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

**2010**

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

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation: **GRACE RIVER FOUNDATION JH1361** A Employer identification number: **04-3562515**

Number and street (or P O box number if mail is not delivered to street address): **50 CONGRESS STREET** Room/suite: Room/suite: B Telephone number (see page 10 of the instructions): **(617) 523-6800**

City or town, state, and ZIP code: **BOSTON, MA 02109**

H Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

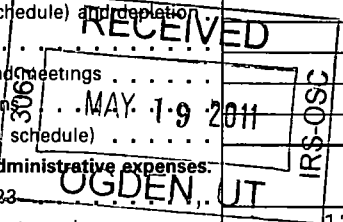
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **299,783.** J Accounting method:  Cash  Accrual  
 Other (specify) (Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here ▶   
 D 1 Foreign organizations, check here ▶   
 2 Foreign organizations meeting the 85% test, check here and attach computation ▶   
 E If private foundation status was terminated under section 507(b)(1)(A), check here ▶   
 F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶

**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 page 11 of the 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)                   | 4,746.                             |                           |                         |   |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B |                                    |                           |                         |   |
| 3 Interest on savings and temporary cash investments                               |                                    |                           |                         |   |
| 4 Dividends and interest from securities   | 7,927.                             | 7,927.                    |                         | STMT 1  |
| 5a Gross rents   |                                    |                           |                         |   |
| b Net rental income or (loss)  |                                    |                           |                         |   |
| 6a Net gain or (loss) from sale of assets not on line 10                           | 154,013.                           |                           |                         |   |
| b Gross sales price for all assets on line 6a                                      | 181,371.                           |                           |                         |   |
| 7 Capital gain net income (from Part IV, line 2)                                   |                                    | 154,013.                  |                         |   |
| 8 Net short-term capital gain  |                                    |                           |                         |   |
| 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   | 166,686.                           | 161,940.                  |                         |   |
| 13 Compensation of officers, directors, trustees, etc.                             | 1,878.                             | 1,033.                    |                         | 845.  |
| 14 Other employee salaries and wages   |                                    | NONE                      | NONE                    |   |
| 15 Pension plans, employee benefits  |                                    | NONE                      | NONE                    |   |
| 16a Legal fees (attach schedule)   |                                    |                           |                         |   |
| b Accounting fees (attach schedule) STMT 3   | 155.                               | 64.                       | NONE                    | 91.   |
| c Other professional fees (attach schedule)  |                                    |                           |                         |   |
| 17 Interest  |                                    |                           |                         |   |
| 18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4                | 102.                               | 102.                      |                         |   |
| 19 Depreciation (attach schedule) and depletion                                    |                                    |                           |                         |   |
| 20 Occupancy   |                                    |                           |                         |   |
| 21 Travel, conferences, and meetings   |                                    | NONE                      | NONE                    |   |
| 22 Printing and publications   |                                    | NONE                      | NONE                    |   |
| 23 Other expenses (attach schedule)  |                                    |                           |                         |   |
| 24 Total operating and administrative expenses. Add lines 13 through 23            | 2,135.                             | 1,199.                    | NONE                    | 936.  |
| 25 Contributions, gifts, grants paid   | 170,000.                           |                           |                         | 170,000.  |
| 26 Total expenses and disbursements. Add lines 24 and 25                           | 172,135.                           | 1,199.                    | NONE                    | 170,936.  |
| 27 Subtract line 26 from line 12   | -5,449.                            |                           |                         |   |
| a Excess of revenue over expenses and disbursements                                |                                    |                           |                         |   |
| b Net investment income (if negative, enter -0-)                                   |                                    | 160,741.                  |                         |   |
| c Adjusted net income (if negative, enter -0-)                                     |                                    |                           |                         |   |

