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Return of Private Foundation

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter Social Security numbers on this form as it may be made public.

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

For calendar year **2013** or tax year beginning **2013**, and ending **20**

Name of foundation **NEWCASTLE FOUNDATION TR C/O BROWN BROTHERS HARRIMAN TR CO., N.A.**
 Number and street (or P.O. box number if mail is not delivered to street address) **140 BROADWAY 4TH FLOOR**
 City or town, state or province, country, and ZIP or foreign postal code **NEW YORK, NY 10005-1101**

Room/suite
 Telephone number (see instructions) **212-493-8000**

A Employer identification number **52-2283813**

B Telephone number (see instructions) **212-493-8000**

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

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) **\$ 5,154,091.**

J Accounting method:
 Cash
 Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis.)

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

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input 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	81,618.	81,618.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	310,453.			
b	Gross sales price for all assets on line 6a 936,819.				
7	Capital gain net income (from Part IV, line 2)		310,453.		
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)				
12	Total. Add lines 1 through 11	392,071.	392,071.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc.	51,372.	41,098.		10,274.
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	6,916.	2,358.		35.
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 5	67.	67.		
24	Total operating and administrative expenses. Add lines 13 through 23	58,855.	43,523.	NONE	10,809.
25	Contributions, gifts, grants paid	271,250.			271,250.
26	Total expenses and disbursements. Add lines 24 and 25	330,105.	43,523.	NONE	282,059.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	61,966.			
b	Net investment income (if negative, enter -0-)		348,548.		
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		35.
	2	Savings and temporary cash investments	351,500.	333,571.
	3	Accounts receivable ▶ 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)	72,132.	
	b	Investments - corporate stock (attach schedule)	2,959,862.	3,086,514.
	c	Investments - corporate bonds (attach schedule)	362,070.	407,518.
	11	Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶		
	12	Investments - mortgage loans		
	13	Investments - other (attach schedule)		
	14	Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶		
15	Other assets (describe ▶)			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,760,916.	3,827,603.	
Liabilities	17	Accounts payable and accrued expenses		
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, and other disqualified persons		
	21	Mortgages and other notes payable (attach schedule)		
	22	Other liabilities (describe ▶)		
23	Total liabilities (add lines 17 through 22)		NONB	
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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	3,760,916.	3,827,603.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds		
30	Total net assets or fund balances (see instructions)	3,760,916.	3,827,603.	
31	Total liabilities and net assets/fund balances (see instructions)	3,760,916.	3,827,603.	

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	3,760,916.
2	Enter amount from Part I, line 27a	2	61,966.
3	Other increases not included in line 2 (itemize) ▶ PARTNERSHIP CAPITAL CHANGE	3	4,721.
4	Add lines 1, 2, and 3	4	3,827,603.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,827,603.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 936,819.		626,366.	310,453.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			310,453.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	310,453.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2012	248,015.	4,315,144.	0.057475
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
2 Total of line 1, column (d)			2 0.254349
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 0.050870
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 4,875,922.
5 Multiply line 4 by line 3			5 248,038.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,485.
7 Add lines 5 and 6			7 251,523.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 282,059.

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	3,485.
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	3,485.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0	5	3,485.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,392.
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	5,392.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,907.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 1,907. Refunded <input type="checkbox"/> 11	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		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 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 2013, 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 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 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 2013? 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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 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 2013 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 2013.) 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 2013? 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)? **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? Yes No **6b** X
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 **7b**

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

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

(a) Name and address	(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-	-0-	-0-
EILEEN P. GEBRIAN 40 ELM STREET, CONCORD, MA 01742	TRUSTEE 1	-0-	-0-	-0-
BROWN BROTHERS HARRIMAN 140 BROADWAY, NEW YORK, NY 10005	TRUSTEE 1	51,372.	-0-	-0-

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
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 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 instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,652,118.
b	Average of monthly cash balances	1b	298,057.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	4,950,175.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,950,175.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	74,253.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	4,875,922.
6	Minimum investment return. Enter 5% of line 5	6	243,796.

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

1	Minimum investment return from Part X, line 6	1	243,796.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,485.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,485.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	240,311.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	240,311.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	240,311.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	282,059.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	282,059.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	3,485.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	278,574.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				240,311.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			NONE	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	104,818.			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	37,649.			
f Total of lines 3a through e	142,467.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>282,059.</u>				
a Applied to 2012, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				240,311.
e Remaining amount distributed out of corpus	41,748.			
f Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	184,215.			
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 instructions		NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	104,818.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	79,397.			
10 Analysis of line 9:				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	37,649.			
e Excess from 2013	41,748.			

