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Form 990-PF

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

2014

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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For calendar year 2014, or tax year beginning 01-01-2014, and ending 12-31-2014

Name of foundation: BROOKS GRACE E TRUST. A Employer identification number: 04-6446179. B Telephone number: (888) 866-3275. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 2,247,735. J Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26). Total revenue: 277,485. Total expenses: 121,440. Net investment income: 261,769.

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year <b>(a) Book Value</b>	End of year <b>(b) Book Value (c) Fair Market Value</b>	
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .			
	<b>2</b> Savings and temporary cash investments . . . . .	57,277	68,001	68,001
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	1,733,281 <input checked="" type="checkbox"/>	1,919,871	2,179,734
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	22,437		0
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,812,995	1,987,872	2,247,735	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .		0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	1,812,995	1,987,872	
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund			
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds			
<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	1,812,995	1,987,872		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	1,812,995	1,987,872		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	1,812,995
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	156,045
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	<b>3</b>	27,666
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	1,996,706
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	<b>5</b>	8,834
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	1,987,872

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	229,435
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		<b>3</b>	

**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 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))
2013	109,932	2,151,151	0.051104
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
<b>2</b> Total of line 1, column (d).			<b>2</b> 0.248057
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			<b>3</b> 0.049611
<b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.			<b>4</b> 2,262,714
<b>5</b> Multiply line 4 by line 3.			<b>5</b> 112,256
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).			<b>6</b> 2,618
<b>7</b> Add lines 5 and 6.			<b>7</b> 114,874
<b>8</b> Enter qualifying distributions from Part XII, line 4.			<b>8</b> 103,023

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

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	5,235
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	5,235
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>5</b>	5,235
<b>6</b>	Credits/Payments		
<b>a</b>	2014 estimated tax payments and 2013 overpayment credited to 2014	<b>6a</b>	2,880
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	0
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d. . . . .	<b>7</b>	2,880
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	0
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	2,355
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2015 estimated tax</b> <input type="checkbox"/> 0 <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>		No
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>		No
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	Yes	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i> . . . . .	Yes	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA _____		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .		No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> . . . . .		No

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>US TRUST FIDUCIARY TAX SERVICES</b> Telephone no <b>(888) 866-3275</b> Located at <b>PO BOX 1802 PROVIDENCE RI</b> ZIP+4 <b>029011802</b>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>15</b>			
<b>16</b>	At any time during calendar year 2014, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.			<b>Yes</b>	<b>No</b>
<b>1a</b>	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? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>1b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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 checked="" type="checkbox"/>	<b>1b</b>		<b>No</b>
<b>1c</b>	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 2014?	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>20__ , 20__ , 20__ , 20__</b>			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement—see instructions ).	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>20__ , 20__ , 20__ , 20__</b>			
<b>3a</b>	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>b</b>	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i> )	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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 2014?	<b>4b</b>		<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p><b>c</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<b>5b</b>		
	<b>6b</b>		<b>No</b>
	<b>7b</b>		

**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	23,119		

**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. 0

**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		

**Total** number of others receiving over \$50,000 for professional services. . . . . **0**

**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
<b>1</b> NONE	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> NONE	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	

**Total.** Add lines 1 through 3 . . . . .

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	2,230,544
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	66,628
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	2,297,172
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	2,297,172
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	34,458
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	2,262,714
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	113,136

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	113,136
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5. . . . .	<b>2a</b>	5,235
<b>b</b>	Income tax for 2014 (This does not include the tax from Part VI). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	5,235
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	107,901
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	107,901
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	107,901

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	103,023
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	103,023
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	103,023

