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990-PFDepartment of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No. 1545-0052

2012

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

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

WILLIAM W. TREAT FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

PO BOX 800

A Employer identification number

02-6013780

City or town state, and ZIP code

STRATHAM**NH 03885-0800**

Room/suite

B Telephone number (see instructions)

603-772-8899

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 |

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 ► H Check type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ **1,417,849** (Part I, column (d) must be on cash basis)J Accounting method Cash Accrual
 Other (specify)

| 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) |
|--|---|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received (attach schedule) | Revenue Statement | 250 | | | |
| 2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | | |
| 3 Interest on savings and temporary cash investments | | 27 | 27 | 27 | |
| 4 Dividends and interest from securities | | 39,364 | 39,364 | 39,364 | |
| 5a Gross rents | | | | | |
| b Net rental income or (loss) | | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | STMT 1 | -1,822 | | |
| b Gross sales price for all assets on line 6a | | 226,667 | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 236 | | |
| 8 Net short-term capital gain | | | | 0 | |
| 9 Income modifications | | | | | |
| 10a Gross sales less returns and allowances | | | | | |
| b Less Cost of goods sold | Statement 2 | | | | |
| c Gross profit or (loss) (attach schedule) | | | | | |
| 11 Other income (attach schedule) | | -1,205 | | -1,205 | |
| 12 Total. Add lines 1 through 11 | | 36,614 | 39,627 | 38,186 | |
| 13 Compensation of officers, directors, trustees, etc | Operating and Administrative Expenses Statement | 9,000 | | | |
| 14 Other employee salaries and wages | | | | | |
| 15 Pension plans, employee benefits | | | | | |
| 16a Legal fees (attach schedule) | | | | | |
| b Accounting fees (attach schedule) | | 700 | | | |
| c Other professional fees (attach schedule) | | 4,435 | 4,435 | | |
| 17 Interest | | 2,529 | | | |
| 18 Taxes (attach schedule) (see instructions) | | | | | |
| 19 Depreciation (attach schedule) and depletion | | | | | |
| 20 Occupancy | | 160 | | | |
| 21 Travel, conferences, and meetings | | | | | |
| 22 Printing and publications | | | | | |
| 23 Other expenses (attach schedule) | | 4,544 | | | |
| 24 Total operating and administrative expenses. | | 21,368 | 4,435 | 0 | 0 |
| Add lines 13 through 23 | | 36,750 | | | 36,750 |
| 25 Contributions, gifts, grants paid | | 58,118 | 4,435 | 0 | 36,750 |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | -21,504 | | | |
| 27 Subtract line 26 from line 12 | | | 35,192 | | |
| a Excess of revenue over expenses and disbursements | | | | | |
| b Net investment income (if negative, enter -0-) | | | | | |
| c Adjusted net income (if negative, enter -0-) | | | | 38,186 | |

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

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| Assets | 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 |
| | 1 Cash – non-interest-bearing | | 12,707 | 12,495 | 12,495 |
| | 2 Savings and temporary cash investments | | | | |
| | 3 Accounts receivable ► | | | | |
| | Less allowance for doubtful accounts ► | | 260 | | |
| | 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 (att schedule) ► | | | | |
| | Less allowance for doubtful accounts ► | | | | |
| | 8 Inventories for sale or use | | | | |
| | 9 Prepaid expenses and deferred charges | | | | |
| | 10a Investments – U S and state government obligations (attach schedule) | SEE STMT 7 | | | |
| | b Investments – corporate stock (attach schedule) | | 1,172,294 | 1,151,262 | 1,405,354 |
| | c Investments – corporate bonds (attach schedule) | | | | |
| | 11 Investments – land, buildings, and equipment basis ► | | | | |
| | Less accumulated depreciation (attach sch) ► | | | | |
| | 12 Investments – mortgage loans | | | | |
| | 13 Investments – other (attach schedule) | | | | |
| | 14 Land, buildings, and equipment basis ► | | | | |
| | Less accumulated depreciation (attach sch) ► | | | | |
| | 15 Other assets (describe ► | | | | |
| | 16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I) | | 1,185,261 | 1,163,757 | 1,417,849 |
| 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 | 0 | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. | ► <input checked="" type="checkbox"/> | | | |
| | 24 Unrestricted | | 1,185,261 | 1,163,757 | |
| | 25 Temporarily restricted | | | | |
| | 26 Permanently restricted | | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. | ► <input type="checkbox"/> | | | |
| | 27 Capital stock, trust principal, or current funds | | | | |
| | 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) | | 1,185,261 | 1,163,757 | |
| | 31 Total liabilities and net assets/fund balances (see instructions) | | 1,185,261 | 1,163,757 | |