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 2013, 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				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 6 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see 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 address 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 15</p>				271,250.
Total ▶ 3a				271,250.
<p>b Approved for future payment</p>				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities (14, 81,618), 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory (18, 310,453), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (392,071), 13 Total (392,071).

(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. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

**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.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2013

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

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

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	51,217.	50,000.		1,217.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶				7 1,217.

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	846,641.	576,366.		270,275.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				12
13 Capital gain distributions.				13 38,961.
14 Gain from Form 4797, Part I.				14
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶				16 309,236.

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

Schedule D (Form 1041) 2013

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
17	Net short-term gain or (loss)	17		1,217.
18	Net long-term gain or (loss):			
a	Total for year	18a		309,236.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a ▶	19		310,453.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20	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 19, column (3) or b \$3,000	20	()
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Note: If the loss on line 19, 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 18a and 19 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 18b, col. (2) or line 18c, 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 18a and 19 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 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero	22		
23	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)	23		
24	Add lines 22 and 23	24		
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	25		
26	Subtract line 25 from line 24. If zero or less, enter -0-	26		
27	Subtract line 26 from line 21. If zero or less, enter -0-	27		
28	Enter the smaller of the amount on line 21 or \$2,450	28		
29	Enter the smaller of the amount on line 27 or line 28	29		
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30		
31	Enter the smaller of line 21 or line 26	31		
32	Subtract line 30 from line 26	32		
33	Enter the smaller of line 21 or \$11,950	33		
34	Add lines 27 and 30	34		
35	Subtract line 34 from line 33. If zero or less, enter -0-	35		
36	Enter the smaller of line 32 or line 35	36		
37	Multiply line 36 by 15% ▶	37		
38	Enter the amount from line 31	38		
39	Add lines 30 and 36	39		
40	Subtract line 39 from line 38. If zero or less, enter -0-	40		
41	Multiply line 40 by 20% ▶	41		
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43	Add lines 37, 41, and 42	43		
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶	45		

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

2013

Department of the Treasury
Internal Revenue Service

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Attachment
Sequence No **12A**

Name(s) shown on return

Social security number or taxpayer identification number

NEWCASTLE FOUNDATION TR C/O BROWN BROTHERS

52-2283813

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (a) in the separate instructions	Adjustment, if any, to gain or loss if you enter an amount in column (g), enter a code in column (f) See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	5070.994 T ROWE PRICE INST	02/25/2013	05/28/2013	51,217.00	50,000.00			1,217.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ▶				51,217.	50,000.			1,217.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Name(s) shown on return. (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

NEWCASTLE FOUNDATION TR C/O BROWN BROTHERS

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Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss if you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
67.	ANHEUSER-BUSCH INBEV S	08/11/2011	01/28/2013	6,137.00	3,354.00			2,783.00
58.	ANHEUSER-BUSCH INBEV S	09/14/2011	01/29/2013	5,327.00	2,901.00			2,426.00
70.	ANHEUSER-BUSCH INBEV S	09/14/2011	02/20/2013	6,578.00	3,501.00			3,077.00
47.	ANHEUSER-BUSCH INBEV S	09/14/2011	02/25/2013	4,419.00	2,350.00			2,069.00
58.	ANHEUSER-BUSCH INBEV S	09/14/2011	02/28/2013	5,446.00	2,901.00			2,545.00
650.	AUTOMATIC DATA PROCES	03/04/2008	07/11/2013	46,750.00	26,065.00			20,685.00
20.	AUTOMATIC DATA PROCESS	03/04/2008	07/15/2013	1,451.00	802.00			649.00
80.	AUTOMATIC DATA PROCESS	03/04/2008	07/17/2013	5,794.00	3,208.00			2,586.00
89.	AUTOMATIC DATA PROCESS	03/04/2008	07/23/2013	6,468.00	3,569.00			2,899.00
36.	AUTOMATIC DATA PROCESS	03/04/2008	07/31/2013	2,611.00	1,444.00			1,167.00
125.	AUTOMATIC DATA PROCES	03/04/2008	08/13/2013	9,101.00	5,013.00			4,088.00
149.	AUTOMATIC DATA PROCES	03/04/2008	09/10/2013	11,013.00	5,975.00			5,038.00
76.	AUTOMATIC DATA PROCESS	03/04/2008	09/11/2013	5,582.00	3,048.00			2,534.00
90.	AUTOMATIC DATA PROCESS	03/04/2008	09/16/2013	6,685.00	3,609.00			3,076.00
<p>2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶</p>								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return. (Name and SSN or taxpayer identification no. not required if shown on other side.)

