\$14,041.23</b>	<b>2.1%</b>
<b>U.S. Mid Cap</b>										
210,000	ANALOG DEVICES INC Ticker: ADI	032654105	IFT	\$6,631.80 31,580	\$0.00	\$3,946.86 18,795	\$3,946.86 18,795	\$2,684.94	\$168.00	2.5%
17,000	ACL INC Ticker: AOL	00184X105	IFT	395.76 23,280	0.00	432.38 25,434	432.38 25,434	-36.62	0.00	0.0
70,000	AXIS CAP HLDGS LTD BERMUDA Ticker: AXS	G0692U109	FIN	1,988.70 28,410	14.70	1,675.63 23,938	1,675.63 23,938	313.07	58.80	3.0
110,000	CABOT OIL & GAS CORP Ticker: COG	127097103	ENR	4,794.90 43,590	0.00	2,566.47 23,332	2,566.47 23,332	2,228.43	13.20	0.3
85,000	CITRIX SYS INC Ticker: CTXS	177376100	IFT	3,536.85 41,610	0.00	3,035.99 35,718	3,035.99 35,718	500.86	0.00	0.0

Settlement Date

**Bank of America**



**Portfolio Detail**

**Account:** 80-09-900-8533661 BROOKS GRACE E TRUST

Dec. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>U.S. Mid Cap (cont)</b>								
3,408.763	COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES Ticker: CLSP X	19765P232 OEQ	69,913.73 20.510	0.00	82,876.38 24.313	-12,962.65	30.68	0.0
4,221.890	COLUMBIA MID CAP VALUE FUND CLASS Z SHARES Ticker: NAMA X	19765J830 OEQ	46,778.54 11.080	0.00	58,345.92 13.820	-11,567.38	422.19	0.9
50.000	DOLLAR TREE INC Ticker: DLTR	256746108 CND	2,415.00 48.300	0.00	2,102.88 42.058	312.12	0.00	0.0
50.000	DUN & BRADSTREET CORP DEL NEW Ticker: DNB	26483E100 IND	4,218.50 84.370	0.00	3,962.52 79.250	255.98	68.00	1.6
100.000	GOODRICH CORP Ticker: GR	382388106 IND	6,425.00 64.250	27.00	3,451.15 34.512	2,973.85	108.00	1.7
30.000	GRAINGER W/W INC Ticker: GWV	384802104 IND	2,904.90 96.830	0.00	1,913.92 63.797	990.98	55.20	1.9
45.000	HUMANA INC Ticker: HUM	444859102 HEA	1,975.05 43.890	0.00	1,929.30 42.873	45.75	0.00	0.0
20.000	INTERCONTINENTAL EXCHANGE INC Ticker: ICE	45865V100 FIN	2,246.00 112.300	0.00	1,378.15 68.908	867.85	0.00	0.0
180.000	JANUS CAP GROUP INC Ticker: JNS	47102X105 FIN	2,421.00 13.450	0.00	4,702.91 26.127	-2,281.91	7.20	0.3
40.000	L-3 COMMUNICATIONS HLDGS INC Ticker: LLL	502424104 IND	3,478.00 86.950	0.00	3,658.12 91.453	-180.12	56.00	1.6
55.000	LABORATORY CORP AMER HLDGS NEWCOM Ticker: LH	50540R409 HEA	4,116.20 74.840	0.00	3,748.12 68.148	368.08	0.00	0.0
90.000	LINEAR TECHNOLOGY CORP Ticker: LLTC	535678106 IFT	2,750.40 30.560	0.00	2,189.62 24.329	560.78	79.20	2.9
290.000	MARVELL TECHNOLOGY GROUP LTD BERMUDA Ticker: MRVL	G5876H105 IFT	6,017.50 20.750	0.00	1,985.78 6.848	4,031.72	0.00	0.0
40.000	MOLSON COORS BREWING CO CL B COM Ticker: TAP	60871R209 CNS	1,806.40 45.160	0.00	1,829.90 45.748	-23.50	38.40	2.1

Settlement Date

**Bank of America**



**Portfolio Detail**

**Account:** 80-09-900-8533661 BROOKS GRACE E TRUST

Dec. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>U.S. Mid Cap (cont)</b>									
60.000	PARKER HANNIFIN CORP Ticker: PH	701094104 IND	3,232.80 53.880	0.00	2,077.30 34.622	2,077.30 34.622	1,155.50	60.00	1.9
60.000	POLO RALPH LAUREN CORP CLA Ticker: RL	731572103 CND	4,858.80 80.980	6.00	2,359.05 39.318	2,359.05 39.318	2,499.75	24.00	0.5
29.000	SMUCKER J M CO NEW COM Ticker: SJM	832696405 CNS	1,790.75 61.750	0.00	1,177.32 40.597	1,177.32 40.597	613.43	40.60	2.3
90.000	STARWOOD HOTELS & RESORTS WORLDWIDE INC COM Ticker: HOT	85590A401 CND	3,291.30 36.570	18.00	1,318.28 14.648	1,318.28 14.648	1,973.02	18.00	0.5
85.000	WATERS CORP WAT Ticker: WAT	941848103 HEA	5,266.60 61.960	0.00	4,621.55 54.371	4,621.55 54.371	645.05	0.00	0.0
<b>Total U.S. Mid Cap</b>			<b>\$193,254.48</b>	<b>\$65.70</b>	<b>\$197,265.50</b>	<b>\$197,265.50</b>	<b>-\$4,031.02</b>	<b>\$1,247.47</b>	<b>0.6%</b>
<b>U.S. Small Cap</b>									
70.000	BJ'S WHOLESALE CLUB INC Ticker: BJ	05548J106 CNS	\$2,289.70 32.710	\$0.00	\$2,640.59 37.723	\$2,640.59 37.723	-\$350.89	\$0.00	0.0%
4,672.135	COLUMBIA SMALL CAP CORE FUND CLASS Z SHARES Ticker: SMCEX	19765P810 OEQ	57,887.75 12.390	0.00	74,563.47 15.959	74,563.47 15.959	-16,675.72	0.00	0.0
737.098	COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES Ticker: CSCZX	19765N567 OEQ	27,869.68 37.810	0.00	30,926.22 41.957	30,926.22 41.957	-3,056.54	159.21	0.6
<b>Total U.S. Small Cap</b>			<b>\$88,047.13</b>	<b>\$0.00</b>	<b>\$108,130.28</b>	<b>\$108,130.28</b>	<b>-\$20,083.15</b>	<b>\$159.21</b>	<b>0.2%</b>
<b>International Developed</b>									
145.000	ACE LTD SWITZERLAND Ticker: ACE	H0023R105 FIN	\$7,308.00 50.400	\$44.95	\$7,872.30 54.292	\$7,872.30 54.292	-\$564.30	\$179.80	2.5%

