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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015, and ending 12-31-2015

Name of foundation BROOKS GRACE E TRUST		A Employer identification number 04-6446179
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1802	Room/suite	B Telephone number (see instructions) (888) 866-3275
City or town, state or province, country, and ZIP or foreign postal code PROVIDENCE, RI 029011802		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> A amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,083,716	J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (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	53,062	51,527		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-7,925			
	b Gross sales price for all assets on line 6a 655,603				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		8			
12 Total. Add lines 1 through 11	45,137	51,535			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	23,998	14,399		9,599
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)	1,250	0	0	1,250
	c Other professional fees (attach schedule)	5,578			5,578
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	8,280	689		0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	35	467		35
	24 Total operating and administrative expenses. Add lines 13 through 23	39,141	15,555	0	16,462
	25 Contributions, gifts, grants paid	95,000			95,000
26 Total expenses and disbursements. Add lines 24 and 25	134,141	15,555	0	111,462	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-89,004				
b Net investment income (if negative, enter -0-)		35,980			
c Adjusted net income (if negative, enter -0-)			0		

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	68,001	81,522	81,522
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	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 ▶ _____ 0			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	1,919,871	1,825,439	2,002,194
	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)			0
	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)	1,987,872	1,906,961	2,083,716	
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)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,987,872	1,906,961	
	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)	1,987,872	1,906,961		
31 Total liabilities and net assets/fund balances (see instructions)	1,987,872	1,906,961		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,987,872
2	Enter amount from Part I, line 27a	2	-89,004
3	Other increases not included in line 2 (itemize) ▶ _____	3	14,701
4	Add lines 1, 2, and 3	4	1,913,569
5	Decreases not included in line 2 (itemize) ▶ _____	5	6,608
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,906,961

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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	
a	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-7,925
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 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))
2014	103,023	2,262,714	0.045531
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
2	Total of line 1, column (d).		2 0.238545
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 0.047709
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.		4 2,184,075
5	Multiply line 4 by line 3.		5 104,200
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 360
7	Add lines 5 and 6.		7 104,560
8	Enter qualifying distributions from Part XII, line 4.		8 111,462

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)

1a	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	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	360
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	360
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	360
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	5,236
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868).	6c	0
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	5,236
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,876
11	Enter the amount of line 10 to be Credited to 2015 estimated tax 360 Refunded	11	4,516

Part VII-A Statements Regarding Activities

1a	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?	1a	Yes	No
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>	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	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>	2		No
3	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>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6	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?	6	Yes	
7	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>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> MA _____			
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>	8b	Yes	
9	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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).
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of US TRUST FIDUCIARY TAX SERVICES Telephone no (888) 866-3275 Located at PO BOX 1802 PROVIDENCE RI ZIP+4 029011802
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year. 15
16 At any time during calendar year 2015, 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

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
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.
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 2015?
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years 20, 20, 20, 20
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)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2015 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 2015.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2015?

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 4945(d)(4)(A)? (see instructions). Yes No

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

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

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

5b		
6b		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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
BANK OF AMERICA 225 FRANKLIN ST BOSTON, MA 02110	TRUSTEE 1	23,998		

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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) 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
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	

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	2,132,753
b	Average of monthly cash balances.	1b	84,582
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,217,335
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	2,217,335
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	33,260
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,184,075
6	Minimum investment return. Enter 5% of line 5.	6	109,204

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	109,204
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	360
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	360
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	108,844
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	108,844
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	108,844

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	111,462
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	111,462
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	360
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	111,102

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				108,844
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			90,188	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010.	0			
b From 2011.	0			
c From 2012.	0			
d From 2013.	0			
e From 2014.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>111,462</u>				
a Applied to 2014, but not more than line 2a			90,188	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2015 distributable amount.				21,274
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				87,570
7 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			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2011.	0			
b Excess from 2012.	0			
c Excess from 2013.	0			
d Excess from 2014.	0			
e Excess from 2015.	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 2015, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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