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 | 1,185,261 |
| 2 Enter amount from Part I, line 27a | 2 | -21,504 |
| 3 Other increases not included in line 2 (itemize) ► | 3 | |
| 4 Add lines 1, 2, and 3 | 4 | 1,163,757 |
| 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 | 1,163,757 |

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 | | | | | |
| 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 | 236 | | | 236 | |
| 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 | | | | 236 | |
| 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 | 236 | |
| 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

 Yes No

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|--|--|--|---|
| 2011 | 14,000 | 1,288,179 | 0.010868 |
| 2010 | 16,238 | 901,504 | 0.018012 |
| 2009 | 15,391 | 570,954 | 0.026957 |
| 2008 | 17,647 | 742,625 | 0.023763 |
| 2007 | 146,612 | 895,764 | 0.163673 |

2 Total of line 1, column (d)

2 0.243273

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 0.048655

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

4 1,377,030

5 Multiply line 4 by line 3

5 66,999

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

6 352

7 Add lines 5 and 6

7 67,351

8 Enter qualifying distributions from Part XII, line 4

8 36,750

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

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

| | | | | |
|----|--|----|----------|-----|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions) | ▶ | 1 | 704 |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b | | 2 | 0 |
| c | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | 3 | 704 |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | 4 | 0 |
| 3 | Add lines 1 and 2 | | 5 | 704 |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | | |
| 5 | Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- | | | |
| 6 | Credits/Payments | | | |
| a | 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a | 840 | |
| b | Exempt foreign organizations – tax withheld at source | 6b | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | | |
| d | Backup withholding erroneously withheld | 6d | | |
| 7 | Total credits and payments Add lines 6a through 6d | 7 | 840 | |
| 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 | 136 | |
| 11 | Enter the amount of line 10 to be Credited to 2013 estimated tax ► | 11 | Refunded | |

Part VII-A Statements Regarding Activities

| | | | |
|-----|--|-----|----|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | Yes | No |
| 1a | | | X |
| 1b | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities | Yes | No |
| 1b | | | X |
| 1c | Did the foundation file Form 1120-POL for this year? | Yes | No |
| 1c | | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____ | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____ | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities | Yes | No |
| 2 | | | X |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | |
| 3 | | | X |
| 4a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | |
| 4a | | | X |
| b | If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 4b | | | X |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. | | |
| 5 | | | X |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | | |
| 6 | | | X |
| 7 | Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV | | |
| 7 | | | X |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) ► | | |
| N/A | | | |
| NH | | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation | | |
| 8b | | | X |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV | | |
| 9 | | | X |
| 10 | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | |
| 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? Website address ► **GUIDESTAR.COM** 13 X

14 The books are in care of ► **JOSEPHINE M. STROBLE**
90 WINNICUTT ROAD

Telephone no ► **603-772-8899**Located at ► **STRATHAM****NH**ZIP+4 ► **03885**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ► 16 Yes No X

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)? Organizations relying on a current notice regarding disaster assistance check here N/A ►

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? N/A

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes No
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) N/A

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 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) N/A

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 3b

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4a X

4b 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 | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | (3) Provide a grant to an individual for travel, study, or other similar purposes? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | N/A | 5b |
| 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? If "Yes," attach the statement required by Regulations section 53.4945–5(d) | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | N/A | |
| 6a | Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | 6b |
| b | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870 | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | X |
| 7a | At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | N/A | 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 |
|--|---|---|---|---------------------------------------|
| H. ALFRED CASASSA 196 SOUTH ROAD | RYE BEACH NH 03870 | TRUSTEE 1.00 | 2,000 | 0 |
| ROBERT A CASASSA 10 BURGUNDY DR | HAMPTON NH 03862 | TRUSTEE 1.00 | 2,000 | 0 |
| PETER H. LAMB 3 SEA OAKS LANE | KITTERY ME 03904 | TRUSTEE 1.00 | 3,000 | 0 |
| JOSEPHINE M. STROBLE 134 WINNICUTT ROAD | STRATHAM NH 03885 | TRUSTEE 1.00 | 2,000 | 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 | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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 | | |
| | | |
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| Total number of others receiving over \$50,000 for professional services | | |

Total number of others receiving over \$50,000 for professional services

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 | N/A | |
| 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 | N/A | |
| 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 | 1,372,057 |
| b | Average of monthly cash balances | 1b | 25,943 |
| c | Fair market value of all other assets (see instructions) | 1c | 0 |
| d | Total (add lines 1a, b, and c) | 1d | 1,398,000 |
| 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 | 1,398,000 |
| 4 | Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions) | 4 | 20,970 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 1,377,030 |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 68,852 |

