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Form **990-PF**

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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year **2012** or tax year beginning , **2012**, and ending , **20**

REVELOPE
POSTMARK DATE
MAY 02 2013

Name of foundation: **BROOKS GRACE E TRUST**

Number and street (or P O box number if mail is not delivered to street address): **P O BOX 1802**

Room/suite: _____

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

A Employer identification number: **04-6446179**

B Telephone number (see instructions): **888-866-3275**

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 Initial return of a former public charity
 Final return Amended return
 Address change 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) **\$ 2,033,677.**

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	52,727.	52,727.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	31,919.			
b	Gross sales price for all assets on line 6a 115,641.				
7	Capital gain net income (from Part IV, line 2)		31,919.		
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	84,646.	84,646.		
13	Compensation of officers, directors, trustees, etc.	19,462.	11,677.		7,785.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 4	845.	NONE	NONE	845.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 5	1,674.	450.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 6	35.			35.
24	Total operating and administrative expenses. Add lines 13 through 23	22,016.	12,127.	NONE	8,665.
25	Contributions, gifts, grants paid	91,500.			91,500.
26	Total expenses and disbursements. Add lines 24 and 25	113,516.	12,127.	NONE	100,165.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-28,870.			
b	Net investment income (if negative, enter -)		72,519.		
c	Adjusted net income (if negative, enter -)				

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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	15,556.	43,355.	43,355.
	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) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations(attach schedule).			
	b Investments - corporate stock (attach schedule) . STMT 7	1,794,347.	1,737,772.	1,990,322.
	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 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,809,903.	1,781,127.	2,033,677.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)			NONE	
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	1,809,903.	1,781,127.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	1,809,903.	1,781,127.		
31 Total liabilities and net assets/fund balances (see instructions)	1,809,903.	1,781,127.		

Part III Analysis of Changes in Net Assets or Fund Balances		
1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,809,903.
2 Enter amount from Part I, line 27a	2	-28,870.
3 Other increases not included in line 2 (itemize) ▶ TYE INC ADJUSTMENT	3	96.
4 Add lines 1, 2, and 3	4	1,781,129.
5 Decreases not included in line 2 (itemize) ▶ ROUNDING	5	2.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,781,127.

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 PUBLICLY TRADED SECURITIES					
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 115,641.		83,722.	31,919.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a			31,919.		
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	31,919.	
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))
2011	81,698.	1,986,900.	0.041118
2010	97,415.	1,881,501.	0.051775
2009	94,212.	1,711,597.	0.055043
2008	133,534.	2,018,235.	0.066164
2007	104,868.	2,351,856.	0.044589
2 Total of line 1, column (d)			2 0.258689
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 0.051738
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 2,043,478.
5 Multiply line 4 by line 3			5 105,725.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 725.
7 Add lines 5 and 6			7 106,450.
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.			8 100,165.



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 sub-rows 6a-6d for credits and payments. Values include 1,450.00, NONE, and 1,000.00.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Includes questions about political campaigns, unrelated business income, and state reporting.



Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ US TRUST FIDUCIARY TAX SERVICES Telephone no ▶ (888) 866-3275 Located at ▶ P.O. BOX 1802, PROVIDENCE, RI ZIP+4 ▶ 02901-1802			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶	15		<input type="checkbox"/>
16	At any time during calendar year 2012, 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 ▶	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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"/>	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 2012? <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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
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)	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. ▶		
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 2012 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 2012.)	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 2012?	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 **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? Yes No **6b** X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA 225 FRANKLIN ST, BOSTON, MA 02110	TRUSTEE 1	19,462.		- 0 -

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

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

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



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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		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	1,985,664.
b	Average of monthly cash balances	1b	88,933.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,074,597.
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	2,074,597.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	31,119.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,043,478.
6	Minimum investment return. Enter 5% of line 5	6	102,174.

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	102,174.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,450.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,450.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	100,724.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	100,724.
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	100,724.

