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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2011

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

For calendar year **2011** or tax year beginning **2011**, and ending **20**

Name of foundation
BROOKS GRACE E TRUST

Number and street (or P O box number if mail is not delivered to street address) Room/suite
P O BOX 1802

City or town, state, and ZIP code
PROVIDENCE, RI 02901-1802

A Employer identification number
04-6446179

B Telephone number (see instructions)
() -

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

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

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) **\$ 1,938,424.**

J Accounting method: Cash Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	57,477.	57,477.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	2,773.			
b	Gross sales price for all assets on line 6a	536,696.			
7	Capital gain net income (from Part IV, line 2)		2,773.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross profit or loss (attach schedule)				
b	Less: Cost of goods sold				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	60,250.	60,250.		
13	Compensation of officers, directors, trustees, etc.	18,295.	10,977.		7,318.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 5	845.	NONE	NONE	845.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 6	1,570.	567.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 7	35.			35.
24	Total operating and administrative expenses. Add lines 13 through 23	20,745.	11,544.	NONE	8,198.
25	Contributions, gifts, grants paid	73,500.			73,500.
26	Total expenses and disbursements. Add lines 24 and 25	94,245.	11,544.	NONE	81,698.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	-33,995.			
b	Net investment income (if negative, enter -0-)		48,706.		
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

JSA

Form **990-PF** (2011)

SCANNED APR 05 2012

Revenue

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	8,204.	15,556.	15,556.	
	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 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)	1,835,645.	1,794,347.	1,922,868.	
	c	Investments - corporate bonds (attach schedule)	NONE	NONE	NONE	
	Liabilities	11	Investments - land, buildings, and equipment basis	NONE		
		Less: accumulated depreciation (attach schedule) ▶				
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		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,843,849.	1,809,903.	1,938,424.	
17		Accounts payable and accrued expenses				
18		Grants payable				
19	Deferred revenue					
20	Loans from officers, directors, trustees, and other disqualified persons					
21	Mortgages and other notes payable (attach schedule)					
22	Other liabilities (describe ▶)					
23	Total liabilities (add lines 17 through 22)					
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	1,843,849.	1,809,903.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds	NONE	NONE			
30	Total net assets or fund balances (see instructions)	1,843,849.	1,809,903.			
31	Total liabilities and net assets/fund balances (see instructions)	1,843,849.	1,809,903.			

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)	1,843,849.
2	Enter amount from Part I, line 27a	-33,995.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	52.
4	Add lines 1, 2, and 3	1,809,906.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,809,903.



Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co)				(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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				
a						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	2,773.		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3			

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	97,415.	1,881,501.	0.05177515186
2009	94,212.	1,711,597.	0.05504333088
2008	133,534.	2,018,235.	0.06616375199
2007	104,868.	2,351,856.	0.04458946466
2006	101,537.	2,188,421.	0.04639737966
2 Total of line 1, column (d)			2 0.26396907905
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 0.05279381581
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 1,986,900.
5 Multiply line 4 by line 3			5 104,896.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 487.
7 Add lines 5 and 6			7 105,383.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 81,698.



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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Total credits and payments'. Values include 974, NONE, 750, and 224.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No'. Questions cover political activities, tax on political expenditures, and foundation requirements. 'Yes' is marked with 'X' for several items.



Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <input type="checkbox"/> N/A	X		
14	The books are in care of <input type="checkbox"/> PRIVATE BANK, TAX SERVICES Telephone no <input type="checkbox"/> (888) 866-3275 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"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>		Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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 instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <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 2011? <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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <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 2011 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 2011) <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 2011? <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 instructions) Yes No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		18,295.	-0-	-0-

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		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 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 12		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 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 instructions	
3 NONE	
Total. Add lines 1 through 3	



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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,988,148.
b	Average of monthly cash balances	1b	29,009.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,017,157.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,017,157.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	30,257.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,986,900.
6	Minimum investment return. Enter 5% of line 5	6	99,345.

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

1	Minimum investment return from Part X, line 6	1	99,345.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	974.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	974.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	98,371.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	98,371.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	98,371.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	81,698.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	81,698.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	81,698.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				98,371.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			73,316.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>81,698.</u>				
a Applied to 2010, but not more than line 2a			73,316.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				8,382.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011. (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	NONE			
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 instructions			NONE	
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				89,989.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	NONE			



Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

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 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><i>a Paid during the year</i></p> <p>SEE STATEMENT 14</p>				
Total				3a 73,500.
<i>b Approved for future payment</i>				
Total				3b



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... a Transfers from the reporting foundation... b Other transactions... c Sharing of facilities... 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... 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.