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 | 68,852 |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 704 |
| b | Income tax for 2012 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 704 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 68,148 |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 68,148 |
| 6 | Deduction from distributable amount (see instructions) | 6 | |
| 7 | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | 7 | 68,148 |

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 | 36,750 |
| 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 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | 3a | |
| a | Suitability test (prior IRS approval required) | 3b | |
| b | Cash distribution test (attach the required schedule) | 4 | 36,750 |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 5 | 0 |
| 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) | 6 | 36,750 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | | |

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

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2011 | (c) 2011 | (d) 2012 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7 | | | | 68,148 |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | | |
| b Total for prior years 20____, 20____, 20____ | | | | |
| 3 Excess distributions carryover, if any, to 2012 | | | | |
| a From 2007 | 24,086 | | | |
| b From 2008 | | | | |
| c From 2009 | | | | |
| d From 2010 | | | | |
| e From 2011 | | | | |
| f Total of lines 3a through e | 24,086 | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 36,750 | | | | |
| a Applied to 2011, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required – see instructions) | | | | |
| c Treated as distributions out of corpus (Election required – see instructions) | | | | |
| d Applied to 2012 distributable amount | | | | 36,750 |
| e Remaining amount distributed out of corpus | | | | |
| 5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a)) | 24,086 | | | 24,086 |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | | | |
| 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 | | | | |
| d Subtract line 6c from line 6b Taxable amount – see instructions | | | | |
| e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions | | | | |
| f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 | | | | 7,312 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) | | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2008 | | | | |
| b Excess from 2009 | | | | |
| c Excess from 2010 | | | | |
| d Excess from 2011 | | | | |
| e Excess from 2012 | | | | |

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 Paid during the year | | | | |
| FRIENDS OF ST MARY & ST. ANDREW PO BOX 800 STRATHAM NH 03885 | | PRIVATE | OPERATING COSTS | 500 |
| NEW ENGLAND HISTORIC GENEALOGICAL 101 NEWBURY ST BOSTON MA 02116 | | PRIVATE | OPERATING COSTS | 2,500 |
| UNIVERSITY OF ARIZONA PO BOX 210109 TUCSON AZ 85718 | | PUBLIC | EDUCATION | 1,000 |
| UNIVERSITY OF ME FOUND PO BOX 550 ORONO ME 04473 | | PUBLIC | EDUCATION | 20,250 |
| AMERICAN INDEPENDENCE MUSEUM ONE GOVERNORS LANE EXETER NH 03833 | | PRIVATE | OPERATING COSTS | 2,000 |
| NATIONAL COLLEGE OF PROBATE 300 NEWPORT AVENUE WILLIAMSBURG VA 23185 | JUDGES | PRIVATE | OPERATING COSTS | 500 |
| NH SUPREME COURT SOCIETY PO BOX 4231 CONCORD NH 03302 | | PRIVATE | CONSTITUTIONAL SPEAKING PROJECT | 10,000 |
| Total | | | ► 3a | 36,750 |
| b Approved for future payment | | | | |
| N/A | | | | |
| Total | | | ► 3b | |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated | | Unrelated business income | | Excluded by section 512, 513, or 514 | (e) Related or exempt function income (See instructions) | |
|--|--|---------------------------|---------------|--------------------------------------|--|---------------|
| | | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 | Program service revenue | | | | | |
| a | | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| f | | | | | | |
| g | Fees and contracts from government agencies | | | | | |
| 2 | Membership dues and assessments | | | | | |
| 3 | Interest on savings and temporary cash investments | | | 14 | 27 | |
| 4 | Dividends and interest from securities | | | 14 | 39,364 | |
| 5 | Net rental income or (loss) from real estate | | | | | |
| a | Debt-financed property | | | | | |
| b | Not debt-financed property | | | | | |
| 6 | Net rental income or (loss) from personal property | | | | | |
| 7 | Other investment income | | | | | |
| 8 | Gain or (loss) from sales of assets other than inventory | | | 14 | -1,822 | |
| 9 | Net income or (loss) from special events | | | | | |
| 10 | Gross profit or (loss) from sales of inventory | | | | | |
| 11 | Other revenue a | | | | | |
| b | KINDERMORGAN | | | 41 | -518 | |
| c | ENERGY TRANSFER EQUITY | | | 41 | -687 | |
| d | | | | | | |
| e | | | | | | |
| 12 | Subtotal Add columns (b), (d), and (e) | | 0 | | 36,364 | 0 |
| 13 | Total. Add line 12, columns (b), (d), and (e) | | | | 13 | 36,364 |

(See worksheet in line 13 instructions to verify calculations)

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

| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions) |
|---------------|--|
| N/A | |
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Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization or

