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Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

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

OMB No 1545-0052
2016
Open to Public Inspection

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

Name of foundation NEWCASTLE FOUNDATION TR CO BROWN BROTHERS		A Employer identification number 52-2283813	
Number and street (or P O box number if mail is not delivered to street address) 140 BROADWAY 4TH FLOOR	Room/suite	B Telephone number (see instructions) (212) 493-8000	
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 100051101		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 4,987,399		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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	72,518	72,518		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	191,410			
	b Gross sales price for all assets on line 6a	1,155,567			
	7 Capital gain net income (from Part IV, line 2)		191,410		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	263,928	263,928			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	28,931			28,931
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	0
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)	500		0	500
	c Other professional fees (attach schedule)	15,814	15,814		0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	10,088	2,704		0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	35	35		
	24 Total operating and administrative expenses. Add lines 13 through 23	55,368	18,553	0	29,431
	25 Contributions, gifts, grants paid	107,500			107,500
26 Total expenses and disbursements. Add lines 24 and 25	162,868	18,553	0	136,931	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	101,060				
b Net investment income (if negative, enter -0-)		245,375			
c Adjusted net income (if negative, enter -0-)			0		

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	294,721	425,593	425,593
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	3,352,240	2,927,996	3,841,781
	c Investments—corporate bonds (attach schedule)	326,303	726,303	720,025
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			0
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,973,264	4,079,892	4,987,399	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,973,264	4,079,892	
	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)	3,973,264	4,079,892		
31 Total liabilities and net assets/fund balances (see instructions) .	3,973,264	4,079,892		

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	3,973,264
2 Enter amount from Part I, line 27a	2	101,060
3 Other increases not included in line 2 (itemize) ▶ _____	3	5,568
4 Add lines 1, 2, and 3	4	4,079,892
5 Decreases not included in line 2 (itemize) ▶ _____	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	4,079,892

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See Additional Data Table				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a See Additional Data Table				
b				
c				
d				
e				
(i) F M V as of 12/31/69			(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any
1 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
a See Additional Data Table				
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 }	2 191,410
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 instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	284,005	4,932,319	0 05758
2014	298,145	5,101,971	0 058437
2013	278,574	4,875,922	0 057133
2012	248,015	4,315,144	0 057475
2011	185,230	4,069,631	0 045515
2 Total of line 1, column (d)			2 0 27614
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 055228
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 4,772,403
5 Multiply line 4 by line 3			5 263,570
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,454
7 Add lines 5 and 6			7 266,024
8 Enter qualifying distributions from Part XII, line 4			8 136,931

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

Table with 11 rows for excise tax calculations. Includes sub-tables for 6a-6d. Values include 4,908, 0, 4,908, 0, 4,908, 4,900, 0, 8, 0.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question text, Yes, and No. Questions cover political activities, unrelated business income, and state reporting.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address 13 Yes
14 The books are in care of BROWN BROTHERS HARRIMAN TR CO NA Telephone no (212) 493-8000
Located at 140 BROADWAY 5TH FLOOR NEW YORK NY ZIP+4 10005
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -Check here 15
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? Yes No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b
Organizations relying on a current notice regarding disaster assistance check here.
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? 1c No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? Yes No
If "Yes," list the years 20, 20, 20, 20
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions). 2b No
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No
b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period?(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016). 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016? 4b No

Part 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 4945(d)(4)(A)? (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	Title, and average hours per week (b) 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 88 BEACON STREET UNIT 3 BOSTON, MA 02108	TRUSTEE 1	0		
EILEEN P GEBRIAN 88 BEACON STREET UNIT 3 BOSTON, MA 02108	TRUSTEE 1	0		
BROWN BROTHERS HARRIMAN 140 BROADWAY NEW YORK, NY 10005	TRUSTEE 1	28,931		

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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000. 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
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	4,139,713
b	Average of monthly cash balances.	1b	705,366
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,845,079
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	4,845,079
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	72,676
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	4,772,403
6	Minimum investment return. Enter 5% of line 5.	6	238,620

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	238,620
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	4,908
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,908
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	233,712
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	233,712
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	233,712

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	136,931
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	136,931
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	136,931

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				233,712
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 2014, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.			0	
b From 2012.			37,649	
c From 2013.			41,748	
d From 2014.			47,822	
e From 2015.			47,157	
f Total of lines 3a through e.	174,376			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>136,931</u>				
a Applied to 2015, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				136,931
e Remaining amount distributed out of corpus				0
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	96,781			96,781
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	77,595			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	77,595			
10 Analysis of line 9				
a Excess from 2012.			0	
b Excess from 2013.			0	
c Excess from 2014.			30,438	
d Excess from 2015.			47,157	
e Excess from 2016.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