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	100,165.
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	100,165.
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	100,165.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				100,724.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			89,989.	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007		NONE		
b From 2008		NONE		
c From 2009		NONE		
d From 2010		NONE		
e From 2011		NONE		
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>100,165.</u>				
a Applied to 2011, but not more than line 2a			89,989.	
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 2012 distributable amount				10,176.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (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 2011 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				90,548.
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 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008		NONE		
b Excess from 2009		NONE		
c Excess from 2010		NONE		
d Excess from 2011		NONE		
e Excess from 2012		NONE		



Part XIV Private Operating Foundations (see 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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

- 1 Information Regarding Foundation Managers:
 - a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).
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 or e-mail 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
a Paid during the year				
WELLSPRING MULTI-SVC CTR	NONE	PUBLIC CHA	UNRESTRICTED GENERAL SUPPORT	35,000.
INTERFAITH SOCIAL SERVICE 105 ADAMS ST QUINCY MA	NONE	PUBLIC CHA	UNRESTRICTED GENERAL SUPPORT	8,000.
D.O.V.E	NONE	PUBLIC CHA	UNRESTRICTED GENERAL SUPPORT	15,000.
MA COALITION FOR THE HOMELINK	NONE	PUBLIC CHA	UNRESTRICTED GENERAL SUPPORT	5,000.
BOS. CHINATOWN NEIGHBORHOOD CTR. 885 WASHINGTON ST BOSTON MA 02111	NONE	PUBLIC CHA	UNRESTRICTED GENERAL SUPPORT	10,000.
BROCKTON DAY NURSERY, INC. 243 CRESCENT ST BROCKTON MA 02302	NONE	PUBLIC CHA	UNRESTRICTED GENERAL SUPPORT	15,000.
SCITUATE CORSE FOUNDATION	NONE	PUBLIC CHA	UNRESTRICTED GENERAL SUPPORT	3,500.
Total ▶ 3a				91,500.
b Approved for future payment				
Total ▶ 3b				

BROOKS GRACE E TRUST

04-6446179

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
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AT&T INC	924.	924.
INVESCO INTL GROWTH FUND CL Y	1,010.	1,010.
AIR PRODUCTS AND CHEMICALS INC	275.	275.
ALTRIA GROUP INC	317.	317.
AMERICAN EXPRESS CO	70.	70.
AMGEN INC COM	223.	223.
ANALOG DEVICES INC	252.	252.
APACHE CORPORATION	73.	73.
APPLE INC COM	504.	504.
AVON PRODUCTS INC	218.	218.
BAXTER INTERNATIONAL INC	116.	116.
BOFA TREASURY RESERVES CAPITAL CLASS	8.	8.
BRISTOL MYERS SQUIBB CO COM	530.	530.
CME GROUP INC COM	369.	369.
CSX CORP	227.	227.
CATERPILLAR INCORPORATED	174.	174.
CHEVRONTEXACO CORP COM	772.	772.
CISCO SYSTEMS INCORPORATED	170.	170.
CITIGROUP INC NEW COM	1.	1.
COCA COLA CO COM	214.	214.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	2,430.	2,430.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	1,449.	1,449.
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	383.	383.
COLUMBIA BOND FUND CLASS Z SHARES	23,392.	23,392.
DISNEY WALT CO	108.	108.
DUPONT E I DE NEMOURS & CO COM	204.	204.
DUN & BRADSTREET CORP DEL NEW COM	76.	76.
EAGLE SM CAP GROWTH FUND CL I	16.	16.
ENERGY CORP NEW COM	183.	183.
EXELON CORP COM	210.	210.
EXXON MOBIL CORPORATION	894.	894.
GENERAL ELEC CO	415.	415.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOLDMAN SACHS GROUP INC	106.	106.
GRAINGER W W INCORPORATED	92.	92.
HARBOR INTERNATIONAL FUND INSTL CL	1,708.	1,708.
HEINZ H J CO	251.	251.
HEWLETT PACKARD CO COM	174.	174.
HOME DEPOT INC	244.	244.
HONEYWELL INTERNATIONAL INC	199.	199.
ILLINOIS TOOL WORKS INCORPORATED	313.	313.
INTEL CORPORATION	426.	426.
INTERNATIONAL BUSINESS MACHS	363.	363.
J P MORGAN CHASE & CO COM	679.	679.
JOHNSON & JOHNSON	684.	684.
KIMBERLY CLARK CORP COM	496.	496.
KRAFT FOODS INC CL A COM	302.	302.
LOCKHEED MARTIN CORPORATION	228.	228.
MCDONALDS CORP	344.	344.
METLIFE INC	141.	141.
MICROSOFT CORPORATION	776.	776.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	65.	65.
NEWS CORP CL A	36.	36.
OCCIDENTAL PETROLEUM CORPORATION	472.	472.
PNC BK CORP	93.	93.
PARKER HANNIFIN CORPORATION	97.	97.
PEPSICO INCORPORATED	274.	274.
PFIZER INC	616.	616.
PHILIP MORRIS INTL INC COM	632.	632.
PIMCO COMMODITY REALRETURN STRATEGY FUND	1,151.	1,151.
PRICE T ROWE GROUP INC COM	496.	496.
PROCTER & GAMBLE CO COM	325.	325.
QUALCOMM INC	97.	97.
RIO TINTO PLC SPONSORED ADR	132.	132.
SOUTHERN CO	272.	272.
STAPLES INCORPORATED	119.	119.

