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Form **990-PF**

Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, 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 or province, country, and ZIP or foreign postal 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
 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) **\$ 2,233,274.**

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)
Revenue	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	47,116.	46,820.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	109,161.			
	b Gross sales price for all assets on line 6a 360,882.				
	7 Capital gain net income (from Part IV, line 2)		109,161.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		1.		STMT 2	
12 Total. Add lines 1 through 11	156,277.	155,982.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	20,573.	12,344.		8,229.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Leg. fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	1,250.	NONE	NONE	1,250.
	c Other professional fees (attach schedule) STMT 4	5,418.			5,418.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	2,371.	421.		
	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.	16.		35.
	24 Total operating and administrative expenses. Add lines 13 through 23	29,647.	12,781.	NONE	14,932.
	25 Contributions, gifts, grants paid	95,000.			95,000.
26 Total expenses and disbursements Add lines 24 and 25	124,647.	12,781.	NONE	109,932.	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	31,630.				
b Net investment income (if negative, enter -0-)		143,201.			
c Adjusted net income (if negative, enter -0-)					

SCANNED MAY 29 2014

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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		43,355.	57,277.	57,277.
	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		1,737,772.	1,733,281.	2,153,160.
	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) STMT 11			22,437.	22,837.
	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)		1,781,127.	1,812,995.	2,233,274.	
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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		1,781,127.	1,812,995.	
	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)		1,781,127.	1,812,995.		
31	Total liabilities and net assets/fund balances (see instructions)		1,781,127.	1,812,995.		

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)	1,781,127.
2	Enter amount from Part I, line 27a	31,630.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	370.
4	Add lines 1, 2, and 3	1,813,127.
5	Decreases not included in line 2 (itemize) ▶ PARTNERSHIP ADJUSTMENT	132.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,812,995.



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 OTHER GAINS AND LOSSES						
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 360,750.		251,721.	109,029.			
b 132.			132.			
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			109,029.			
b			132.			
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	109,161.	
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))
2012	100,165.	2,043,478.	0.049017
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
2 Total of line 1, column (d)			2 0.263117
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 0.052623
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 2,151,151.
5 Multiply line 4 by line 3			5 113,200.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,432.
7 Add lines 5 and 6			7 114,632.
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.			8 109,932.



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. Total tax due is 1,364.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, tax on political expenditures, and substantial contributors. Includes handwritten 'MA' in row 8a.



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 ▶ <u>N/A</u>	X		
14	The books are in care of ▶ <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no ▶ <u>(888) 866-3275</u> Located at ▶ <u>P.O. BOX 1802, PROVIDENCE, RI</u> ZIP+4 ▶ <u>02901-1802</u>			
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 ▶ <u>15</u>			
16	At any time during calendar year 2013, 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 ▶		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)? 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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 2013 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 2013.)	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 2013?	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)? **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	20,573.	-0-	-0-

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		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
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	2,124,544.
b	Average of monthly cash balances	1b	59,366.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,183,910.
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	2,183,910.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	32,759.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,151,151.
6	Minimum investment return. Enter 5% of line 5	6	107,558.

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	107,558.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,864.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,864.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	104,694.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	104,694.
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	104,694.

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	109,932.
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	109,932.
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	109,932.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				104,694.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			90,548.	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ <u>109,932.</u>				
a Applied to 2012, but not more than line 2a			90,548.	
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 2013 distributable amount				19,384.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (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 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				85,310.
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 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	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 2013, enter the date of the ruling
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with columns: Tax year (a) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include: 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, (2) Support from general public and 5 or more exempt organizations, (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 [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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	N/A	PC	UNRESTRICTED GENERAL SUPPORT	25,000.
INTERFAITH SOCIAL SERVICE	N/A	PC	UNRESTRICTED GENERAL SUPPORT	15,000.
DOVE, INC	N/A	PC	UNRESTRICTED GENERAL SUPPORT	15,000.
FATHER BILL'S MAINSPRING	N/A	PC	UNRESTRICTED GENERAL SUPPORT	15,000.
MA COALITION FOR THE HOMELINK	N/A	PC	UNRESTRICTED GENERAL SUPPORT	10,000.
SCITUATE CORSE FOUNDATION	N/A	PC	UNRESTRICTED GENERAL SUPPORT	5,000.
OLD COLONY Y	N/A	PC	UNRESTRICTED GENERAL SUPPORT	10,000.
Total				3a 95,000.
b Approved for future payment				
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 to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

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

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

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

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

Sign Here

Signature of officer or trustee

Date 04/29/2014

Title SVP Tax

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

BANK OF AMERICA, N.A.