**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 2013	(c) 2013	(d) 2014
<b>1</b> Distributable amount for 2014 from Part XI, line 7				107,901
<b>2</b> Undistributed income, if any, as of the end of 2014				
<b>a</b> Enter amount for 2013 only. . . . .			85,310	
<b>b</b> Total for prior years 2012, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2014				
<b>a</b> From 2009. . . . .	0			
<b>b</b> From 2010. . . . .	0			
<b>c</b> From 2011. . . . .	0			
<b>d</b> From 2012. . . . .	0			
<b>e</b> From 2013. . . . .	0			
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>103,023</u>				
<b>a</b> Applied to 2013, but not more than line 2a			85,310	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2014 distributable amount. . . . .				17,713
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions. . . . .		0		
<b>e</b> Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions. . . . .			0	
<b>f</b> Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015. . . . .				90,188
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a. . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2010. . . . .	0			
<b>b</b> Excess from 2011. . . . .	0			
<b>c</b> Excess from 2012. . . . .	0			
<b>d</b> Excess from 2013. . . . .	0			
<b>e</b> Excess from 2014. . . . .	0			

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling. . . . .

**b** Check box to indicate whether the organization is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year	Prior 3 years			<b>(e) Total</b>
	<b>(a) 2014</b>	<b>(b) 2013</b>	<b>(c) 2012</b>	<b>(d) 2011</b>	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**Part XV Supplementary Information (Complete this part only if the organization 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 email 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

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**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
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>86,750</b>
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b>



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

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

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

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 Title May the IRS discuss this return with the preparer shown below (see instr)? 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

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
80 AT&T INC		2007-12-12	2014-09-25
110 AT&T INC		2008-06-11	2014-09-25
10 AT&T INC		2008-03-18	2014-09-25
2558 315 INVESCO INTL GROWTH FUND CL Y		2011-10-24	2014-09-25
40 AIR PRODUCTS AND CHEMICALS INC		2008-12-23	2014-09-25
70 ALTRIA GROUP INC		2008-12-23	2014-09-25
20 AMERICAN EXPRESS CO		2007-01-16	2014-09-25
20 AMERICAN EXPRESS CO		2006-08-09	2014-09-25
40 AMGEN INC COM		2008-11-13	2014-09-25
20 AMGEN INC COM		2008-04-23	2014-09-25

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
2,830		3,357	-527
3,891		4,061	-170
354		363	-9
87,929		68,000	19,929
5,393		1,870	3,523
3,185		1,035	2,150
1,772		1,182	590
1,772		1,043	729
5,681		2,280	3,401
2,840		857	1,983

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			-527
			-170
			-9
			19,929
			3,523
			2,150
			590
			729
			3,401
			1,983

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
40 APACHE CORPORATION		2008-11-13	2014-09-25
35 APPLE INC COM		2007-05-15	2014-09-25
70 APPLE INC COM		2008-10-08	2014-09-25
15 APPLE INC COM		2008-11-13	2014-09-25
30 BAXTER INTERNATIONAL INC		2008-03-13	2014-09-25
150 BRISTOL MYERS SQUIBB CO COM		2008-12-23	2014-09-25
30 CATERPILLAR INCORPORATED		2008-12-23	2014-09-25
70 CHEVRONTXACO CORP COM		2008-07-30	2014-09-25
50 CISCO SYSTEMS INCORPORATED		2006-11-01	2014-09-25
10 CISCO SYSTEMS INCORPORATED		2006-04-20	2014-09-25

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
3,795		2,879	916
3,513		548	2,965
7,025		903	6,122
1,505		191	1,314
2,156		1,689	467
7,784		3,499	4,285
3,031		1,259	1,772
8,563		5,994	2,569
1,242		1,222	20
248		222	26

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			916
			2,965
			6,122
			1,314
			467
			4,285
			1,772
			2,569
			20
			26

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
70 CISCO SYSTEMS INCORPORATED		2006-04-28	2014-09-25
80 COCA COLA CO COM		2008-05-07	2014-09-25
84 69 COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES		2006-12-11	2014-09-25
8 476 COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES		2006-12-11	2014-09-25
110 692 COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES		2013-12-05	2014-09-25
41 014 COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES		2013-12-05	2014-09-25
86 936 COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES		2007-12-10	2014-09-25
14 149 COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES		2007-12-10	2014-09-25
47 615 COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES		2005-12-12	2014-09-25
5 673 COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES		2005-12-12	2014-09-25