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

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				107,500
b <i>Approved for future payment</i>				
Total ▶ 3b				

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
27467 36 AIT GLOBAL EMERGING MARKETS OPPORTUNITY		2013-05-22	2016-03-09
27959 835 AIT GLOBAL EMERGING MARKETS OPPORTUNITY		2013-05-22	2016-03-11
5952 381 AIT GLOBAL EMERGING MARKETS OPPORTUNITY		2015-09-22	2016-03-11
386 BAXALTA INC COM STK		2010-04-22	2016-02-04
564 BAXALTA INC COM STK		2010-04-22	2016-02-17
54 BAXALTA INC COM STK		2011-02-07	2016-03-02
24 BAXALTA INC COM STK		2011-02-07	2016-03-07
22 BAXALTA INC COM STK		2011-02-07	2016-03-10
200 BAXALTA INC COM STK		2010-04-27	2016-04-06
325 BAXALTA INC COM STK		2010-04-27	2016-05-02

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
228,803		274,674	-45,871
232,492		269,416	-36,924
49,495		50,000	-505
15,166		9,146	6,020
22,395		12,890	9,505
2,145		1,217	928
953		541	412
875		496	379
8,165		4,449	3,716
13,669		7,098	6,571

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-45,871
			-36,924
			-505
			6,020
			9,505
			928
			412
			379
			3,716
			6,571

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
216 BAXALTA INC COM STK		2010-04-27	2016-05-25
65 CALIFORNIA RESOURCES CORP COM STK		2005-01-12	2016-03-29
533 CALIFORNIA RESOURCES CORP COM STK		2005-01-12	2016-04-11
65 CHUBB CORP		2007-07-30	2016-01-13
85 CHUBB CORP		2007-07-30	2016-01-14
984 COMCAST CORP CL A		2007-07-30	2016-07-06
491 COMCAST CORP CL A		2007-07-30	2016-07-07
152 EOG RESOURCES INC		2009-10-20	2016-11-09
135 EOG RESOURCES INC		2009-10-20	2016-11-10
713 EOG RESOURCES INC		2009-10-20	2016-11-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
9,816		4,717	5,099
63		31	32
1			1
8,409		3,306	5,103
11,037		4,324	6,713
64,008		24,022	39,986
32,049		11,986	20,063
14,221		6,990	7,231
12,571		6,208	6,363
66,932		32,345	34,587

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			5,099
			32
			1
			5,103
			6,713
			39,986
			20,063
			7,231
			6,363
			34,587

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
738 EBAY INC		2009-01-26	2016-08-01
125 MICROSOFT CORP		2013-01-28	2016-12-22
300 NESTLE S A SPONS ADR		2005-01-12	2016-07-15
300 NESTLE S A SPONS ADR		2004-12-28	2016-09-02
232 OCCIDENTAL PETROLEUM CORP		2005-01-12	2016-11-09
277 OCCIDENTAL PETROLEUM CORP		2005-01-12	2016-11-10
191 OCCIDENTAL PETROLEUM CORP		2005-01-12	2016-11-14
200 PROGRESSIVE CORP OHIO		2008-04-23	2016-07-28
143 PROGRESSIVE CORP OHIO		2008-04-23	2016-07-29
131 PROGRESSIVE CORP OHIO		2008-04-23	2016-08-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
23,041		3,598	19,443
7,943		3,507	4,436
23,747		7,981	15,766
24,095		7,891	16,204
15,490		6,304	9,186
18,333		7,527	10,806
12,560		5,190	7,370
6,529		3,594	2,935
4,657		2,570	2,087
4,257		2,354	1,903

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			19,443
			4,436
			15,766
			16,204
			9,186
			10,806
			7,370
			2,935
			2,087
			1,903

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
176 PROGRESSIVE CORP OHIO		2008-04-23	2016-08-02
350 PROGRESSIVE CORP OHIO		2008-04-23	2016-09-02
110 PROGRESSIVE CORP OHIO		2008-04-23	2016-12-22
110 PROGRESSIVE CORP OHIO		2008-04-23	2016-12-23
149 QUALCOMM INC		2013-04-29	2016-09-30
186 SCHLUMBERGER LTD		2013-04-02	2016-11-09
338 SCHLUMBERGER LTD		2013-04-02	2016-11-10
24 SCHLUMBERGER LTD		2013-04-02	2016-11-11
252 SCHLUMBERGER LTD		2013-04-03	2016-11-14
526 SOUTHWSTN ENERGY CO		2010-07-28	2016-03-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5,717		3,163	2,554
11,308		6,290	5,018
3,919		1,977	1,942
3,910		1,977	1,933
10,215		9,217	998
14,830		13,902	928
27,034		25,219	1,815
1,895		1,794	101
19,844		18,244	1,600
2,958		19,651	-16,693

