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Form 990-PF

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

OMB No 1545-0052

2009

Department of the Treasury Internal Revenue Service

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

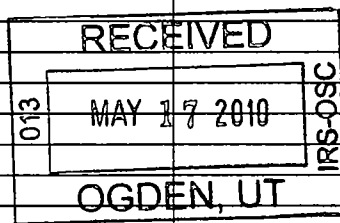
For calendar year 2009, or tax year beginning 2009, and ending 20

G Check all that apply: Initial return, Amended return, Initial return of a former public charity, Address change, Final return, Name change

Name of foundation: NEWCASTLE FOUNDATION TR C/O BROWN BROTHERS HARRIMAN TR CO., N.A. Employer identification number: 52-2283813. Telephone number: (212) 493-8000. City or town, state, and ZIP code: NEW YORK, NY 10005-1101.

H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: 3,733,515. J Accounting method: Cash.

Table with 4 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).



ENVELOPE POSTMARK DATE MAY 12 2010

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	113,077.	531.	531.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	91,893.	66,863.	75,267.
	b	Investments - corporate stock (attach schedule)	3,307,110.	3,166,759.	3,131,261.
	c	Investments - corporate bonds (attach schedule)	300,105.	479,622.	526,456.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,812,185.	3,713,775.	3,733,515.	
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)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	3,812,185.	3,713,775.	
	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 page 17 of the instructions)	3,812,185.	3,713,775.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,812,185.	3,713,775.		

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 3,812,185.
2	Enter amount from Part I, line 27a	2 -97,229.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3 138.
4	Add lines 1, 2, and 3	4 3,715,094.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5 1,319.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 3,713,775.

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 PART IV DETAIL				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
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	-45,747.
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 pages 13 and 17 of the 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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	295,982.	3,853,668.	0.07680526709
2007	528,660.	4,045,200.	0.13068822308
2006	378,720.	2,529,246.	0.14973632458
2005	336,267.	2,293,300.	0.14663018358
2004	93,699.	1,327,198.	0.07059911181
2 Total of line 1, column (d)			2 0.57445911014
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 0.11489182203
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 3,192,742.
5 Multiply line 4 by line 3			5 366,820.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 581.
7 Add lines 5 and 6			7 367,401.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18			8 109,606.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Tax due'. Total amount owed is 357.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, IRS reporting, and state registration. Marked with 'Yes' or 'No' and 'X'.

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 page 20 of the instructions) 11 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of SEE STATEMENT 10 Telephone no.
Located at ZIP + 4
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

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X 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 page 20 of the instructions)? 1b
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 2009? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2009 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 2009) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? 4b X

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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	

2	

3	

4	

Part IX-B Summary of Program-Related Investments (see page 23 of the 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 page 24 of the instructions	
3 NONE	

Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	3,169,441.
b	Average of monthly cash balances	1b	71,921.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	3,241,362.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,241,362.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	48,620.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,192,742.
6	Minimum investment return. Enter 5% of line 5	6	159,637.

Part XI Distributable Amount (see page 25 of the 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	159,637.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,163.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,163.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	158,474.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	158,474.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	158,474.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	109,606.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	109,606.
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 page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	109,606.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				158,474.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			NONE	
b Total for prior years 20 07, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004	52,663.			
b From 2005	238,172.			
c From 2006	256,579.			
d From 2007	379,558.			
e From 2008	104,818.			
f Total of lines 3a through e	1,031,790.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 109,606.				
a Applied to 2008, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				109,606.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	48,868.			48,868.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	982,922.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	3,795.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	979,127.			
10 Analysis of line 9				
a Excess from 2005	238,172.			
b Excess from 2006	256,579.			
c Excess from 2007	379,558.			
d Excess from 2008	104,818.			
e Excess from 2009				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

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

	Tax year	Prior 3 years		(e) Total
	(a) 2009	(b) 2008	(c) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the 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).)

N/A

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.

N/A

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

N/A

b The form in which applications should be submitted and information and materials they should include:

N/A

c Any submission deadlines:

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

N/A

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
<p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 23</p>				
Total				▶ 3a 101,950.
<p>b <i>Approved for future payment</i></p>				
Total				▶ 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, 13 Total.

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions). Includes the text 'NOT APPLICABLE'.