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
1,738		1,489	249
3,363		2,323	1,040
4,224		4,297	-73
423		430	-7
5,521		5,411	110
2,046		2,005	41
4,336		4,076	260
706		663	43
2,375		2,227	148
283		265	18

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col. (i) over col. (j), if any	
			249
			1,040
			-73
			-7
			110
			41
			260
			43
			148
			18

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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)
2 465 COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES		2010-12-07	2014-09-25
127 06 COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES		2004-12-13	2014-09-25
186 829 COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES		2011-10-26	2014-09-25
1 034 COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES		2012-12-07	2014-09-25
37 09 COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES		2012-12-07	2014-09-25
46 732 COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES		2011-12-06	2014-09-25
14 168 COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES		2011-12-06	2014-09-25
46 164 COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES		2003-12-16	2014-09-25
270 849 COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES		2003-10-29	2014-09-25
45 486 COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES		2008-12-08	2014-09-25

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
123		114	9
6,338		5,555	783
9,319		8,000	1,319
52		44	8
1,850		1,577	273
2,331		1,931	400
707		586	121
2,303		1,777	526
13,510		10,298	3,212
2,269		1,337	932

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			9
			783
			1,319
			8
			273
			400
			121
			526
			3,212
			932

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
311 261 COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES		2013-12-05	2014-09-25
22 104 COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES		2013-12-05	2014-09-25
373 625 COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES		1997-10-06	2014-09-25
692 929 COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES		2000-04-05	2014-09-25
273 717 COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES		2007-12-10	2014-09-25
137 537 COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES		2007-12-10	2014-09-25
126 5 COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES		1997-11-21	2014-09-25
92 797 COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES		2012-12-07	2014-09-25
98 979 COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES		2011-12-06	2014-09-25
19 376 COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES		2006-12-11	2014-09-25

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
10,163		9,497	666
722		674	48
12,199		11,179	1,020
22,624		20,415	2,209
8,937		7,349	1,588
4,491		3,693	798
4,130		3,321	809
3,030		2,426	604
3,232		2,533	699
633		494	139

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			666
			48
			1,020
			2,209
			1,588
			798
			809
			604
			699
			139

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
134 905 COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES		2006-12-11	2014-09-25
34 228 COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES		2005-12-15	2014-09-25
345 76 COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES		2000-12-19	2014-09-25
73 28 COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES		1998-12-18	2014-09-25
115 835 COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES		2008-12-08	2014-09-25
739 645 COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES		2008-12-23	2014-09-25
1640 241 COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES		2011-10-26	2014-09-25
32 936 COLUMBIA BOND FUND CLASS Z SHARES		2012-07-25	2014-12-17
863 877 COLUMBIA BOND FUND CLASS Z SHARES		2004-12-09	2014-12-17
2312 509 COLUMBIA BOND FUND CLASS Z SHARES		2002-05-15	2014-12-17

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
4,405		3,440	965
1,118		823	295
11,289		8,078	3,211
2,393		1,653	740
3,782		1,595	2,187
24,149		10,000	14,149
30,000		20,290	9,710
291		304	-13
7,645		7,950	-305
20,466		21,007	-541

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			965
			295
			3,211
			740
			2,187
			14,149
			9,710
			-13
			-305
			-541

