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

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

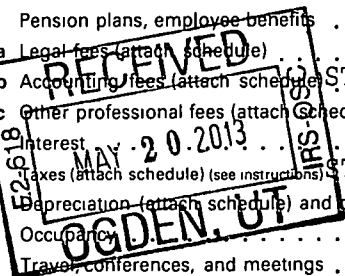
Open to Public Inspection

For calendar year **2012** or tax year beginning **2012**, and ending **20**

Name of foundation <b>NEWCASTLE FOUNDATION TR C/O BROWN BROTHERS HARRIMAN TR CO., N.A.</b>		<b>A</b> Employer identification number <b>52-2283813</b>
Number and street (or P O box number if mail is not delivered to street address) <b>140 BROADWAY 5TH FLOOR</b>	Room/suite	<b>B</b> Telephone number (see instructions) <b>212- 493-8000</b>
City or town, state, and ZIP code <b>NEW YORK, NY 10005-1101</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply:		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 4,518,309.</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc. received (attach schedule) . . . . .				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B . . . . .				
	3 Interest on savings and temporary cash investments . . . . .				
	4 Dividends and interest from securities . . . . .	90,886.	90,886.		STMT 1
	5a Gross rents . . . . .				
	b Net rental income or (loss) . . . . .				
	6a Net gain or (loss) from sale of assets not on line 10 . . . . .	219,410.			
	b Gross sales price for all assets on line 6a <b>1,036,872.</b>				
	7 Capital gain net income (from Part IV, line 2) . . . . .		219,410.		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10 a Gross sales less returns and allowances . . . . .				
b Less Cost of goods sold . . . . .					
c Gross profit or (loss) (attach schedule) . . . . .					
11 Other income (attach schedule) . . . . .					
<b>12 Total. Add lines 1 through 11 . . . . .</b>	<b>310,296.</b>	<b>310,296.</b>			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc. . . . .	46,952.	37,561.		9,390.
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) STMT 3 . . . . .	500.	NONE	NONE	500.
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) STMT 4 . . . . .	14,656.	3,075.		125.
	19 Depreciation (attach schedule) and depletion . . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) STMT 5 . . . . .	100.	100.		
	<b>24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .</b>	<b>62,208.</b>	<b>40,736.</b>	<b>NONE</b>	<b>10,015.</b>
	25 Contributions, gifts, grants paid . . . . .	238,000.			238,000.
<b>26 Total expenses and disbursements Add lines 24 and 25 . . . . .</b>	<b>300,208.</b>	<b>40,736.</b>	<b>NONE</b>	<b>248,015.</b>	
<b>27 Subtract line 26 from line 12 . . . . .</b>					
a Excess of revenue over expenses and disbursements . . . . .	10,088.				
b Net investment income (if negative, enter -0-) . . . . .		269,560.			
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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing . . . . .	-9,070.		16,515.
	2	Savings and temporary cash investments . . . . .	190,747.	351,500.	351,500.
	3	Accounts receivable ▶ ----- 15,352.			
		Less allowance for doubtful accounts ▶ -----		15,352.	
	4	Pledges receivable ▶ -----			
		Less allowance for doubtful accounts ▶ -----			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ -----			
		Less allowance for doubtful accounts ▶ -----			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .	70,434.	72,132.	93,652.
	b	Investments - corporate stock (attach schedule) . . . . .	3,332,158.	2,959,862.	3,667,208.
	c	Investments - corporate bonds (attach schedule) . . . . .	162,070.	362,070.	389,434.
	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) . . . . .	3,746,339.	3,760,916.	4,518,309.	
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) . . . . .			NONE	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>				
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .	3,746,339.	3,760,916.	
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 instructions) . . . . .	3,746,339.	3,760,916.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	3,746,339.	3,760,916.		

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 3,746,339.
2	Enter amount from Part I, line 27a . . . . .	2 10,088.
3	Other increases not included in line 2 (itemize) ▶ PARTNERSHIP CAPITAL CHANGE	3 4,489.
4	Add lines 1, 2, and 3 . . . . .	4 3,760,916.
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 3,760,916.