Report Date *April 21, 2010*
 Time Prepared *09:25:40 AM*
 Requested By *Mark Taccetta*
 Includes *Account: 23 00 1387 0 09 NEWCASTLE FOUNDATION TRUST*

BROWN BROTHERS HARRIMAN

Account Holdings as of 12/31/2009

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
FIXED INCOME SECURITIES						
U.S. TREASURY BONDS & NOTES						
912828JE1	UST NTS TIPS 1.375%	75,000 0000	66,863 38	100 355909	75,266 93	12/31/2009
Total	U.S. TREASURY BONDS & NOTES	75,000.0000	66,863.38		75,266.93	
Total	FIXED INCOME SECURITIES	75,000.0000	66,863.38		75,266.93	
MUTUAL FUNDS						
MUTUAL FUNDS-TAXABLE						
543069207	LONGLEAF PARTNERS FD	7,950 7690	140,000 00	21 77	173,088 24	12/31/2009
693390700	PIMCO TOTAL RETURN F	19,398 1670	199,995 10	10 80	209,500 20	12/31/2009
922031869	VANGUARD INFLATION P	4,878 8430	54,552 01	12 55	61,229 48	12/31/2009
92934R116	CRM SMALL/MID CAP VA	6,773 6250	85,075 00	12 20	82,638 23	12/31/2009
Total	MUTUAL FUNDS-TAXABLE	39,001.4040	479,622.11		526,456.15	
Total	MUTUAL FUNDS	39,001.4040	479,622.11		526,456.15	
EQUITIES						
COMMON STOCK						
053015103	AUTOMATIC DATA PROCE	1,450 0000	58,145 00	42 82	62,089 00	12/31/2009
075896100	BED BATH & BEYOND IN	1,400 0000	52,810 13	38 61	54,054 00	12/31/2009
084670207	BERKSHIRE HATHAWAY I	55 0000	201,128 63	3,286 00	180,730 00	12/31/2009
12721E102	CADBURY PLC ADR	935 0000	48,713 11	51 39	48,049 65	12/31/2009
171232101	CHUBB CORP	2,200 0000	112,041 13	49 18	108,196 00	12/31/2009
191216100	COCA COLA CO	1,900 0000	91,679 82	57 00	108,300 00	12/31/2009
20030N101	COMCAST CORPORATION	6,500 0000	158,680 29	16 86	109,590 00	12/31/2009
22160K105	COSTCO WHOLESALE COR	1,600 0000	62,811 13	59 17	94,672 00	12/31/2009
24702R101	DELL INC	5,825 0000	170,014 25	14 36	83,647 00	12/31/2009
249030107	DENTSPLY INT INC	2,075 0000	59,225 95	35 17	72,977 75	12/31/2009
26875P101	EOG RESOURCES INC	625 0000	57,485 06	97 30	60,812 50	12/31/2009
278642103	EBAY INC	3,900 0000	60,433 35	23 53	91,767 00	12/31/2009
278865100	ECOLAB INC	575 0000	21,366 72	44 58	25,633 50	12/31/2009
384802104	GRAINGER /W W/ INC	575 0000	42,419 68	96 83	55,677 25	12/31/2009
461202103	INTUIT	3,100 0000	86,070 06	30 73	95,263 00	12/31/2009
478160104	JOHNSON & JOHNSON	1,325 0000	81,718 98	64 41	85,343 25	12/31/2009
530555101	LIBERTY GLOBAL INC-A	2,100 0000	72,891 34	21 89	45,969 00	12/31/2009
53071M104	LIBERTY MEDIA INTERA	6,000 0000	109,950 34	10 84	65,040 00	12/31/2009
594918104	MICROSOFT CORP	3,225 0000	93,123 48	30 48	98,298 00	12/31/2009
674599105	OCCIDENTAL PETROLEUM	1,200 0000	37,703 37	81 35	97,620 00	12/31/2009
713448108	PEPSICO INC	1,275 0000	68,612 65	60 80	77,520 00	12/31/2009
743315103	PROGRESSIVE CORP /OH	4,825 0000	87,934 07	17 99	86,801 75	12/31/2009
902973304	US BANCORP	700 0000	16,001 72	22 51	15,757 00	12/31/2009
929160109	VULCAN MATERIALS	1,975 0000	126,066 24	52 67	104,023 25	12/31/2009
931142103	WAL-MART STORES INC	2,425 0000	104,257 03	53 45	129,616 25	12/31/2009
931422109	WALGREEN CO	1,950 0000	64,253 08	36 72	71,604 00	12/31/2009
98385X106	XTO ENERGY INC	2,025 0000	101,803 06	46 53	94,223 25	12/31/2009
Total	COMMON STOCK	61,740.0000	2,247,339.67		2,223,274 40	