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
858 475 COLUMBIA BOND FUND CLASS Z SHARES		2002-05-15	2014-12-17
30 DISNEY WALT CO		2008-12-23	2014-09-25
50 DUPONT E I DE NEMOURS & CO COM		2008-09-30	2014-09-25
60 E M C CORP MASS		2007-08-03	2014-09-25
80 E M C CORP MASS		2007-07-25	2014-09-25
1018 33 EAGLE SM CAP GROWTH FUND CL I		2011-10-24	2014-09-25
10 ENTERGY CORP NEW COM		2008-07-25	2014-09-25
45 ENTERGY CORP NEW COM		2006-04-28	2014-09-25
10 EXXON MOBIL CORPORATION		2008-09-24	2014-09-25
30 EXXON MOBIL CORPORATION		2008-09-04	2014-09-25

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
7,598		7,799	-201
2,678		667	2,011
3,620		2,010	1,610
1,780		1,145	635
2,374		1,520	854
58,218		40,000	18,218
760		1,045	-285
3,422		3,021	401
956		785	171
2,869		2,301	568

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			-201
			2,011
			1,610
			635
			854
			18,218
			-285
			401
			171
			568

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
30 EXXON MOBIL CORPORATION		2008-09-16	2014-09-25
20 EXXON MOBIL CORPORATION		2008-10-09	2014-09-25
25 GENERAL ELEC CO		2008-03-18	2014-09-25
190 GENERAL ELEC CO		2008-01-24	2014-09-25
25 GENERAL ELEC CO		2008-02-26	2014-09-25
100 GILEAD SCIENCES INC		2008-04-23	2014-09-25
20 GILEAD SCIENCES INC		2008-07-21	2014-09-25
20 GOLDMAN SACHS GROUP INC		2008-12-23	2014-09-25
10 GOOGLE INC CL A		2008-07-21	2014-09-25
10 GOOGLE INC COM CL C		2008-07-21	2014-09-25

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
2,869		2,271	598
1,913		1,489	424
644		878	-234
4,898		6,599	-1,701
644		850	-206
10,887		2,552	8,335
2,177		502	1,675
3,749		1,517	2,232
5,973		2,357	3,616
5,871		2,349	3,522

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			598
			424
			-234
			-1,701
			-206
			8,335
			1,675
			2,232
			3,616
			3,522

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
5 HALYARD HEALTH INC COM		2008-08-12	2014-12-10
1214 503 HARBOR INTERNATIONAL FUND INSTL CL		2011-10-24	2014-09-25
60 HEWLETT PACKARD CO COM		2008-06-03	2014-09-25
20 HEWLETT PACKARD CO COM		2007-05-31	2014-09-25
25 HEWLETT PACKARD CO COM		2006-09-12	2014-09-25
25 HEWLETT PACKARD CO COM		2006-01-27	2014-09-25
80 HOME DEPOT INC		2008-12-23	2014-09-25
50 HONEYWELL INTERNATIONAL INC		2006-10-20	2014-09-25
60 INTEL CORPORATION		2008-06-15	2014-09-25
130 INTEL CORPORATION		2008-06-30	2014-09-25

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
19		10	9
84,372		68,000	16,372
2,156		2,809	-653
719		913	-194
898		930	-32
898		795	103
7,414		1,917	5,497
4,674		2,096	2,578
2,079		1,482	597
4,505		2,823	1,682

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			9
			16,372
			-653
			-194
			-32
			103
			5,497
			2,578
			597
			1,682

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
40 INTERNATIONAL BUSINESS MACHS		2008-10-09	2014-09-25
10 J P MORGAN CHASE & CO COM		2006-10-19	2014-09-25
35 J P MORGAN CHASE & CO COM		2006-09-08	2014-09-25
40 J P MORGAN CHASE & CO COM		2007-07-25	2014-09-25
20 J P MORGAN CHASE & CO COM		2006-06-06	2014-09-25
65 J P MORGAN CHASE & CO COM		2006-06-27	2014-09-25
20 JOHNSON & JOHNSON		2006-10-20	2014-09-25
50 JOHNSON & JOHNSON		2005-03-02	2014-09-25
30 JOHNSON & JOHNSON		2007-11-05	2014-09-25
40 KIMBERLY CLARK CORP COM		2007-06-29	2014-09-25