Paid Preparer Use Only

Form fields for Paid Preparer Use Only: Print/Type preparer's name, Preparer's signature, Date, Check self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, Phone no.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	1,703.	1,703.
FOREIGN DIVIDENDS	3,881.	3,881.
NONDIVIDEND DISTRIBUTIONS	296.	
DOMESTIC DIVIDENDS	22,699.	22,699.
NONQUALIFIED FOREIGN DIVIDENDS	1,595.	1,595.
NONQUALIFIED DOMESTIC DIVIDENDS	16,942.	16,942.
TOTAL	47,116.	46,820.

BROOKS GRACE E TRUST

04-6446179

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP INCOME		1.

TOTALS		1.
		=====

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 - BOA	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.

BROOKS GRACE E TRUST

04-6446179

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

REVENUE AND EXPENSES PER BOOKS

CHARITABLE PURPOSES

DESCRIPTION

GRANTMAKING FEES - BOA

5,418.

5,418.

TOTALS

5,418.

5,418.



BROOKS GRACE E TRUST

04-6446179

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EXCISE TAX - PRIOR YEAR	450.	
EXCISE TAX ESTIMATES	1,500.	
FOREIGN TAXES ON QUALIFIED FOR	234.	234.
FOREIGN TAXES ON NONQUALIFIED	187.	187.
TOTALS	2,371.	421.
	=====	=====

BROOKS GRACE E TRUST

04-6446179

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	35.		35.
PARTNERSHIP EXPENSES		16.	
TOTALS	35.	16.	35.

BROOKS GRACE E TRUST

04-6446179

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
922042858 VANGUARD FTSE EMERGI	50,446.	50,446.	50,602.
H5833N103 NOBLE CORP COM	7,433.		
037411105 APACHE CORP COM	7,827.	7,827.	9,453.
166764100 CHEVRON CORP COM	18,501.	15,932.	23,733.
30231G102 EXXON MOBIL CORP COM	32,107.	17,203.	24,288.
674599105 OCCIDENTAL PETE CORP	8,180.	8,180.	17,118.
009158106 AIR PRODS & CHEMS IN	5,141.	5,141.	12,296.
263534109 DU PONT E I DE NEMOU	4,717.	4,717.	7,796.
767204100 RIO TINTO PLC SPONSO	1,654.		
126408103 CSX CORP COM	6,831.		
149123101 CATERPILLAR INC COM	2,938.	2,938.	6,357.
26483E100 DUN & BRADSTREET COR	3,963.		
369604103 GENERAL ELEC CO COM	17,994.	17,994.	17,098.
384802104 GRAINGER W W INC COM	1,914.		
438516106 HONEYWELL INTL INC C	4,893.	4,893.	11,878.
452308109 ILLINOIS TOOL WKS IN	7,854.		
539830109 LOCKHEED MARTIN CORP	5,753.	5,753.	8,176.
701094104 PARKER HANNIFIN CORP	2,077.		
907818108 UNION PAC CORP COM	8,768.	8,768.	21,840.
913017109 UNITED TECHNOLOGIES	4,733.	4,733.	8,535.
94106L109 WASTE MGMT INC DEL C	5,776.		
254687106 DISNEY WALT CO COM D	1,777.	1,777.	6,112.
437076102 HOME DEPOT INC COM	4,736.	4,736.	17,291.
580135101 MCDONALDS CORP COM	3,980.	3,980.	11,644.
65248E104 NEWS CORP CL A	1,467.		
855030102 STAPLES INC COM	4,757.		
88732J207 TIME WARNER CABLE IN	2,140.		
02209S103 ALTRIA GROUP INC COM	2,810.	2,810.	7,294.
054303102 AVON PRODS INC COM	8,793.		