Part XV Supplementary Information (continued)

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)				
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	95,000
b <i>Approved for future payment</i>				
Total			▶ 3b	

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
50 AMERICAN EXPRESS CO		2006-08-09	2015-09-29
20 APACHE CORPORATION		2008-11-13	2015-09-29
50 APACHE CORPORATION		2008-12-23	2015-09-29
50 BAXALTA INC COM		2008-03-13	2015-09-29
50 BAXTER INTERNATIONAL INC		2008-03-13	2015-09-29
8 CALIFORNIA RESOURCES CORP COM		2008-10-15	2015-09-29
36 CALIFORNIA RESOURCES CORP COM		2008-11-13	2015-09-29
40 CATERPILLAR INCORPORATED		2008-12-23	2015-09-29
8 CHEMOURS CO COM		2008-09-30	2015-09-29
6 CHEMOURS CO COM		2008-10-09	2015-09-29

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)
3,652		2,608	1,044
728		1,439	-711
1,820		3,509	-1,689
1,538		1,261	277
1,611		1,554	57
18		32	-14
82		139	-57
2,560		1,679	881
51		82	-31
38		56	-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			(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	
			1,044
			-711
			-1,689
			277
			57
			-14
			-57
			881
			-31
			-18

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo, day, yr)	(d) Date sold (mo, day, yr)
30 CITIGROUP INC NEW COM		2007-03-16	2015-09-29
7 CITIGROUP INC NEW COM		2008-06-17	2015-09-29
34204 545 COLUMBIA BOND FUND CLASS Z SHARES		2002-05-15	2015-09-29
6406 722 COLUMBIA BOND FUND CLASS Z SHARES		2002-05-15	2015-10-26
285 932 COLUMBIA BOND FUND CLASS Z SHARES		2002-04-30	2015-10-26
117 789 COLUMBIA BOND FUND CLASS Z SHARES		2002-04-30	2015-10-26
50 DISNEY WALT CO		2008-12-23	2015-09-29
40 DUPONT E I DE NEMOURS & CO COM		2008-09-30	2015-09-29
30 DUPONT E I DE NEMOURS & CO COM		2008-10-09	2015-09-29
75 E M C CORP MASS		2008-05-15	2015-10-26

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)
1,457		9,532	-8,075
340		1,265	-925
301,000		310,723	-9,723
56,443		58,200	-1,757
2,519		2,595	-76
1,038		1,069	-31
4,898		1,111	3,787
1,894		1,526	368
1,420		1,043	377
1,952		1,316	636

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	
			-8,075
			-925
			-9,723
			-1,757
			-76
			-31
			3,787
			368
			377
			636

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
15 E M C CORP MASS		2007-05-15	2015-10-26
140 E M C CORP MASS		2008-07-09	2015-10-26
027 GOOGLE INC COM CL C		2008-11-13	2015-05-19
3 25 HALYARD HEALTH INC COM		2008-08-12	2015-09-29
8 75 HALYARD HEALTH INC COM		2008-07-30	2015-09-29
1330 ISHARES CORE S&P MID CAP ETF		2014-09-25	2015-09-29
170 ISHARES CORE S&P MID CAP ETF		2013-11-07	2015-09-29
56 KRAFT HEINZ CORP COM		2008-12-23	2015-09-29
56 KRAFT FOODS GROUP INC COM		2008-12-23	2015-07-02
52 NEWS CORP NEW CL A		2008-11-13	2015-09-29

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)
390		232	158
3,643		1,887	1,756
15		4	11
92		67	25
248		169	79
179,466		184,281	-4,815
22,939		21,977	962
3,916		1,557	2,359
4,992		4,068	924
633		166	467

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	
			158
			1,756
			11
			25
			79
			-4,815
			962
			2,359
			924
			467