Report Date *April 21, 2010*

BROWN BROTHERS HARRIMAN

Time Prepared *09:25:40 AM*

Requested By *Mark Taccetta*

Includes *Account: 23 00 1387 0 09 NEWCASTLE FOUNDATION TRUST*

Account Holdings as of 12/31/2009

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
PREFERRED STOCK						
94106L109	WASTE MANAGEMENT INC	4,525 0000	150,799 75	33 81	152,990.25	12/31/2009
Total	PREFERRED STOCK	4,525.0000	150,799.75		152,990.25	
FOREIGN EQUITIES						
05528X307	BBH INTERNATIONAL EQ	30,081 2850	471,805 39	12 44	374,211 19	12/31/2009
25243Q205	DIAGEO PLC SPONSORED	1,550 0000	90,638 81	69 41	107,585 50	12/31/2009
641069406	NESTLE S A SPDR ADR	3,300 0000	101,161 20	48 563	160,257 90	12/31/2009
66987V109	NOVARTIS AG SPON ADR	2,075 0000	105,014 00	54 43	112,942 25	12/31/2009
Total	FOREIGN EQUITIES	37,006.2850	768,619.40		754,996.84	
Total	EQUITIES	103,271.2850	3,166,758.82		3,131,261.49	
	Total Securities	217,272.6890	3,713,244.31		3,732,984.57	
	Income Cash		1,032.94		1,032.94	
	Principal Cash		-501.72		-501.72	
	Account Total		3,713,775.53		3,733,515.79	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					469.	
200,000.00		17482.517 VANGUARD FIXED INCOME SEC FDIN PROPERTY TYPE: SECURITIES 195,478.00					10/24/2008	01/07/2009
		25000. UST BILLS DUE 1/22/09 PROPERTY TYPE: SECURITIES 25,030.00					12/23/2008	01/22/2009
25,000.00		25000. UST BILLS DUE 0% 2/19/09 PROPERTY TYPE: SECURITIES 25,029.00					01/21/2009	02/19/2009
25,000.00		200. AUTOMATIC DATA PROCESSING INC PROPERTY TYPE: SECURITIES 8,020.00					03/04/2008	02/25/2009
6,921.00		625. INTUIT INC PROPERTY TYPE: SECURITIES 20,107.00					11/01/2007	03/19/2009
16,675.00		750. INTUIT INC PROPERTY TYPE: SECURITIES 21,240.00					09/13/2007	03/19/2009
20,010.00		875. BED BATH & BEYOND INC PROPERTY TYPE: SECURITIES 33,831.00					12/28/2004	04/15/2009
26,326.00		575. AFLAC INC PROPERTY TYPE: SECURITIES 25,537.00					10/09/2008	04/21/2009
16,464.00		50. AFLAC INC PROPERTY TYPE: SECURITIES 2,644.00					06/14/2007	04/21/2009
1,432.00		400. AFLAC INC PROPERTY TYPE: SECURITIES 21,154.00					06/14/2007	05/19/2009
14,005.00								

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
8,753.00		250. AFLAC INC PROPERTY TYPE: SECURITIES 13,122.00					07/16/2007 -4,369.00	05/19/2009
8,337.00		250. AFLAC INC PROPERTY TYPE: SECURITIES 13,122.00					07/16/2007 -4,785.00	06/08/2009
24,177.00		725. AFLAC INC PROPERTY TYPE: SECURITIES 17,179.00					02/09/2009 6,998.00	06/08/2009
1,643.00		100. LIBERTY GLOBAL INC COM SER A PROPERTY TYPE: SECURITIES 4,001.00					11/01/2007 -2,358.00	07/15/2009
20,122.00		1225. LIBERTY GLOBAL INC COM SER A PROPERTY TYPE: SECURITIES 31,421.00					09/20/2006 -11,299.00	07/15/2009
27,681.00		1225. EBAY INC PROPERTY TYPE: SECURITIES 29,512.00					07/21/2008 -1,831.00	08/07/2009
26,693.00		1125. EBAY INC PROPERTY TYPE: SECURITIES 27,103.00					07/21/2008 -410.00	09/14/2009
18,719.00		200. WW GRAINGER INC PROPERTY TYPE: SECURITIES 17,835.00					09/10/2008 884.00	10/13/2009
9,359.00		100. WW GRAINGER INC PROPERTY TYPE: SECURITIES 8,342.00					06/26/2008 1,017.00	10/13/2009
2,340.00		25. WW GRAINGER INC PROPERTY TYPE: SECURITIES 1,876.00					02/19/2008 464.00	10/13/2009
32,038.00		825. WALGREEN CO PROPERTY TYPE: SECURITIES 27,184.00					06/30/2008 4,854.00	10/13/2009