Sign Here [Signature] 03/15/2012 SVP Tax Title [Box: May the IRS discuss this return with the preparer shown below? Yes No]

Paid Preparer Use Only Print/Type preparer's name Preparer's signature Date Check [] if self-employed PTIN Firm's name Firm's address Firm's EIN Phone no.

BROOKS GRACE E TRUST

04-6446179

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	903.	903.
ABBOTT LABORATORIES	132.	132.
INVESCO INTL GROWTH FUND CL Y	1,148.	1,148.
AIR PRODUCTS AND CHEMICALS INC	245.	245.
ALTRIA GROUP INC	295.	295.
AMERICAN EXPRESS CO	65.	65.
AMGEN INC COM	87.	87.
ANALOG DEVICES INC	204.	204.
AON CORP	45.	45.
APACHE CORPORATION	66.	66.
ASTRAZENECA PLC-SPONS ADR (UK/USD) ISIN	162.	162.
AVON PRODUCTS INC	267.	267.
BAXTER INTERNATIONAL INC	99.	99.
BOFA TREASURY RESERVES CAPITAL CLASS	2.	2.
BRISTOL MYERS SQUIBB CO COM	515.	515.
CME GROUP INC COM	112.	112.
CSX CORP	188.	188.
CABOT OIL & GAS CORP CL A	10.	10.
CAMPBELL SOUP CO	104.	104.
CATERPILLAR INCORPORATED	126.	126.
CHEVRONTEXACO CORP COM	680.	680.
CISCO SYSTEMS INCORPORATED	61.	61.
CITIGROUP INC NEW COM	1.	1.
COCA COLA CO COM	197.	197.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	2,174.	2,174.
COLUMBIA HIGH INCOME FUND CLASS Z SHARES	619.	619.
COLUMBIA INTERNATIONAL VALUE FUND CLASS	302.	302.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	255.	255.
COLUMBIA CORE BOND FUND CLASS Z SHARES	4,048.	4,048.
COLUMBIA INTERNATIONAL STOCK FUND CLASS	1,667.	1,667.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	380.	380.
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	844.	844.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
COLUMBIA REAL ESTATE EQUITY FUND CLASS Z	334.	334.
COLUMBIA BOND FUND CLASS Z SHARES	19,158.	19,158.
COMCAST CORP NEW CL A COM	225.	225.
DEVON ENERGY CORPORATION	53.	53.
DISNEY WALT CO	32.	32.
DUPONT E I DE NEMOURS & CO COM	197.	197.
DUN & BRADSTREET CORP DEL NEW COM	72.	72.
ENERGY CORP NEW COM	183.	183.
EXELON CORP COM	210.	210.
EXXON MOBIL CORPORATION	759.	759.
FIRSTENERGY CORP	149.	149.
GAP INCORPORATED	66.	66.
GENERAL ELEC CO	354.	354.
GOLDMAN SACHS GROUP INC	84.	84.
GOODRICH B F CO	87.	87.
GRAINGER W W INCORPORATED	76.	76.
HARBOR INTERNATIONAL FUND INSTL CL	1,811.	1,811.
HEINZ H J CO	186.	186.
HEWLETT PACKARD CO COM	110.	110.
HOME DEPOT INC	218.	218.
HONEYWELL INTERNATIONAL INC	178.	178.
HUMANA INC	23.	23.
ILLINOIS TOOL WORKS INCORPORATED	235.	235.
INTEL CORPORATION	383.	383.
INTERNATIONAL BUSINESS MACHS	319.	319.
J P MORGAN CHASE & CO COM	472.	472.
JANUS CAP GROUP INC	18.	18.
JOHN HANCOCK FDS III DISCIPLINED VALUE M	156.	156.
JOHNSON & JOHNSON	641.	641.
KIMBERLY CLARK CORP COM	469.	469.
KOHL'S CORPORATION	45.	45.
KRAFT FOODS INC CL A COM	302.	302.
KROGER CO	32.	32.