**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 PUBLICLY TRADED SECURITIES</b>				
<b>b OTHER GAINS AND LOSSES</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> 1,036,940.		817,462.	219,478.	
<b>b</b> -68.			-68.	
<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>			219,478.	
<b>b</b>			-68.	
<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>	219,410.
<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 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 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))
2011	185,230.	4,069,631.	0.045515
2010	149,290.	3,711,483.	0.040224
2009	109,606.	3,192,742.	0.034330
2008	295,982.	3,853,668.	0.076805
2007	528,660.	4,045,200.	0.130688

**2** Total of line 1, column (d) **2** 0.327562

**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** 0.065512

**4** Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 **4** 4,315,144.

**5** Multiply line 4 by line 3 **5** 282,694.

**6** Enter 1% of net investment income (1% of Part I, line 27b) **6** 2,696.

**7** Add lines 5 and 6 **7** 285,390.

**8** Enter qualifying distributions from Part XII, line 4 **8** 248,015.  
 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	5,391.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	2	
3	Add lines 1 and 2 . . . . .	3	5,391.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	5,391.
6	Credits/Payments.		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	6,260.
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments Add lines 6a through 6d . . . . .	7	6,260.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	869.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 869. Refunded <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? . . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
1c Did the foundation file Form 1120-POL for this year? . . . . .		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .		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 instructions) . . . . . 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12
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 7 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 2012, 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 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 No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b
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 2012? 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes No X
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 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 No X
b If "Yes," did it have excess business holdings in 2012 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 2012) 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 2012? 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 instructions)  Yes  No

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

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

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

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

If "Yes" to 6b, file Form 8870

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

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

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
TIMOTHY J. BARBERICH 40 ELM STREET, CONCORD, MA 01742	TRUSTEE 1			- 0 -
EILEEN P GEBRIAN 40 ELM STREET, CONCORD, MA 01742	TRUSTEE 1			
BROWN BROTHERS HARRIMAN 140 BROADWAY, NEW YORK, NY 10005	TRUSTEE 1	46,952.		

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

Total number of other employees paid over \$50,000

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

**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
-----		
-----		
-----		
-----		
-----		
-----		

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 <u>NONE</u> ----- -----	
2 ----- -----	
3 ----- -----	
4 ----- -----	

**Part IX-B Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 <u>NONE</u> ----- -----	
2 ----- -----	
All other program-related investments See instructions 3 <u>NONE</u> ----- -----	

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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	4,183,890.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	196,967.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	4,380,857.
<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>	4,380,857.
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	65,713.
<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>	4,315,144.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	215,757.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	215,757.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	5,391.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	5,391.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	210,366.
<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>	210,366.
<b>6</b>	Deduction from distributable amount (see 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>	210,366.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	<b>1a</b>	248,015.
<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>	248,015.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	248,015.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				210,366.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only . . . . .			NONE	
<b>b</b> Total for prior years 20 <u>10</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .		NONE		
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007 . . . . .	379,558.			
<b>b</b> From 2008 . . . . .	104,818.			
<b>c</b> From 2009 . . . . .	NONE			
<b>d</b> From 2010 . . . . .	NONE			
<b>e</b> From 2011 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	484,376.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>248,015.</u>				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .			NONE	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2012 distributable amount . . . . .				210,366.
<b>e</b> Remaining amount distributed out of corpus . . . . .	37,649.			
<b>5</b> Excess distributions carryover applied to 2012 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	522,025.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .			NONE	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				NONE
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	379,558.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	142,467.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008 . . . . .	104,818.			
<b>b</b> Excess from 2009 . . . . .	NONE			
<b>c</b> Excess from 2010 . . . . .	NONE			
<b>d</b> Excess from 2011 . . . . .	NONE			
<b>e</b> Excess from 2012 . . . . .	37,649.			

**Part XIV Private Operating Foundations** (see 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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
<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 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

**a** The name, address, and telephone number or e-mail 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
a <i>Paid during the year</i>  SEE STATEMENT 17				238,000.
<b>Total</b> ..... ▶ <b>3a</b>				238,000.
b <i>Approved for future payment</i>				
<b>Total</b> ..... ▶ <b>3b</b>				

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 Program service revenue, Membership dues, Dividends, Net rental income, etc.

(See worksheet in line 13 instructions 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.