Social security number or taxpayer identification number

NEWCASTLE FOUNDATION TR C/O BROWN BROTHERS

52-2283813

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Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example, 100 sh XYZ Co.)	(b) Date acquired (Mo, day, yr.)	(c) Date sold or disposed (Mo, day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	135. AUTOMATIC DATA PROCES	03/04/2008	09/17/2013	9,989.00	5,414.00			4,575.00
	52. BAXTER INTL INC	04/22/2010	04/01/2013	3,760.00	2,678.00			1,082.00
	57. BAXTER INTL INC	04/22/2010	04/02/2013	4,124.00	2,936.00			1,188.00
	425. BERKSHIRE HATHAWAY IN	10/03/2007	05/22/2013	48,065.00	33,821.00			14,244.00
	584. BERKSHIRE HATHAWAY IN	10/03/2007	07/23/2013	69,188.00	46,474.00			22,714.00
	66. BERKSHIRE HATHAWAY INC	10/03/2007	08/05/2013	7,818.00	5,252.00			2,566.00
	902. DENTSPLY INTL INC	10/31/2008	03/20/2013	38,307.00	28,201.00			10,106.00
	725. DENTSPLY INTL INC	10/31/2008	05/22/2013	30,485.00	22,237.00			8,248.00
	84. DENTSPLY INTL INC	10/31/2008	10/16/2013	3,737.00	2,576.00			1,161.00
	141. DENTSPLY INTL INC	10/31/2008	10/17/2013	6,270.00	4,325.00			1,945.00
	175. DENTSPLY INTL INC	10/31/2008	10/21/2013	8,030.00	5,284.00			2,746.00
	78. DENTSPLY INTL INC	07/30/2010	10/24/2013	3,524.00	2,267.00			1,257.00
	53. DENTSPLY INTL INC	07/30/2010	10/28/2013	2,385.00	1,540.00			845.00
	94. DENTSPLY INTL INC	07/30/2010	10/29/2013	4,238.00	2,731.00			1,507.00
<p>2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶</p>								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return. (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

NEWCASTLE FOUNDATION TR C/O BROWN BROTHERS

52-2283813

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Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example, 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
100.	EOG RESOURCES INC	10/20/2009	05/22/2013	13,346.00	9,198.00			4,148.00
75.	EOG RESOURCES INC	10/20/2009	10/18/2013	13,767.00	6,898.00			6,869.00
111.	EBAY INC	01/26/2009	02/08/2013	6,324.00	1,338.00			4,986.00
389.	EBAY INC	01/26/2009	02/12/2013	22,152.00	4,690.00			17,462.00
27.	GOOGLE INC CL A	02/17/2012	10/21/2013	27,082.00	16,377.00			10,705.00
150.	JOHNSON & JOHNSON	11/19/2009	08/05/2013	14,058.00	9,251.00			4,807.00
76.	LIBERTY INTERACTIVE A	12/10/2007	07/12/2013	1,861.00	1,210.00			651.00
42.	LIBERTY INTERACTIVE A	12/10/2007	07/15/2013	1,028.00	669.00			359.00
82.	LIBERTY INTERACTIVE A	12/10/2007	07/18/2013	2,008.00	1,306.00			702.00
135.	LIBERTY INTERACTIVE A	12/10/2007	11/20/2013	3,752.00	2,149.00			1,603.00
135.	LIBERTY INTERACTIVE A	12/10/2007	11/21/2013	3,733.00	2,149.00			1,584.00
175.	LIBERTY INTERACTIVE A	12/10/2007	11/25/2013	4,831.00	2,786.00			2,045.00
230.	LIBERTY INTERACTIVE A	12/10/2007	11/26/2013	6,353.00	3,662.00			2,691.00
250.	NOVARTIS AG - ADR	09/05/2007	05/22/2013	18,806.00	13,583.00			5,223.00
<p>2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶</p>								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return. (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

