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

**2010**

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 2010, or tax year beginning **2010**, and ending **20**

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

Name of foundation: **NEWCASTLE FOUNDATION TR C/O BROWN BROTHERS HARRIMAN TR CO., N.A.**  
 A Employer identification number: **52-2283813**

Number and street (or P O box number if mail is not delivered to street address): **140 BROADWAY 5TH FLOOR**  
 Room/suite: \_\_\_\_\_  
 B Telephone number (see page 10 of the instructions): **(212) 493-8000**

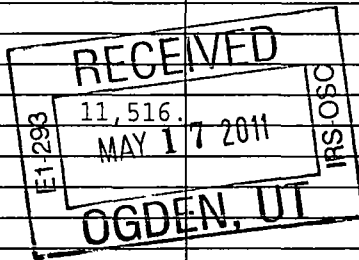
City or town, state, and ZIP code: **NEW YORK, NY 10005-1101**  
 C If exemption application is pending, check here   
 D 1 Foreign organizations, check here   
 2 Foreign organizations meeting the 85% test, check here and attach computation

H Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 4,072,150.**  
 J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
 (Part I, column (d) must be on cash basis)

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input 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	75,018.	75,018.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	11,516.			
b Gross sales price for all assets on line 6a	840,825.			
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
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)				
12 Total. Add lines 1 through 11	86,534.	86,534.		
13 Compensation of officers, directors, trustees, etc.	39,275.	31,420.		7,855.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 2	500.	NONE	NONE	500.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	2,774.	1,967.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	35.			35.
22 Printing and publications				
23 Other expenses (attach schedule) STMT 4	19.	19.		
24 Total operating and administrative expenses				
Add lines 13 through 23	42,603.	33,406.	NONE	8,390.
25 Contributions, gifts, grants paid	140,900.			140,900.
26 Total expenses and disbursements Add lines 24 and 25	183,503.	33,406.	NONE	149,290.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-96,969.			
b Net investment income (if negative, enter -0-)		53,128.		
c Adjusted net income (if negative, enter -0-)				



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year			End of year		
			(a) Book Value			(b) Book Value		
Assets	1	Cash - non-interest-bearing . . . . .	531.	1.	1.			
	2	Savings and temporary cash investments . . . . .		88,222.	88,222.			
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶						523.
	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 15 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) . . . . .	66,863.	67,744.	80,160.			
	b	Investments - corporate stock (attach schedule) . . . . .	3,166,759.	3,275,294.	3,701,965.			
	c	Investments - corporate bonds (attach schedule) . . . . .	479,622.	185,545.	201,279.			
	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	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	3,713,775.	3,616,806.	4,072,150.				
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	<b>Total liabilities</b> (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 . . . . .	3,713,775.	3,616,806.				
28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .							
29	Retained earnings, accumulated income, endowment, or other funds . . . . .							
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	3,713,775.	3,616,806.					
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	3,713,775.	3,616,806.					

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 3,713,775.
2	Enter amount from Part I, line 27a . . . . .	2 -96,969.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3 . . . . .	4 3,616,806.
5	Decreases not included in line 2 (itemize) ▶	5
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 3,616,806.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P Purchase D Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a SEE PART IV DETAIL</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2 Capital gain net income or (net capital loss)</b>		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	11,516.
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).</b>			{ 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. }	<b>3</b>

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

**1 Enter the appropriate amount in each column for each year; see 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))
2009	109,606.	3,192,742.	0.03432973914
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
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.53818973747
<b>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</b>			<b>3</b> 0.10763794749
<b>4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5</b>			<b>4</b> 3,711,483.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 399,496.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 531.
<b>7 Add lines 5 and 6</b>			<b>7</b> 400,027.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 149,290.

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.

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 items like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Total credits and payments'. Total amount owed is 101.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state registration. Includes 'Yes' and 'No' columns with 'X' marks.