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
29,368.00		575. CADBURY PLC SPONS ADR PROPERTY TYPE: SECURITIES 36,557.00					06/15/2007 -7,189.00	10/29/2009
11,485.00		225. CADBURY PLC SPONS ADR PROPERTY TYPE: SECURITIES 14,305.00					06/15/2007 -2,820.00	11/10/2009
14,037.00		275. CADBURY PLC SPONS ADR PROPERTY TYPE: SECURITIES 16,717.00					07/16/2007 -2,680.00	11/10/2009
22,055.00		750. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 25,763.00					12/06/2007 -3,708.00	11/16/2009
9,557.00		325. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 10,088.00					07/20/2007 -531.00	11/16/2009
30,299.00		300. WW GRAINGER INC PROPERTY TYPE: SECURITIES 22,515.00					02/19/2008 7,784.00	11/18/2009
TOTAL GAIN(LOSS)							----- -45,747. =====	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
CASH MANAGEMENT	142.	142.
TOTAL	142.	142.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC	1,085.	1,085.
AUTOMATIC DATA PROCESSING INC	1,980.	1,980.
BBH MONEY MARKET FUND REGULAR	6.	6.
BBH INTERNATIONAL EQUITY FUND	6,145.	6,145.
CADBURY PLC SPONS ADR	2,041.	2,041.
CHUBB CORP	3,036.	3,036.
COCA COLA CO COM	3,116.	3,116.
COMCAST CORP CL A	1,723.	1,723.
COSTCO WHOLESALE CORP	1,043.	1,043.
DENTSPLY INTL INC	415.	415.
DIAGEO PLC- SPONSORED ADR	2,831.	2,831.
ECOLAB INC	161.	161.
WW GRAINGER INC	1,987.	1,987.
JOHNSON & JOHNSON	649.	649.
MICROSOFT CORP COM	2,096.	2,096.
NESTLE S A SPONSORED ADR	4,082.	4,082.
NOVARTIS AG ADR	3,557.	3,557.
OCCIDENTAL PETROLEUM CORP	1,560.	1,560.
PIMCO TOTAL RETURN FUND	12,325.	12,325.
PEPSICO INC	2,231.	2,231.
U S TREASURY NOTES INFLATION INDEXED 1.3	886.	886.
VANGUARD FIXED INCOME SEC FDIIN FLATION-P	1,044.	1,044.
VULCAN MATERIALS COMPANY	1,929.	1,929.
CRM-SMALL/MID CAP VAL-INST	92.	92.
WAL-MART STORES INC	2,400.	2,400.
WALGREEN CO	1,274.	1,274.
WASTE MANAGEMENT INC	4,937.	4,937.
XTO ENERGY INC	1,002.	1,002.
TOTAL	65,633.	65,633.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
TOTALS	22,512. =====	22,512. =====

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	535.			535.
TOTALS	535.	NONE	NONE	535.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1,146.	1,146.
FOREIGN TAXES ON QUALIFIED FOR	513.	513.
TOTALS	1,659.	1,659.

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NON-ALLOCABLE EXPENSE -	19.	19.
TOTALS	19.	19.

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

DESCRIPTION	AMOUNT
ADJUSTMENT FOR OID	138.
TOTAL	138.

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

=====

DESCRIPTION

AMOUNT

COST BASIS ADJUSTMENTS

1,319.

TOTAL

1,319.

=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

MA

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: BROWN BROTHERS HARRIMAN TR CO., N.A.

ADDRESS: 140 BROADWAY, 5TH FLOOR
NEW YORK, NY 10005

TELEPHONE NUMBER: (212)493-8000

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

TIMOTHY J. BARBERICH

ADDRESS:

40 ELM STREET
CONCORD, MA 01742

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

EILEEN P. GEBRIAN

ADDRESS:

40 ELM STREET
CONCORD, MA 01742

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

BROWN BROTHERS HARRIMAN

ADDRESS:

140 BROADWAY
NEW YORK, NY 10005

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 35,606.

TOTAL COMPENSATION: 35,606.