NEWCASTLE FOUNDATION TR C/O BROWN BROTHERS

52-2283813

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss if you enter an amount in column (g). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
27.	NOVARTIS AG - ADR	09/05/2007	11/18/2013	2,121.00	1,433.00			688.00
98.	NOVARTIS AG - ADR	09/05/2007	11/19/2013	7,686.00	5,202.00			2,484.00
45.	PEPSICO INC	03/05/2012	04/11/2013	3,599.00	2,825.00			774.00
75.	PEPSICO INC	03/05/2012	04/12/2013	5,998.00	4,708.00			1,290.00
47.	PEPSICO INC	03/05/2012	04/16/2013	3,759.00	2,951.00			808.00
58.	PEPSICO INC	03/05/2012	04/18/2013	4,658.00	3,641.00			1,017.00
150.	PEPSICO INC	04/05/2004	05/03/2013	12,423.00	8,582.00			3,841.00
125.	PEPSICO INC	04/05/2004	07/12/2013	10,503.00	6,750.00			3,753.00
136.	PEPSICO INC	11/18/2008	07/18/2013	11,808.00	7,256.00			4,552.00
39.	PEPSICO INC	11/18/2008	07/19/2013	3,373.00	2,081.00			1,292.00
850.	PROGRESSIVE CORP OHIO	05/19/2008	05/22/2013	22,197.00	16,143.00			6,054.00
1541.197	T ROWE PRICE NEW	10/27/2011	05/23/2013	26,000.00	28,111.00			-2,111.00
29.	HENRY SCHEIN INC COM S	10/14/2011	10/24/2013	3,222.00	1,861.00			1,361.00
32.	HENRY SCHEIN INC COM S	10/14/2011	10/25/2013	3,551.00	2,054.00			1,497.00
<p>2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶</p>								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return. (Name and SSN or taxpayer identification no. not required if shown on other side)
NEWCASTLE FOUNDATION TR C/O BROWN BROTHERS

Social security number or taxpayer identification number
52-2283813

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
39.	HENRY SCHEIN INC COM S	10/14/2011	10/28/2013	4,333.00	2,503.00			1,830.00
450.	U S BANCORP	01/25/2010	05/22/2013	16,020.00	11,240.00			4,780.00
80897.25	U S TREASURY NOTE INDEXED 1.3	10/08/2008	05/22/2013	92,014.00	72,576.00			19,438.00
2483.014	VANGUARD INFLAT P	10/24/2008	05/23/2013	68,804.00	54,552.00			14,252.00
150.	WASTE MANAGEMENT INC	07/19/2006	05/22/2013	6,412.00	5,367.00			1,045.00
300.	WASTE MANAGEMENT INC	07/19/2006	11/06/2013	13,117.00	10,420.00			2,697.00
50.	WASTE MANAGEMENT INC	07/19/2006	11/07/2013	2,190.00	1,737.00			453.00
200.	WASTE MANAGEMENT INC	07/19/2006	11/19/2013	9,039.00	6,947.00			2,092.00
50.	WASTE MANAGEMENT INC	07/19/2006	11/26/2013	2,286.00	1,737.00			549.00
200.	WASTE MANAGEMENT INC	07/19/2006	11/27/2013	9,145.00	6,947.00			2,198.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				846,641.	576,366.			270,275.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

STATEMENT OF ACCOUNT

Statement Period
Account Number
12/31/2013 through 12/31/2013
1045000200
NEWCASTLE FOUNDATION TR 12/22/00
BBHTC NA,TJ BARBERICH,
EPGEBRIAN TTEES

Schedule Of Principal Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
	CASH										
	PENDING CASH										
	PRINCIPAL CASH		0 00				0			0 00	0 00
	ACCRUED INCOME		32 58				0			100 00	0 00
	TOTAL PENDING CASH		32 58		0 00		0	0		100 00	0 00
	TRANSACTIONAL CASH										
226,513 66	BBH MONEY MARKET FUND REGULAR	1 00	226,513 66	1 00	226,513 66	0	0	23		100 00	4 49
	TOTAL TRANSACTIONAL CASH		226,513 66		226,513 66		0	23		100 00	4 49
	TOTAL CASH		226,546 24		226,513 66		0	23		100 00	4 49
	FIXED INCOME										
	TAXABLE BONDS										
	FIXED INCOME MUTUAL FUNDS										
14,876 95	PIMCO TOTAL RETURN FUND	10 69	159,034 60	10 59	157,518 36	15	1,516	4,106		100 00	3 15
	TOTAL FIXED INCOME MUTUAL FUNDS		159,034 60		157,518 36		1,516	4,106		100 00	3 15
	TOTAL TAXABLE BONDS		159,034 60		157,518 36		1,516	4,106		100 00	3 15