- (1) Cash
- (2) Other assets

Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

| (a) Line no | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions and sharing arrangements |
|-------------|---------------------|---|---|
| N/A | | | |
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2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes X No

b If "Yes," complete the following schedule

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| N/A | | |
| | | |
| | | |
| | | |

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

May the IRS discuss this return
with the preparer shown below
(see instructions)? Yes No

**Sign
Here**

Josephine M. Stroble 105-06-13
Signature of officer or trustee Date

► Trustee

| | | | |
|---------------------------------------|--|--|-----------------------------|
| Signature of officer or trustee | | Date | Title |
| Paid Preparer Use Only | Pnnl/Type preparer's name DAVID A. WILSON | Preparer's signature DAVID A. WILSON | Date 05/01/13 |
| | Firm's name ► HODGDON, WILSON & GRIFFIN, CPAS | PTIN P00237435 | |
| | Firm's address ► 600 STATE ST STE B PORTSMOUTH, NH 03801-4385 | Firm's EIN ► 02-0400922 | |
| | | Phone no 603-436-9101 | |

006703 WILLIAM W. TREAT FOUNDATION
02-6013780
FYE: 12/31/2012

Federal Statements

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

| Whom Sold | Description | How Received | | Cost | Expense | Depreciation | Net Gain / Loss |
|---------------------------------|-------------|---------------|-----------|-------------|----------|--------------|-----------------|
| | | Date Acquired | Date Sold | | | | |
| 200 SH EATON VANCE ENERGY | MISSISSIPP | 5/23/11 | 2/02/12 | \$ 5,698 | \$ 5,070 | \$ | \$ 628 |
| 600 SH EATON VANCE ENERGY | TRANSFER | 12/20/11 | 3/29/12 | \$ PURCHASE | 23,280 | | 753 |
| 400 EATON VANCE HESS CORP | | 10/27/11 | 5/17/12 | \$ PURCHASE | 18,167 | | -8,199 |
| 200 RIVERBED TECHNOLOGY | | 12/20/11 | 5/17/12 | \$ PURCHASE | 3,149 | \$ 4,893 | -1,744 |
| 200 ITAU UNIBANCO | | 10/27/11 | 5/17/12 | \$ PURCHASE | 2,697 | \$ 3,977 | -1,280 |
| 200 SH ETE ENERGY CO | | 1/04/12 | 9/28/12 | \$ PURCHASE | 5,590 | \$ 5,370 | 220 |
| 200 BARCLAYS BANK | | 7/07/10 | 1/04/12 | \$ PURCHASE | 4,560 | \$ 4,990 | -430 |
| 200 SH ALLIANZ | | 11/09/10 | 1/25/12 | \$ PURCHASE | 5,190 | \$ 5,340 | -150 |
| 200 SH REGENCY CTRS | | 7/07/10 | 2/01/12 | \$ PURCHASE | 5,056 | \$ 4,780 | 276 |
| 200 SH JP MORGAN CHASE | | 7/07/10 | 3/07/12 | \$ PURCHASE | 5,470 | \$ 5,410 | 60 |
| 800 SH ACTIVISION BLIZZARD | | 7/02/10 | 3/29/12 | \$ PURCHASE | 10,132 | \$ 8,559 | 1,573 |
| 500 SH ACTIVISION BLIZZARD | | 8/19/10 | 3/29/12 | \$ PURCHASE | 6,333 | \$ 5,518 | 815 |
| 300 KINDER MORGAN ENERGY | VARIOUS | | 3/29/12 | \$ PURCHASE | 12,824 | \$ 12,674 | 12,035 |
| 400 SH MICROSOFT | | 7/02/10 | 3/29/12 | \$ PURCHASE | 24,709 | | 3,564 |
| 200 SH MICROSOFT | | 8/19/10 | 3/29/12 | \$ PURCHASE | 6,412 | \$ 4,883 | 1,529 |
| 150 SH THERMO FISHER SCIENTIFIC | | 7/02/10 | 3/29/12 | \$ PURCHASE | 8,405 | \$ 7,130 | 1,275 |
| 300 SH THERMO FISHER SCIENTIFIC | | 8/19/10 | 3/29/12 | \$ PURCHASE | 16,811 | \$ 13,304 | 3,507 |