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 6 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
16 At any time during calendar year 2010, 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? . . . . . 16 Yes No X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22-1 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 X No
(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 22 of the instructions)? . . . . . 1b 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 2010? . . . . . 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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? . . . . . 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 22 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 2010 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 2010) . . . . . 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 2010? . . . . . 4b X

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

**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here

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

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**  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? **7b**  Yes  No

**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 page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		39,275.	-0-	-0-

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE"**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over \$50,000  NONE

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)

**3 Five highest-paid independent contractors for professional services** (see 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 24 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	
-----	
-----	
<b>Total.</b> 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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	3,674,816.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	93,187.
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	3,768,003.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	3,768,003.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	56,520.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	3,711,483.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	185,574.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	185,574.
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	1,063.
<b>b</b>	Income tax for 2010 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,063.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	184,511.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	184,511.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	184,511.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	149,290.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	149,290.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	149,290.

**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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7 . . . . .				184,511.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only . . . . .			NONE	
b Total for prior years 20 08, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2010.				
a From 2005 . . . . .	238,172.			
b From 2006 . . . . .	256,579.			
c From 2007 . . . . .	379,558.			
d From 2008 . . . . .	104,818.			
e From 2009 . . . . .	NONE			
f Total of lines 3a through e . . . . .	979,127.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 149,290.				
a Applied to 2009, 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 2010 distributable amount . . . . .				149,290.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2010 . (If an amount appears in column (d), the same amount must be shown in column (a) )	35,221.			35,221.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	943,906.			
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 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .			NONE	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 . . . . .				
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	202,951.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .	740,955.			
10 Analysis of line 9				
a Excess from 2006 . . . . .	256,579.			
b Excess from 2007 . . . . .	379,558.			
c Excess from 2008 . . . . .	104,818.			
d Excess from 2009 . . . . .	NONE			
e Excess from 2010 . . . . .	NONE			

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
<b>b</b> "Endowment" alternative test enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplementary Information (Complete this part only if the 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 Paid during the year</p> <p>SEE STATEMENT 16</p>				
<b>Total</b> .....				▶ 3a 140,900.
<p>b Approved for future payment</p>				
<b>Total</b> .....				▶ 3b





**STATEMENT OF ACCOUNT**

Statement Period  
 Account Number  
 12/31/2010 through 12/31/2010  
 1045000200  
 NEWCASTLE FOUNDATION TR 12/22/00  
 BBHTC NA TJ BARBERICH,  
 EPGEBRIAN TTEES

**Schedule Of Investments**

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
<b>CASH AND CASH EQUIVALENTS</b>											
88,222 02	BBH MONEY MARKET FUND REGULAR	1 00	88,222 02	1 00	88,222 02	0	0	9		99 41	2 17
	CASH		1 04				0			0 00	0 00
	ACCRUED INCOME		523 32				0			0 59	0 01
	<b>TOTAL CASH AND CASH EQUIVALENTS</b>		<b>88,746 38</b>		<b>88,222 02</b>	<b>0</b>	<b>0</b>	<b>9</b>		<b>100 00</b>	<b>2 18</b>
<b>EQUITIES</b>											
<b>US LARGE CAP</b>											
1,450	AUTOMATIC DATA PROCESSING INC	46 28	67,106 00	40 10	58,145 00	0	8,961	2,088		2 12	1 65
1,775	BAXTER INTL INC	50 62	89,850 50	50 08	88,892 40	0	958	2,201		2 84	2 21
2,750	BERKSHIRE HATHAWAY INC-CL B	80 11	220,302 50	73 14	201,128 63	0	19,174	0		6 97	5 41
2,200	CHUBB CORP	59 64	131,208 00	50 93	112,041 13	0	19,167	3,256		4 15	3 22
1,400	COCA-COLA CO	65 77	92,078 00	45 90	64,263 27	0	27,815	2,464		2 91	2 26
6,500	COMCAST CORP CL A	21 97	142,805 00	24 41	158,680 29	0	15,875-	2,457		4 52	3 51
1,600	COSTCO WHOLESALE CORP	72 21	115,536 00	39 26	62,811 13	0	52,725	1,312		3 65	2 84
5,825	DELL INC	13 55	78,928 75	29 19	170,014 25	0	91,086-	0		2 50	1 94
3,175	DENTSPLY INTL INC	34 17	108,489 75	29 30	93,015 38	0	15,474	635		3 43	2 66
1,725	DIAGEO PLC- SPONSORED ADR	74 33	128,219 25	59 17	102,063 96	0	26,155	4,078		4 05	3 15
1,100	EOG RESOURCES INC	91 41	100,551 00	93 37	102,711 47	0	2,160-	682		3 18	2 47
2,225	EBAY INC	27 83	61,921 75	12 66	28,157 73	0	33,764	0		1 96	1 52