BROOKS GRACE E TRUST

04-6446179

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
L-3 COMMUNICATIONS HLDGS INC COM	54.	54.
LINEAR TECHNOLOGY CORP	65.	65.
LOCKHEED MARTIN CORPORATION	179.	179.
LOWES COMPANIES INCORPORATED	40.	40.
MCDONALDS CORP	304.	304.
MERCK & CO INC NEW COM	182.	182.
METLIFE INC	141.	141.
MICROSOFT CORPORATION	636.	636.
MOLSON COORS BREWING CO CL B	37.	37.
MONSANTO CO NEW COM	57.	57.
MORGAN STANLEY DEAN WITTER DISCOVER & CO	26.	26.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	87.	87.
NEWS CORP CL A	36.	36.
NEXTERA ENERGY INC COM	149.	149.
NORTHROP CORPORATION	74.	74.
NUCOR CORP	73.	73.
OCCIDENTAL PETROLEUM CORPORATION	317.	317.
ORACLE SYS CORP	68.	68.
PNC BK CORP	69.	69.
PARKER HANNIFIN CORPORATION	86.	86.
PEABODY ENERGY CORP COM	23.	23.
PEPSICO INCORPORATED	259.	259.
PFIZER INC	560.	560.
PHILIP MORRIS INTL INC COM	538.	538.
PIMCO COMMODITY REALRETURN STRATEGY FUND	5,031.	5,031.
POLO RALPH LAUREN CORPORATION	30.	30.
PRECISION CASTPARTS CORPORATION	6.	6.
PRICE T ROWE GROUP INC COM	260.	260.
PROCTER & GAMBLE CO COM	302.	302.
QUALCOMM INC	84.	84.
RALPH LAUREN CORP CL A COM	12.	12.
RIO TINTO PLC SPONSORED ADR	93.	93.
SMUCKER J M CO COM NEW	39.	39.

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
SOUTHERN CO	262.	262.
STAPLES INCORPORATED	86.	86.
STATE STREET CORP	105.	105.
TEXAS INSTRS INC	106.	106.
TIME WARNER INC NEW COM	136.	136.
TIME WARNER CABLE INC COM	92.	92.
US BANCORP DEL COM NEW	68.	68.
UNION PAC CORP COM	222.	222.
UNITED TECHNOLOGIES CORP	140.	140.
VANGUARD MSCI EMERGING MKTS ETF	1,262.	1,262.
VERIZON COMMUNICATIONS	294.	294.
WAL-MART STORES INCORPORATED	349.	349.
WASTE MANAGEMENT INC	245.	245.
WELLS FARGO COMPANY	132.	132.
AXIS CAPITAL HOLDINGS LTD COM	64.	64.
ACE LTD COM	197.	197.
NOBLE CORP COM	160.	160.
	-----	-----
TOTAL	57,477.	57,477.
	=====	=====

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
FEDERAL TAX PAYMENT - PRIOR YE	253.	
FEDERAL ESTIMATES - PRINCIPAL	750.	
FOREIGN TAXES ON QUALIFIED FOR	495.	495.
FOREIGN TAXES ON NONQUALIFIED	72.	72.
TOTALS	1,570.	567.

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.
TOTALS	----- 35. =====	----- 35. =====





BROOKS GRACE E TRUST

04-6446179

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

=====

DESCRIPTION

AMOUNT

TYE INC ADJUSTMENT

52.

TOTAL

52.

=====



BROOKS GRACE E TRUST

04-6446179

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

=====

DESCRIPTION

AMOUNT

ROUNDING

3.

TOTAL

3.

=====



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 18,295.

TOTAL COMPENSATION: 18,295.

=====

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:

PROJECT BREAD, INC

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT THE WALK FOR HUNGER

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 10,000.

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 20,000.

RECIPIENT NAME:

INTERFAITH SOCIAL SERVICE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT FOR FOOD PANTRY

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 8,000.

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 17,500.



BROOKS GRACE E TRUST

04-6446179

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

=====

RECIPIENT NAME:

FATHER BILL'S MAINSPRING

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORTS NAMED ORGANIZATION

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

MA COALITION FOR THE HOMELINK

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORTS NAMED ORGANIZATION

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 8,000.

TOTAL GRANTS PAID:

73,500.

=====



**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

2011

Name of estate or trust BROOKS GRACE E TRUST	Employer identification number 04-6446179
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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 instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b -104.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back					5 -104.

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 instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					11,776.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b -8,899.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back					12 2,877.

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

Schedule D (Form 1041) 2011



Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-104.
14	Net long-term gain or (loss):			
a	Total for year	14a		2,877.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		2,773.

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

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

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** in 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 **Schedule D Tax Worksheet** in 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 **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	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)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)			30
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31
32	Add lines 30 and 31			32
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34



Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

BROOKS GRACE E TRUST

04-6446179

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

(a) Description of property (Example 100 sh 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 instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 12.455 AOL INC COM	08/12/2008	10/24/2011	188.00	335.00	-147.00
4.545 AOL INC COM	10/03/2008	10/24/2011	69.00	97.00	-28.00
40. ABBOTT LABORATORIES	07/17/2006	10/24/2011	2,133.00	1,780.00	353.00
30. ABBOTT LABORATORIES	06/27/2006	10/24/2011	1,599.00	1,260.00	339.00
60. AON CORP	09/19/2008	10/24/2011	2,999.00	2,846.00	153.00
40. AON CORP	09/24/2008	10/24/2011	1,999.00	1,803.00	196.00
60. ASTRAZENECA PLC-SPONS ISIN #US0463531089	12/23/2008	10/24/2011	2,911.00	2,394.00	517.00
30. BJ'S WHOLESALE CLUB IN	04/30/2008	10/03/2011	1,538.00	1,172.00	366.00
40. BJ'S WHOLESALE CLUB IN	07/24/2008	10/03/2011	2,050.00	1,468.00	582.00
110. CABOT OIL & GAS CORP	12/23/2008	10/24/2011	7,755.00	2,566.00	5,189.00
90. CAMPBELL SOUP CO	11/13/2008	10/24/2011	3,025.00	3,334.00	-309.00
85. CITRIX SYSTEMS INC	05/15/2008	10/24/2011	5,617.00	3,036.00	2,581.00
5084.746 COLUMBIA INTERNAT FUND CLASS Z SHARES	12/04/2009	10/24/2011	67,424.00	75,000.00	-7,576.00
1474.455 COLUMBIA MULTI-AD EQUITY FUND CLASS Z SHARES	12/21/2006	10/24/2011	16,234.00	28,032.00	-11,798.00
343.667 COLUMBIA MULTI-ADV EQUITY FUND CLASS Z SHARES	12/21/2007	10/24/2011	3,784.00	5,977.00	-2,193.00
1494.698 COLUMBIA MULTI-AD EQUITY FUND CLASS Z SHARES	12/21/2007	10/24/2011	16,457.00	25,996.00	-9,539.00
153.09 COLUMBIA MULTI-ADVI EQUITY FUND CLASS Z SHARES	12/22/2005	10/24/2011	1,686.00	2,653.00	-967.00
4471.428 COLUMBIA MULTI-AD EQUITY FUND CLASS Z SHARES	10/29/2003	10/24/2011	49,230.00	57,699.00	-8,469.00
383.185 COLUMBIA MULTI-ADV EQUITY FUND CLASS Z SHARES	12/18/2008	10/24/2011	4,219.00	3,440.00	779.00
168.579 COLUMBIA MID CAP V CLASS Z SHARES	12/13/2004	10/24/2011	2,161.00	2,639.00	-478.00
140.628 COLUMBIA MID CAP V CLASS Z SHARES	06/26/2007	10/24/2011	1,803.00	2,184.00	-381.00
32.085 COLUMBIA MID CAP VA CLASS Z SHARES	06/26/2007	10/24/2011	411.00	498.00	-87.00
56.554 COLUMBIA MID CAP VA CLASS Z SHARES	12/12/2007	10/24/2011	725.00	835.00	-110.00
156.679 COLUMBIA MID CAP V CLASS Z SHARES	12/13/2006	10/24/2011	2,009.00	2,297.00	-288.00
33.289 COLUMBIA MID CAP VA CLASS Z SHARES	12/13/2006	10/24/2011	427.00	488.00	-61.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b



Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

BROOKS GRACE E TRUST

04-6446179

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

(a) Description of property (Example 100 sh 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 instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 39.663 COLUMBIA MID CAP VA CLASS Z SHARES	12/14/2005	10/24/2011	508.00	560.00	-52.00
111.468 COLUMBIA MID CAP V CLASS Z SHARES	12/14/2005	10/24/2011	1,429.00	1,573.00	-144.00
79.334 COLUMBIA MID CAP VA CLASS Z SHARES	09/22/2005	10/24/2011	1,017.00	1,096.00	-79.00
675.934 COLUMBIA MID CAP V CLASS Z SHARES	09/22/2005	10/24/2011	8,665.00	9,339.00	-674.00
2454.8 COLUMBIA MID CAP VA CLASS Z SHARES	10/29/2003	10/24/2011	31,471.00	33,168.00	-1,697.00
68.979 COLUMBIA MID CAP VA CLASS Z SHARES	06/27/2006	10/24/2011	884.00	928.00	-44.00
203.898 COLUMBIA MID CAP V CLASS Z SHARES	06/27/2006	10/24/2011	2,614.00	2,742.00	-128.00
160.943 COLUMBIA MID CAP G CLASS Z SHARES	11/17/1999	10/24/2011	4,242.00	5,436.00	-1,194.00
180.483 COLUMBIA MID CAP G CLASS Z SHARES	10/06/1997	10/24/2011	4,758.00	5,400.00	-642.00
6.704 COLUMBIA REAL ESTATE CLASS Z SHARES	12/11/2006	10/24/2011	85.00	183.00	-98.00
161.562 COLUMBIA REAL ESTA FUND CLASS Z SHARES	12/11/2006	10/24/2011	2,042.00	4,410.00	-2,368.00
6.482 COLUMBIA REAL ESTATE CLASS Z SHARES	09/29/2005	10/24/2011	82.00	173.00	-91.00
79.03 COLUMBIA REAL ESTATE CLASS Z SHARES	12/15/2004	10/24/2011	999.00	2,057.00	-1,058.00
3.712 COLUMBIA REAL ESTATE CLASS Z SHARES	09/29/2004	10/24/2011	47.00	93.00	-46.00
96.364 COLUMBIA REAL ESTAT FUND CLASS Z SHARES	12/15/2005	10/24/2011	1,218.00	2,358.00	-1,140.00
4.307 COLUMBIA REAL ESTATE CLASS Z SHARES	12/15/2005	10/24/2011	54.00	105.00	-51.00
205.761 COLUMBIA REAL ESTA FUND CLASS Z SHARES	03/29/2007	10/24/2011	2,601.00	4,695.00	-2,094.00
.896 COLUMBIA REAL ESTATE CLASS Z SHARES	03/29/2007	10/24/2011	11.00	20.00	-9.00
724.719 COLUMBIA REAL ESTA FUND CLASS Z SHARES	10/29/2003	10/24/2011	9,160.00	15,455.00	-6,295.00
513.554 COLUMBIA REAL ESTA FUND CLASS Z SHARES	12/10/2007	10/24/2011	6,491.00	7,444.00	-953.00
1.983 COLUMBIA REAL ESTATE CLASS Z SHARES	06/27/2008	10/24/2011	25.00	25.00	
26.563 COLUMBIA SMALL CAP CLASS Z SHARES	12/11/2006	10/24/2011	406.00	511.00	-105.00
321.608 COLUMBIA SMALL CAP CLASS Z SHARES	12/11/2006	10/24/2011	4,917.00	6,191.00	-1,274.00
33.908 COLUMBIA SMALL CAP CLASS Z SHARES	12/12/2005	10/24/2011	518.00	635.00	-117.00
190.442 COLUMBIA SMALL CAP CLASS Z SHARES	12/12/2005	10/24/2011	2,912.00	3,565.00	-653.00
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					