006703 WILLIAM W. TREAT FOUNDATION
02-6013780
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Federal Statements

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Whom Sold | Description | How Received | | Cost | Expense | Depreciation | Net Gain / Loss |
|-----------------------------|-------------|---------------|------------|------------|---------|--------------|-----------------|
| | | Date Acquired | Date Sold | | | | |
| 200 SH RENAISSANCERIE HLDGS | 7/07/10 | 4/20/12 | \$ 5,040 | \$ 4,320 | \$ | \$ | \$ 720 |
| 200 SH ARCH CAPITAL | 7/07/10 | 5/02/12 | \$ 5,000 | \$ 5,060 | \$ | \$ | \$ -60 |
| 600 SH RIVERBED TECHNOLOGY | 5/09/11 | 5/17/12 | \$ 9,447 | \$ 20,804 | \$ | \$ | \$ -11,357 |
| 800 SH ITAU UNIBANCO | 5/09/11 | 5/17/12 | \$ 10,788 | \$ 18,276 | \$ | \$ | \$ -7,488 |
| 200 SH CITIGROUP | 5/31/11 | 7/10/12 | \$ 5,060 | \$ 5,030 | \$ | \$ | \$ 30 |
| 200 SH MORGAN STANLEY | 7/07/10 | 7/10/12 | \$ 4,900 | \$ 4,375 | \$ | \$ | \$ 525 |
| 200 SH SUNTRUST CAPITAL | 7/07/10 | 7/11/12 | \$ 5,000 | \$ 5,060 | \$ | \$ | \$ -60 |
| 200 SH VORNADO REALTY TRUST | 5/19/11 | 7/25/12 | \$ 5,390 | \$ 5,040 | \$ | \$ | \$ 350 |
| 200 SH METLIFE INC. | 7/07/10 | 7/31/12 | \$ 5,130 | \$ 4,680 | \$ | \$ | \$ 450 |
| 200 SH PRINCIPAL FINANCIAL | 6/07/11 | 9/06/12 | \$ 5,440 | \$ 5,040 | \$ | \$ | \$ 400 |
| TOTAL | | | \$ 226,431 | \$ 228,489 | \$ 0 | \$ 0 | \$ -2,058 |

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

| Description | Revenue per Books | Net Investment Income | Adjusted Net Income |
|-------------------------------------|-------------------|-----------------------|---------------------|
| | \$ | \$ | \$ |
| KINDERMORGAN ENERGY TRANSFER EQUITY | \$ -518 | \$ -687 | \$ -518 |
| TOTAL | \$ -1,205 | \$ 0 | \$ -687 |
| | | | \$ -1,205 |

0066703 WILLIAM W. TREAT FOUNDATION
02-6013780
FYE: 12/31/2012

Federal Statements

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Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

| Description | Total | Net Investment | Adjusted Net | Charitable Purpose |
|--------------------------|---------------|----------------|--------------|--------------------|
| INDIRECT ACCOUNTING FEES | \$ 700 | \$ 0 | \$ 0 | \$ 0 |
| TOTAL | \$ 700 | \$ 0 | \$ 0 | \$ 0 |

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

| Description | Total | Net Investment | Adjusted Net | Charitable Purpose |
|--------------------|-----------------|-----------------|--------------|--------------------|
| INVESTMENT EXPENSE | \$ 4,435 | \$ 4,435 | \$ 0 | \$ 0 |
| TOTAL | \$ 4,435 | \$ 4,435 | \$ 0 | \$ 0 |

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

| Description | Total | Net Investment | Adjusted Net | Charitable Purpose |
|---------------|-----------------|----------------|--------------|--------------------|
| FOREIGN TAXES | \$ 784 | \$ 0 | \$ 0 | \$ 0 |
| STATE OF NH | 75 | 0 | 0 | 0 |
| IRS | 1,670 | 0 | 0 | 0 |
| TOTAL | \$ 2,529 | \$ 0 | \$ 0 | \$ 0 |

006703 WILLIAM W. TREAT FOUNDATION
02-6013780
FYE: 12/31/2012

Federal Statements

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Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

| <u>Description</u> | <u>Total</u> | <u>Net Investment</u> | <u>Adjusted Net</u> | <u>Charitable Purpose</u> |
|---------------------|-----------------|-----------------------|---------------------|---------------------------|
| EXPENSES | \$ | \$ | \$ | \$ |
| ADMINISTRATIVE FEES | 4,490 | | | |
| SUPPLIES | 54 | | | |
| TOTAL | \$ 4,544 | \$ 0 | \$ 0 | \$ 0 |

006703 WILLIAM W. TREAT FOUNDATION
02-6013780
FYE: 12/31/2012

Federal Statements

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Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

| Description | Beginning of Year | End of Year | Basis of Valuation | Fair Market Value |
|--------------|----------------------|---------------------|-----------------------|----------------------|
| SEE ATTACHED | \$ 1,172,077 | \$ 1,151,262 | COST | \$ 1,405,354 |
| OTHER | 217 | | | |
| TOTAL | \$ 1,172,294 | \$ 1,151,262 | | \$ 1,405,354 |