**STATEMENT OF ACCOUNT**

Statement Period 12/31/2010 through 12/31/2010  
 Account Number 1045000200  
 NEWCASTLE FOUNDATION TR 12/22/00  
 BBHTC NA, TJ BARBERICH,  
 EPEGBRIAN TTEES

**Schedule Of Investments**

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
1,200	ECOLAB INC	50.42	60,504.00	40.08	48,097.00	0	12,407	840		1.91	1.49
575	WW GRAINGER INC	138.11	79,413.25	73.77	42,419.68	0	36,994	1,242		2.51	1.95
1,725	JOHNSON & JOHNSON	61.85	106,691.25	62.09	107,098.98	0	408-	3,726		3.37	2.62
2,100	LIBERTY GLOBAL INC COM SER A	35.38	74,298.00	34.71	72,891.34	0	1,407	0		2.35	1.82
6,000	LIBERTY MEDIA CORP INTERACTIVE A	15.77	94,620.00	18.33	109,950.34	0	15,330-	0		2.99	2.32
1,800	MICROSOFT CORP	27.91	50,238.00	27.41	49,343.98	0	894	1,152		1.59	1.23
3,300	NESTLE S A SPONS ADR	58.82	194,106.00	30.65	101,161.20	0	92,945	2,960		6.14	4.77
2,075	NOVARTIS AG - ADR	58.95	122,321.25	50.61	105,014.00	0	17,307	3,430		3.87	3.00
1,200	OCCIDENTAL PETROLEUM CORP	98.10	117,720.00	31.42	37,703.37	0	80,017	1,824		3.72	2.89
900	PEPSICO INC	65.33	58,797.00	53.56	48,201.40	0	10,596	1,728		1.86	1.44
4,825	PROGRESSIVE CORP OHIO	19.87	95,872.75	18.22	87,934.07	0	7,939	777		3.03	2.35
2,250	SOUTHWSTN ENERGY CO	37.43	84,217.50	36.15	81,328.12	0	2,889	0		2.66	2.07
5,300	U S BANCORP	26.97	142,941.00	23.79	126,099.73	0	16,841	1,060		4.52	3.51
1,425	VISA INC- CL A SHARES	70.38	100,291.50	74.49	106,141.94	0	5,850-	855		3.17	2.46
2,650	WAL-MART STORES INC	53.93	142,914.50	43.94	116,445.56	0	26,469	3,207		4.52	3.51
3,425	WALGREEN CO	38.96	133,438.00	30.24	103,583.21	0	29,855	2,398		4.22	3.28
4,525	WASTE MANAGEMENT INC	36.87	166,836.75	33.33	150,799.75	0	16,037	5,702		5.28	4.10
	<b>TOTAL US LARGE CAP</b>		<b>3,162,217.25</b>		<b>2,736,138.31</b>		<b>426,081</b>	<b>50,074</b>		<b>100.00</b>	<b>77.65</b>

**STATEMENT OF ACCOUNT**

Statement Period 12/31/2010 through 12/31/2010  
 Account Number 1045000200  
 NEWCASTLE FOUNDATION TR 12/22/00  
 BBHTC.NA.TJ BARBERICH,  
 EPGEBRIAN TTEES