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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  |                |                       |          |
|                             | 2   | Savings and temporary cash investments   | 33,717.        | 44,612.               | 44,612.  |
|                             | 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 15 of the instructions) |                |                       |          |
|                             | 7   | Other notes and loans receivable (attach schedule)   |                |                       |          |
|                             |   | Less: allowance for doubtful accounts  |                |                       | NONE     |
|                             | 8   | Inventories for sale or use  |                |                       |          |
|                             | 9   | Prepaid expenses and deferred charges  |                |                       |          |
|                             | 10 a  | Investments - U S and state government obligations (attach schedule)   | 60,386.        | 49,893.               | 52,529.  |
|                             | b   | Investments - corporate stock (attach schedule)  | 132,633.       | 126,782.              | 202,642. |
|                             | c   | Investments - corporate bonds (attach schedule)  |                |                       |          |
|                             | 11  | Investments - land, buildings, and equipment basis   |                |                       |          |
|                             | Less: accumulated depreciation (attach schedule)  |  |                |                       |          |
| 12                          | Investments - mortgage loans  |  |                |                       |          |
| 13                          | Investments - other (attach schedule)   |  |                |                       |          |
| 14                          | Land, buildings, and equipment basis  |  |                |                       |          |
|                             | Less: accumulated depreciation (attach schedule)  |  |                |                       |          |
| 15                          | Other assets (describe )  |  |                |                       |          |
| 16                          | <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I)                         | 226,736.   | 221,287.       | 299,783.              |          |
| 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 and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/> |  |                |                       |          |
|                             | 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   | 226,736.       | 221,287.              |          |
|                             | 28  | Paid-in or capital surplus, or land, bldg, and equipment fund  |                |                       |          |
|                             | 29  | Retained earnings, accumulated income, endowment, or other funds   |                |                       |          |
| 30                          | <b>Total net assets or fund balances</b> (see page 17 of the instructions)  | 226,736.   | 221,287.       |                       |          |
| 31                          | <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)                                     | 226,736.   | 221,287.       |                       |          |

**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 | 226,736. |
| 2 | Enter amount from Part I, line 27a   | 2 | -5,449.  |
| 3 | Other increases not included in line 2 (itemize)   | 3 |          |
| 4 | Add lines 1, 2, and 3  | 4 | 221,287. |
| 5 | Decreases not included in line 2 (itemize)   | 5 |          |
| 6 | <b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>   | 6 | 221,287. |

**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<br>P-Purchase<br>D-Donation   | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--|--|---|--|--------------------------------------|----------------------------------|
| 1a SEE PART IV DETAIL  |  |   |  |                                      |                                  |
| b  |  |   |  |                                      |                                  |
| c  |  |   |  |                                      |                                  |
| d  |  |   |  |                                      |                                  |
| e  |  |   |  |                                      |                                  |
| (e) Gross sales price  | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(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) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |                                      |                                  |
| (i) FMV as of 12/31/69   | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col (j), if any  |  |                                      |                                  |
| a  |  |   |  |                                      |                                  |
| b  |  |   |  |                                      |                                  |
| c  |  |   |  |                                      |                                  |
| d  |  |   |  |                                      |                                  |
| e  |  |   |  |                                      |                                  |
| 2 Capital gain net income or (net capital loss)<br>{ If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }   |  |   | 2  | 154,013.                             |                                  |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).<br>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).<br>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.

| (a)<br>Base period years<br>Calendar year (or tax year beginning in)  | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|---|--|--|---|
| 2009  | 115,139.                                 | 243,753.                                     | 0.47235931455   |
| 2008  | 139,671.                                 | 290,575.                                     | 0.48067108320   |
| 2007  | 139,519.                                 | 400,530.                                     | 0.34833595486   |
| 2006  | 139,947.                                 | 328,278.                                     | 0.42630636229   |
| 2005  | 124,512.                                 | 316,971.                                     | 0.39281827044   |
| 2 Total of line 1, column (d) . . . . .   |  |  | 2 2.12049098534   |
| 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 0.42409819707   |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 . . . . .  |  |  | 4 278,147.  |
| 5 Multiply line 4 by line 3 . . . . .   |  |  | 5 117,962.  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .  |  |  | 6 1,607.  |
| 7 Add lines 5 and 6 . . . . .   |  |  | 7 119,569.  |
| 8 Enter qualifying distributions from Part XII, line 4 . . . . .<br>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. |  |  | 8 170,936.  |

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 for credits/payments (6a-6d). Total tax due is 985.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes 'Yes' and 'No' columns. Marked with 'X' for 'No' responses to questions 1a, 1b, 1c, 2, 3, 4a, 4b, 5, 6, 8b, 9, and 10.

**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? . . . . .<br>Website address ▶ N/A   | 13 | X   |         |
| 14 | The books are in care of ▶ NICHOLS & PRATT, LLP Telephone no ▶ (617) 523-6800<br>Located at ▶ 50 CONGRESS STREET, BOSTON, MA ZIP + 4 ▶ 02109   |    |     |         |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . ▶ <input type="checkbox"/><br>and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ 15   |    |     |         |
| 16 | At any time during calendar year 2010, 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? . . . . .<br>See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ | 16 | Yes | No<br>X |

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

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

|     |   | Yes | No |
|-----|---|-----|----|
| 1a  | During the year did the foundation (either directly or indirectly)  |     |    |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |     |    |
| (6) | Agree to pay money or property to a government official? ( <b>Exception.</b> 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 22 of the instructions)? . . . . .<br>Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>  | 1b  |    |
| c   | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? . . . . .   | 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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ▶   |     |    |
| b   | Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions) . . . . .  | 2b  | X  |
| c   | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶   |     |    |
| 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 2010 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010</i> ) . . . . . | 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 2010? . . . . .   | 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 propoganda, 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)? **5b**