NOT APPLICABLE



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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ANHEUSER-BUSCH INBEV SPN ADR	1,911.	1,911.
AUTOMATIC DATA PROCESSING INC	2,291.	2,291.
BBH MONEY MARKET FUND REGULAR	18.	18.
BBH INTERNATIONAL EQUITY FUND	7,395.	7,395.
BBH BROAD MARKET FIXED INCOME	1,268.	1,268.
BAXTER INTL INC	3,492.	3,492.
CELANESE CORP SERIES A COM	152.	152.
CHUBB CORP	2,826.	2,826.
COMCAST CORP CL A	3,364.	3,364.
DELL INC	466.	466.
DENTSPLY INTL INC	699.	699.
DIAGEO PLC- SPONSORED ADR	3,794.	3,794.
EOG RESOURCES INC	519.	519.
ECOLAB INC	341.	341.
ENTERPRISE PRODUCTS PARTNERS LP	8.	8.
JOHNSON & JOHNSON	4,140.	4,140.
LONGLEAF PARTNERS SMALL CAP FD	1,166.	1,166.
MICROSOFT CORP COM	1,898.	1,898.
NESTLE S A SPONSORED ADR	5,017.	5,017.
NOVARTIS AG ADR	5,150.	5,150.
OCCIDENTAL PETROLEUM CORP	2,162.	2,162.
PIMCO TOTAL RETURN FUND	6,620.	6,620.
PEPSICO INC	2,190.	2,190.
PRAXAIR INCORPORATED	468.	468.
PROGRESSIVE CORPORATION OHIO	6,790.	6,790.
QUALCOMM INC	319.	319.
T ROWE PRICE NEW ASIA FUND	1,473.	1,473.
T ROWE PRICE INST HIGH YIELD	1,534.	1,534.
TARGET CORP	2,409.	2,409.
U S BANCORP	3,763.	3,763.
U S TREASURY NOTES INFLATION INDEXED 1.3	2,794.	2,794.
VANGUARD FIXED INCOME SEC FDIN FLATION-P	1,913.	1,913.

1045000200

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VISA INC- CL.A SHARES	176.	176.
WAL-MART STORES INC	3,753.	3,753.
WASTE MANAGEMENT INC	5,813.	5,813.
WELLS FARGO & CO NEW	2,794.	2,794.
TOTAL	90,886.	90,886.

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	CHARITABLE PURPOSES
STATE INCOME TAXES - PRINCIPAL	125.		125.
FEDERAL TAX PAYMENT - PRIOR YE	5,196.		
FEDERAL ESTIMATES - PRINCIPAL	6,260.		
FOREIGN TAXES ON QUALIFIED FOR	2,971.	2,971.	
FOREIGN TAXES ON NONQUALIFIED	104.	104.	
TOTALS	14,656.	3,075.	125.

NEWCASTLE FOUNDATION TR C/O BROWN BROTHERS

52-2283813

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER NON-ALLOCABLE EXPENSE -	100.	100.
TOTALS	----- 100. =====	----- 100. =====

GAINS AND LOSSES FROM PASS-THRU ENTITIES  
=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

PARTNERSHIPS, TRUSTS, S CORPORATIONS

-68.00

-----

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

-----  
-68.00

=====

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

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:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 25,000.

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:  
501(C)(3)  
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:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 50,000.

RECIPIENT NAME:  
SWEET BRIAR COLLEGE  
ADDRESS:  
OFFICE OF DEVELOPMENT  
SWEET BRIAR, VA 24595  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 40,000.

RECIPIENT NAME:  
HOLY FAMILY PARISH  
ADDRESS:  
REV. AUSTIN H. FLEMING  
CONCORD, MA 01742  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
KRIPALU CENTER FOR YOGA & HEALTH  
OFFICE OF DEVELOPMENT  
ADDRESS:  
PO BOX 793  
LENOX, MA 02140-0793  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 2,000.

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 ..... 20,000.

RECIPIENT NAME:  
NORTHFIELD MOUNT HERMON SCHOOL  
ADDRESS:  
OFFICE OF ADVANCEMENT  
NORTHFIELD, MA 01360  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
THOREAU FARM TRUST  
ADDRESS:  
PO BOX 454  
CONCORD, MA 01742  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 250.

RECIPIENT NAME:  
SUDBURY VALLEY TRUSTEES  
ADDRESS:  
18 WOLBACH ROAD  
SUDBURY, MA 01776  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
501(C) (3)  
AMOUNT OF GRANT PAID ..... 500.