=====

RECIPIENT NAME:
PAN MASS CHALLENGE
ADDRESS:
JD GRIFFIN-D FARBER CANCER INST.
BOSTON, MA 02115
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
JIMMY FUND
C/O PAUL LOONEY
ADDRESS:
9 PHEASANT LANE
LEXINGTON, MA 02421
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
BOSTON MEDICAL CENTER
ADDRESS:
LARRY HANAWALT
BOSTON, MA 02118
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
BOYS & GIRLS CLUB OF METRO WEST
EILEEN LOCKE
ADDRESS:
84 WATERFORD DRIVE
MARLBORO, MA 01752
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE

RECIPIENT NAME:
SWEET BRIAR COLLEGE
ADDRESS:
OFFICE OF DEVELOPMENT
CONCORD, MA 01742
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE

RECIPIENT NAME:
HOLY FAMILY PARISH
ADDRESS:
REV. AUSTIN H. FLEMING
CONCORD, MA 01742
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
WESTERN MASSACHUSETTS LABOR ACTION
ADDRESS:
ATTN: THACHER L. KENT, OPS MGR
PITTSFIELD, MA 01201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE

RECIPIENT NAME:
UNIVERSITY KIDNEY DISEASE RESEARCH
C/O MANN PRODUCTIONS
ADDRESS:
851 N KINGS ROAD, SUITE 301
LOS ANGELES, CA 90069
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE

RECIPIENT NAME:
KRIPALU CENTER FOR YOGA & HEALTH
ADDRESS:
OFFICE OF DEVELOPMENT
STOCKBRIDGE, MA 01262
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 1,000.

=====

RECIPIENT NAME:
INNER-CITY SCHOLARSHIP FUND
ADDRESS:
PETER LYNCH, CHAIRMAN
BOSTON, MA 02110
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
KING'S COLLEGE
ADDRESS:
OFFICE OF ALUMNI RELATIONS
WILKES-BARRE, PA 18711
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
MAKE-A--WISH FOUNDATION OF MASSACHU
ADDRESS:
ATTN: CHARLOTTE BEATTIE, EXC DIR
BOSTON, MA 02114
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
YOUTH ACTION COALITION
ADDRESS:
STACEY LENNARD
AMHERST, MA 01004
AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:
MULTIPLE SCLEROSIS SOCIETY
ADDRESS:
MARIA ROCHA-PERREAULT
MARLBORO, MA 01752

RECIPIENT NAME:
NORTHFIELD MOUNT HERMON SCHOOL
ADDRESS:
OFFICE OF ADVANCEMENT
NORTHFIELD, MA 01360

RECIPIENT NAME:
THOREAU FARM TRUST
ADDRESS:
PO BOX 454
CONCORD, MA 01742
AMOUNT OF GRANT PAID 200.

RECIPIENT NAME:
SUDBURY VALLEY TRUSTEES
ADDRESS:
18 WOLBACH ROAD
SUDBURY, MA 01776
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
BOSTON CENTER FOR INDEPENDENT LIVIN
ADDRESS:
ATTN: BILL HENNING
BOSTON, MA 02111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE

RECIPIENT NAME:
URSLA CRRIGAN MEM FD FOR CHILDRNS M
ADDRESS:
ST. TIMOTHY'S CHURCH
FAIRFIELD, CT 06824
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE

RECIPIENT NAME:
CHILDRENS HOSPITAL TRUST
ADDRESS:
AUTISM LAGUAGE PROGRAM
WALTHAM, MA 02453

RECIPIENT NAME:
AUTISM SPEAKS
ADDRESS:
85 SCHOOL STREET
WATERTOWN, MA 02472
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE

RECIPIENT NAME:
BACHMANN-STRAUSS DYSTONIA & PARKINS
ADDRESS:
1 GUSTAVE L LEVY PL
NEW YORK, NY 10029
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE

RECIPIENT NAME:
CHILDRENS HOSPITAL OF PHILADELPHIA
ADDRESS:
ATTN: SARA S KELLY, DIR OF DEV.
BOSTON, MA 02115
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE

RECIPIENT NAME:
THE NANTUCKET HISTORICAL ASSOCIATIO
ADDRESS:
ATTN: E. GEOFFREY VERNEY, PRES.
NANTUCKET, MA 02554
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE

RECIPIENT NAME:
CONCORD LAND CONSERVATION TRUST
ADDRESS:
PO BOX 141
CONCORD, MA 01742
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID

500.