BROOKS GRACE E TRUST

04-6446179

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
STATE STREET CORP	171.	171.
TEXAS INSTRS INC	137.	137.
TIME WARNER CABLE INC COM	108.	108.
US BANCORP DEL COM NEW	114.	114.
UNION PAC CORP COM	312.	312.
UNITED TECHNOLOGIES CORP	152.	152.
VANGUARD FTSE EMERGING MKTS ETF	1,339.	1,339.
VERIZON COMMUNICATIONS	302.	302.
WAL-MART STORES INCORPORATED	489.	489.
WASTE MANAGEMENT INC	256.	256.
WELLS FARGO COMPANY	242.	242.
ACE LTD COM	349.	349.
NOBLE CORP COM	146.	146.
TOTAL	52,727.	52,727.

BROOKS GRACE E TRUST

04-6446179

FORM 990PF, PART I - ACCOUNTING FEES
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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	845.			845.
TOTALS	845.	NONE	NONE	845.

BROOKS GRACE E TRUST

04-6446179

FORM 990PF, PART I - TAXES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX - PRIOR YEAR	224.	
EXCISE TAX ESTIMATES	1,000.	
FOREIGN TAXES ON QUALIFIED FOR	250.	250.
FOREIGN TAXES ON NONQUALIFIED	200.	200.
TOTALS	1,674.	450.

BROOKS GRACE E TRUST

04-6446179

FORM 990PF, PART I - OTHER EXPENSES
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REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

OTHER CHARITABLE EXPENSES

35.

35.

TOTALS

35.
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35.
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BROOKS GRACE E TRUST

04-6446179

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
922042858 VANGUARD MSCI EMERGI	50,446.	54,772.
H5833N103 NOBLE CORP COM	7,433.	9,401.
037411105 APACHE CORP COM	7,827.	8,635.
166764100 CHEVRON CORP COM	18,501.	23,791.
30231G102 EXXON MOBIL CORP COM	32,107.	35,486.
674599105 OCCIDENTAL PETE CORP	8,180.	13,790.
009158106 AIR PRODS & CHEMS IN	5,141.	9,242.
263534109 DU PONT E I DE NEMOU	4,717.	5,397.
767204100 RIO TINTO PLC SPONSO	1,654.	4,647.
126408103 CSX CORP COM	6,831.	8,287.
149123101 CATERPILLAR INC COM	2,938.	6,273.
26483E100 DUN & BRADSTREET COR	3,963.	3,933.
369604103 GENERAL ELEC CO COM	17,994.	12,804.
384802104 GRAINGER W W INC COM	1,914.	6,071.
438516106 HONEYWELL INTL INC C	4,893.	8,251.
452308109 ILLINOIS TOOL WKS IN	7,854.	10,338.
539830109 LOCKHEED MARTIN CORP	5,753.	5,076.
701094104 PARKER HANNIFIN CORP	2,077.	5,104.
907818108 UNION PAC CORP COM	8,768.	16,344.
913017109 UNITED TECHNOLOGIES	4,733.	6,151.
94106L109 WASTE MGMT INC DEL C	5,776.	6,073.
254687106 DISNEY WALT CO COM D	1,777.	3,983.
437076102 HOME DEPOT INC COM	4,736.	12,989.
580135101 MCDONALDS CORP COM	3,980.	10,585.
65248E104 NEWS CORP CL A	1,467.	5,357.
855030102 STAPLES INC COM	4,757.	2,508.
88732J207 TIME WARNER CABLE IN	2,140.	4,665.
02209S103 ALTRIA GROUP INC COM	2,810.	5,974.
054303102 AVON PRODS INC COM	8,793.	4,164.

