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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

Do not enter Social Security numbers on this form as it may be made public.

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

OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

11/01, 2013, and ending

10/31, 2014

Name of foundation

WILLIAM SOTE FOUNDATION

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

Room/suite

1100 WEHRLE DRIVE, 2ND FLOOR

City or town, state or province, country, and ZIP or foreign postal code

BUFFALO, NY 14221

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col. (c), line
16) ▶ \$ 3,927,533.J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

A Employer identification number

36-4668880

B Telephone number (see instructions)

C If exemption application is
pending, check here ☐D 1 Foreign organizations, check here ☐2. Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	133,329.	159,053.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	958,962.			
b Gross sales price for all assets on line 6a	3,852,801.			
7 Capital gain net income (from Part IV, line 2)		958,962.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	26,554.	1,118,015.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 2	3,902.	1,574.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	30,456.	28,128.	NONE	
25 Contributions, gifts, grants paid	360,242.			360,242.
26 Total expenses and disbursements. Add lines 24 and 25	390,698.	28,128.	NONE	360,242.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	701,593.			
b Net investment income (if negative, enter -0-)		1,089,887.		
c Adjusted net income (if negative, enter -0-)				

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ENVELOPE
RETURN DATE JAN 26 2015

SCANNED FEB 05 2015

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		109,296.	139,645.	139,645.
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	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 ▶	NONE			
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments - U.S. and state government obligations (attach schedule)				
	b Investments - corporate stock (attach schedule) . STMT 3		899,400.	1,270,900.	1,527,892.
	c Investments - corporate bonds (attach schedule) . STMT 6		125,616.		
	11 Investments - land, buildings, and equipment basis				
Liabilities	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other (attach schedule) STMT 7		1,761,465.	2,191,049.	2,259,996.
	14 Land, buildings, and equipment basis				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		2,895,777.	3,601,594.	3,927,533.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
Net Assets or Fund Balances	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)			NONE	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		2,895,777.	3,601,594.	
	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)		2,895,777.	3,601,594.	
	31 Total liabilities and net assets/fund balances (see instructions)		2,895,777.	3,601,594.	

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	2,895,777.
2 Enter amount from Part I, line 27a	2	701,593.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	6,347.
4 Add lines 1, 2, and 3	4	3,603,717.
5 Decreases not included in line 2 (itemize) ▶ BASIS ADJ DUE TO RETURN OF CAPITAL- MICROCHIP TECH	5	2,123.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,601,594.

Part IV Capital Gains and Losses for Tax on Investment Income(a) List and describe the kind(s) of property sold (e.g., real estate,
2-story brick warehouse; or common stock, 200 shs. MLC Co.)(b) How
acquired
P - Purchase
D - Donation(c) Date
acquired
(mo., day, yr.)(d) Date sold
(mo., day, yr.)**1a PUBLICLY TRADED SECURITIES**

b			
c			
d			
e			

(a) 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 3,852,801.		2,893,839.	958,962.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))
a			958,962.
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	958,962.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

☒ Yes ☐ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012			
2011			
2010			
2009			
2008			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	

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	21,798.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	21,798.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	21,798.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,944.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,944.	
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	19,854.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be. Credited to 2014 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b 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.		X
c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► PA		
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.	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ <u>N/A</u>				
14	The books are in care of ▶ <u>M&T BANK</u> Telephone no. ▶ <u>(716) 842-5506</u>			
	Located at ▶ <u>1100 WEHRLE DRIVE, 2ND FLOOR, BUFFALO, NY</u> ZIP+4 ▶ <u>14221</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	▶ <input type="checkbox"/>		
	and enter the amount of tax-exempt interest received or accrued during the year	▶ <u>15</u>		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			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.**

	Yes	No
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	▶ <input type="checkbox"/>	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1b	
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)):	1c	X
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations 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

5b

6b

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
M&T BANK	CO-TTEE			
1100 WEHRLE DRIVE, 2ND FLOOR, BUFFALO, NY 14221	1	22,791.	-0-	-0-
CARL E TRETIN	CO-TTEE			
1339 MONROE AVE, WYOMISSING, PA 19610	1	3,763.	-0-	-0-

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

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

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

NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

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

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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	3,814,537.
b	Average of monthly cash balances	1b	97,270.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	3,911,807.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,911,807.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	58,677.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	3,853,130.
6	Minimum investment return. Enter 5% of line 5	6	192,657.