RECIPIENT NAME:  
AUTISM SPEAKS  
ADDRESS:  
85 SCHOOL STREET  
WATERTOWN, MA 02472  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
CHARITABLE  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
CONCORD LAND CONSERVATION TRUST  
ADDRESS:  
PO BOX 141  
CONCORD, MA 01742  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
501(C) (3)  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
ACTOR'S SHAKESPEARE PROJECT  
ADDRESS:  
191 HIGHLAND AVENUE  
SOMERVILLE, MA 02143  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
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:  
501(C)(3)  
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 ..... 10,000.

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:  
 NANTUCKET HISTORICAL ASSOC  
 ADDRESS:  
 E. GEOFFREY VERNEY  
 NANTUCKET, MA 02554  
 RELATIONSHIP:  
 NONE  
 PURPOSE OF GRANT:  
 GENERAL SUPPORT  
 FOUNDATION STATUS OF RECIPIENT:  
 501(C)(3)  
 AMOUNT OF GRANT PAID ..... 25,000.

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:  
CHARLEY DAVIDSON LEUKEMIA FUND  
ADDRESS:  
55 FRUIT STREET  
BOSTON, MA 02114  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
CONCORD CHILDREN'S CENTER  
ADDRESS:  
1300 MAIN STREET  
CONCORD, MA 01742  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 2,000.

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 ..... 250.

RECIPIENT NAME:  
SUSTAINABLE NANTUCKET  
ADDRESS:  
PO BOX 1244  
NANTUCKET, MA 02554  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 250.

RECIPIENT NAME:  
DONGYU GATSAL LING INITIATIVES  
ADDRESS:  
P.O. BOX 230047  
NEW YORK, NY 10023  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
NANTUCKET BOYS & GIRLS CLUB  
ADDRESS:  
61 SPARKS AVENUE  
NANTUCKET, MA 02554  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 12,000.

RECIPIENT NAME:  
KASHI FOUNDATION  
ATTN: KASHI ASHRAM  
ADDRESS:  
11155 ROSELAND ROAD  
SEBASTIAN, FL 32958  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
SPANNOCCHIA FOUNDATION  
ADDRESS:  
PO BOX 10531  
PORTLAND, ME 04104  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 500.

RECIPIENT NAME:  
THE SINGING BOWL INC.  
ADDRESS:  
135 ELSINORE STREET  
CONCORD, MA 01742  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
PRAJNOPAYA FOUNDATION  
ATTN: LINDA KRAUSE  
ADDRESS:  
66 MORRISON AVENUE  
SOMERVILLE, MA 02144  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
501(C) (3)  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
TRUSTEES OF BOSTON UNIVERSITY  
ADDRESS:  
890 COMMONWEALTH AVENUE  
BOSTON, MA 02215  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
501(C) (3)  
AMOUNT OF GRANT PAID ..... 10,000.

TOTAL GRANTS PAID: 238,000.  
=====

# Newcastle Foundation

EIN: 52-2283813

## FOOTNOTES

### SCHEDULE OF SUSPENDED LOSS C/O FROM PASSIVE ACTIVITY

( Form 990- PF)

**Enterprise Products Partners LP**

EIN : 76-0568219

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	<u>Passive Loss</u>	
	<u>Incurred</u>	<u>Unutilized Balance</u>
12/31/2012	(7,605.00)	(7,605 00)
Passive Loss Carryover from Prior Years:		
12/31/2011	(7,228.00)	(7,228.00)

**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.  
▶ Information about Schedule D (Form 1041) and its separate instructions is at  
[www.irs.gov/form1041](http://www.irs.gov/form1041).

OMB No 1545-0092

**2012**

Name of estate or trust <b>NEWCASTLE FOUNDATION TR C/O BROWN BROTHERS</b>	Employer identification number <b>52-2283813</b>
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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)
<b>1a</b>					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	<b>1b</b>	5,508.
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 2011 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>	5,508.

**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)
<b>6a</b> LONG-TERM CAPITAL GAIN DIVIDENDS					16,292.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>	197,678.
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>	-68.
9 Capital gain distributions . . . . .	<b>9</b>	
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 2011 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>	213,902.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. Schedule D (Form 1041) 2012

<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>		5,508.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		213,902.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh) . . . . .	<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>		219,410.