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,554
			5,018
			1,942
			1,933
			998
			928
			1,815
			101
			1,600
			-16,693

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1474 SOUTHWSTN ENERGY CO		2010-08-10	2016-03-02
500 U S BANCORP		2010-08-20	2016-09-02
105 U S BANCORP		2010-01-25	2016-12-08
175 U S BANCORP		2010-01-25	2016-12-09
56 WASTE MANAGEMENT INC		2005-01-12	2016-07-28
44 WASTE MANAGEMENT INC		2005-01-12	2016-07-29
300 WELLS FARGO & CO		2011-05-31	2016-09-02
250 ZOETIS INC COM STK		2014-04-10	2016-09-02
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
8,492		51,857	-43,365
21,990		10,865	11,125
5,448		2,623	2,825
9,076		4,371	4,705
3,715		1,617	2,098
2,909		1,270	1,639
15,087		8,500	6,587
12,775		7,248	5,527
			40,528

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-43,365
			11,125
			2,825
			4,705
			2,098
			1,639
			6,587
			5,527

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PAN MASS CHALLENGE JD GRIFFIN-D FARBER CANCER INST BOSTON, MA 02115	NONE	PC	GENERAL SUPPORT	7,500
SWEET BRIAR COLLEGE OFFICE OF DEVELOPMENT SWEET BRIAR, VA 24595	NONE	PC	GENERAL SUPPORT	10,000
KRIPALU CENTER FOR YOGA & HEALTH OFFICE OF DEVELOPMENT PO BOX 793 LENOX, MA 021400793	NONE	PC	GENERAL SUPPORT	1,000
KING'S COLLEGE OFFICE OF ALUMNI RELATIONS WILKESBARRE, PA 18711	NONE	PC	GENERAL SUPPORT	15,000
ACTOR'S SHAKESPEARE PROJECT 191 HIGHLAND AVENUE SOMERVILLE, MA 02143	NONE	PC	GENERAL SUPPORT	5,000
THE TRUSTEES OF RESERVATIONS ADVANCEMENT OFFICE BEVERLY, MA 01915	NONE	PC	GENERAL SUPPORT	1,000
A SAFE PLACE (NANTUCKET) 24 AMELIA DRIVE NANTUCKET, MA 02554	NONE	CHARITABLE	GENERAL SUPPORT	1,000
CITY YEAR BOSTON ATTN JANA RAYFIELD 287 COLUMBUS AVENUE BOSTON, MA 02116	NONE	PC	GENERAL SUPPORT	3,000
MASSACHUSETTS GENERAL HOSPITAL 55 FRUIT ST BOSTON, MA 02114	NONE	PC	GENERAL SUPPORT	22,000
NANTUCKET COTTAGE HOSPITAL 57 PROSPECT STREET NANTUCKET, MA 02554	NONE	PC	GENERAL SUPPORT	10,000
PERUGIA PRESS PO BOX 60364 FLORENCE, MA 01062	NONE	PC	GENERAL SUPPORT	1,500
COMPASSIONATE CARE ALS INC PO BOX 1052 WEST FALMOUTH, MA 02574	NONE	PC	GENERAL SUPPORT	5,000
FAME 4553 CRIMSONWOOD DR REDDING, CA 96001	NONE	PC	GENERAL SUPPORT	2,000
COMMUNITY FOUNDATION OF NANTUCKET HOLIDAYS FOR HEROES PO BOX 2631 NANTUCKET, MA 02584	NONE	PC	GENERAL SUPPORT	1,000
PARTNERS HEALTHCARE SYSTEM INC 100 CAMBRIDGE ST SUITE 1310 BOSTON, MA 02114	NONE	PC	GENERAL SUPPORT	5,000
Total ▶				107,500
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DANA FARBER CANCER INSTITUTE PO BOX 849168 BOSTON, MA 02284	NONE	PC	GENERAL SUPPORT	2,500
CATHOLIC SCHOOLS FOUNDATION 260 FRANKLIN STREET SUITE 630 BOSTON, MA 02110	NONE	PC	GENERAL SUPPORT	10,000
CENTRAL LINCOLN COUNTY YMCA 525 MAIN STREET DAMARISCOTTA, ME 04543	NONE	PC	GENERAL SUPPORT	5,000
Total 3a				107,500