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
7,681		3,680	4,001
614		467	147
2,149		1,584	565
2,455		1,778	677
1,228		846	382
3,990		2,698	1,292
2,170		1,373	797
5,426		3,329	2,097
3,256		1,935	1,321
4,319		2,759	1,560

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			4,001
			147
			565
			677
			382
			1,292
			797
			2,097
			1,321
			1,560

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
30 KIMBERLY CLARK CORP COM		2008-08-12	2014-09-25
30 KRAFT FOODS GROUP INC COM		2008-12-23	2014-09-25
20 LOCKHEED MARTIN CORPORATION		2008-02-26	2014-09-25
50 MCDONALDS CORP		2005-09-15	2014-09-25
70 METLIFE INC		2008-12-23	2014-09-25
35 MICROSOFT CORPORATION		2008-03-13	2014-09-25
75 MICROSOFT CORPORATION		2008-02-22	2014-09-25
30 MICROSOFT CORPORATION		2008-09-24	2014-09-25
75 MICROSOFT CORPORATION		2006-09-08	2014-09-25
25 MICROSOFT CORPORATION		2008-09-19	2014-09-25

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
3,239		1,862	1,377
1,695		834	861
3,561		2,118	1,443
4,741		1,664	3,077
3,864		2,273	1,591
1,640		997	643
3,514		2,066	1,448
1,406		771	635
3,514		1,921	1,593
1,171		638	533

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			1,377
			861
			1,443
			3,077
			1,591
			643
			1,448
			635
			1,593
			533

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
100 MONDELEZ INTL INC COM		2008-12-23	2014-09-25
30 OCCIDENTAL PETROLEUM CORPORATION		2008-10-21	2014-09-25
40 OCCIDENTAL PETROLEUM CORPORATION		2008-10-15	2014-09-25
20 PEPSICO INCORPORATED		2008-10-22	2014-09-25
30 PEPSICO INCORPORATED		2008-11-13	2014-09-25
110 PFIZER INC		2008-10-07	2014-09-25
160 PFIZER INC		2008-09-24	2014-09-25
40 PHILIP MORRIS INTL INC COM		2008-08-18	2014-09-25
40 PHILIP MORRIS INTL INC COM		2008-09-10	2014-09-25
890 POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT		2013-11-07	2014-12-17

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
3,516		1,715	1,801
2,948		1,472	1,476
3,930		1,821	2,109
1,867		1,092	775
2,801		1,609	1,192
3,329		2,006	1,323
4,843		2,888	1,955
3,359		2,437	922
3,359		2,190	1,169
16,754		16,839	-85

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) <b>or</b> Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			1,801
			1,476
			2,109
			775
			1,192
			1,323
			1,955
			922
			1,169
			-85

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
460 POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT		2014-09-25	2014-12-17
40 PRICE T ROWE GROUP INC COM		2008-07-01	2014-09-25
20 PRICE T ROWE GROUP INC COM		2008-07-11	2014-09-25
20 PRICE T ROWE GROUP INC COM		2008-06-11	2014-09-25
55 2 PROCTER & GAMBLE CO COM		2008-08-19	2014-09-25
4 8 PROCTER & GAMBLE CO COM		2008-08-04	2014-09-25
40 QUALCOMM INC		2007-10-04	2014-09-25
50 SOUTHERN CO		2008-09-19	2014-09-25
70 TEXAS INSTRS INC		2008-12-23	2014-09-25
80 TWENTY-FIRST CENTY FOX INC CL A		2008-11-13	2014-09-25

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
8,659		7,960	699
3,174		2,147	1,027
1,587		995	592
1,587		921	666
4,679		3,922	757
407		312	95
3,041		1,692	1,349
2,169		1,949	220
3,408		1,021	2,387
2,749		495	2,254