**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 <b>smaller</b> 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** in 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 **Schedule D Tax Worksheet** in 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 **Schedule D Tax Worksheet** in 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 \$2,400 . . . . .	<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 smaller 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 2012 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 2012 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>



Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

NEWCASTLE FOUNDATION TR C/O BROWN BROTHERS

52-2283813

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

(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
6a 323. ANHEUSER-BUSCH INBEV	VAR	10/05/2012	29,256.00	17,533.00	11,723.00
152. ANHEUSER-BUSCH INBEV	09/06/2011	10/15/2012	13,199.00	7,966.00	5,233.00
275. ANHEUSER-BUSCH INBEV	VAR	12/20/2012	24,497.00	14,376.00	10,121.00
175. ANHEUSER-BUSCH INBEV	08/11/2011	12/27/2012	15,352.00	8,776.00	6,576.00
500. BAXTER INTL INC	04/22/2010	12/19/2012	33,293.00	25,750.00	7,543.00
600. CHUBB CORP	VAR	01/10/2012	41,603.00	30,657.00	10,946.00
768. COMCAST CORP CL A	07/30/2007	06/20/2012	23,962.00	18,749.00	5,213.00
882. COMCAST CORP CL A	07/30/2007	06/27/2012	27,417.00	21,532.00	5,885.00
1250. COMCAST CORP CL A	07/30/2007	12/20/2012	47,478.00	30,515.00	16,963.00
5825. DELL INC	03/16/2005	12/20/2012	60,696.00	170,014.00	-109,318.00
400. DIAGEO PLC- SPONSORED	VAR	08/21/2012	42,584.00	24,918.00	17,666.00
175. DIAGEO PLC- SPONSORED	10/09/2008	08/22/2012	18,641.00	10,495.00	8,146.00
400. DIAGEO PLC- SPONSORED	10/09/2008	12/20/2012	48,080.00	23,988.00	24,092.00
200. EBAY INC	06/13/2011	08/28/2012	9,397.00	5,974.00	3,423.00
86. EBAY INC	10/24/2008	09/06/2012	4,212.00	1,278.00	2,934.00
150. EBAY INC	06/13/2011	09/06/2012	7,347.00	4,481.00	2,866.00
64. EBAY INC	10/24/2008	09/07/2012	3,135.00	951.00	2,184.00
262. EBAY INC	10/24/2008	09/21/2012	13,092.00	3,893.00	9,199.00
217. EBAY INC	VAR	12/06/2012	11,280.00	2,793.00	8,487.00
258. EBAY INC	01/26/2009	12/11/2012	13,424.00	3,111.00	10,313.00
475. ECOLAB INC	VAR	01/19/2012	28,611.00	20,466.00	8,145.00
125. ECOLAB INC	02/12/2010	02/01/2012	7,576.00	5,220.00	2,356.00
95. ECOLAB INC	VAR	02/02/2012	5,765.00	3,645.00	2,120.00
176. ECOLAB INC	04/15/2009	04/17/2012	11,026.00	6,540.00	4,486.00
165. ECOLAB INC	04/15/2009	04/18/2012	10,317.00	6,131.00	4,186.00