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**  Yes  No  
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? **7b**  Yes  No

**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 7      |   | 1,878.                                    | -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 |
|---|---|------------------|---|---------------------------------------|
| NONE  |   | 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 |
|---|---------------------|------------------|
| NONE  |                     | NONE             |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
| <b>Total number of others receiving over \$50,000 for professional services . . . . .</b> |                     | <b>NONE</b>      |

**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 24 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> | 244,281. |
| <b>b</b> | Average of monthly cash balances   | <b>1b</b> | 38,102.  |
| <b>c</b> | Fair market value of all other assets (see page 25 of the instructions)  | <b>1c</b> | NONE     |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)  | <b>1d</b> | 282,383. |
| <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>  | 282,383. |
| <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>  | 4,236.   |
| <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>  | 278,147. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5   | <b>6</b>  | 13,907.  |

**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>  | 13,907. |
| <b>2a</b> | Tax on investment income for 2010 from Part VI, line 5  | <b>2a</b> | 1,607.  |
| <b>b</b>  | Income tax for 2010. (This does not include the tax from Part VI.)  | <b>2b</b> |         |
| <b>c</b>  | Add lines 2a and 2b   | <b>2c</b> | 1,607.  |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 12,300. |
| <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>  | 12,300. |
| <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>  | 12,300. |

**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> | 170,936. |
| <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>  | 170,936. |
| <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>  | 1,607.   |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4   | <b>6</b>  | 169,329. |

**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)<br>Corpus | (b)<br>Years prior to 2009 | (c)<br>2009 | (d)<br>2010 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2010 from Part XI, line 7 . . . . .   |               |                            |             | 12,300.     |
| 2 Undistributed income, if any, as of the end of 2010  |               |                            |             |             |
| a Enter amount for 2009 only . . . . .   |               |                            | NONE        |             |
| b Total for prior years 20____, 20____, 20____   |               | NONE                       |             |             |
| 3 Excess distributions carryover, if any, to 2010:   |               |                            |             |             |
| a From 2005 . . . . .  | 111,475.      |                            |             |             |
| b From 2006 . . . . .  | 125,619.      |                            |             |             |
| c From 2007 . . . . .  | 122,606.      |                            |             |             |
| d From 2008 . . . . .  | 127,690.      |                            |             |             |
| e From 2009 . . . . .  | 104,307.      |                            |             |             |
| f Total of lines 3a through e . . . . .  | 591,697.      |                            |             |             |
| 4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 170,936.   |               |                            |             |             |
| a Applied to 2009, but not more than line 2a . . . . .   |               |                            | NONE        |             |
| b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .   |               | NONE                       |             |             |
| c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .   | NONE          |                            |             |             |
| d Applied to 2010 distributable amount . . . . .   |               |                            |             | 12,300.     |
| e Remaining amount distributed out of corpus . . . . .   | 158,636.      |                            |             |             |
| 5 Excess distributions carryover applied to 2010 . . . . .<br>(If an amount appears in column (d), the same amount must be shown in column (a).)                                     | NONE          |                            |             | NONE        |
| 6 Enter the net total of each column as indicated below:   |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5  | 750,333.      |                            |             |             |
| b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .   |               | NONE                       |             |             |
| 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 . . . . . |               | NONE                       |             |             |
| d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .   |               | NONE                       |             |             |
| e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .   |               |                            | NONE        |             |
| f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011. . . . .   |               |                            |             | NONE        |
| 7 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          |                            |             |             |
| 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .   | 111,475.      |                            |             |             |
| 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .  | 638,858.      |                            |             |             |
| 10 Analysis of line 9.   |               |                            |             |             |
| a Excess from 2006 . . . . .   | 125,619.      |                            |             |             |
| b Excess from 2007 . . . . .   | 122,606.      |                            |             |             |
| c Excess from 2008 . . . . .   | 127,690.      |                            |             |             |
| d Excess from 2009 . . . . .   | 104,307.      |                            |             |             |
| e Excess from 2010 . . . . .   | 158,636.      |                            |             |             |

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 2010, 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)

Table with columns: Tax year (a) 2010, Prior 3 years (b) 2009, (c) 2008, (d) 2007, (e) Total. Rows include: 2a Adjusted net income, 2b 85% of line 2a, 2c Qualifying distributions from Part XII, 2d Amounts included in line 2c not used directly for active conduct of exempt activities, 2e Qualifying distributions made directly for active conduct of exempt activities, 3 Complete 3a, b, or c for the alternative test relied upon (Assets, Endowment, Support).

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.