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			699
			1,027
			592
			666
			757
			95
			1,349
			220
			2,387
			2,254

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
60 US BANCORP DEL COM NEW		2008-12-23	2014-09-25
100 UNION PAC CORP COM		2008-05-21	2014-09-25
20 UNITED TECHNOLOGIES CORP		2007-07-11	2014-09-25
10 UNITED TECHNOLOGIES CORP		2006-07-31	2014-09-25
40 VERIZON COMMUNICATIONS		2007-12-12	2014-09-25
20 VERIZON COMMUNICATIONS		2006-09-19	2014-09-25
80 WAL-MART STORES INCORPORATED		2008-06-11	2014-09-25
20 WAL-MART STORES INCORPORATED		2008-07-24	2014-09-25
110 WELLS FARGO COMPANY		2008-05-07	2014-09-25
CAPITAL GAIN DIVIDENDS	P		

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
2,542		1,403	1,139
10,847		3,924	6,923
2,119		1,451	668
1,059		622	437
2,003		1,697	306
1,001		644	357
6,148		4,713	1,435
1,537		1,155	382
5,736		3,424	2,312
			25,571

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,139
			6,923
			668
			437
			306
			357
			1,435
			382
			2,312

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
MASSACHUSETTS CITIZENS FOR CHILDREN INC 14 BEACON STREET BOSTON,MA 02108	N/A	PC	UNRESTRICTED GENERAL	5,000
UNITED WAY OF GREATER PLYMOUTH COUNTY INC 320 WASHINGTON STREET EASTON,MA 02375	N/A	PC	UNRESTRICTED GENERAL	6,750
NORWELL VISITING NURSE ASSOC 120 LONGWATER DRIVE NORWELL,MA 02061	N/A	PC	UNRESTRICTED GENERAL	5,000
INTERFAITH SOCIAL SERVICE INC 105 ADAMS STREET QUINCY,MA 02169	N/A	PC	UNRESTRICTED GENERAL	12,500
DOVE INC PO BOX 690267 QUINCY,MA 02269	N/A	PC	UNRESTRICTED GENERAL	15,000
FATHER BILL'S MAINSPRING 430 BELMONT STREET BROCKTON,MA 02301	N/A	PC	UNRESTRICTED GENERAL	12,500
MA COALITION FOR THE HOMELESS 15 BUBIER STREET LYNN,MA 01901	N/A	PC	UNRESTRICTED GENERAL	10,000
SCITUATE CORSE FOUNDATION PO BOX 512 NORTH SCITUATE,MA 02060	N/A	PC	UNRESTRICTED GENERAL	5,000
OLD COLONY Y 320 MAIN STREET BROCKTON,MA 02301	N/A	PC	UNRESTRICTED GENERAL	15,000
<b>Total . . . . .</b>			<b>▶ 3a</b>	86,750

## TY 2014 Accounting Fees Schedule

**Name:** BROOKS GRACE E TRUST

**EIN:** 04-6446179

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE - BOA	1,250			1,250

## TY 2014 Compensation Explanation

**Name:** BROOKS GRACE E TRUST

**EIN:** 04-6446179

Person Name	Explanation
BANK OF AMERICA	SEE ATTACHED FOOTNOTE

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

### TY 2014 Gain/Loss from Sale of Other Assets Schedule

**Name:** BROOKS GRACE E TRUST

**EIN:** 04-6446179

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
890 POWERSH	2013-11		2014-12	PURCHASER	16,754	16,839			-85	
460 POWERSH	2014-09		2014-12	PURCHASER	8,659	7,960			699	

## TY 2014 General Explanation Attachment

**Name:** BROOKS GRACE E TRUST

**EIN:** 04-6446179

Identifier	Return Reference	Explanation
FEDERAL FOOTNOTE	PART VIII LIST OF OFFICERS AND DIRECTORS	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 THE TIME SPENT BY THE TRUSTEE, RATHER, BANK OF AMERICA'S COMPENSATION 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.