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)
690 POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT		2014-09-25	2015-09-29
60 QUALCOMM INC		2007-12-12	2015-09-29
90 SOUTHERN CO		2008-08-13	2015-09-29
1725 004 TEMPLETON GLOBAL BD FUND ADVISOR CL		2013-11-07	2015-09-29
130 TWENTY-FIRST CENTY FOX INC CL A		2008-11-13	2015-09-29
100 US BANCORP DEL COM NEW		2008-12-23	2015-09-29
15 UNITED TECHNOLOGIES CORP		2006-07-31	2015-09-29
30 UNITED TECHNOLOGIES CORP		2006-04-12	2015-09-29
10 VERIZON COMMUNICATIONS		2006-09-19	2015-09-29
80 VERIZON COMMUNICATIONS		2006-04-28	2015-09-29

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)
10,322		11,564	-1,242
3,150		2,474	676
3,997		3,366	631
19,406		22,477	-3,071
3,297		804	2,493
4,019		2,338	1,681
1,301		933	368
2,603		1,727	876
437		322	115
3,498		2,376	1,122

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	
			-1,242
			676
			631
			-3,071
			2,493
			1,681
			368
			876
			115
			1,122

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo, day, yr)	(d) Date sold (mo, day, yr)
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	Gain or (loss) (h) (e) plus (f) minus (g)
			16,876

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	

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)				
a <i>Paid during the year</i>				
SOUTH SHORE YMCA 91 LONGWATER CR NORWELL, MA 02061	N/A	PC	UNRESTRICTED GENERL SUPPORT	10,000
WELLSPRINGS INC 814 NANTASKET AVE HULL, MA 02045	N/A	PC	UNRESTRICTED GENERAL	20,000
INTERFAITH SOCIAL SERVICE INC 105 ADAMS STREET QUINCY, MA 02169	N/A	PC	UNRESTRICTED GENERAL	15,000
DOVE INC PO BOX 690267 QUINCY, MA 02269	N/A	PC	UNRESTRICTED GENERAL	20,000
FATHER BILL'S MAINSPRING 430 BELMONT STREET BROCKTON, MA 02301	N/A	PC	UNRESTRICTED GENERAL	15,000
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
Total			3a	95,000

TY 2015 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

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

TY 2015 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
690 POWERSH	2014-09		2015-09	PURCHASER	10,322	11,564			-1,242	

TY 2015 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	87,336
037411105 APACHE CORP COM		
166764100 CHEVRON CORP COM	9,938	10,795
30231G102 EXXON MOBIL CORP COM	10,358	11,693
674599105 OCCIDENTAL PETE CORP	4,717	7,437
009158106 AIR PRODS & CHEMS IN	3,272	9,108
263534109 DU PONT E I DE NEMOU		
149123101 CATERPILLAR INC COM		
369604103 GENERAL ELEC CO COM	9,667	11,526
438516106 HONEYWELL INTL INC C	2,797	8,286
539830109 LOCKHEED MARTIN CORP	3,636	7,600
907818108 UNION PAC CORP COM	4,843	12,512
913017109 UNITED TECHNOLOGIES		
254687106 DISNEY WALT CO COM D		
437076102 HOME DEPOT INC COM	2,819	17,193
580135101 MCDONALDS CORP COM	2,316	8,270
02209S103 ALTRIA GROUP INC COM	1,775	6,985
191216100 COCA COLA CO COM	3,271	5,585
494368103 KIMBERLY CLARK CORP	5,678	12,730
50076Q106 KRAFT FOODS GROUP IN		
609207105 MONDELEZ INTL INC CO	2,744	7,174
713448108 PEPSICO INC COM	4,285	7,994
718172109 PHILIP MORRIS INTL I	5,446	10,549
742718109 PROCTER & GAMBLE CO	5,591	6,909
931142103 WAL-MART STORES INC	8,059	9,195
031162100 AMGEN INC COM	4,054	15,421
071813109 BAXTER INTL INC COM		
110122108 BRISTOL MYERS SQUIBB	5,013	16,510
375558103 GILEAD SCIENCES INC	4,098	18,214
478160104 JOHNSON & JOHNSON CO	8,825	14,894