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Employer identification number

BROOKS GRACE E TRUST

04-6446179

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

(a) Description of property (Example 100 sh 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 instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 210.354 COLUMBIA SMALL CAP CLASS Z SHARES	12/13/2004	10/24/2011	3,216.00	3,833.00	-617.00
97.69 COLUMBIA SMALL CAP CLASS Z SHARES	12/16/2003	10/24/2011	1,494.00	1,622.00	-128.00
2496.898 COLUMBIA SMALL CA CLASS Z SHARES	10/29/2003	10/24/2011	38,178.00	41,174.00	-2,996.00
52.831 COLUMBIA SMALL CAP CLASS Z SHARES	12/10/2007	10/24/2011	808.00	847.00	-39.00
713.036 COLUMBIA SMALL CAP CLASS Z SHARES	12/10/2007	10/24/2011	10,902.00	11,437.00	-535.00
528.805 COLUMBIA SMALL CAP CLASS Z SHARES	12/08/2008	10/24/2011	8,085.00	4,749.00	3,336.00
90. COMCAST CORP NEW CL A	09/19/2008	10/24/2011	2,220.00	1,893.00	327.00
290. COMCAST CORP NEW CL A	09/17/2008	10/24/2011	7,153.00	5,825.00	1,328.00
140. COMCAST CORP NEW CL A	09/30/2008	10/24/2011	3,453.00	2,719.00	734.00
160. DELL INC	12/23/2008	10/24/2011	2,503.00	1,745.00	758.00
20. DEVON ENERGY CORPORATI	07/30/2008	10/24/2011	1,273.00	1,893.00	-620.00
20. DEVON ENERGY CORPORATI	11/05/2007	10/24/2011	1,273.00	1,825.00	-552.00
30. DEVON ENERGY CORPORATI	11/13/2008	10/24/2011	1,910.00	2,062.00	-152.00
35. DEVON ENERGY CORPORATI	11/02/2006	10/24/2011	2,229.00	2,337.00	-108.00
75. DOLLAR TREE INC COM	12/23/2008	10/24/2011	6,121.00	2,103.00	4,018.00
50. EXPRESS SCRIPTS INC CL	03/13/2008	10/24/2011	2,022.00	1,420.00	602.00
60. EXPRESS SCRIPTS INC CL	07/27/2007	10/24/2011	2,426.00	1,500.00	926.00
50. FIRSTENERGY CORP	10/01/2008	10/24/2011	2,275.00	3,277.00	-1,002.00
40. FIRSTENERGY CORP	12/23/2008	10/24/2011	1,820.00	1,861.00	-41.00
150. GAP INCORPORATED	12/23/2008	10/24/2011	2,836.00	1,956.00	880.00
70. GENZYME CORP COM GENL	12/23/2008	06/01/2011	5,352.00	4,711.00	641.00
100. GOODRICH B F CO	12/23/2008	10/24/2011	12,206.00	3,451.00	8,755.00
5. HUMANA INC	03/13/2008	10/24/2011	397.00	231.00	166.00
40. HUMANA INC	06/20/2008	10/24/2011	3,179.00	1,699.00	1,480.00
.333 HUNTINGTON INGALLS IN	10/03/2008	04/13/2011	13.00	11.00	2.00