**Schedule Of Investments**

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL EST ANN GAIN/LOSS	INCOME	YTM	% GRP	% MKT
<b>US SMALL/MID CAP</b>											
7,657 694	LONGLEAF PARTNERS SMALL CAP FD	26 52	203,082 04	17 61	134,839 43	0	68,243	842	100 00	100 00	4 99
	<b>TOTAL US SMALL/MID CAP</b>		203,082 04		134,839 43		68,243	842	100 00	100 00	4 99
<b>NON-US DEVELOPED</b>											
25,778 359	BBH INTERNATIONAL EQUITY FUND CL N	13 06	336,665 37	15 68	404,316 79	0	67,651 -	5,130	100 00	100 00	8 27
	<b>TOTAL NON-US DEVELOPED</b>		336,665 37		404,316 79		67,651 -	5,130	100 00	100 00	8 27
	<b>TOTAL EQUITIES</b>		3,701,964 66		3,275,294 53		426,673	56,046	100 00	100 00	90 91
<b>FIXED INCOME</b>											
<b>INFLATION PROTECTED</b>											
76,065	U S TREASURY NOTES INFLATION INDEXED 1 375% 07/15/2018	105 383	80,159 58	89 06	67,743 88	483	12,416	1,046	0 64	100 00	1 97
	<b>TOTAL INFLATION PROTECTED</b>		80,159 58		67,743 88		12,416	1,046	100 00	100 00	1 97
<b>INVESTMENT GRADE TAXABLE</b>											
12,705 418	PIMCO TOTAL RETURN FUND	10 85	137,853 79	10 31	130,992 86	40	6,861	4,472	68 49	68 49	3 39
4,878 843	VANGUARD FIXED INCOME SEC FDIN FLATION-PROTE	13 00	63,424 96	11 18	54,552 01	0	8,873	1,547	31 51	31 51	1 56
	<b>TOTAL INVESTMENT GRADE TAXABLE</b>		201,278 75		185,544 87		15,734	6,019	100 00	100 00	4 95

**STATEMENT OF ACCOUNT**

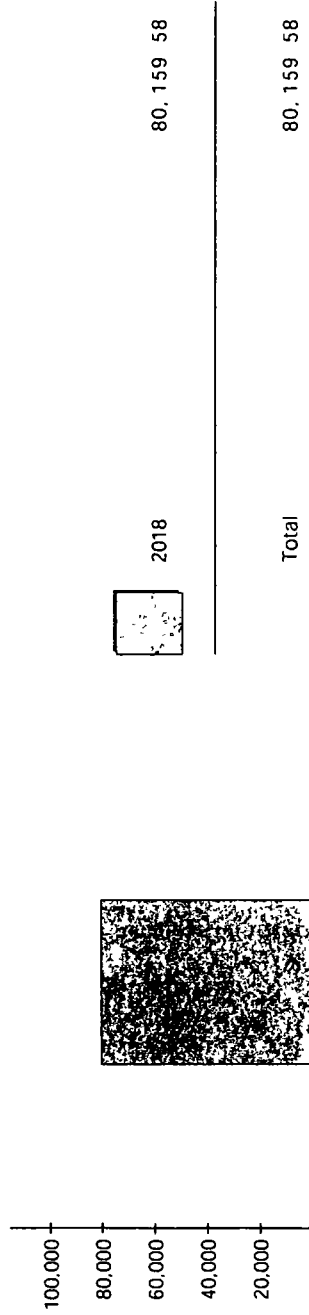
Statement Period: 12/31/2010 through 12/31/2010  
 Account Number: 1045000200  
 NEWCASTLE FOUNDATION TR 12/22/00  
 BBHTC NA, T.J BARBERICH,  
 EPCGBRIAN TTEES

**Schedule Of Investments**

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
	TOTAL FIXED INCOME		281,438.33		253,288.75		28,150	7,065		100.00	6.92
	Total Assets		4,072,149.37		3,616,805.30		454,823	63,120		100.00	100.00