TY 2016 Accounting Fees Schedule**Name:** NEWCASTLE FOUNDATION TR CO BROWN BROTHERS**EIN:** 52-2283813

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	500			500

TY 2016 Compensation Explanation**Name:** NEWCASTLE FOUNDATION TR CO BROWN BROTHERS**EIN:** 52-2283813

Person Name	Explanation
TIMOTHY J BARBERICH	NONE
EILEEN P GEBRIAN	NONE
BROWN BROTHERS HARRIMAN	TRUSTEE FEES

TY 2016 Investments Corporate Bonds Schedule**Name:** NEWCASTLE FOUNDATION TR CO BROWN BROTHERS**EIN:** 52-2283813

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BBH LIMITED DURATION FUND CL I	726,303	720,025

TY 2016 Investments Corporate Stock Schedule**Name:** NEWCASTLE FOUNDATION TR CO BROWN BROTHERS**EIN:** 52-2283813

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AIT GLOBAL EMERG MKTS OPP FD I		
BBH INTL EQUITY FUND CL N	578,750	539,700
LONGLEAF PARTNERS SMALL CAP FD	163,025	229,031
PRAXAIR INC	52,426	58,595
CELANESE CORP SERIES A	48,172	87,638
QUALCOMM INC	92,566	101,125
ORACLE CORP	124,912	122,656
MICROSOFT CORP	27,615	68,354
PERRIGO CO PLC	59,700	47,108
EBAY INC		
SCHLUMBERGER LTD		
SOUTHWSTN ENERGY CO		
BERKSHIRE HATHAWAY INC-CL B	65,844	171,129
CHUBB CORP		
PROGRESSIVE CORP OHIO	37,379	73,840
U S BANCORP	75,769	165,411
WELLS FARGO & CO	78,287	137,775
FLEETCOR TECH INC	24,731	28,446
DENTSPLY SIRONA INC	14,994	33,599
NOVARTIS AG - ADR	69,313	101,976
HENRY SCHEIN INC COM STK	12,745	30,342
ZOETIS INC COM STK	61,709	109,737
WASTE MANAGEMENT INC	15,186	37,299
BED BATH & BEYOND INC	68,345	48,727
COMCAST CORP CL A	42,111	119,111
LIBERTY INTERACTIVE A	34,693	51,249
LIBERTY GLOBAL PLC-SERIES C	47,439	45,293
DIAGEO PLC- SPONSORED ADR	39,664	72,758
NESTLE S A SPONS ADR	36,886	100,436
UNILEVER N V-NY SHARES	40,076	43,113

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WAL-MART STORES INC	21,754	34,975
NIELSEN HLDGS PLC	19,373	18,878
EOG RESOURCES INC		
ENTERPRISE PRODS LP UNIT	75,618	94,640
OCCIDENTAL PETROLEUM CORP		
AKRE FOCUS FUND-SUPRA INST	446,000	491,128
DISCOVERY COMMUNICATIONS	68,107	68,289
BAXALTA INC		
ALPHABET INC CL C	45,560	98,793
PAYPAL HOLDINGS	38,247	69,586
ALPS SERIES - CLARKSTON PRTNRS	301,000	341,044

TY 2016 Other Expenses Schedule**Name:** NEWCASTLE FOUNDATION TR CO BROWN BROTHERS**EIN:** 52-2283813**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER NON-ALLOCABLE EXPENSE -	35	35		0

TY 2016 Other Increases Schedule**Name:** NEWCASTLE FOUNDATION TR CO BROWN BROTHERS**EIN:** 52-2283813

Description	Amount
2016 PASSIVE LOSS ENTERPRISE PRODUCTS	5,565
ROUNDING	3

TY 2016 Other Professional Fees Schedule**Name:** NEWCASTLE FOUNDATION TR CO BROWN BROTHERS**EIN:** 52-2283813

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MGMT FEES-SUBJECT T	15,748	15,748		
OTHER NONALLOCABLE EXPENSES -	66	66		

TY 2016 Taxes Schedule**Name:** NEWCASTLE FOUNDATION TR CO BROWN BROTHERS**EIN:** 52-2283813

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX PAYMENT - PRIOR YE	2,484	0		0
FEDERAL ESTIMATES - PRINCIPAL	4,900	0		0
FOREIGN TAXES ON QUALIFIED FOR	2,704	2,704		0