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	192,657.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	21,798.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	21,798.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	170,859.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	170,859.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	170,859.

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	360,242.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	360,242.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	360,242.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				170,859.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			179,929.	
b Total for prior years: 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		91,600.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>360,242.</u>				
a Applied to 2012, but not more than line 2a			179,929.	
b Applied to undistributed income of prior years (Election required - see instructions)		91,600.		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				88,713.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				82,146.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE****1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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) 2013

(b) 2012

(c) 2011

(d) 2010

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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:****a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:**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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALBRIGHT COLLEGE C/O WILLIAM WOOD, VICE PRESI 13TH & BERN STS. PO BOX 15234 READING PA 196	NONE	PC	EDUCATIONAL	180,121.
LOCK HAVEN UNIVERSITY FOUNDATION ATTN:P. KIST 10 SUSQUEHANNA AVE LOCK HAVEN PA 17745	NONE	PC	EDUCATIONAL	180,121.
Total			3a	360,242.
b Approved for future payment				
Total			3b	

Form **990-PF** (2013)

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions.)
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					
4 Dividends and interest from securities			14	133,329.	
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			18	958,962.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue: a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				1,092,291.	
13 Total. Add line 12, columns (b), (d), and (e)				1,092,291.	1,092,291.

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

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | |
|--|--|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
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[illegible]

- 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 ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here 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

Diane M. Bimer | 01/12/2015 | Vice President

Signature of officer or trustee Date Title

M & T TRUST COMPANY

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

Paid Preparer Use Only	Print/Type preparer's name MICHELE L DORE, EA	Preparer's signature <i>Michele L Dore</i>	Date 01/12/2015	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶ ERNST & YOUNG U.S. LLP			Firm's EIN ▶	
	Firm's address ▶ 2100 EAST CARY STREET, SUITE 201 RICHMOND, VA 23223			Phone no 804-344-4548	

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T.
► Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
► Information about Schedule D and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2013

Name of estate or trust

WILLIAM SOTE FOUNDATION

Employer identification number

36-4668880

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

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

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	538,777.	537,929.		848.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824			4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts			5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet			6	()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ►			7	848.

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

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	3,245,990.	2,355,910.		890,080.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824			11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts			12	
13 Capital gain distributions			13	68,034.
14 Gain from Form 4797, Part I			14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet			15	()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ►			16	958,114.

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

Schedule D (Form 1041) 2013

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Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17 Net short-term gain or (loss)	17		848.
18 Net long-term gain or (loss):			
a Total for year	18a		958,114.
b Unrecaptured section 1250 gain (see line 18 of the wrkst.)	18b		28.
c 28% rate gain	18c		
19 Total net gain or (loss). Combine lines 17 and 18a ▶	19		958,962.

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

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	20	()
a The loss on line 19, column (3) or b \$3,000		

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

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

Schedule D (Form 1041) 2013

WILLIAM SOTE FOUNDATION

36-4668880

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST	133,329.	159,053.
	-----	-----
TOTAL	133,329.	159,053.
	=====	=====

WILLIAM SOTE FOUNDATION

36-4668880

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	485.	485.
FEDERAL TAXES PRIOR YEAR BALAN	384.	
FEDERAL ESTIMATED TAX DEPOSITS	1,944.	
FOREIGN TAXES ON QUALIFIED FOR	595.	595.
FOREIGN TAXES ON NONQUALIFIED	494.	494.
	-----	-----
TOTALS	3,902.	1,574.
	=====	=====