STATEMENT OF ACCOUNT

Statement Period
Account Number
12/31/2013 through 12/31/2013
1045000200
NEWCASTLE FOUNDATION TR 12/22/00
BBHTC NA,TJ BARBERICH,
EPGEBRIAN TTEES

Schedule Of Principal Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
	HIGH YIELD BONDS										
	FIXED INCOME MUTUAL FUNDS										
5.268 704	T ROWE PRICE INST HIGH YIELD	9 71	51,159 12	9 49	50,000 00	17	1,159	3,372	100 00	100 00	1 01
	TOTAL FIXED INCOME MUTUAL FUNDS		51,159 12		50,000 00		1,159	3,372	100 00	100 00	1 01
	TOTAL HIGH YIELD BONDS		51,159 12		50,000 00		1,159	3,372	100 00	100 00	1 01
	STRATEGIC RESERVES										
	FIXED INCOME MUTUAL FUNDS										
19.207 847	BBH LIMITED DURATION FUND CL N	10 34	198,609 14	10 41	200,000 00	0	1,391-	2,920	100.00	100.00	3 94
	TOTAL FIXED INCOME MUTUAL FUNDS		198,609 14		200,000 00		1,391-	2,920	100 00	100 00	3 94
	TOTAL STRATEGIC RESERVES		198,609 14		200,000 00		1,391-	2,920	100 00	100 00	3 94
	TOTAL FIXED INCOME		408,802 86		407,518 36		1,284	10,398	100 00	100 00	8 10
	EQUITY										
	US LARGE CAP EQUITY										
	CONSUMER DISCRETIONARY										
1.349	BED BATH & BEYOND INC	80 30	108,324 70	57 14	77,085 83	0	31,239	0	3 26	3 26	2 15
3.600	COMCAST CORP CL A	51 965	187,074 00	24 41	87,884 47	0	99,190	2,808	5 63	5 63	3 71
3.325	LIBERTY INTERACTIVE A	29 35	97,588 75	15 92	52,938 26	0	44,650	0	2 94	2 94	1 93

STATEMENT OF ACCOUNT

Statement Period
Account Number
12/31/2013 through 12/31/2013
1045000200
NEWCASTLE FOUNDATION TR 12/22/00
BBHTC NA,TJ BARBERICH,
EPGEBRIAN TTEES

Schedule Of Principal Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
1,825	TARGET CORP	63 27	115,467 75	49 68	90,662 92	0	24,805	3,139		3 47	2 29
	TOTAL CONSUMER DISCRETIONARY		508,455 20		308,571 48		199,884	5,947		15 30	10 08
	CONSUMER STAPLES										
750	DIAGEO PLC- SPONSORED ADR	132 42	99,315 00	56 88	42,662 63	0	56,652	2,249		2 99	1 97
2,375	NESTLE S A SPONS ADR	73 59	174,776 25	27 11	64,379 50	0	110,397	4,313		5 26	3 46
500	PEPSICO INC	82 94	41,470 00	53 34	26,671 43	0	14,799	1,135		1 25	0 82
775	WAL-MART STORES INC	78 69	60,984 75	42 99	33,319 26	0	27,665	1,457		1 83	1 21
	TOTAL CONSUMER STAPLES		376,546 00		167,032 82		209,513	9,154		11 33	7 46
	ENERGY										
600	EOG RESOURCES INC	167 84	100,704 00	91 24	54,741 40	0	45,963	450		3 03	2 00
1,750	ENTERPRISE PRODS LP UNIT	66 30	116,025 00	43 21	75,617 50	0	40,408	4,830		3 49	2 30
975	OCCIDENTAL PETROLEUM CORP	95 10	92,722 50	35 50	34,611 12	0	58,111	2,496		2 79	1 84
1,025	SCHLUMBERGER LTD	90 11	92,362 75	74 60	76,469 37	0	15,893	1,281		2 78	1 83
2,375	SOUTHWSTN ENERGY CO	39 33	93,408 75	36 01	85,531 72	0	7,877	0		2 81	1 85
	TOTAL ENERGY		495,223 00		326,971 11		168,252	9,057		14 90	9 82
	FINANCIALS										
1,675	BERKSHIRE HATHAWAY INC-CL B	118 56	198,588 00	69 00	115,581 21	0	83,007	0		5 97	3 93
1,600	CHUBB CORP	96 63	154,608 00	50 87	81,384 54	0	73,223	2,816		4 65	3 06
3,975	PROGRESSIVE CORP OHIO	27 27	108,398 25	18 06	71,790 70	0	36,608	1,129		3 26	2 15