Settlement Date

**Bank of America**



**Portfolio Detail**

**Account:** 80-09-900-8533661 BROOKS GRACE E TRUST

Dec. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>International Developed (cont)</b>									
60,000	ASTRAZENECA PLC SPONSORED ADR UNITED KINGDOM Ticker: AZN	046353108 HEA	2,816.40 46.940	0.00	2,393.85 39.898	422.55	125.40	4.5	
8,527.533	COLUMBIA INTERNATIONAL STOCK FUND CLASS Z SHARES Ticker: CMISX	19765L736 OEO	96,958.05 11.370	0.00	123,797.26 14.517	-26,839.21	3,223.41	3.3	
5,084.746	COLUMBIA INTERNATIONAL VALUE FUND CLASS Z SHARES Ticker: EMIE X	19765H586 OEO	72,152.55 14.190	0.00	75,000.00 14.750	-2,847.45	1,200.00	1.7	
270,000	NOBLE CORP ISIN CH0033347318 SWITZERLAND Ticker: NE	H5833N103 ENR	10,989.00 40.700	0.00	7,432.92 27.529	3,556.08	43.20	0.4	
20,000	RIO TINTO PLC SPONSORED ADR UNITED KINGDOM Ticker: RTP	767204100 MAT	4,307.80 215.390	0.00	1,653.55 82.678	2,654.25	108.80	2.5	
<b>Total International Developed</b>			<b>\$194,531.80</b>	<b>\$44.95</b>	<b>\$218,149.88</b>	<b>-\$23,618.08</b>	<b>\$4,880.61</b>	<b>2.5%</b>	
<b>Total Equities</b>			<b>\$1,159,468.20</b>	<b>\$1,214.98</b>	<b>\$1,163,040.34</b>	<b>-\$3,572.14</b>	<b>\$20,328.52</b>	<b>1.8%</b>	

**Fixed Income**

<b>Investment Grade Taxable</b>									
55,575.587	COLUMBIA CORE BOND FUND CLASS Z SHARES	19765L371	\$590,212.73 10.620	\$1,723.01	\$593,295.78 10.675	-\$3,083.05	\$23,063.87	3.9%	
<b>Total Investment Grade Taxable</b>			<b>\$590,212.73</b>	<b>\$1,723.01</b>	<b>\$593,295.78</b>	<b>-\$3,083.05</b>	<b>\$23,063.87</b>	<b>3.9%</b>	
<b>Global High Yield Taxable</b>									
5,205.005	COLUMBIA HIGH INCOME FUND CLASS Z SHARES	19765H495	\$40,390.84 7.760	\$0.00	\$42,681.04 8.200	-\$2,290.20	\$2,951.24	7.3%	
<b>Total Global High Yield Taxable</b>			<b>\$40,390.84</b>	<b>\$0.00</b>	<b>\$42,681.04</b>	<b>-\$2,290.20</b>	<b>\$2,951.24</b>	<b>7.3%</b>	

Settlement Date

**Bank of America**



**Portfolio Detail**

**Account:** 80-09-900-8533661 BROOKS GRACE E TRUST

Dec. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Fixed Income (cont)</b>									
<b>Global High Yield Taxable (cont)</b>									
	<b>Total Fixed Income</b>		\$630,603.57	\$1,723.01	\$635,976.82		-\$5,373.25	\$26,015.11	4.1%
<b>Real Estate</b>									
<b>Public REITs</b>									
1,805.074	COLUMBIA REAL ESTATE EQUITY FUND CLASS Z SHARES	19765P547	\$18,213.20 10,090	\$0.00	\$37,167.37 20,590		-\$18,954.17	\$680.51	3.7%
	<b>Total Public REITs</b>		\$18,213.20	\$0.00	\$37,167.37		-\$18,954.17	\$680.51	3.7%
	<b>Total Real Estate</b>		\$18,213.20	\$0.00	\$37,167.37		-\$18,954.17	\$680.51	3.7%
	<b>Total Portfolio</b>		\$1,879,055.84	\$2,937.99	\$1,906,955.40		-\$27,899.56	\$47,024.14	2.5%
	<b>Accrued Income</b>		\$2,937.99						
	<b>Total</b>		\$1,881,993.83						