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

**Part XV** Supplementary Information (continued)

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

| Recipient<br>Name and address (home or business)             | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount             |
|--|--|--------------------------------------|-------------------------------------|--------------------|
| <p><i>a Paid during the year</i></p> <p>SEE STATEMENT 10</p> |  |                                      |                                     |                    |
| <b>Total</b> .....   |  |                                      |                                     | <b>3a</b> 170,000. |
| <i>b Approved for future payment</i>                         |  |                                      |                                     |                    |
| <b>Total</b> .....   |  |                                      |                                     | <b>3b</b>          |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities (14, 7,927), 5 Net rental income or (loss) from real estate (a-b), 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, 154,013), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (161,940), 13 Total (161,940).

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Table with 2 columns: 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



**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

**2010**

Name of the organization

Employer identification number

GRACE RIVER FOUNDATION JH1361

04-3562515

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

|  |   |
|--|---|
| Name of organization<br><b>GRACE RIVER FOUNDATION JH1361</b> | Employer identification number<br><b>04-3562515</b> |
|--|---|

**Part I Contributors** (see instructions)

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                   | (c)<br>Aggregate contributions | (d)<br>Type of contribution  |
|------------|---|--------------------------------|--|
| 1          | WILLIAM B. HURD JR.<br>C/O NICHOLS & PRATT, LLP<br>BOSTON, MA 02109 | \$ 4,746.                      | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
|            |   | \$ _____                       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |   | \$ _____                       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |   | \$ _____                       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |   | \$ _____                       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |   | \$ _____                       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |   | \$ _____                       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |

|  |   |
|--|---|
| <b>Name of organization</b><br>GRACE RIVER FOUNDATION JH1361 | <b>Employer identification number</b><br>04-3562515 |
|--|---|

**Part II Noncash Property** (see instructions)

| (a) No. from Part I | (b) Description of noncash property given  | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------|--|--|-------------------|
| 1                   | 900 shrs of Johnson & Johnson, \$56,286.00<br>500 shrs of EXXONMOBIL \$36,085.00<br>2,400 shrs of GE \$40,440.00<br>1,000 shrs of Merck & Co \$36,480.00 | \$ 169,291.                              | 12/20/2010        |
|                     |  | \$ _____                                 |                   |
|                     |  | \$ _____                                 |                   |
|                     |  | \$ _____                                 |                   |
|                     |  | \$ _____                                 |                   |
|                     |  | \$ _____                                 |                   |
|                     |  | \$ _____                                 |                   |
|                     |  | \$ _____                                 |                   |
|                     |  | \$ _____                                 |                   |

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

| DESCRIPTION                   | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|-------------------------------|--------------------------------|-----------------------|
| ABBOTT LABS                   | 172.                           | 172.                  |
| AUTOMATIC DATA PROCESSING INC | 272.                           | 272.                  |
| BP PLC SPONS ADR              | 84.                            | 84.                   |
| BHP BILLITON LTD SPONS ADR    | 87.                            | 87.                   |
| CATERPILLAR INC               | 44.                            | 44.                   |
| COCA COLA CO                  | 352.                           | 352.                  |
| EMERSON ELEC CO               | 405.                           | 405.                  |
| EXPEDITORS INTL WASH INC      | 60.                            | 60.                   |
| EXXONMOBIL CORP               | 261.                           | 261.                  |
| FHLB                          | 588.                           | 588.                  |
| GENERAL ELECTRIC CORP         | 210.                           | 210.                  |
| JOHNSON & JOHNSON             | 633.                           | 633.                  |
| LINEAR TECHNOLOGY CORP        | 184.                           | 184.                  |
| MEDTRONIC INC                 | 103.                           | 103.                  |
| MERCK & CO INC                | 266.                           | 266.                  |
| MICROSOFT CORP                | 55.                            | 55.                   |
| NOVARTIS AG SPONSORED ADR     | 292.                           | 292.                  |
| PNC FINANCIAL SERVICES GROUP  | 2.                             | 2.                    |
| PEPSICO INC                   | 372.                           | 372.                  |
| PRAXAIR INC                   | 90.                            | 90.                   |
| PROCTER & GAMBLE CO           | 368.                           | 368.                  |
| SIGMA ALDRICH CORP            | 32.                            | 32.                   |
| SOUTHERN COMPANY              | 180.                           | 180.                  |
| STATE STREET CORP             | 8.                             | 8.                    |
| SYSCO CORP                    | 300.                           | 300.                  |
| U.S. TREASURY NOTES           | 575.                           | 575.                  |
| U.S. TREASURY NOTES           | 488.                           | 488.                  |
| U.S. TREASURY NOTES           | 388.                           | 388.                  |
| U.S. TREASURY NOTES           | 475.                           | 475.                  |
| U.S. TREASURY NOTES           | 475.                           | 475.                  |
| UNITED TECHNOLOGIES CORP      | 43.                            | 43.                   |
| WALGREEN CO                   | 63.                            | 63.                   |