**6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

NEWCASTLE FOUNDATION TR C/O BROWN BROTHERS

52-2283813

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

(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
6a 40. ECOLAB INC	04/15/2009	04/20/2012	2,491.00	1,486.00	1,005.00
124. ECOLAB INC	04/15/2009	04/25/2012	7,734.00	4,608.00	3,126.00
850. JOHNSON & JOHNSON	VAR	12/20/2012	60,075.00	53,134.00	6,941.00
1800. LIBERTY INTERACTIVE	12/10/2007	12/19/2012	35,388.00	28,658.00	6,730.00
100. LIBERTY VENTURES - RT	12/10/2007	09/18/2012	1,176.00	1,118.00	58.00
300. LIBERTY VENTURES SER	12/10/2007	12/11/2012	17,702.00	13,305.00	4,397.00
149. VISA INC- CL.A SHARES	12/06/2010	02/03/2012	15,927.00	11,556.00	4,371.00
76. VISA INC- CL.A SHARES	VAR	02/06/2012	8,135.00	5,854.00	2,281.00
200. VISA INC- CL.A SHARES	12/16/2010	02/09/2012	22,627.00	15,189.00	7,438.00
250. VISA INC- CL.A SHARES	12/16/2010	02/27/2012	29,242.00	18,987.00	10,255.00
160. VISA INC- CL.A SHARES	03/23/2011	03/26/2012	19,210.00	11,524.00	7,686.00
35. VISA INC- CL.A SHARES	12/17/2010	03/27/2012	4,200.00	2,371.00	1,829.00
15. VISA INC- CL.A SHARES	03/23/2011	03/27/2012	1,800.00	1,080.00	720.00
40. VISA INC- CL.A SHARES	12/17/2010	04/03/2012	4,799.00	2,710.00	2,089.00
182. VISA INC- CL.A SHARES	12/17/2010	04/17/2012	22,246.00	12,329.00	9,917.00
118. VISA INC- CL.A SHARES	12/17/2010	04/26/2012	14,447.00	7,993.00	6,454.00
750. WAL-MART STORES INC	VAR	06/07/2012	49,479.00	34,760.00	14,719.00
250. WAL-MART STORES INC	09/05/2007	07/02/2012	17,310.00	10,748.00	6,562.00
275. WAL-MART STORES INC	09/05/2007	07/17/2012	20,067.00	11,823.00	8,244.00
200. WAL-MART STORES INC	09/05/2007	07/27/2012	14,915.00	8,599.00	6,316.00
81. WAL-MART STORES INC	09/05/2007	08/03/2012	6,039.00	3,482.00	2,557.00
160. WAL-MART STORES INC	09/05/2007	08/06/2012	11,929.00	6,879.00	5,050.00
159. WAL-MART STORES INC	09/05/2007	08/08/2012	11,840.00	6,836.00	5,004.00
780. WASTE MANAGEMENT INC	VAR	11/06/2012	25,134.00	28,902.00	-3,768.00
415. WASTE MANAGEMENT INC	12/20/2007	11/07/2012	13,278.00	14,937.00	-1,659.00

**6b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . .

Schedule D-1 (Form 1041) 2012



**STATEMENT OF ACCOUNT**

Statement Period  
 Account Number  
 12/31/2012 through 12/31/2012  
 104500200  
 NEWCASTLE FOUNDATION TR 12/22/00  
 BBHTC NA,TJ BARBERICH,  
 EPGBRIAN 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</b>										
	PENDING CASH		651 62				0	0		3 95	0 01
	CASH										
	DUE FROM BROKERS		15,352 04				0	0		92 96	0 34
	ACCRUED INCOME		511 22				0	0		3 10	0 01
	<b>TOTAL PENDING CASH</b>		16,514 88		0 00		0	0		100 00	0 36
	<b>TRANSACTIONAL CASH</b>										
351,499 8	BBH MONEY MARKET FUND REGULAR	1 00	351,499 80	1 00	351,499 80	0	0	35		100 00	7 78
	<b>TOTAL TRANSACTIONAL CASH</b>		351,499 80		351,499 80		0	35		100 00	7 78
	<b>TOTAL CASH</b>		368,014 68		351,499 80		0	35		100 00	8 14
	<b>FIXED INCOME</b>										
	<b>TAXABLE BONDS</b>										
	<b>FIXED INCOME MUTUAL FUNDS</b>										
10,428 551	PIMCO TOTAL RETURN FUND	11 24	117,216 91	10 31	107,518 36	0	9,699	3,796		100 00	2 59
	<b>TOTAL FIXED INCOME MUTUAL FUNDS</b>		117,216 91		107,518 36		9,699	3,796		100 00	2 59
	<b>TOTAL TAXABLE BONDS</b>		117,216 91		107,518 36		9,699	3,796		100 00	2 59