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BROOKS GRACE E TRUST **04-6446179**

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

(a) Description of property (Example 100 sh 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 instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 8. HUNTINGTON INGALLS INDS	10/03/2008	10/24/2011	229.00	269.00	-40.00
120. JANUS CAP GROUP INC	08/12/2008	10/24/2011	820.00	3,325.00	-2,505.00
60. JANUS CAP GROUP INC	09/25/2008	10/24/2011	410.00	1,378.00	-968.00
60. KOHLS CORPORATION	10/17/2008	10/24/2011	3,259.00	1,850.00	1,409.00
100. KROGER CO	11/13/2008	10/24/2011	2,325.00	2,688.00	-363.00
10. L-3 COMMUNICATIONS HLD	06/11/2008	10/24/2011	698.00	976.00	-278.00
30. L-3 COMMUNICATIONS HLD	07/03/2008	10/24/2011	2,095.00	2,682.00	-587.00
30. LABORATORY CORP AMER H	10/24/2006	10/24/2011	2,491.00	2,047.00	444.00
25. LABORATORY CORP AMER H	11/01/2006	10/24/2011	2,076.00	1,701.00	375.00
20. LINEAR TECHNOLOGY CORP	08/06/2008	10/24/2011	628.00	646.00	-18.00
70. LINEAR TECHNOLOGY CORP	10/21/2008	10/24/2011	2,198.00	1,544.00	654.00
80. LOWES COMPANIES INCORP	10/15/2008	10/24/2011	1,739.00	1,529.00	210.00
35. MERCK & CO INC NEW COM	05/15/2007	10/24/2011	1,170.00	1,823.00	-653.00
25. MERCK & CO INC NEW COM	01/29/2008	10/24/2011	836.00	1,214.00	-378.00
60. MERCK & CO INC NEW COM	11/13/2008	10/24/2011	2,006.00	1,627.00	379.00
40. MOLSON COORS BREWING C	12/23/2008	10/24/2011	1,668.00	1,830.00	-162.00
20. MONSANTO CO NEW COM	10/13/2008	10/24/2011	1,494.00	1,808.00	-314.00
10. MONSANTO CO NEW COM	10/04/2008	10/24/2011	747.00	863.00	-116.00
10. MONSANTO CO NEW COM	10/09/2008	10/24/2011	747.00	852.00	-105.00
10. MONSANTO CO NEW COM	10/10/2008	10/24/2011	747.00	825.00	-78.00
170. MORGAN STANLEY DEAN W DISCOVER & CO	12/23/2008	10/24/2011	2,901.00	2,524.00	377.00
90. NEXTERA ENERGY INC COM	01/12/2007	10/24/2011	5,018.00	4,864.00	154.00
50. NORTHROP CORPORATION	10/03/2008	10/24/2011	2,817.00	2,612.00	205.00
25. NUCOR CORP	05/07/2008	10/24/2011	937.00	1,992.00	-1,055.00
20. NUCOR CORP	07/30/2008	10/24/2011	749.00	1,184.00	-435.00

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Employer identification number

