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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
2016
Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

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		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"/> 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) ▶ \$ 2,132,891		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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	49,676	47,748		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	28,795			
	b Gross sales price for all assets on line 6a 343,882				
	7 Capital gain net income (from Part IV, line 2)		28,795		
	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)	4,516	116			
12 Total. Add lines 1 through 11	82,987	76,659			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	23,112	13,867		9,245
	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)	5,254			5,254
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	856	856		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	350		35
	24 Total operating and administrative expenses. Add lines 13 through 23	30,507	15,073	0	15,784
	25 Contributions, gifts, grants paid	87,500			87,500
26 Total expenses and disbursements. Add lines 24 and 25	118,007	15,073	0	103,284	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-35,020				
b Net investment income (if negative, enter -0-)		61,586			
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	81,522	84,862	84,862
	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)	1,825,439	1,780,422	2,048,029
	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)	1,906,961	1,865,284	2,132,891	
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	1,906,961	1,865,284	
	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)	1,906,961	1,865,284		
31 Total liabilities and net assets/fund balances (see instructions) .	1,906,961	1,865,284		

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	1,906,961
2 Enter amount from Part I, line 27a	2	-35,020
3 Other increases not included in line 2 (itemize) ▶ _____	3	1,178
4 Add lines 1, 2, and 3	4	1,873,119
5 Decreases not included in line 2 (itemize) ▶ _____	5	7,835
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	1,865,284

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)	
1a 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					
(i) F M V as of 12/31/69			(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a See Additional Data Table					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)					2 28,795
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)					3
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8					

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))
2015	111,102	2,184,075	0 050869
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
2 Total of line 1, column (d)			2 0 237639
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 047528
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 2,074,065
5 Multiply line 4 by line 3			5 98,576
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 616
7 Add lines 5 and 6			7 99,192
8 Enter qualifying distributions from Part XII, line 4			8 103,284

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 instructions)

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax under section 511', and 'Total credits and payments'. Total tax due is 256.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting. Includes a small table for state reporting with 'MA' entered.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A 13 Yes
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 15
16 At any time during calendar year 2016, 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? Yes No
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? Yes No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes 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)? Yes No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b No
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 2016? 1c No
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? Yes No
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) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 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? Yes No
b If "Yes," did it have excess business holdings in 2016 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 2016). 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a No
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 2016? 4b No

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 _____ _____	
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 _____ _____	
2 _____ _____	
3 All other program-related investments. See instructions. _____ _____	

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	2,035,058
b	Average of monthly cash balances.	1b	70,592
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,105,650
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	2,105,650
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	31,585
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,074,065
6	Minimum investment return. Enter 5% of line 5.	6	103,703

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	103,703
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	616
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	616
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	103,087
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	103,087
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	103,087

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	103,284
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	103,284
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	616
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	102,668

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				103,087
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			87,570	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.	0			
b From 2012.	0			
c From 2013.	0			
d From 2014.	0			
e From 2015.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>103,284</u>				
a Applied to 2015, but not more than line 2a			87,570	
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 2016 distributable amount.				15,714
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 (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 2015 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 2017				87,373
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 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.	0			
b Excess from 2013.	0			
c Excess from 2014.	0			
d Excess from 2015.	0			
e Excess from 2016.	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 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	
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				87,500
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.)
4 ADVANSIX INC COM		2006-10-20	2016-10-04
1 2 ADVANSIX INC COM		2006-08-11	2016-10-04
1 4 ADVANSIX INC COM		2008-10-10	2016-10-04
2 ADVANSIX INC COM		2008-10-10	2016-10-28
298 CALIFORNIA RESOURCES CORP COM		2008-10-15	2016-04-20
157 CALIFORNIA RESOURCES CORP NEW COM		2008-10-15	2016-10-04
843 CALIFORNIA RESOURCES CORP NEW COM		2008-11-13	2016-10-04
13200 COLUMBIA SHORT TERM BOND FUND CLASS Z SHARES		2015-09-29	2016-10-04
454 754 COLUMBIA BOND FUND CLASS Z SHARES		2002-04-30	2016-10-04
238 022 COLUMBIA BOND FUND CLASS Z SHARES		2011-12-26	2016-10-04