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

| DESCRIPTION | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|-------------|---|-----------------------------|
| TOTAL       | 7,927.                                  | 7,927.                      |

FORM 990PF, PART I - ACCOUNTING FEES  
=====

| DESCRIPTION                    | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|--------------------------------|--------------------------------|-----------------------|---------------------|---------------------|
| AUDIT & ACCOUNTING FEES (ALLOC | 155.                           | 64.                   |                     | 91.                 |
| TOTALS                         | 155.                           | 64.                   | NONE                | 91.                 |

FORM 990PF, PART I - TAXES

=====

| DESCRIPTION   | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---------------|--------------------------------|-----------------------|
| FOREIGN TAXES | 102.                           | 102.                  |
| TOTALS        | 102.                           | 102.                  |

GRACE RIVER FOUNDATION JH1361

04-3562515

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

=====

| DESCRIPTION                   | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|-------------------------------|----------------------|---------------|
| DETAILS ON ATTACHED STATEMENT | 49,893.              | 52,529.       |
| TOTALS                        | 49,893.              | 52,529.       |

GRACE RIVER FOUNDATION JH1361  
FORM 990PF, PART II - CORPORATE STOCK  
=====

04-3562515

| DESCRIPTION<br>-----          | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>--- |
|-------------------------------|-------------------------------|----------------------|
| DETAILS ON ATTACHED STATEMENT | 126,782.                      | 202,642.             |
| TOTALS                        | 126,782.                      | 202,642.             |
|                               | =====                         | =====                |

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

OFFICER NAME:

RICHARD K NICHOLS

ADDRESS:

NICHOLS & PRATT LLP 50 CONGRESS ST  
BOSTON, MA 02109

TITLE:

TRUSTEE

COMPENSATION ..... 1,878.

OFFICER NAME:

WILLIAM B HURD

ADDRESS:

NICHOLS & PRATT LLP 50 CONGRESS ST  
BOSTON, MA 02109

TITLE:

TRUSTEE

TOTAL COMPENSATION: 1,878.  
=====

=====

RECIPIENT NAME:

AFRICAN WOMENS HEALTH CTR

ADDRESS:

116 HUNTINGTON AVE 5TH FL  
BOSTON, MA 02116

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:

NEW ENGLAND LEARNING CTR

ADDRESS:

479 MAIN STREET, P.O. BOX 520  
GREENFIELD, MA 01302

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 60,000.

RECIPIENT NAME:

PARTNERS IN HEALTH

ADDRESS:

641 HUNTINGTON AVENUE  
BOSTON, MA 02115

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 25,000.

=====

RECIPIENT NAME:

WOMEN'S CRISIS CENTER

ADDRESS:

P. O. BOX 933  
BRATTLEBORO, VT 05201

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:

SAFE PASSAGE

ADDRESS:

43 CENTER STREET, SUITE 304  
NORTHAMPTON, MA 01060

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:

AMERICAN RED CROSS

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 5,000.

=====

RECIPIENT NAME:

CARE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:

DOCTORS WITHOUT BORDERS USA

ADDRESS:

P.O. BOX 5030

HAGERSTOWN, MD 21741

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 5,000.

TOTAL GRANTS PAID:

170,000.

=====

**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

**2010**

|   |   |
|---|---|
| Name of estate or trust<br><b>GRACE RIVER FOUNDATION JH1361</b> | Employer identification number<br><b>04-3562515</b> |
|---|---|

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

|   |           |     |
|---|-----------|-----|
| b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .   | <b>1b</b> |     |
| 2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .   | <b>2</b>  |     |
| 3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .  | <b>3</b>  |     |
| 4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet . . . . .               | <b>4</b>  | ( ) |
| 5 <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>  | 1.  |

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

| (a) Description of property<br>(Example 100 shares 7% preferred of "Z" Co) | (b) Date acquired<br>(mo, day, yr) | (c) Date sold<br>(mo, day, yr) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss) for<br>the entire year<br>Subtract (e) from (d) |
|--|------------------------------------|--------------------------------|-----------------|---|--|
| <b>6a</b>  |                                    |                                |                 |   |  |
|  |                                    |                                |                 |   |  |
|  |                                    |                                |                 |   |  |
|  |                                    |                                |                 |   |  |
|  |                                    |                                |                 |   |  |

|   |           |          |
|---|-----------|----------|
| b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .  | <b>6b</b> | 154,012. |
| 7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .  | <b>7</b>  |          |
| 8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .   | <b>8</b>  |          |
| 9 Capital gain distributions . . . . .  | <b>9</b>  |          |
| 10 Gain from Form 4797, Part I . . . . .  | <b>10</b> |          |
| 11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet . . . . .                | <b>11</b> | ( )      |
| 12 <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> | 154,012. |