BROOKS GRACE E TRUST

04-6446179

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

(a) Description of property (Example 100 sh 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 instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 5. NUCOR CORP	01/09/2008	10/24/2011	187.00	264.00	-77.00
75. ORACLE SYS CORP	01/16/2008	10/24/2011	2,451.00	1,585.00	866.00
150. ORACLE SYS CORP	02/22/2008	10/24/2011	4,903.00	2,742.00	2,161.00
70. ORACLE SYS CORP	11/13/2008	10/24/2011	2,288.00	1,135.00	1,153.00
90. PEABODY ENERGY CORP CO	12/23/2008	10/24/2011	3,683.00	1,928.00	1,755.00
30. PRECISION CASTPARTS CO	08/18/2008	10/24/2011	5,189.00	3,011.00	2,178.00
20. PRECISION CASTPARTS CO	10/03/2008	10/24/2011	3,459.00	1,433.00	2,026.00
60. RALPH LAUREN CORP CL A	11/13/2008	10/24/2011	9,433.00	2,359.00	7,074.00
7.844 SMUCKER J M CO COM N	08/19/2008	10/24/2011	603.00	341.00	262.00
3.922 SMUCKER J M CO COM N	10/09/2008	10/24/2011	301.00	161.00	140.00
7.844 SMUCKER J M CO COM N	08/04/2008	10/24/2011	603.00	312.00	291.00
9.39 SMUCKER J M CO COM NE	03/02/2007	10/24/2011	721.00	363.00	358.00
80. SOUTHWESTERN ENERGY CO	12/23/2008	10/24/2011	3,286.00	2,143.00	1,143.00
90. STARWOOD HOTELS & RESO WORLDWIDE INC COM	11/13/2008	10/24/2011	4,495.00	1,318.00	3,177.00
280. SYMANTEC CORP	12/23/2008	10/24/2011	5,198.00	3,555.00	1,643.00
143. TIME WARNER INC NEW C	08/12/2008	10/24/2011	4,987.00	4,779.00	208.00
50. TIME WARNER INC NEW CO	10/03/2008	10/24/2011	1,744.00	1,333.00	411.00
20. WATERS CORP	05/15/2007	10/24/2011	1,659.00	1,215.00	444.00
20. WATERS CORP	07/27/2007	10/24/2011	1,659.00	1,204.00	455.00
20. WATERS CORP	11/01/2006	10/24/2011	1,659.00	990.00	669.00
25. WATERS CORP	10/24/2006	10/24/2011	2,073.00	1,213.00	860.00
140. YAHOO! INC	12/23/2008	10/24/2011	2,325.00	1,749.00	576.00
60. ZIMMER HLDGS INC COM	07/25/2008	10/24/2011	3,296.00	4,116.00	-820.00
50. ZIMMER HLDGS INC COM	11/13/2008	10/24/2011	2,747.00	2,015.00	732.00
70. AXIS CAPITAL HOLDINGS	11/13/2008	10/24/2011	2,168.00	1,676.00	492.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

BROOKS GRACE E TRUST
04-6446179
Balance Sheet
12/31/2011



Cusip	Asset	Units	Basis	Market Value
H5833N103	NOBLE CORP	270.000	7,432.92	8,159.40
H0023R105	ACE LTD	145.000	7,872.30	10,167.40
949746101	WELLS FARGO & CO	275.000	8,079.75	7,579.00
94106L109	WASTE MGMT INC DEL	180.000	5,776.40	5,887.80
931142103	WAL-MART STORES INC	250.000	13,926.78	14,940.00
92343V104	VERIZON COMMUNICATIONS INC	150.000	5,040.05	6,018.00
922042858	VANGUARD MSCI EMERGING MKTS	1230.000	50,446.48	46,998.30
913017109	UNITED TECHNOLOGIES CORP	75.000	4,732.98	5,481.75
907818108	UNION PAC CORP	130.000	8,767.64	13,772.20
902973304	US BANCORP DEL	160.000	3,740.40	4,328.00
88732J207	TIME WARNER CABLE INC	48.000	2,140.15	3,051.36
882508104	TEXAS INSTRS INC	190.000	2,771.63	5,530.90
857477103	STATE STR CORP	190.000	8,052.56	7,658.90
855030102	STAPLES INC	220.000	4,757.28	3,055.80
842587107	SOUTHERN CO	140.000	5,314.78	6,480.60
767204100	RIO TINTO PLC	80.000	1,653.55	3,913.60
747525103	QUALCOMM INC	100.000	4,165.75	5,470.00
742718109	PROCTER & GAMBLE CO	147.000	9,824.52	9,806.37
74144T108	PRICE T ROWE GROUP INC	210.000	8,417.51	11,959.50
722005667	PIMCO COMMODITY REALRETURN	5108.557	40,000.00	33,409.96
718172109	PHILIP MORRIS INTL INC	200.000	10,072.68	15,696.00
717081103	PFIZER INC	700.000	12,372.09	15,148.00
713448108	PEPSICO INC	130.000	6,986.48	8,625.50
701094104	PARKER HANNIFIN CORP	60.000	2,077.30	4,575.00
693475105	PNC FINL SVCS GROUP INC	60.000	3,633.91	3,460.20
674599105	OCCIDENTAL PETE CORP DEL	180.000	8,180.23	16,866.00
65248E104	NEWS CORP	210.000	1,466.96	3,746.40
63872W409	NATIXIS FDS TR IV AEW REAL	1830.384	30,000.00	31,098.22
594918104	MICROSOFT CORP	935.000	24,550.66	24,272.60
59156R108	METLIFE INC	190.000	5,858.53	5,924.20
58405U102	MEDCO HLTH SOLUTIONS INC	80.000	3,423.80	4,472.00
580135101	MCDONALDS CORP	120.000	3,979.92	12,039.60
539830109	LOCKHEED MARTIN CORP	55.000	5,753.37	4,449.50
50075N104	KRAFT FOODS INC	260.000	6,868.55	9,713.60