Name of Stock	End of Year Book Value	End of Year Fair Market Value
717081103 PFIZER INC COM	7,478	13,880
025816109 AMERICAN EXPRESS CO		
172967424 CITIGROUP INC NEW CO		
38141G104 GOLDMAN SACHS GROUP	3,034	7,209
46625H100 J P MORGAN CHASE & C	9,737	17,168
59156R108 METLIFE INC COM	3,585	5,785
74144T108 PRICE T ROWE GROUP I	4,354	9,294
902973304 US BANCORP DEL COM N		
949746101 WELLS FARGO & CO NEW	4,655	8,969
037833100 APPLE INC COM	2,484	20,526
17275R102 CISCO SYS INC COM	4,331	5,703
268648102 EMC CORP COM		
38259P508 GOOGLE INC CL A COM		
428236103 HEWLETT PACKARD CO C		
458140100 INTEL CORP COM	6,305	10,335
459200101 INTERNATIONAL BUSINE	5,837	9,633
594918104 MICROSOFT CORP COM	8,704	20,805
747525103 QUALCOMM INC COM		
882508104 TEXAS INSTRS INC COM	1,751	6,577
00206R102 AT&T INC COM	10,649	11,183
92343V104 VERIZON COMMUNICATIO		
842587107 SOUTHERN CO COM		
19765N245 COLUMBIA DIVIDEND IN	50,000	66,478
19765Y688 COLUMBIA SELECT LARG	54,710	74,569
19765Y886 COLUMBIA BOND FUND C	203,743	194,465
464287507 ISHARES CORE S&P MID		
464287655 ISHARES RUSSELL 2000	138,379	139,649
921943858 VANGUARD FTSE DEVELO	253,247	229,867
922908553 VANGUARD REIT ETF	110,806	128,365
65249B109 NEWS CORP NEW CL A		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
90130A101 TWENTY-FIRST CENTY F		
693390841 PIMCO HIGH YIELD FD	44,954	38,598
880208400 TEMPLETON GLOBAL BD		
22544R305 CREDIT SUISSE COMMOD	29,068	17,716
73935S105 POWERSHARES DB COMMO	67,479	38,210
13057Q107 CALIFORNIA RESOURCES		
40650V100 HALYARD HEALTH INC C		
38259P706 GOOGLE INC COM CL C		
464287200 ISHARES CORE S&P 500	83,016	90,143
464287499 ISHARES RUSSELL MID-	185,350	193,818
46432F842 ISHARES CORE MSCI EA	40,825	42,960
02079K107 ALPHABET INC CL C CO	1,416	7,589
02079K305 ALPHABET INC CL A CO	1,425	7,780
40434L105 HP INC COM	2,893	2,546
42824C109 HEWLETT PACKARD ENTE	3,243	3,268
19765H362 COLUMBIA SHORT TERM	257,000	255,190

TY 2015 Other Decreases Schedule

Name: BROOKS GRACE E TRUST

EIN: 04-6446179

Description	Amount
TYE INC ADJUSTMENT	708
SECURITIES ADJUSTMENT	5,900

TY 2015 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
STATE FILING FEE	35	0		35
PARTNERSHIP EXPENSES		467		0

TY 2015 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		8	

TY 2015 Other Increases Schedule

Name: BROOKS GRACE E TRUST

EIN: 04-6446179

Description	Amount
PARTNERSHIP ADJUSTMENT	14,696
ROUNDING ADJUSTMENT	5

TY 2015 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	5,578			5,578

TY 2015 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	2,355	0		0
EXCISE TAX ESTIMATES	5,236	0		0
FOREIGN TAXES ON QUALIFIED FOR	415	415		0
FOREIGN TAXES ON NONQUALIFIED	274	274		0