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

| <b>Part III Summary of Parts I and II</b>                          |   | (1) Beneficiaries' (see instr.) | (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>                       |                         | 1.        |
| <b>14</b>  | <b>Net long-term gain or (loss):</b>                                  |                                 |                         |           |
| <b>a</b>   | Total for year . . . . .  | <b>14a</b>                      |                         | 154,012.  |
| <b>b</b>   | Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . . . | <b>14b</b>                      |                         |           |
| <b>c</b>   | 28% rate gain . . . . .   | <b>14c</b>                      |                         |           |
| <b>15</b>  | <b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . .   | <b>15</b>                       |                         | 154,013.  |

**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.

| <b>Part IV Capital Loss Limitation</b> |  |
|--|--|
| <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:<br><b>a</b> The loss on line 15, column (3) or <b>b</b> \$3,000 . . . . . |
|  | <b>16</b> ( )  |

**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?<br><input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26; go to line 27 and check the "No" box.<br><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?<br><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 2010 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 2010 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> |  |  |



FEDERAL CAPITAL GAIN DIVIDENDS  
=====

SHORT-TERM CAPITAL GAIN DIVIDENDS  
-----

FEDERATED US TREASURY CASH RSV FD-I

1.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

1.00

=====

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

| Kind of Property                             |                                       | Description  |                          |                                |                                    | P<br>or<br>D | Date<br>acquired           | Date sold  |
|--|---------------------------------------|--|--------------------------|--------------------------------|------------------------------------|--------------|----------------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis  | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss)       |            |
|  |                                       | TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS  |                          |                                |                                    |              | 1.                         |            |
| 3,367.00                                     |                                       | 100. BP PLC SPONS ADR<br>PROPERTY TYPE: SECURITIES<br>4,292.00                   |                          |                                |                                    |              | 11/24/2003<br>-925.00      | 06/11/2010 |
| 36,095.00                                    |                                       | 500. EXXONMOBIL CORP<br>PROPERTY TYPE: SECURITIES<br>91.00                       |                          |                                |                                    |              | 01/14/1942<br>36,004.00    | 12/21/2010 |
| 38,796.00                                    |                                       | 2400. GENERAL ELECTRIC CORP<br>PROPERTY TYPE: SECURITIES<br>230.00               |                          |                                |                                    |              | 01/14/1942<br>38,566.00    | 02/04/2010 |
| 56,097.00                                    |                                       | 900. JOHNSON & JOHNSON<br>PROPERTY TYPE: SECURITIES<br>2,706.00                  |                          |                                |                                    |              | 11/06/1985<br>53,391.00    | 12/21/2010 |
| 36,401.00                                    |                                       | 1000. MERCK & CO INC<br>PROPERTY TYPE: SECURITIES<br>1,719.00                    |                          |                                |                                    |              | 03/02/1979<br>34,682.00    | 12/21/2010 |
| 614.00                                       |                                       | 10. PNC FINANCIAL SERVICES GROUP<br>PROPERTY TYPE: SECURITIES<br>7,826.00        |                          |                                |                                    |              | 05/20/2003<br>-7,212.00    | 05/24/2010 |
| 10,000.00                                    |                                       | 10000. U.S. TREASURY NOTES 5.750% 8/15<br>PROPERTY TYPE: SECURITIES<br>10,494.00 |                          |                                |                                    |              | 05/22/2002<br>-494.00      | 08/15/2010 |
| TOTAL GAIN (LOSS) .....                      |                                       |  |                          |                                |                                    |              | -----<br>154,013.<br>===== |            |