**Maturity Schedule**

Maturities by Year



**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					2,150.	
44,173.00		1425. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 43,780.00					07/20/2007 393.00	01/19/2010
50,000.00		935. CADBURY PLC SPONS ADR PROPERTY TYPE: SECURITIES 48,713.00					09/16/2008 1,287.00	01/25/2010
82,232.00		6773.625 CRM-SMALL/MID CAP VAL-INST PROPERTY TYPE: SECURITIES 85,075.00					05/01/2008 -2,843.00	02/02/2010
57,815.00		1400. BED BATH & BEYOND INC PROPERTY TYPE: SECURITIES 52,810.00					07/16/2007 5,005.00	03/09/2010
18,519.00		675. EBAY INC PROPERTY TYPE: SECURITIES 16,262.00					07/21/2008 2,257.00	04/05/2010
96,639.00		2025. XTO ENERGY INC PROPERTY TYPE: SECURITIES 101,803.00					08/08/2008 -5,164.00	04/06/2010
25,000.00		2252.252 PIMCO TOTAL RETURN FUND PROPERTY TYPE: SECURITIES 23,221.00					01/08/2009 1,779.00	05/28/2010
50,000.00		4440.497 PIMCO TOTAL RETURN FUND PROPERTY TYPE: SECURITIES 45,782.00					01/08/2009 4,218.00	06/30/2010
50,000.00		4302.926 BBH INTERNATIONAL EQUITY FUND PROPERTY TYPE: SECURITIES 67,489.00					07/19/2006 -17,489.00	07/07/2010
43,605.00		1998.401 LONGLEAF PARTNERS SMALL CAP FD PROPERTY TYPE: SECURITIES 50,000.00					04/13/2010 -6,395.00	07/07/2010

**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)	
6,395.00		293.075 LONGLEAF PARTNERS SMALL CAP FD PROPERTY TYPE: SECURITIES 5,161.00					01/07/2009	07/07/2010
							1,234.00	
27,384.00		500. COCA COLA CO COM PROPERTY TYPE: SECURITIES 27,417.00					09/15/2008	07/26/2010
							-33.00	
23,427.00		600. INTUIT INC PROPERTY TYPE: SECURITIES 16,992.00					09/13/2007	07/26/2010
							6,435.00	
24,309.00		375. PEPSICO INC PROPERTY TYPE: SECURITIES 20,411.00					04/05/2004	07/26/2010
							3,898.00	
14,015.00		350. INTUIT INC PROPERTY TYPE: SECURITIES 9,912.00					09/13/2007	08/02/2010
							4,103.00	
19,586.00		470. VULCAN MATERIALS COMPANY PROPERTY TYPE: SECURITIES 30,001.00					05/20/2008	08/05/2010
							-10,415.00	
3,948.00		95. VULCAN MATERIALS COMPANY PROPERTY TYPE: SECURITIES 6,064.00					05/20/2008	08/09/2010
							-2,116.00	
7,164.00		185. VULCAN MATERIALS COMPANY PROPERTY TYPE: SECURITIES 11,809.00					05/20/2008	08/12/2010
							-4,645.00	
47,310.00		1225. VULCAN MATERIALS COMPANY PROPERTY TYPE: SECURITIES 78,193.00					05/20/2008	08/17/2010
							-30,883.00	
30,098.00		700. INTUIT INC PROPERTY TYPE: SECURITIES 19,824.00					09/13/2007	08/20/2010
							10,274.00	
27,896.00		625. INTUIT INC PROPERTY TYPE: SECURITIES 17,092.00					07/09/2008	09/08/2010
							10,804.00	

**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)	
37,540.00		825. INTUIT INC PROPERTY TYPE: SECURITIES 22,250.00					07/09/2008 15,290.00	09/20/2010
13,226.00		450. EBAY INC PROPERTY TYPE: SECURITIES 8,823.00					07/01/2010 4,403.00	11/01/2010
3,674.00		125. EBAY INC PROPERTY TYPE: SECURITIES 3,011.00					07/21/2008 663.00	11/01/2010
6,852.00		225. EBAY INC PROPERTY TYPE: SECURITIES 4,411.00					07/01/2010 2,441.00	12/13/2010
26,646.00		875. EBAY INC PROPERTY TYPE: SECURITIES 13,003.00					10/24/2008 13,643.00	12/13/2010
TOTAL GAIN (LOSS) .....							----- 11,516. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AUTOMATIC DATA PROCESSING INC	1,972.	1,972.
BBH MONEY MARKET FUND REGULAR	9.	9.
BBH INTERNATIONAL EQUITY FUND	5,816.	5,816.
BAXTER INTL INC	1,030.	1,030.
CHUBB CORP	3,212.	3,212.
COCA COLA CO COM	2,904.	2,904.
COMCAST CORP CL A	2,457.	2,457.
COSTCO WHOLESALE CORP	1,272.	1,272.
DENTSPLY INTL INC	430.	430.
DIAGEO PLC- SPONSORED ADR	4,077.	4,077.
EOG RESOURCES INC	486.	486.
ECOLAB INC	647.	647.
WW GRAINGER INC	1,196.	1,196.
JOHNSON & JOHNSON	3,012.	3,012.
LONGLEAF PARTNERS SMALL CAP FD	842.	842.
MICROSOFT CORP COM	990.	990.
NESTLE S A SPONSORED ADR	4,552.	4,552.
NOVARTIS AG ADR	4,043.	4,043.
OCCIDENTAL PETROLEUM CORP	1,704.	1,704.
PIMCO TOTAL RETURN FUND	10,443.	10,443.
PEPSICO INC	2,192.	2,192.
PROGRESSIVE CORPORATION OHIO	5,603.	5,603.
U S BANCORP	665.	665.
U S TREASURY NOTES INFLATION INDEXED 1.3	1,920.	1,920.
VANGUARD FIXED INCOME SEC FDIIN FLATION-P	1,547.	1,547.
VULCAN MATERIALS COMPANY	988.	988.
WAL-MART STORES INC	3,066.	3,066.
WALGREEN CO	1,735.	1,735.
WASTE MANAGEMENT INC	5,702.	5,702.
XTO ENERGY INC	506.	506.
TOTAL	75,018.	75,018.