BROOKS GRACE E TRUST

04 -6446179

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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191216100 COCA COLA CO COM	5,593.	7,613.
423074103 HEINZ H J CO COM	4,820.	5,768.
494368103 KIMBERLY CLARK CORP	10,545.	14,353.
50076Q106 KRAFT FOODS GROUP IN	2,392.	3,910.
609207105 MONDELEZ INTL INC CO	4,458.	6,618.
713448108 PEPSICO INC COM	6,986.	8,896.
718172109 PHILIP MORRIS INTL I	10,073.	16,728.
742718109 PROCTER & GAMBLE CO	9,825.	9,980.
931142103 WAL-MART STORES INC	13,927.	17,058.
031162100 AMGEN INC COM	7,191.	13,361.
071813109 BAXTER INTL INC COM	4,503.	5,333.
110122108 BRISTOL MYERS SQUIBB	8,511.	12,710.
30219G108 EXPRESS SCRIPTS HLDG	3,382.	3,456.
375558103 GILEAD SCIENCES INC	7,151.	11,018.
478160104 JOHNSON & JOHNSON CO	18,209.	19,979.
717081103 PFIZER INC COM	12,372.	17,556.
H0023R105 ACE LTD COM	7,872.	11,571.
025816109 AMERICAN EXPRESS CO	4,834.	5,173.
12572Q105 CME GROUP INC COM	7,113.	5,067.
172967424 CITIGROUP INC NEW CO	10,796.	1,464.
38141G104 GOLDMAN SACHS GROUP	4,551.	7,654.
45865V100 INTERCONTINENTAL EXC	1,378.	2,476.
46625H100 J P MORGAN CHASE & C	25,115.	25,942.
59156R108 METLIFE INC COM	5,859.	6,259.
693475105 PNC FINL SVCS GROUP	3,634.	3,499.
74144T108 PRICE T ROWE GROUP I	8,418.	13,675.
857477103 STATE STR CORP COM	8,053.	8,932.
902973304 US BANCORP DEL COM N	3,740.	5,110.
949746101 WELLS FARGO & CO NEW	8,080.	9,400.

BROOKS GRACE E TRUST

04-6446179

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
032654105 ANALOG DEVICES INC C	3,947.	8,833.
037833100 APPLE INC COM	10,253.	50,556.
17275R102 CISCO SYS INC COM	7,263.	6,681.
268648102 EMC CORP COM	6,101.	9,361.
38259P508 GOOGLE INC CL A COM	12,375.	21,221.
428236103 HEWLETT PACKARD CO C	11,583.	4,916.
458140100 INTEL CORP COM	10,611.	10,104.
459200101 INTERNATIONAL BUSINE	9,517.	21,071.
594918104 MICROSOFT CORP COM	24,551.	24,974.
747525103 QUALCOMM INC COM	4,166.	6,186.
882508104 TEXAS INSTRS INC COM	2,772.	5,869.
00206R102 AT&T INC COM	18,430.	17,691.
92343V104 VERIZON COMMUNICATIO	5,040.	6,491.
29364G103 ENTERGY CORP NEW COM	4,066.	3,506.
30161N101 EXELON CORP COM	7,894.	2,974.
842587107 SOUTHERN CO COM	5,315.	5,993.
269858304 EAGLE SM CAP GROWTH	40,000.	44,562.
19765N245 COLUMBIA DIVIDEND IN	50,000.	55,745.
19765N567 COLUMBIA SMALL CAP V	43,178.	44,913.
19765P232 COLUMBIA MID CAP GRO	76,999.	86,692.
19765Y688 COLUMBIA SELECT LARG	75,000.	84,034.
722005667 PIMCO COMMODITY REAL	40,000.	33,921.
19763T889 COLUMBIA INCOME OPPO	42,681.	43,955.
19765Y886 COLUMBIA BOND FUND C	620,689.	650,094.
008882532 INVESCO INTL GROWTH	68,000.	73,884.
411511306 HARBOR INTERNATIONAL	68,000.	75,445.
TOTALS	1,737,772.	1,990,322.



FEDERAL FOOTNOTES

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THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.