STATEMENT OF ACCOUNT

Statement Period 12/31/2013 through 12/31/2013
Account Number 1045000200
NEWCASTLE FOUNDATION TR 12/22/00
BBHTC NA,TJ BARBERICH,
EPGEBRIAN TTEES

Schedule Of Principal Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
4,850	U S BANCORP	40 40	195,940 00	23 68	114,859 68	0	81,080	4,462		5 89	3 88
3,400	WELLS FARGO & CO	45 40	154,360 00	31 45	106,932 20	0	47,428	4,080		4 64	3 06
	TOTAL FINANCIALS		811,894 25		490,548 33		321,346	12,487		24 41	16 08
	HEALTHCARE										
1,791	BAXTER INTL INC	69 55	124,564 05	49 21	88,142 71	0	36,421	3,510		3 75	2 47
923	DENTSPLY INTL INC	48 48	44,747 04	25 85	23,855 04	0	20,892	231		1 35	0 89
725	JOHNSON & JOHNSON	91 59	66,402 75	61 67	44,714 16	0	21,689	1,914		2 00	1 32
1,875	NOVARTIS AG - ADR	80 38	150,712 50	50 35	94,398 00	0	56,315	3,857		4 53	2 99
325	HENRY SCHEIN INC COM STK	114 26	37,134 50	63 88	20,761 24	0	16,373	0		1 12	0 74
	TOTAL HEALTHCARE		423,560 84		271,871 15		151,690	9,512		12 75	8 41
	INDUSTRIALS										
1,850	WASTE MANAGEMENT INC	44 87	83,009 50	29 58	54,730 51	0	28,279	2,701		2 50	1 64
	TOTAL INDUSTRIALS		83,009 50		54,730 51		28,279	2,701		2 50	1 64
	INFORMATION TECHNOLOGY										
838	EBAY INC	54 865	45,976 87	12 06	10,103 52	0	35,873	0		1 38	0 91
162	GOOGLE INC CL A	1120 71	181,555 02	589 15	95,441 74	0	86,113	0		5 46	3 60
3,350	MICROSOFT CORP	37 41	125,323 50	27 92	93,548 16	0	31,775	3,752		3 77	2 48
1,700	QUALCOMM INC	74 25	126,225 00	59 87	101,782 93	0	24,442	2,380		3 80	2 50
	TOTAL INFORMATION TECHNOLOGY		479,080 39		300,876 35		178,203	6,132		14 41	9 49

STATEMENT OF ACCOUNT

Statement Period: 12/31/2013 through 12/31/2013
 Account Number: 1045000200
 NEWCASTLE FOUNDATION TR 12/22/00
 BBHTC NA,TJ BARBERICH
 EPEGBRIAN TTEES

Schedule Of Principal Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
MATERIALS											
1,113	CELANESE CORP SERIES A	55 31	61,560 03	43 28	48,171 96	0	13,388	801		1 85	1 22
650	PRAXAIR INC	130 03	84,519 50	106 27	69,077 24	0	15,442	1,560		2 54	1 67
	TOTAL MATERIALS		146,079 53		117,249 20		28,830	2,361		4 39	2 89
	TOTAL US LARGE CAP EQUITY		3,323,848 71		2,037,850 95		1,285,997	57,351		100 00	65 87
US SMALL/MID CAP EQUITY											
SA SMALL CAP EQUITY FUNDS											
6,702 767	LONGLEAF PARTNERS SMALL CAP FD	32 46	217,571 82	17 61	118,024 73	0	99,547	201		100 00	4 31
	TOTAL SA SMALL CAP EQUITY FUNDS		217,571 82		118,024 73		99,547	201		100 00	4 31
	TOTAL US SMALL/MID CAP EQUITY		217,571 82		118,024 73		99,547	201		100 00	4 31
NON-US DEVELOPED EQUITY											
BBH INTERNATIONAL EQ FUNDS											
24,148 271	BBH INTERNATIONAL EQUITY FUND CL N	15 24	368,019 65	15 68	378,749 92	0	10,730	6,327		100 00	7 29
	TOTAL BBH INTERNATIONAL EQ FUNDS		368,019 65		378,749 92		10,730	6,327		100 00	7 29
	TOTAL NON-US DEVELOPED EQUITY		368,019 65		378,749 92		10,730	6,327		100 00	7 29