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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	500.			500.
TOTALS	500.	NONE	NONE	500.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	1,289.	1,289.
FEDERAL ESTIMATES - PRINCIPAL	807.	
FOREIGN TAXES ON QUALIFIED FOR	678.	678.
TOTALS	2,774.	1,967.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

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

-----  
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 ..... 39,275.

TOTAL COMPENSATION: 39,275.  
=====

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 ..... 20,000.

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:  
SWEET BRIAR COLLEGE  
ADDRESS:  
OFFICE OF DEVELOPMENT  
SWEET BRIAR, VA 24595  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
CHARITABLE  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
KRIPALU CENTER FOR YOGA & HEALTH  
ADDRESS:  
OFFICE OF DEVELOPMENT  
LENOX, MA 02140-0793  
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 ..... 30,000.

RECIPIENT NAME:  
MAKE-A--WISH FOUNDATION OF MASSACHU  
ADDRESS:  
ATTN: CHARLOTTE BEATTIE, EXC DIR  
BOSTON, MA 02114  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
CHARITABLE  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
YOUTH ACTION COALITION  
ADDRESS:  
STACEY LENNARD  
AMHERST, MA 01004  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
CHARITABLE  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
THOREAU FARM TRUST  
ADDRESS:  
PO BOX 454  
CONCORD, MA 01742  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
CHARITABLE  
AMOUNT OF GRANT PAID ..... 200.

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RECIPIENT NAME:  
SUDBURY VALLEY TRUSTEES  
ADDRESS:  
18 WOLBACH ROAD  
SUDBURY, MA 01776  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
CHARITABLE  
AMOUNT OF GRANT PAID ..... 750.

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 ..... 1,000.

RECIPIENT NAME:  
MOTHERWOMAN, INC  
ADDRESS:  
MELANIE DESILVA  
AMHERST, MA 01002  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
CHARITABLE  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
THE TRUSTEES OF RESERVATIONS  
ADDRESS:  
ADVANCEMENT OFFICE  
BEVERLY, MA 01915  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
CHARITABLE  
AMOUNT OF GRANT PAID ..... 500.

RECIPIENT NAME:  
RODMAN RIDE FOR KIDS  
ADDRESS:  
10 LINCOLN ROAD  
FOXBORO, MA 02035  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
CHARITABLE  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
GAINING GROUND  
ADDRESS:  
PO BOX 374  
CONCORD, MA 01742  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
CHARITABLE  
AMOUNT OF GRANT PAID ..... 500.

RECIPIENT NAME:  
CMNWLTH CENTER FOR CHANGE  
ADDRESS:  
DAVID SIMPSON  
NORTH HAMPTON, MA 01060  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
CHARITABLE  
AMOUNT OF GRANT PAID ..... 1,500.