006703 WILLIAM W. TREAT FOUNDATION
02-6013780
FYE: 12/31/2012

5/1/2013 12:50 PM

Federal Statements

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

NONE

STATE STREET

WILLIAM W TREAT FOUNDATION
Account Number XX16495

Holdings by Asset Identifier
December 31, 2012
Page 3 of 14

| Shares/Units Original Face | Description | Asset Identifier | Tax Cost | Current Price | Market Value | Unrealized Gain/Loss | Annual Income/ Accrued Income |
|---|--------------|---------------------|-----------|------------------|-----------------|-------------------------|----------------------------------|
| Cash | CASH BALANCE | | 0.00 | | 0.00 | | 0.00 |
| Total Cash | | | 0.00 | | 0.00 | | 0.00 |
| Cash Equivalents | | | | | | | |
| CUSTODY HOLDINGS | | | | | | | |
| 10,882.080 SSGA PRIME MONEY MARKET FUND 236 | CM1SVPPXX0 | | 10,882.08 | 1,000 | 10,882.08 | 0.00 | 10.88 |
| | | | | | | | 1.02 |
| Total Cash and Equivalents | | | 10,882.08 | | 10,882.08 | 0.00 | 10.88 |
| Other Fixed Income | | | | | | | |
| CUSTODY HOLDINGS | | | | | | | |
| 3,444.221 ✓ PIMCO COMMODITY REAL RETURN FD 45 | 722005667 | | 24,043.40 | 6,640 | 22,869.63 | (1,173.77) | 606.18 |
| | | | | | | | 0.00 |
| Total Other Fixed Income | | | 24,043.40 | | 22,869.63 | (1,173.77) | 606.18 |
| Equities | | | | | | | 0.00 |
| CUSTODY HOLDINGS | | | | | | | |
| 550 000 ✓ AFLAC INC | 001055102 | | 24,905.50 | 53,120 | 29,216.00 | 4,310.50 | 770.00 |
| | | | | | | | 0.00 |
| 550 000 ✓ ABBOTT LABORATORIES | 002824100 | | 26,524.20 | 65,500 | 36,025.00 | 9,500.80 | 308.00 |
| | | | | | | | 0.00 |
| 600 000 ✓ AGILENT TECHNOLOGIES INC | 00846U101 | | 26,533.80 | 40,940 | 24,564.00 | (1,969.80) | 240.00 |
| | | | | | | | 60.00 |
| 250 000 ✓ AIR PRODUCTS & CHEMICALS INC | 009158106 | | 17,244.99 | 84,020 | 21,005.00 | 3,760.01 | 640.00 |
| | | | | | | | 160.00 |
| 500 000 ✓ AMERICAN TOWER CORP-CL A | 03027X100 | | 23,382.50 | 77,270 | 38,635.00 | 15,252.50 | 480.00 |
| | | | | | | | 0.00 |
| 500 000 ✓ AMGEN INC | 031162100 | | 26,950.00 | 86,200 | 43,100.00 | 16,150.00 | 940.00 |
| | | | | | | | 0.00 |
| 400 000 ✓ ANADARKO PETROLEUM CORP | 032511107 | | 25,886.00 | 74,310 | 29,724.00 | 3,838.00 | 144.00 |
| | | | | | | | 0.00 |

379292 F001 2505 302 391..... 321



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STATE STREET.