## TY 2014 Investments Corporate Stock Schedule

**Name:** BROOKS GRACE E TRUST

**EIN:** 04-6446179

Name of Stock	End of Year Book Value	End of Year Fair Market Value
922042858 VANGUARD FTSE EMERGI	111,779	106,853
H5833N103 NOBLE CORP COM		
037411105 APACHE CORP COM	4,949	4,387
166764100 CHEVRON CORP COM	9,938	13,462
30231G102 EXXON MOBIL CORP COM	10,358	13,868
674599105 OCCIDENTAL PETE CORP	4,717	8,867
009158106 AIR PRODS & CHEMS IN	3,272	10,096
263534109 DU PONT E I DE NEMOU	2,707	5,176
767204100 RIO TINTO PLC SPONSO		
126408103 CSX CORP COM		
149123101 CATERPILLAR INC COM	1,679	3,661
26483E100 DUN & BRADSTREET COR		
369604103 GENERAL ELEC CO COM	9,667	9,350
384802104 GRAINGER W W INC COM		
438516106 HONEYWELL INTL INC C	2,797	7,994
452308109 ILLINOIS TOOL WKS IN		
539830109 LOCKHEED MARTIN CORP	3,636	6,740
701094104 PARKER HANNIFIN CORP		
907818108 UNION PAC CORP COM	4,843	19,061
913017109 UNITED TECHNOLOGIES	2,660	5,175
94106L109 WASTE MGMT INC DEL C		
254687106 DISNEY WALT CO COM D	1,111	4,710
437076102 HOME DEPOT INC COM	2,819	13,646
580135101 MCDONALDS CORP COM	2,316	6,559
65248E104 NEWS CORP CL A		
855030102 STAPLES INC COM		
88732J207 TIME WARNER CABLE IN		
02209S103 ALTRIA GROUP INC COM	1,775	5,912
054303102 AVON PRODS INC COM		
191216100 COCA COLA CO COM	3,271	5,489

Name of Stock	End of Year Book Value	End of Year Fair Market Value
423074103 HEINZ H J CO COM		
494368103 KIMBERLY CLARK CORP	5,678	11,554
50076Q106 KRAFT FOODS GROUP IN	1,557	3,509
609207105 MONDELEZ INTL INC CO	2,744	5,812
713448108 PEPSICO INC COM	4,285	7,565
718172109 PHILIP MORRIS INTL I	5,446	9,774
742718109 PROCTER & GAMBLE CO	5,591	7,925
931142103 WAL-MART STORES INC	8,059	12,882
031162100 AMGEN INC COM	4,054	15,133
071813109 BAXTER INTL INC COM	2,814	3,665
110122108 BRISTOL MYERS SQUIBB	5,013	14,167
30219G108 EXPRESS SCRIPTS HLDG		
375558103 GILEAD SCIENCES INC	4,098	16,967
478160104 JOHNSON & JOHNSON CO	8,825	15,163
717081103 PFIZER INC COM	7,478	13,395
H0023R105 ACE LTD COM		
025816109 AMERICAN EXPRESS CO	2,608	4,652
12572Q105 CME GROUP INC COM		
172967424 CITIGROUP INC NEW CO	10,796	2,002
38141G104 GOLDMAN SACHS GROUP	3,034	7,753
45865V100 INTERCONTINENTAL EXC		
46625H100 J P MORGAN CHASE & C	9,737	16,271
59156R108 METLIFE INC COM	3,585	6,491
693475105 PNC FINL SVCS GROUP		
74144T108 PRICE T ROWE GROUP I	4,354	11,162
857477103 STATE STR CORP COM		
902973304 US BANCORP DEL COM N	2,338	4,495
949746101 WELLS FARGO & CO NEW	4,655	9,045
032654105 ANALOG DEVICES INC C		
037833100 APPLE INC COM	2,484	21,524