**Asset Detail**

**Statement of Value and Activity**

December 1, 2010 - December 31, 2010

**Asset Detail**

| Description   | Shares/Par Value | Tax Cost           | Market Value       | Current Yield | Est. Ann. Income  | % of Mkt. Val. |
|---|------------------|--------------------|--------------------|---------------|-------------------|----------------|
| <b>Cash &amp; Equivalents</b>                           |                  |                    |                    |               |                   |                |
| <b>Money Market Funds</b>                               |                  |                    |                    |               |                   |                |
| Federated US Treasury Cash Rsv Fd-I<br>CUSIP: 60934N682 | 44,612           | \$44,612.24        | \$44,612.24        | 0.01%         | \$3.48            | 14.89%         |
| <b>Total Cash &amp; Equivalents</b>                     |                  | <b>\$44,612.24</b> | <b>\$44,612.24</b> |               | <b>\$3.48</b>     | <b>14.89%</b>  |
| <b>Equity</b>   |                  |                    |                    |               |                   |                |
| <b>Consumer Staples</b>                                 |                  |                    |                    |               |                   |                |
| Coca Cola Co<br>CUSIP: 191216100                        | 200              | \$9,389.20         | \$13,154.00        | 2.68%         | \$352.00          | 4.39%          |
| Pepsico Inc<br>CUSIP: 713448108                         | 200              | \$9,033.50         | \$13,066.00        | 2.94%         | \$384.00          | 4.36%          |
| Procter & Gamble Co<br>CUSIP: 742718109                 | 195              | \$6,198.00         | \$12,544.35        | 3.00%         | \$375.77          | 4.18%          |
| Sysco Corp<br>CUSIP: 871829107                          | 300              | \$8,494.20         | \$8,820.00         | 3.54%         | \$312.00          | 2.94%          |
| Walgreen Co<br>CUSIP: 931422109                         | 100              | \$4,131.68         | \$3,896.00         | 1.80%         | \$70.00           | 1.30%          |
|   |                  | <b>\$37,246.58</b> | <b>\$51,480.35</b> |               | <b>\$1,493.77</b> | <b>17.17%</b>  |
| <b>Energy</b>   |                  |                    |                    |               |                   |                |
| Exxonmobil Corp<br>CUSIP: 30231G102                     | 150              | \$27.20            | \$10,968.00        | 2.41%         | \$264.00          | 3.66%          |
|   |                  | <b>\$27.20</b>     | <b>\$10,968.00</b> |               | <b>\$264.00</b>   | <b>3.66%</b>   |

**Asset Detail (continued)**

**Statement of Value and Activity**

December 1, 2010 - December 31, 2010

| Description                                   | Shares/Par Value | Tax Cost   | Market Value | Current Yield | Est. Ann. Income | % of Mkt. Val. |
|---|------------------|------------|--------------|---------------|------------------|----------------|
| <b>Financials</b>                             |                  |            |              |               |                  |                |
| State Street Corp<br>CUSIP: 857477103         | 200              | \$9,997.60 | \$9,268.00   | 0.09%         | \$8.00           | 3.09%          |
| <b>Health Care</b>                            |                  |            |              |               |                  |                |
| Abbott Labs<br>CUSIP: 002824100               | 100              | \$5,337.00 | \$4,791.00   | 3.67%         | \$176.00         | 1.60%          |
| Johnson & Johnson<br>CUSIP: 478160104         | 300              | \$901.87   | \$18,555.00  | 3.49%         | \$648.00         | 6.19%          |
| Medtronic Inc<br>CUSIP: 585055106             | 120              | \$5,655.80 | \$4,450.80   | 2.43%         | \$108.00         | 1.48%          |
| Merck & Co Inc<br>CUSIP: 58933Y105            | 200              | \$343.88   | \$7,208.00   | 4.22%         | \$304.00         | 2.40%          |
| Novartis AG Sponsored ADR<br>CUSIP: 66987V109 | 150              | \$8,187.50 | \$8,842.50   | 2.80%         | \$247.95         | 2.95%          |
|   |                  |            | \$43,847.30  |               |                  | 14.62%         |
| <b>Industrials</b>                            |                  |            |              |               |                  |                |
| Caterpillar Inc<br>CUSIP: 149123101           | 50               | \$2,987.00 | \$4,683.00   | 1.88%         | \$88.00          | 1.56%          |
| Emerson Elec Co<br>CUSIP: 291011104           | 300              | \$8,161.75 | \$17,151.00  | 2.41%         | \$414.00         | 5.72%          |
| Expeditors Intl Wash Inc<br>CUSIP: 302130109  | 150              | \$5,910.75 | \$8,190.00   | 0.73%         | \$60.00          | 2.73%          |
| General Electric Corp<br>CUSIP: 369604103     | 500              | \$48.01    | \$9,145.00   | 3.06%         | \$280.00         | 3.05%          |