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)
6		2	4
18		6	12
21		6	15
3		1	2
1			1
2		1	1
10		6	4
132,000		131,208	792
4,029		4,127	-98
2,109		2,159	-50

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	
			4
			12
			15
			2
			1
			1
			4
			792
			-98
			-50

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)
321 794 COLUMBIA BOND FUND CLASS Z SHARES		2011-12-26	2016-10-04
1173 137 COLUMBIA BOND FUND CLASS Z SHARES		2004-01-06	2016-10-04
3345 949 COLUMBIA BOND FUND CLASS Z SHARES		2005-11-22	2016-10-04
10 629 COLUMBIA BOND FUND CLASS Z SHARES		2011-07-26	2016-10-04
279 182 COLUMBIA BOND FUND CLASS Z SHARES		2011-07-26	2016-10-04
497 075 COLUMBIA BOND FUND CLASS Z SHARES		2007-04-25	2016-10-04
528 ISHARES RUSSELL MID-CAP ETF		2015-09-29	2016-10-04
216 ISHARES RUSSELL 2000 ETF		2014-09-25	2016-10-04
2262 443 PIMCO HIGH YIELD FD INSTL CL		2013-11-07	2016-10-04
35 VERSUM MATLS INC COM		2008-12-23	2016-10-04

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)
2,851		2,919	-68
10,394		10,577	-183
29,645		30,000	-355
94		95	-1
2,474		2,501	-27
4,404		4,436	-32
90,789		80,880	9,909
26,531		24,141	2,390
20,000		21,741	-1,741
867		281	586

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	
			-68
			-183
			-355
			-1
			-27
			-32
			9,909
			2,390
			-1,741
			586

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)
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)
			11,438

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
RA-MA INC 93 HAMILTON PLACE BOSTON, MA 02108	N/A	PC	UNRESTRICTED GENERAL	12,500
INTERFAITH SOCIAL SERVICE INC 105 ADAMS STREET QUINCY, MA 02169	N/A	PC	UNRESTRICTED GENERAL	20,000
DOVE INC PO BOX 690267 QUINCY, MA 02269	N/A	PC	UNRESTRICTED GENERAL	20,000
EMH RECOVERY INC 678 NORTH MAIN STREET BROCKTON, MA 02301	N/A	PC	UNRESTRICTED GENERAL	10,000
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				87,500

TY 2016 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 2016 General Explanation Attachment**Name:** BROOKS GRACE E TRUST**EIN:** 04-6446179**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1	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 AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES

TY 2016 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	200,059	179,616
166764100 CHEVRON CORP COM	9,938	14,124
30231G102 EXXON MOBIL CORP COM	10,358	13,539
674599105 OCCIDENTAL PETE CORP	4,709	7,835
009158106 AIR PRODS & CHEMS IN	2,991	10,067
369604103 GENERAL ELEC CO COM	9,667	11,692
438516106 HONEYWELL INTL INC C	2,783	9,268
539830109 LOCKHEED MARTIN CORP	3,636	8,748
907818108 UNION PAC CORP COM	4,843	16,589
437076102 HOME DEPOT INC COM	2,819	17,430
580135101 MCDONALDS CORP COM	2,316	8,520
02209S103 ALTRIA GROUP INC COM	1,775	8,114
191216100 COCA COLA CO COM	3,271	5,390
494368103 KIMBERLY CLARK CORP	5,678	11,412
609207105 MONDELEZ INTL INC CO	2,744	7,093
713448108 PEPSICO INC COM	4,285	8,370
718172109 PHILIP MORRIS INTL I	5,446	10,979
742718109 PROCTER & GAMBLE CO	5,591	7,315
931142103 WAL-MART STORES INC	8,059	10,368
031162100 AMGEN INC COM	4,054	13,890
110122108 BRISTOL MYERS SQUIBB	5,013	14,026
375558103 GILEAD SCIENCES INC	4,098	12,890
478160104 JOHNSON & JOHNSON CO	8,825	16,705
717081103 PFIZER INC COM	7,398	13,966
38141G104 GOLDMAN SACHS GROUP	3,034	9,578
46625H100 J P MORGAN CHASE & C	9,737	22,435
59156R108 METLIFE INC COM	3,585	6,467
74144T108 PRICE T ROWE GROUP I	4,354	9,784
949746101 WELLS FARGO & CO NEW	4,655	9,093
037833100 APPLE INC COM	2,484	22,585