Name of Stock	End of Year Book Value	End of Year Fair Market Value
17275R102 CISCO SYS INC COM	4,331	5,841
268648102 EMC CORP COM	3,436	6,840
38259P508 GOOGLE INC CL A COM	1,425	5,307
428236103 HEWLETT PACKARD CO C	6,135	8,628
458140100 INTEL CORP COM	6,305	10,887
459200101 INTERNATIONAL BUSINE	5,837	11,231
594918104 MICROSOFT CORP COM	8,704	17,419
747525103 QUALCOMM INC COM	2,474	4,460
882508104 TEXAS INSTRS INC COM	1,751	6,416
00206R102 AT&T INC COM	10,649	10,917
92343V104 VERIZON COMMUNICATIO	2,699	4,210
29364G103 ENTERGY CORP NEW COM		
30161N101 EXELON CORP COM		
842587107 SOUTHERN CO COM	3,366	4,420
269858304 EAGLE SM CAP GROWTH		
19765N245 COLUMBIA DIVIDEND IN	50,000	71,618
19765N567 COLUMBIA SMALL CAP V		
19765P232 COLUMBIA MID CAP GRO		
19765Y688 COLUMBIA SELECT LARG	54,710	78,859
722005667 PIMCO COMMODITY REAL		
19763T889 COLUMBIA INCOME OPPO		
19765Y886 COLUMBIA BOND FUND C	571,594	562,616
008882532 INVESCO INTL GROWTH		
411511306 HARBOR INTERNATIONAL		
464287507 ISHARES CORE S&P MID	206,258	217,200
464287655 ISHARES RUSSELL 2000	138,379	148,329
921943858 VANGUARD FTSE DEVELO	253,247	237,129
922908553 VANGUARD REIT ETF	111,990	130,410
65249B109 NEWS CORP NEW CL A	166	816
90130A101 TWENTY-FIRST CENTY F	804	4,993

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
693390841 PIMCO HIGH YIELD FD	44,954	42,711
880208400 TEMPLETON GLOBAL BD	22,477	21,407
22544R305 CREDIT SUISSE COMMOD	29,068	23,608
73935S105 POWERSHARES DB COMMO	83,759	65,498
13057Q107 CALIFORNIA RESOURCES	170	242
40650V100 HALYARD HEALTH INC C	236	546
38259P706 GOOGLE INC COM CL C	1,420	5,264

## TY 2014 Investments - Other Schedule

**Name:** BROOKS GRACE E TRUST

**EIN:** 04-6446179

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
73935S105 POWERSHARES DB COMMO			

## TY 2014 Other Decreases Schedule

**Name:** BROOKS GRACE E TRUST

**EIN:** 04-6446179

Description	Amount
TYE INC ADJUSTMENT	50
SECURITIES ADJUSTMENT	8,784

## TY 2014 Other Expenses Schedule

**Name:** BROOKS GRACE E TRUST

**EIN:** 04-6446179

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER CHARITABLE EXPENSES	35	0		35
PARTNERSHIP EXPENSES		369		0

## TY 2014 Other Income Schedule

**Name:** BROOKS GRACE E TRUST

**EIN:** 04-6446179

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INCOME		11	

## TY 2014 Other Increases Schedule

**Name:** BROOKS GRACE E TRUST

**EIN:** 04-6446179

Description	Amount
PARTNERSHIP ADJUSTMENT	27,666

## TY 2014 Other Professional Fees Schedule

**Name:** BROOKS GRACE E TRUST

**EIN:** 04-6446179

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GRANTMAKING FEES - BOA	5,740			5,740

# TY 2014 Taxes Schedule

**Name:** BROOKS GRACE E TRUST

**EIN:** 04-6446179

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX - PRIOR YEAR	1,364	0		0
EXCISE TAX ESTIMATES	2,880	0		0
FOREIGN TAXES ON QUALIFIED FOR	149	149		0
FOREIGN TAXES ON NONQUALIFIED	153	153		0