RECIPIENT NAME:
DAMARISCOTTA LAKE WATERSHED ASSOCIA
ADDRESS:
P.O. BOX 3
JEFFERSON, ME 04348

RECIPIENT NAME:
THE AEGEAN CENTER FOR THE FINE ARTS
ADDRESS:
ATTN: JOHN PACK
KYKLADES, GREECE, NR

RECIPIENT NAME:
MENTOR/NATIONAL PARTNERSHIP
ADDRESS:
MICHELLE BERTRAND
ALEXANDRIA, VA 22314

RECIPIENT NAME:
EMERSON HEALTH CARE FOUNDATION, INC
ADDRESS:
133 ORNAC
CONCORD, MA 01742

RECIPIENT NAME:
MOTHERWOMAN, INC
ADDRESS:
MELANIE DESILVA
AMHERST, MA 01002
AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:
COMMONWEALTH CENTER FOR CHANGE
ADDRESS:
ATTN: DAVID SIMPSON
NORTH HAMPTON, MA 01060
AMOUNT OF GRANT PAID 750.

RECIPIENT NAME:
ACTOR'S SHAKESPEARE PROJECT
ADDRESS:
191 HIGHLAND AVENUE
SOMERVILLE, MA 02143
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
ORGANIZATION FOR THE ASSABET RIVER
ADDRESS:
9 DAMONMILL SQUARE SUITE 1E
CONCORD, MA 01742

RECIPIENT NAME:
BOSTON BALLET
ADDRESS:
KATHRYN RUTLEDGE
BOSTON, MA 02116
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
NEW ENGLAND WILDFLOWER SOCIETY
ADDRESS:
180 HEMENWAY ROAD
FRAMINGHAM, MA 01701
AMOUNT OF GRANT PAID 200.

RECIPIENT NAME:
THE WOMEN'S WELL
ADDRESS:
120 COMMONWEALTH AVE
CONCORD, MA 01742
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
SWEET BRIAR COLLEGE- ANNUAL FUND
ADDRESS:
OFFICE OF DEVELOPMENT
SWEET BRIAR, VA 24595
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
THE TRUSTEES OF RESERVATIONS
ADDRESS:
ADVANCEMENT OFFICE
BEVERLY, MA 01915
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
UNIVERSITY OF PENNSYLVANIA
ADDRESS:
DEPARTMENT OF CHEMISTRY
PHILADELPHIA, PA 19104
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
THE JULIE FUND
ADDRESS:
P.O. BOX 620-657
NEWTON, MA 02462
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
RODMAN RIDE FOR KIDS
ADDRESS:
10 LINCOLN ROAD
FOXBORO, MA 02035
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
 TOWN OF CONCORD
 ADDRESS:
 22 MONUMENT SQUARE PO BOX 535
 CONCORD, MA 01742
 AMOUNT OF GRANT PAID 1,200.

RECIPIENT NAME:
 SHEEPSHOT VALLEY CONSERVATION
 ADDRESS:
 ASSOCIATION
 NEWCASTLE, ME 04553
 AMOUNT OF GRANT PAID 100.

RECIPIENT NAME:
 GAINING GROUND
 ADDRESS:
 PO BOX 374
 CONCORD, MA 01742
 AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
 CHARLEY DAVIDSON LEUKEMIA
 ADDRESS:
 FUND AT MASS GENERAL HOSPITAL
 AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
 ASIA TRANSPACIFIC FOUNDATION
 ADDRESS:
 CLEAN WATER INITIATIVE
 BOULDER, CO 80301
 AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
TRUSTEESHIP INSTITUTE
ADDRESS:
61 BAKER ROAD
SHUTESBURY, MA 01072
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
GROTON DUNSTABLE YOUTH
ADDRESS:
BASKETBALL LEAGUE, INC
GRONTON, MA 01450
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
IBERIA HUMANE SOCIETY, INC
ADDRESS:
1314 TROY ROAD
NEW IBERIA, LA 70562
AMOUNT OF GRANT PAID 3,000.

TOTAL GRANTS PAID: 101,950.
=====

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust: **NEWCASTLE FOUNDATION TR C/O BROWN BROTHERS**
Employer identification number: **52-2283813**

Note: Form 5227 filers need to complete only Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	1,289.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	1,289.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			469.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-47,505.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-47,036.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		1,289.
14	Net long-term gain or (loss):			
a	Total for year	14a		-47,036.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14 ▶	15		-45,747.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation		16
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	(3,000)

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . .	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30; go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (if line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)			30
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31
32	Add lines 30 and 31			32
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34

FEDERAL CAPITAL GAIN DIVIDENDS
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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

PIMCO TOTAL RETURN FUND

469.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

469.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

469.00

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