WILLIAM W. TREAT FOUNDATION
Account Number: XX16495

Holdings by Asset Identifier

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| Shares/Units Original Face | Description | Asset Identifier | Tax Cost | Current Price | Market Value | Unrealized Gain/Loss | Annual Income/ Accrued Income |
|--|-------------|---------------------|-----------|------------------|-----------------|-------------------------|----------------------------------|
| Equities (Continued) | | | | | | | |
| CUSTODY HOLDINGS (Continued) | | | | | | | |
| 70 000 ✓ APPLE INC | | 037833100 | 13,948.70 | 532.173 | 37,252.11 | 23,303.41 | 742.00 |
| 200,000 ✓ AVALONBAY COMMUNITIES INC | | 053484101 | 25,321.00 | 135.590 | 27,118.00 | 1,797.00 | 776.00 |
| 270,000 ✓ CATERPILLAR INC | | 149123101 | 17,955.20 | 89.609 | 24,194.30 | 6,239.10 | 194.00 |
| 350,000 ✓ CELGENE CORP | | 151020104 | 27,183.24 | 78.470 | 27,464.50 | 281.26 | 561.60 |
| 250,000 ✓ CHEVRON CORP | | 166764100 | 12,327.00 | 108.140 | 27,035.00 | 14,708.00 | 900.00 |
| 1,000,000 ✓ CIRRUS LOGIC INC | | 172755100 | 23,537.00 | 28.970 | 28,970.00 | 5,433.00 | 0.00 |
| 1,200,000 ✓ CYPRESS SEMICONDUCTOR CORP | | 232806109 | 23,582.70 | 10.840 | 13,008.00 | (10,574.70) | 528.00 |
| 200,000 ✓ DTE ENERGY COMPANY 5.25% PFD | | 233331701 | 5,070.00 | 25.200 | 5,040.00 | (30.00) | 262.60 |
| 200,000 ✓ DIGITAL REALTY TR INC PFD | | 253868707 | 5,008.00 | 26.670 | 5,334.00 | 326.00 | 350.00 |
| 500,000 ✓ ECOLAB INC | | 278865100 | 23,784.50 | 71.900 | 35,950.00 | 12,165.50 | 460.00 |
| 200,000 ✓ ENERGY LOUISIANA LLC 5.25% PFD | | 29364W504 | 5,170.00 | 26.220 | 5,244.00 | 74.00 | 262.60 |
| 40,000 ✓ GOOGLE INC-A | | 38259P508 | 17,940.50 | 707.380 | 28,295.20 | 10,354.70 | 0.00 |
| 200,000 ✓ HSBC FINANCE CORP 6.36% PFD | | 40429C607 | 4,350.00 | 25.060 | 5,012.00 | 662.00 | 65.63 |
| 150,000 ✓ IBM CORP | | 459200101 | 18,565.25 | 191.550 | 28,732.50 | 10,167.25 | 510.00 |
| 450,000 ✓ JOHNSON & JOHNSON | | 478160104 | 27,464.85 | 70.100 | 31,545.00 | 4,080.15 | 1,098.00 |
| 200,000 ✓ KIMCO REALTY CORP 6% SER I PFD | | 49446R794 | 5,119.00 | 25.610 | 5,122.00 | 3.00 | 300.00 |
| | | | | | | | 75.00 |

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STATE STREET

WILLIAM W TREAT FOUNDATION
Account Number: XX16495

Holdings by Asset Identifier
December 31, 2012
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| Shares/Units Original Face | Description | Asset Identifier | Tax Cost | Current Price | Market Value | Unrealized Gain/Loss | Annual Income/ Accrued Income | Estimated |
|---|-------------|---------------------|-----------|------------------|-----------------|-------------------------|----------------------------------|-----------|
| Equities (Continued) | | | | | | | | |
| CUSTODY HOLDINGS (Continued) | | | | | | | | |
| 100 000 ✓ MASTERCARD INC-A | | 57636Q104 | 24,403.50 | 491.280 | 49,128.00 | 24,724.50 | 120.00 | 0.00 |
| 300 000 ✓ McDONALDS CORP | | 580135101 | 21,347.33 | 88.210 | 26,463.00 | 5,115.67 | 924.00 | 0.00 |
| 600 000 ✓ MCGRAW-HILL COMPANIES INC | | 580645109 | 16,937.49 | 54.670 | 32,802.00 | 15,864.51 | 612.00 | 0.00 |
| 350 000 ✓ MONSANTO CO | | 61166W101 | 27,459.25 | 94.650 | 33,127.50 | 5,668.25 | 525.00 | 0.00 |
| 200 000 ✓ NEXTERA ENERGY CAPITAL SER G PFD | | 65339K605 | 5,160.00 | 26.070 | 5,214.00 | 54.00 | 285.00 | 0.00 |
| 800 000 ✓ ORACLE CORP | | 68389X105 | 18,896.00 | 33.320 | 26,656.00 | 7,760.00 | 192.00 | 0.00 |
| 200 000 ✓ PNC FINL SERVICES 6 .125% SER P PFD | | 693475857 | 5,030.00 | 27.740 | 5,548.00 | 518.00 | 306.20 | 0.00 |
| 200 000 ✓ PS BUSINESS PARKS INC 6 .875% PFD | | 69360J883 | 4,936.00 | 26.612 | 5,322.44 | 386.44 | 343.80 | 0.00 |
| 400 000 ✓ PEPSICO INC | | 713448108 | 25,623.50 | 68.430 | 27,372.00 | 1,748.50 | 860.00 | 215.00 |
| 175 000 ✓ PHILIP MORRIS INTL INC | | 718172109 | 7,563.49 | 83.640 | 14,637.00 | 7,073.51 | 595.00 | 148.75 |
| 200,000 ✓ PUBLIC STORAGE 5 9% PFD | | 74460W206 | 5,020.00 | 26.150 | 5,230.00 | 210.00 | 295.00 | 0.00 |
| 400 000 ✓ QUALCOMM INC | | 747525103 | 22,678.00 | 61.860 | 24,743.84 | 2,065.84 | 400.00 | 0.00 |
| 200 000 ✓ RAYMOND JAMES FINANCIAL PFD | | 754730208 | 5,090.00 | 27.270 | 5,454.00 | 364.00 | 345.00 | 0.00 |
| 200 000 ✓ REGGENCY CENTERS CORP SER 6 PFD | | 758849707 | 5,010.00 | 26.570 | 5,314.00 | 304.00 | 331.20 | 0.00 |
| 200 000 ✓ SCE TRUST I 5 .625% PFD | | 78406T201 | 5,220.00 | 25.800 | 5,160.00 | (60.00) | 281.20 | 0.00 |
| 150 000 ✓ SPDR GOLD TRUST | | 78463V107 | 17,946.00 | 162.020 | 24,303.06 | 6,357.06 | 0.00 | 0.00 |