BROOKS GRACE E TRUST
04-6446179
Balance Sheet
12/31/2011



Cusip	Asset	Units	Basis	Market Value
494368103	KIMBERLY CLARK CORP	170.000	10,544.83	12,505.20
478160104	JOHNSON & JOHNSON	285.000	18,208.83	18,690.30
47803W406	JOHN HANCOCK FDS III DISCIPLINED	4416.961	50,000.00	49,867.49
46625H100	J P MORGAN CHASE & CO	590.000	25,114.76	19,617.50
459200101	INTERNATIONAL BUSINESS MACHS	110.000	9,517.45	20,226.80
45865V100	INTERCONTINENTAL EXCHANGE INC	20.000	1,378.15	2,411.00
458140100	INTEL CORP	490.000	10,610.93	11,882.50
452308109	ILLINOIS TOOL WKS INC	170.000	7,853.89	7,940.70
438516106	HONEYWELL INTL INC	130.000	4,893.15	7,065.50
437076102	HOME DEPOT INC	210.000	4,736.42	8,828.40
428236103	HEWLETT PACKARD CO	345.000	11,582.54	8,887.20
423074103	HEINZ H J CO	100.000	4,820.00	5,404.00
411511306	HARBOR INTERNATIONAL FUND	1214.503	68,000.00	63,700.68
384802104	GRAINGER W W INC	30.000	1,913.92	5,615.70
38259P508	GOOGLE INC	30.000	12,375.06	19,377.00
38141G104	GOLDMAN SACHS GROUP INC	60.000	4,551.45	5,425.80
375558103	GILEAD SCIENCES INC	150.000	7,151.24	6,139.50
369604103	GENERAL ELEC CO	610.000	17,994.19	10,925.10
30231G102	EXXON MOBIL CORP	410.000	32,107.02	34,751.60
30161N101	EXELON CORP	100.000	7,893.82	4,337.00
29364G103	ENTERGY CORP NEW	55.000	4,065.80	4,017.75
269858304	EAGLE SM CAP GROWTH FUND	1018.330	40,000.00	38,900.21
268648102	EMC CORP	370.000	6,100.59	7,969.80
26483E100	DUN & BRADSTREET CORP DEL NEW	50.000	3,962.52	3,741.50
263534109	DU PONT E I DE NEMOURS & CO	120.000	4,717.03	5,493.60
254687106	DISNEY WALT CO	80.000	1,777.40	3,000.00
19765Y886	COLUMBIA BOND FUND	66677.021	601,250.39	632,098.16
19765Y688	COLUMBIA SELECT LARGE CAP	6063.056	75,000.00	72,877.93
19765P232	COLUMBIA MID CAP GROWTH FUND	3166.316	74,573.64	78,081.35
19765N567	COLUMBIA SMALL CAP VALUE I FUND	987.292	41,556.72	40,636.94
19765N245	COLUMBIA DIVIDEND INCOME FUND	3779.289	50,000.00	51,473.92
19763T889	COLUMBIA INCOME OPPORTUNITIES	4360.661	42,681.04	40,684.97
191216100	COCA COLA CO	105.000	5,593.39	7,346.85
172967424	CITIGROUP INC	37.000	10,796.44	973.47

BROOKS GRACE E TRUST
04-6446179
Balance Sheet
12/31/2011



Cusip	Asset	Units	Basis	Market Value
17275R102	CISCO SYS INC	340.000	7,262.94	6,147.20
166764100	CHEVRON CORP	220.000	18,500.73	23,408.00
149123101	CATERPILLAR INC	70.000	2,938.43	6,342.00
126408103	CSX CORP	420.000	6,831.25	8,845.20
12572Q105	CME GROUP INC	20.000	7,113.13	4,873.40
110122108	BRISTOL MYERS SQUIBB CO	390.000	8,511.38	13,743.60
071813109	BAXTER INTL INC	80.000	4,502.97	3,958.40
054303102	AVON PRODS INC	290.000	8,792.66	5,066.30
037833100	APPLE INC	95.000	10,252.76	38,475.00
037411105	APACHE CORP	110.000	7,827.43	9,963.80
032654105	ANALOG DEVICES INC	210.000	3,946.86	7,513.80
031162100	AMGEN INC	155.000	7,190.90	9,952.55
025816109	AMERICAN EXPRESS CO	90.000	4,833.59	4,245.30
02209S103	ALTRIA GROUP INC	190.000	2,809.63	5,633.50
009158106	AIR PRODS & CHEMS INC	110.000	5,141.13	9,370.90
008882532	INVESCO INTL GROWTH FUND	2558.315	68,000.00	64,802.12
00206R102	AT&T INC	525.000	18,430.46	15,876.00
	Cash/Cash Equivalent	15556.370	15,556.37	15,556.37
		Totals:	1,809,903.14	1,938,424.52