RECIPIENT NAME:  
CT CENTER FOR CHILD DVLPMNT  
ADDRESS:  
PAUL BELUK  
MILFORD, MA 06460  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
CHARITABLE  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
NORTHFIELD MT HERMON SCHOOL  
ADDRESS:  
ONE LAMPLIGHTER WAY  
MOUNT HERMON, MA 01354  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
CHARITABLE  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
ORG FOR THE ASSABET RIVER  
ADDRESS:  
9 DAMONMILL SQUARE SUITE 1E  
CONCORD, MA 01742  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
CHARITABLE  
AMOUNT OF GRANT PAID ..... 250.

RECIPIENT NAME:  
CONCORD/BOARD OF SELECTMAN  
ADDRESS:  
BOARD OF SELECTMEN  
CONCORD, MA 01742  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
CHARITABLE  
AMOUNT OF GRANT PAID ..... 500.

RECIPIENT NAME:  
THE CLINTON BUSH HAITI FUND  
ADDRESS:  
610 PRESIDENT CLINTON AVENUE  
LITTLE ROCK, AR 72201  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
CHARITABLE  
AMOUNT OF GRANT PAID ..... 40,000.

RECIPIENT NAME:  
DAMARISCOTTA RIVER ASSOCIATION  
ADDRESS:  
PO BOX 333  
DAMARISCOTTA, ME 04543  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
CHARITABLE  
AMOUNT OF GRANT PAID ..... 200.

RECIPIENT NAME:  
A SAFE PLACE (NANTUCKET)  
ADDRESS:  
24 AMELIA DRIVE  
NANTUCKET, MA 02554  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
CHARITABLE  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
VERMONT ADAPTIVE SKI & SPORTS  
C/O RAY MOUNT  
ADDRESS:  
145 FORT AVENUE  
SALEM, MA 01970  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
CHARITABLE  
AMOUNT OF GRANT PAID ..... 1,000.

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RECIPIENT NAME:

FOCUS HUMANITARIAN ASSISTANCE  
HOUSE#335

ADDRESS:

SAWAN ROAD  
G-10/3, ISLAMABAD, PAKISTAN

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID ..... 2,000.

TOTAL GRANTS PAID: 140,900.

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**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

**2010**

Name of estate or trust

Employer identification number

NEWCASTLE FOUNDATION TR C/O BROWN BROTHERS

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 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 . . . . .	<b>1b</b>	449.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	<b>2</b>	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>3</b>	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet . . . . .	<b>4</b>	( )
5 <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back . . . . . ▶	<b>5</b>	449.

**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 instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			2,150.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>	7,695.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	<b>7</b>	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>8</b>	
9 Capital gain distributions . . . . .	<b>9</b>	1,222.
10 Gain from Form 4797, Part I . . . . .	<b>10</b>	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet . . . . .	<b>11</b>	( )
12 <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back . . . . . ▶	<b>12</b>	11,067.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D (Form 1041) 2010

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		449.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		11,067.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . . ▶	<b>15</b>		11,516.

**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**

<b>16</b>	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 . . . . .	<b>16</b>	( )
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**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

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>		
<b>18</b>	Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>		
<b>19</b>	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) . . . . .	<b>19</b>		
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>		
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . . . ▶	<b>21</b>		
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>		
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>		
<b>24</b>	Enter the <b>smaller</b> of the amount on line 17 or \$2,300 . . . . .	<b>24</b>		
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> <b>No.</b> Enter the amount from line 23 . . . . .	<b>25</b>		
<b>26</b>	Subtract line 25 from line 24 . . . . .	<b>26</b>		
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the <b>smaller</b> of line 17 or line 22 . . . . .	<b>27</b>		
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>		
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>		
<b>30</b>	Multiply line 29 by 15% ( 15) . . . . .	<b>30</b>		
<b>31</b>	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>31</b>		
<b>32</b>	Add lines 30 and 31 . . . . .	<b>32</b>		
<b>33</b>	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>33</b>		
<b>34</b>	<b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	<b>34</b>		





FEDERAL CAPITAL GAIN DIVIDENDS  
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LONG-TERM CAPITAL GAIN DIVIDENDS  
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15% RATE CAPITAL GAIN DIVIDENDS

PIMCO TOTAL RETURN FUND

2,150.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

-----  
2,150.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

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2,150.00  
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