Name of Stock	End of Year Book Value	End of Year Fair Market Value
17275R102 CISCO SYS INC COM	4,331	6,346
458140100 INTEL CORP COM	6,305	10,881
459200101 INTERNATIONAL BUSINE	5,837	11,619
594918104 MICROSOFT CORP COM	8,704	23,303
882508104 TEXAS INSTRS INC COM	1,751	8,756
00206R102 AT&T INC COM	10,649	13,822
19765N245 COLUMBIA DIVIDEND IN	50,000	72,260
19765Y688 COLUMBIA SELECT LARG	54,710	60,371
19765Y886 COLUMBIA BOND FUND C	150,359	143,546
464287655 ISHARES RUSSELL 2000	114,237	138,086
921943858 VANGUARD FTSE DEVELO	253,247	228,740
922908553 VANGUARD REIT ETF	109,271	132,873
693390841 PIMCO HIGH YIELD FD	23,189	21,236
22544R305 CREDIT SUISSE COMMOD	29,068	19,915
73935S105 POWERSHARES DB COMMO	67,479	45,302
464287200 ISHARES CORE S&P 500	83,016	98,996
464287499 ISHARES RUSSELL MID-	104,470	121,983
46432F842 ISHARES CORE MSCI EA	40,825	42,368
02079K107 ALPHABET INC CL C CO	1,416	7,718
02079K305 ALPHABET INC CL A CO	1,425	7,925
40434L105 HP INC COM	2,893	3,191
42824C109 HEWLETT PACKARD ENTE	3,243	4,975
19765H362 COLUMBIA SHORT TERM	125,792	126,045
09256H286 BLACKROCK STRATEGIC	63,000	63,128
38145C646 GOLDMAN SACHS STRATE	53,000	53,276
94987W737 WELLS FARGO ABSOLUTE	32,000	31,274
589509108 THE MERGER FD	32,000	32,206

TY 2016 Other Decreases Schedule**Name:** BROOKS GRACE E TRUST**EIN:** 04-6446179

Description	Amount
PARTNERSHIP ADJUSTMENT	6,196
SECURITIES ADJUSTMENT	24
ADJU CARRYING VAL	1,615

TY 2016 Other Expenses Schedule**Name:** BROOKS GRACE E TRUST**EIN:** 04-6446179**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE FILING FEE	35	0		35
PARTNERSHIP EXPENSES		350		0

TY 2016 Other Income Schedule**Name:** BROOKS GRACE E TRUST**EIN:** 04-6446179**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
EXCISE TAX REFUND	4,516	0	
PARTNERSHIP INCOME		116	

TY 2016 Other Increases Schedule**Name:** BROOKS GRACE E TRUST**EIN:** 04-6446179

Description	Amount
TYE INC ADJUSTMENT	1,178

TY 2016 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	5,254			5,254

TY 2016 Taxes Schedule**Name:** BROOKS GRACE E TRUST**EIN:** 04-6446179

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES ON QUALIFIED FOR	585	585		0
FOREIGN TAXES ON NONQUALIFIED	271	271		0