STATEMENT OF ACCOUNT

Statement Period: 12/31/2013 through 12/31/2013
 Account Number: 1045000200
 NEWCASTLE FOUNDATION TR 12/22/00
 BBHTC NA,TJ BARBERICH,
 EPEBRIAN TTEES

Schedule Of Principal Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
	EMERGING MARKETS EQUITY										
	SA EMERGING MARKETS EQUITY										
40,000	AIT GLOBAL EMERGING MARKETS OPPORTUNITY FUND-I VONTOBEL	9.02	360,800.00	10.00	400,000.00	0	39,200.	0		71.84	7.15
8,834.599	T ROWE PRICE NEW ASIA FUND	16.01	141,441.93	17.19	151,888.57	0	10,447.	1,325		28.16	2.80
	TOTAL SA EMERGING MARKETS EQUITY		502,241.93		551,888.57		49,647.	1,325		100.00	9.95
	TOTAL EMERGING MARKETS EQUITY		502,241.93		551,888.57		49,647.	1,325		100.00	9.95
	TOTAL EQUITY		4,411,682.11		3,086,514.17		1,325,167	65,204		100.00	87.42
	Total Principal		5,047,031.21		3,720,546.19		1,326,451	75,625		100.00	100.00

STATEMENT OF ACCOUNT

Statement Period
Account Number
12/31/2013 through 12/31/2013
1045000200
NEWCASTLE FOUNDATION TR 12/22/00
BBHTC NA,TJ BARBERICH,
EPGEBRIAN TTEES

Schedule Of Income Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
	CASH										
	PENDING CASH										
	INCOME CASH		2.89				0			100.00	0.00
	ACCRUED INCOME		0.00				0			0.00	0.00
	TOTAL PENDING CASH		2.89		0.00		0	0		100.00	0.00
	TRANSACTIONAL CASH										
107.05728	BBH MONEY MARKET FUND REGULAR	1.00	107,057.28	1.00	107,057.28	0	0	11		100.00	100.00
	TOTAL TRANSACTIONAL CASH		107,057.28		107,057.28		0	11		100.00	100.00
	TOTAL CASH		107,060.17		107,057.28		0	11		100.00	100.00
	Total Income		107,060.17		107,057.28		0	11		100.00	100.00
	TOTAL TRADITIONAL INVESTMENTS		5,154,091.38		3,827,603.47		1,326.451	75,636		100.00	100.00
	TOTAL INVESTMENTS		5,154,091.38		3,827,603.47		1,326.451	75,636		100.00	100.00

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AIT GLOBAL EMERGING MARKETS OPPORTUNITY	2,508.	2,508.
AUTOMATIC DATA PROCESSING INC	2,023.	2,023.
BBH MONEY MARKET FUND REGULAR	26.	26.
BBH INTERNATIONAL EQUITY FUND CL N	6,776.	6,776.
BBH LIMITED DURATION FUND CL N	2,990.	2,990.
BAXTER INTL INC	3,690.	3,690.
CELANESE CORP SERIES A	575.	575.
CHUBB CORP	2,768.	2,768.
COMCAST CORP CL A	2,691.	2,691.
DENTSPLY INTL INC	510.	510.
DIAGEO PLC- SPONSORED ADR	2,249.	2,249.
EOG RESOURCES INC	530.	530.
JOHNSON & JOHNSON	2,068.	2,068.
LONGLEAF PARTNERS SMALL CAP FD	1,716.	1,716.
MICROSOFT CORP	3,198.	3,198.
NESTLE S A SPONS ADR	5,138.	5,138.
NOVARTIS AG - ADR	5,460.	5,460.
OCCIDENTAL PETROLEUM CORP	1,872.	1,872.
PIMCO TOTAL RETURN FUND	4,003.	4,003.
PEPSICO INC	2,001.	2,001.
PRAXAIR INC	1,560.	1,560.
PROGRESSIVE CORP OHIO	1,373.	1,373.
QUALCOMM INC	2,125.	2,125.
T ROWE PRICE NEW ASIA FUND	1,574.	1,574.
T ROWE PRICE INST HIGH YIELD	4,358.	4,358.
SCHLUMBERGER LTD	641.	641.
TARGET CORP	2,884.	2,884.
U S BANCORP	4,298.	4,298.
U S TREASURY NOTES INFLATION INDEXED 1.3	1,390.	1,390.
VANGUARD FIXED INCOME SEC FDIN FLATION-P	44.	44.
WAL-MART STORES INC	1,093.	1,093.
WASTE MANAGEMENT INC	3,632.	3,632.