**STATEMENT OF ACCOUNT**

Statement Period  
Account Number  
12/31/2012 through 12/31/2012  
1045000200  
NEWCASTLE FOUNDATION TR 12/22/00  
BBHC 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>FIXED INCOME MUTUAL FUNDS</b>										
14,413.983	BBH LIMITED DURATION FUND CL N	10.40	149,905.42	10.41	150,000.00	0	95-	2,387	100.00	100.00	3.32
	<b>TOTAL FIXED INCOME MUTUAL FUNDS</b>		149,905.42		150,000.00		95-	2,387	100.00	100.00	3.32
	<b>TOTAL STRATEGIC RESERVES</b>		149,905.42		150,000.00		95-	2,387	100.00	100.00	3.32
	<b>TOTAL FIXED INCOME</b>		483,086.88		434,202.50		48,885	12,890	100.00	100.00	10.69
	<b>EQUITY</b>										
	<b>US LARGE CAP EQUITY</b>										
	<b>CONSUMER DISCRETIONARY</b>										
775	BED BATH & BEYOND INC	55.91	43,330.25	57.21	44,338.17	0	1,008-	0	1.45	1.45	0.96
3,600	COMCAST CORP CL A	37.36	134,496.00	24.41	87,884.47	0	46,612	2,340	4.51	4.51	2.98
4,200	LIBERTY INTERACTIVE A	19.68	82,656.00	15.92	66,869.36	0	15,787	0	2.77	2.77	1.83
1,825	TARGET CORP	59.17	107,985.25	49.68	90,662.92	0	17,322	2,628	3.62	3.62	2.39
	<b>TOTAL CONSUMER DISCRETIONARY</b>		368,467.50		289,754.92		78,713	4,968	100.00	100.00	8.16
	<b>CONSUMER STAPLES</b>										
300	ANHEUSER-BUSCH INBEV SPN ADR	87.41	26,223.00	50.02	15,006.45	0	11,217	388	0.88	0.88	0.58
750	DIAGEO PLC- SPONSORED ADR	116.58	87,435.00	56.88	42,662.63	0	44,772	2,081	2.94	2.94	1.94
2,375	NESTLE S A SPONS ADR	65.17	154,778.75	27.11	64,379.50	0	90,399	4,209	5.20	5.20	3.43
1,175	PEPSICO INC	68.43	80,405.25	55.72	65,465.32	0	14,940	2,526	2.70	2.70	1.78

**STATEMENT OF ACCOUNT**

Statement Period  
Account Number  
12/31/2012 through 12/31/2012  
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
775	WAL-MART STORES INC	68.23	52,878.25	42.99	33,319.26	0	19,559	1,232		1.78	1.17
	<b>TOTAL CONSUMER STAPLES</b>		401,720.25		220,833.16		180,887	10,436		100.00	8.90
	<b>ENERGY</b>										
775	EOG RESOURCES INC	120.79	93,612.25	91.40	70,837.22	0	22,775	527		3.14	2.07
1,750	ENTERPRISE PRODS LP UNIT	50.08	87,640.00	43.21	75,617.50	0	12,023	4,550		2.94	1.94
975	OCCIDENTAL PETROLEUM CORP	76.61	74,694.75	35.50	34,611.12	0	40,084	2,106		2.51	1.65
2,375	SOUTHWSTN ENERGY CO	33.41	79,348.75	36.01	85,531.72	0	6,183-	0		2.66	1.76
	<b>TOTAL ENERGY</b>		335,295.75		266,597.56		68,699	7,183		100.00	7.42
	<b>FINANCIALS</b>										
2,750	BERKSHIRE HATHAWAY INC-CL B	89.70	246,675.00	73.14	201,128.63	0	45,546	0		8.28	5.46
1,600	CHUBB CORP	75.32	120,512.00	50.87	81,384.54	0	39,127	2,624		4.05	2.67
4,825	PROGRESSIVE CORP OHIO	21.10	101,807.50	18.22	87,934.07	0	13,873	1,964		3.42	2.25
5,300	U S BANCORP	31.94	169,282.00	23.79	126,099.73	0	43,182	4,134		5.68	3.75
3,175	WELLS FARGO & CO	34.18	108,521.50	31.18	99,005.92	0	9,516	2,794		3.64	2.40
	<b>TOTAL FINANCIALS</b>		746,798.00		595,552.89		151,244	11,516		100.00	16.53
	<b>HEALTHCARE</b>										
1,900	BAXTER INTL INC	66.66	126,654.00	49.35	93,756.25	0	32,898	3,420		4.25	2.80
3,175	DENTSPLY INTL INC	39.61	125,761.75	29.30	93,015.38	0	32,746	699		4.22	2.78
875	JOHNSON & JOHNSON	70.10	61,337.50	61.67	53,965.36	0	7,372	2,135		2.06	1.36