Holdings by Asset Identifier
 December 31, 2012
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STATE STREET

WILLIAM W TREAT FOUNDATION
 Account Number: XX16495

| Shares/Units Original Face | Description | Asset Identifier | Tax Cost | Current Price | Market Value | Unrealized Gain/Loss | Annual Income/ Accrued Income |
|--|-------------------------------------|---------------------|------------|-------------------|-------------------|-------------------------|----------------------------------|
| Equities (Continued) | | | | | | | |
| | CUSTODY HOLDINGS (Continued) | | | | | | |
| 200 000 ✓ STANLEY BLACK&DECKER 5.75% SER I PFD | 854502705 | | 5,160 00 | 25 950 | 5,190 00 | 30 00 | 287 60 |
| 200 000 ✓ STATE STREET CORP 5.25% SER C PFD | 857477509 | | 5,040 00 | 25 410 | 5,082 00 | 42 00 | 1 59 |
| 700 000 ✓ TIME WARNER INC | 887317303 | | 23,978 50 | 47 830 | 33,481 00 | 9,502 50 | 262 60 |
| 200 000 ✓ US BANCORP 6.5% SER F PFD | 902973833 | | 5,060 00 | 28 640 | 5,728 00 | 66 00 | 0 00 |
| 300,000 ✓ UNITED TECHNOLOGIES CORP | 913017109 | | 20,042 25 | 82 010 | 24,603 00 | 4,560 75 | 728 00 |
| 200 000 ✓ VORNADO REALTY TRUST 5.7% SER K PFD | 929042851 | | 4,960 00 | 25 530 | 5,106 00 | 146 00 | 325 00 |
| 700 000 ✓ WASTE MGMT INC | 94106109 | | 23,631 50 | 33 740 | 23,618 00 | (13 50) | 81 25 |
| 200 000 ✓ WELLS FARGO & CO 8% PFD | 949746879 | | 5,200 00 | 29 350 | 5,870 00 | 670 00 | 642 00 |
| | | | | | | | 0 00 |
| | | | | | | | 285 00 |
| | | | | | | | 71 25 |
| | | | | | | | 994 00 |
| | | | | | | | 0 00 |
| | | | | | | | 400 00 |
| | | | | | | | 0 00 |
| | | | | | | | 20,930.40 |
| | | | | | | | 1,870.47 |
| | Total Equities | | | 739,146.74 | 962,738.45 | 223,591.71 | |
| Foreign Assets | | | | | | | |
| | CUSTODY HOLDINGS | | | | | | |
| 600 000 ✓ ACCENTURE PLC IRELAND | G1151C101 | | 26,376 48 | 66 500 | 39,900 00 | 13,523 52 | 972 00 |
| 200 000 ✓ PARTNERRE LTD 6.75% SER C PFD | G6852T204 | | 4,560 00 | 25 210 | 5,042 00 | 482 00 | 0 00 |
| 300 000 ✓ BHP BILLITON LTD ADR | 088606108 | | 19,443 75 | 78 420 | 23,526 00 | 4,082 25 | 337 60 |
| 15,903 428 ✓ EATON VANCE GLOBAL MACRO FD - I | 277923728 | | 164,313 86 | 9 830 | 156,330 70 | (7,983 16) | 672 00 |
| 200 000 ✓ ENDURANCE SPECIALTY HLDGS 7.75% PFD | 29267H208 | | 4,730 00 | 26 484 | 5,296 80 | 566 80 | 0 00 |
| 800 000 ✓ FRESENIUS MEDICAL CARE AG ADR | 358029106 | | 29,029 00 | 34 300 | 27,440 00 | (1,589 00) | 387 60 |
| | | | | | | | 250 40 |
| | | | | | | | 0 00 |

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WILLIAM W. TREAT FOUNDATION
Account Number XX16495

Holdings by Asset Identifier

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Total Foreign Assets

3379292 F001 2507 302 5/9 1..... 321