BROOKS GRACE E TRUST

04-6446179

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
191216100 COCA COLA CO COM	5,593.	5,593.	8,675.
423074103 HEINZ H J CO COM	4,820.		
494368103 KIMBERLY CLARK CORP	10,545.	10,545.	17,758.
50076Q106 KRAFT FOODS GROUP IN	2,392.	2,392.	4,636.
609207105 MONDELEZ INTL INC CO	4,458.	4,458.	9,178.
713448108 PEPSICO INC COM	6,986.	6,986.	10,782.
718172109 PHILIP MORRIS INTL I	10,073.	10,073.	17,426.
742718109 PROCTER & GAMBLE CO	9,825.	9,825.	11,967.
931142103 WAL-MART STORES INC	13,927.	13,927.	19,673.
031162100 AMGEN INC COM	7,191.	7,191.	17,682.
071813109 BAXTER INTL INC COM	4,503.	4,503.	5,564.
110122108 BRISTOL MYERS SQUIBB	8,511.	8,511.	20,729.
30219G108 EXPRESS SCRIPTS HLDG	3,382.		
375558103 GILEAD SCIENCES INC	7,151.	7,151.	22,530.
478160104 JOHNSON & JOHNSON CO	18,209.	15,462.	22,440.
717081103 PFIZER INC COM	12,372.	12,372.	21,441.
H0023R105 ACE LTD COM	7,872.		
025816109 AMERICAN EXPRESS CO	4,834.	4,834.	8,166.
12572Q105 CME GROUP INC COM	7,113.		
172967424 CITIGROUP INC NEW CO	10,796.	10,796.	1,928.
38141G104 GOLDMAN SACHS GROUP	4,551.	4,551.	10,636.
45865V100 INTERCONTINENTAL EXC	1,378.		
46625H100 J P MORGAN CHASE & C	25,115.	17,110.	25,146.
59156R108 METLIFE INC COM	5,859.	5,859.	10,245.
693475105 PNC FINL SVCS GROUP	3,634.		
74144T108 PRICE T ROWE GROUP I	8,418.	8,418.	17,592.
857477103 STATE STR CORP COM	8,053.		
902973304 US BANCORP DEL COM N	3,740.	3,740.	6,464.
949746101 WELLS FARGO & CO NEW	8,080.	8,080.	12,485.

BROOKS GRACE E TRUST

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
032654105 ANALOG DEVICES INC C	3,947.		
037833100 APPLE INC COM	10,253.	4,126.	25,246.
17275R102 CISCO SYS INC COM	7,263.	7,263.	7,626.
268648102 EMC CORP COM	6,101.	6,101.	9,306.
38259P508 GOOGLE INC CL A COM	12,375.	7,552.	22,414.
428236103 HEWLETT PACKARD CO C	11,583.	11,583.	9,653.
458140100 INTEL CORP COM	10,611.	10,611.	12,718.
459200101 INTERNATIONAL BUSINE	9,517.	9,517.	20,633.
594918104 MICROSOFT CORP COM	24,551.	15,097.	23,007.
747525103 QUALCOMM INC COM	4,166.	4,166.	7,425.
882508104 TEXAS INSTRS INC COM	2,772.	2,772.	8,343.
00206R102 AT&T INC COM	18,430.	18,430.	18,459.
92343V104 VERIZON COMMUNICATIO	5,040.	5,040.	7,371.
29364G103 ENTERGY CORP NEW COM	4,066.	4,066.	3,480.
30161N101 EXELON CORP COM	7,894.		
842587107 SOUTHERN CO COM	5,315.	5,315.	5,755.
269858304 EAGLE SM CAP GROWTH	40,000.	40,000.	59,216.
19765N245 COLUMBIA DIVIDEND IN	50,000.	50,000.	69,274.
19765N567 COLUMBIA SMALL CAP V	43,178.	50,594.	59,821.
19765P232 COLUMBIA MID CAP GRO	76,999.	87,170.	113,738.
19765Y688 COLUMBIA SELECT LARG	75,000.	75,000.	116,653.
722005667 PIMCO COMMODITY REAL	40,000.		
19763T889 COLUMBIA INCOME OPPO	42,681.		
19765Y886 COLUMBIA BOND FUND C	620,689.	600,863.	579,042.
008882532 INVESCO INTL GROWTH	68,000.	68,000.	86,727.
411511306 HARBOR INTERNATIONAL	68,000.	68,000.	86,242.
464287507 ISHARES CORE S&P MID	68,000.	21,977.	22,748.
464287655 ISHARES RUSSELL 2000	68,000.	10,967.	11,536.
921943858 VANGUARD FTSE DEVELO	68,000.	33,795.	34,594.

BROOKS GRACE E TRUST

04-6446179

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
922908553 VANGUARD REIT ETF		67,107.	63,269.
65249B109 NEWS CORP NEW CL A		166.	937.
90130A101 TWENTY-FIRST CENTY F		1,299.	7,386.
693390841 PIMCO HIGH YIELD FD		44,954.	44,907.
880208400 TEMPLETON GLOBAL BD		22,477.	22,580.
22544R305 CREDIT SUISSE COMMOD		29,068.	28,400.
TOTALS	1,737,772.	1,733,281.	2,153,160.

BROOKS GRACE E TRUST

04-6446179

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
73935S105 POWERSHARES DB COMMO	C	22,437.	22,837.
TOTALS		22,437.	22,837.



BROOKS GRACE E TRUST

04-6446179

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

DESCRIPTION

AMOUNT

TYE INC ADJUSTMENT
ROUNDING ADJUSTMENT

365.
5.

TOTAL

370.
=====



BROOKS GRACE E TRUST

04-6446179

GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

PARTNERSHIPS, TRUSTS, S CORPORATIONS

132.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

132.00

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BROOKS GRACE E TRUST

04-6446179

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.