**STATEMENT OF ACCOUNT**

Statement Period  
 Account Number  
 12/31/2012 through 12/31/2012  
 1045000200  
 NEWCASTLE FOUNDATION TR 12/22/00  
 BBHTC NA, TJ BARBERICH,  
 EPGBRIAN 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
2,250	NOVARTIS AG - ADR	63.30	142,425.00	50.94	114,615.53	0	27,809	4,739		4.78	3.15
425	HENRY SCHEIN INC COM STK	80.42	34,178.50	63.95	27,178.72	0	7,000	0		1.15	0.76
	<b>TOTAL HEALTHCARE</b>		490,356.75		382,531.24		107,825	10,993		100.00	10.85
	<b>INDUSTRIALS</b>										
2,800	WASTE MANAGEMENT INC	33.74	94,472.00	31.39	87,885.37	0	6,587	3,976		3.17	2.09
	<b>TOTAL INDUSTRIALS</b>		94,472.00		87,885.37		6,587	3,976		100.00	2.09
	<b>INFORMATION TECHNOLOGY</b>										
1,450	AUTOMATIC DATA PROCESSING INC	56.93	82,548.50	40.10	58,145.00	0	24,404	2,523		2.77	1.83
1,338	EBAY INC	50.9977	68,234.92	12.06	16,131.87	0	52,103	0		2.29	1.51
189	GOOGLE INC CL A	707.38	133,694.82	591.63	111,818.59	0	21,876	0		4.49	2.96
2,775	MICROSOFT CORP	26.7097	74,119.42	27.90	77,419.16	0	3,300	2,553		2.49	1.64
1,500	QUALCOMM INC	61.8596	92,789.40	59.61	89,416.20	0	3,373	1,500		3.11	2.05
	<b>TOTAL INFORMATION TECHNOLOGY</b>		451,387.06		352,930.82		98,456	6,576		100.00	9.99
	<b>MATERIALS</b>										
988	CELANESE CORP SERIES A	44.53	43,995.64	43.34	42,815.10	0	1,181	296		1.48	0.97
425	PRAXAIR INC	109.45	46,516.25	103.97	44,186.34	0	2,330	935		1.56	1.03
	<b>TOTAL MATERIALS</b>		90,511.89		87,001.44		3,511	1,231		100.00	2.00
	<b>TOTAL US LARGE CAP EQUITY</b>		2,979,009.20		2,283,087.40		695,922	56,879		100.00	65.94

**STATEMENT OF ACCOUNT**

Statement Period  
Account Number  
12/31/2012 through 12/31/2012  
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
	US SMALL/MID CAP EQUITY										
	SA SMALL CAP EQUITY FUNDS										
6,702 767	LONGLEAF PARTNERS SMALL CAP FD	28 88	193,575 91	17 61	118,024 73	0	75,551	67		100 00	4 28
	TOTAL SA SMALL CAP EQUITY FUNDS		193,575 91		118,024 73		75,551	67		100 00	4 28
	TOTAL US SMALL/MID CAP EQUITY		193,575 91		118,024 73		75,551	67		100 00	4 28
	NON-US DEVELOPED EQUITY										
	BBH INTERNATIONAL EQ FUNDS										
24,148 271	BBH INTERNATIONAL EQUITY FUND CL N	13 26	320,206 07	15 68	378,749 92	0	58,544-	8,017		100 00	7 09
	TOTAL BBH INTERNATIONAL EQ FUNDS		320,206 07		378,749 92		58,544-	8,017		100 00	7 09
	TOTAL NON-US DEVELOPED EQUITY		320,206 07		378,749 92		58,544-	8,017		100 00	7 09
	EMERGING MARKETS EQUITY										
	SA EMERGING MARKETS EQUITY										
10,375 796	T ROWE PRICE NEW ASIA FUND	16 81	174,417 13	17 35	180,000 00	0	5,583-	1,660		100 00	3 86
	TOTAL SA EMERGING MARKETS EQUITY		174,417 13		180,000 00		5,583-	1,660		100 00	3 86
	TOTAL EMERGING MARKETS EQUITY		174,417 13		180,000 00		5,583-	1,660		100 00	3 86

**STATEMENT OF ACCOUNT**

Statement Period: 12/31/2012 through 12/31/2012  
 Account Number: 1045000200  
 NEWCASTLE FOUNDATION TR 12/22/00  
 BBHC NA, TJ BARBERICH,  
 EPGBRIAN 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 EQUITY		3,667,208.31		2,959,862.05		707,346	66,623		100.00	81.17
	Total Assets		4,518,309.87		3,745,564.35		756,231	79,548		100.00	100.00
	TOTAL TRADITIONAL INVESTMENTS		4,518,309.87		3,745,564.35		756,231	79,548			

**Maturity Schedule**

Maturities by Year