1045000200

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WELLS FARGO & CO	3,854.	3,854.
TOTAL	81,618.	81,618.

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	35.		35.
FEDERAL ESTIMATES - PRINCIPAL	4,523.		
FOREIGN TAXES ON QUALIFIED FOR	2,236.	2,236.	
FOREIGN TAXES ON NONQUALIFIED	122.	122.	
TOTALS	6,916.	2,358.	35.

FORM 990PF, PART I - OTHER EXPENSES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NON-ALLOCABLE EXPENSE -	67.	67.
TOTALS	67.	67.

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:
PC
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:
PC
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:
PC
AMOUNT OF GRANT PAID 25,000.

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RECIPIENT NAME:
SWEET BRIAR COLLEGE
ADDRESS:
OFFICE OF DEVELOPMENT
SWEET BRIAR, VA 24595
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
HOLY FAMILY PARISH
ADDRESS:
REV. AUSTIN H. FLEMING
CONCORD, MA 01742
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

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:
PC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
KING'S COLLEGE
ADDRESS:
OFFICE OF ALUMNI RELATIONS
WILKES-BARRE, PA 18711
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
THOREAU FARM TRUST
ADDRESS:
PO BOX 454
CONCORD, MA 01742
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 350.

RECIPIENT NAME:
CONCORD LAND CONSERVATION TRUST
ADDRESS:
PO BOX 141
CONCORD, MA 01742
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 500.

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

RECIPIENT NAME:
ACTOR'S SHAKESPEARE PROJECT
ADDRESS:
191 HIGHLAND AVENUE
SOMERVILLE, MA 02143
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
THE TRUSTEES OF RESERVATIONS
ADDRESS:
ADVANCEMENT OFFICE
BEVERLY, MA 01915
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
GAINING GROUND
ADDRESS:
PO BOX 374
CONCORD, MA 01742
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
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:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CHARLEY DAVIDSON LEUKEMIA FUND
ADDRESS:
55 FRUIT STREET
BOSTON, MA 02114
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
CONCORD CHILDREN'S CENTER
ADDRESS:
1300 MAIN STREET
CONCORD, MA 01742
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
TUFTS MEDICAL CENTER TRUST
ADDRESS:
800 WASHINGTON STREET, BOX 231
BOSTON, MA 02111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
NANTUCKET BOYS & GIRLS CLUB
ADDRESS:
61 SPARKS AVENUE
NANTUCKET, MA 02554
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
SAMARITANS INC
ADDRESS:
41 WEST STREET FLOOR 4
BOSTON, MA 02111-1268
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
AMERICAN HEART ASSOCIATION
ADDRESS:
P.O. BOX 417005
BOSTON, MA 02241-7005
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
BIG BROTHERS BIG SISTERS OF MASS
ATTN: WHYTNEE BUSH, DEVELOPMENT
ADDRESS:
75 FEDERAL STREET, 8TH FLOOR
BOSTON, MA 02110
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 400.

RECIPIENT NAME:
CITY YEAR BOSTON
ATTN: JANA RAYFIELD
ADDRESS:
287 COLUMBUS AVENUE
BOSTON, MA 02116
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
ONE FUND BOSTON INC.
ADDRESS:
800 BOYLSTON STREET #990009
BOSTON, MA 02199
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
CYSTIC FIBROSIS FOUNDATION
ATTN: MS. LISA BABAIAN, EXEC DIR
ADDRESS:
114 PERIMETER ROAD, UNIT G & H
NASHUA, NH 03063
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
SMITH CHILD CARE CENTER INC
ADDRESS:
70 PARADISE ROAD
NORTHAMPTON, MA 01060
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
UNION PARK ASSOCIATION INC
FRIENDS OF UNION PARK
ADDRESS:
P.O. BOX 180750
BOSTON, MA 02118
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
MASSACHUSETTS GENERAL HOSPITAL
ADDRESS:
55 FRUIT ST
BOSTON, MA 02114
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 150,000.

TOTAL GRANTS PAID: 271,250.
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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

	<u>Passive Loss</u>	
	<u>Incurred</u>	<u>Unutilized Balance</u>
12/31/2013	(5,554.00)	(5,554.00)
Passive Loss Carryover from Prior Years:		
12/31/2011	(7,228.00)	(7,228.00)
12/31/2012	(7,605.00)	(7,605.00)
	<u>(14,833.00)</u>	<u>(14,833.00)</u>