**Asset Detail (continued)**

**Statement of Value and Activity**

December 1, 2010 - December 31, 2010

| Description                                       | Shares/Par Value | Tax Cost    | Market Value | Current Yield | Est. Ann. Income | % of Mkt. Val. |
|---|------------------|-------------|--------------|---------------|------------------|----------------|
| United Technologies Corp<br>CUSIP: 913017109      | 50               | \$3,278.76  | \$3,936.00   | 2.16%         | \$85.00          | 1.31%          |
| <hr/>   |                  |             |              |               |                  |                |
| <b>Technology</b>                                 |                  | \$20,386.27 | \$43,105.00  |               | \$927.00         | 14.37%         |
| Automatic Data Processing Inc<br>CUSIP: 053015103 | 200              | \$9,421.08  | \$9,256.00   | 3.11%         | \$288.00         | 3.09%          |
| Cisco Systems Inc<br>CUSIP: 17275R102             | 200              | \$3,092.00  | \$4,046.00   | 0.00%         | \$0.00           | 1.35%          |
| Fiserv Inc<br>CUSIP: 337738108                    | 75               | \$3,237.59  | \$4,392.00   | 0.00%         | \$0.00           | 1.47%          |
| Linear Technology Corp<br>CUSIP: 535678106        | 200              | \$6,357.57  | \$6,918.00   | 2.66%         | \$184.00         | 2.31%          |
| Microsoft Corp<br>CUSIP: 594918104                | 100              | \$2,931.00  | \$2,791.00   | 2.29%         | \$64.00          | 0.93%          |
| <hr/>   |                  |             |              |               |                  |                |
| <b>Basic Materials</b>                            |                  | \$25,039.24 | \$27,403.00  |               | \$536.00         | 9.15%          |
| BHP Billiton Ltd Spons ADR<br>CUSIP: 088606108    | 50               | \$3,635.50  | \$4,646.00   | 1.87%         | \$87.00          | 1.55%          |
| Praxair Inc<br>CUSIP: 74005P104                   | 50               | \$4,054.50  | \$4,773.50   | 1.88%         | \$90.00          | 1.59%          |
| Sigma Aldrich Corp<br>CUSIP: 826552101            | 50               | \$2,589.50  | \$3,328.00   | 0.96%         | \$32.00          | 1.11%          |
| <hr/>   |                  |             |              |               |                  |                |
|   |                  | \$10,279.50 | \$12,747.50  |               | \$209.00         | 4.25%          |



**Asset Detail (continued)**

**Statement of Value and Activity**

December 1, 2010 - December 31, 2010

| Description  | Shares/Par Value | Tax Cost     | Market Value | Current Yield | Est. Ann. Income | % of Mkt. Val. |
|--|------------------|--------------|--------------|---------------|------------------|----------------|
| <b>Utilities</b>   |                  |              |              |               |                  |                |
| Southern Company<br>CUSIP: 842587107   | 100              | \$3,379.50   | \$3,823.00   | 4.76%         | \$182.00         | 1.28%          |
|  |                  | \$3,379.50   | \$3,823.00   |               | \$182.00         | 1.28%          |
| <b>Total Equity</b>  |                  | \$126,781.94 | \$202,642.15 |               | \$5,103.72       | 67.59%         |
| <b>Fixed Income</b>  |                  |              |              |               |                  |                |
| <b>Government Securities</b>   |                  |              |              |               |                  |                |
| Federal Home Loan Bank<br>DTD 02/14/2001 5.875% 02/15/2011<br>Non Callable<br>CUSIP: 3133MDBT9 | 10,000           | \$10,214.60  | \$10,063.70  | 5.84%         | \$587.50         | 3.36%          |
| United States Treasury Notes<br>DTD 03/31/2006 4.750% 03/31/2011<br>CUSIP: 912828FA3           | 10,000           | \$10,003.13  | \$10,109.00  | 4.70%         | \$475.00         | 3.37%          |
| United States Treasury Notes<br>DTD 02/15/2002 4.875% 02/15/2012<br>CUSIP: 9128277L0           | 10,000           | \$9,837.50   | \$10,501.20  | 4.64%         | \$487.50         | 3.50%          |
| United States Treasury Notes<br>DTD 02/15/2003 3.875% 02/15/2013<br>CUSIP: 912828AU4           | 10,000           | \$9,868.75   | \$10,685.20  | 3.63%         | \$387.50         | 3.56%          |

**Asset Detail (continued)**

**Statement of Value and Activity**

December 1, 2010 - December 31, 2010

| Description  | Shares/Par Value | Tax Cost            | Market Value        | Current Yield | Est. Ann. Income  | % of Mkt. Val. |
|--|------------------|---------------------|---------------------|---------------|-------------------|----------------|
| United States Treasury Notes<br>DTD 05/15/2004 4.750% 05/15/2014<br>CUSIP: 912828CJ7 | 10,000           | \$9,968.75          | \$11,169.50         | 4.25%         | \$475.00          | 3.73%          |
| <b>Total Fixed Income</b>  |                  | <b>\$49,892.73</b>  | <b>\$52,528.60</b>  |               | <b>\$2,412.50</b> | <b>17.52%</b>  |
| <b>Total All Assets</b>  |                  | <b>\$221,286.91</b> | <b>\$299,782.99</b> |               | <b>\$7,519.70</b> | <b>100.00%</b> |