WILLIAM SOTE FOUNDATION

36-4668880

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
AIR PRODUCTS & CHEMICALS INC		
DOW CHEMICAL CO		
E I DUPONT DE NEMOURS	17,340.	22,266.
CUMMINS INC		
GENERAL ELEC CO	64,292.	53,117.
LOCKHEED MARTIN CORP	17,583.	39,257.
NORFOLK SOUTHERN CORP		
UNITED TECH CORP		
3M CO		
AT&T INC	23,314.	28,255.
VERIZON COMMUNICATIONS		
ALTRIA GROUP INC	3,453.	33,500.
COLGATE PALMOLIVE CO		
CVS/CAREMARK CORP		
PEPSICO INC	3,963.	30,886.
PHILIP MORRIS INTL		
PROCTER & GAMBLE CO		
SYSCO CORP	17,703.	19,347.
CHEVRON CORP	3,945.	50,619.
CONOCOPHILLIPS	4,185.	14,430.
EXXON MOBIL CORP		
NATIONAL OILWELL VARCO INC		
PHILLIPS 66		
ROYAL DUTCH SHELL	18,017.	18,809.
SCHLUMBERGER LTD		
TRANSOCEAN LTD	33,491.	31,821.
BANK OF AMERICA CORP		
GOLDMAN SACHS GROUP INC		
JPMORGAN CHASE & CO	41,193.	50,622.

WILLIAM SOTE FOUNDATION

36-4668880

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
WELLS FARGO & CO	17,079.	37,694.
ABBOTT LABORATORIES		
ABBVIE INC		
ASTRAZENECA GROUP		
BAXTER INTL		
BRISTOL-MYERS SQUIBB CO	27,741.	47,716.
GILEAD SCIENCES INC		
GLAXOSMI THKLILNE PLC		
JOHNSON & JOHNSON	27,421.	51,734.
NOVARTIS AG SPONSORED ADR		
PFIZER INC	37,354.	35,880.
TEVA PHARMACEUTICAL SPONS ADR		
CISCO SYSTEMS INC	35,042.	38,369.
COGNIZANT TECHNOLOGY SOLUTIONS		
IBM CORP		
INTEL CORP		
MICROCHIP TECH INC	7,456.	21,296.
DOMINION RESOURCES INC	7,844.	17,326.
EXELON CORP		
PPL CORP		
DANOF I -CVR	18,973.	25,704.
APPLE INC	15,585.	15,859.
BLACKSTONE MTG TR INC	23,463.	23,800.
CA INC	15,936.	21,736.
CENTURYLINK INC	15,263.	16,915.
CLOROX CO	15,721.	14,818.
COACH INC	16,288.	16,570.
DAREN RESTAURANTS INC	20,324.	26,906.
DIGITAL REALTY TRUST INC		

WILLIAM SOTE FOUNDATION

36-4668880

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
FS INVESTMENT CORP	23,286.	23,935.
GALLAGHER ARTHUR J & CO	39,242.	38,542.
HOME LOAN SERVICING SOLUTION	32,868.	28,162.
INTERNATIONAL PAPER CO	22,947.	23,538.
KINDER MORGAN INC	22,909.	22,717.
LEGGETT & PLATT INC	15,723.	20,556.
LILLY ELI & CO	46,739.	58,370.
MATTEL	38,671.	27,031.
MAXIM INTERGRATED PRODS INC	21,825.	21,829.
MDS HOLDINGS INC	29,708.	23,443.
MERCK & CO INC	48,880.	53,768.
NEXTERA ENERGY INC	18,578.	21,447.
OCCIDENTAL PETROLEUM CORP	21,992.	21,165.
OLD REPUBLIC INTL CORP	39,537.	34,857.
ONEBEACON INS GROUP INC	17,531.	18,096.
PEOPLES UNITED FINANCIAL INC	48,274.	45,234.
PLUM CREEK TIMBER CO INC	15,504.	15,871.
SCOTTS MIRACLE-GRO CO	23,025.	24,525.
SOUTHERN CO	21,481.	24,200.
SONOCO PRODUCTS CO	22,311.	21,252.
SPECTRA ENERGY CORP	35,989.	40,852.
STARWOOD PROPERTY TRUST INC	33,572.	26,531.
UMPQUA HOLDINGS CORP		
UNILEVER PLC SPONS ADR	39,935.	40,713.
WASTE MANAGEMENT INC	26,433.	29,823.
WESTAR ENERGY INC	13,971.	16,183.
	-----	-----
TOTALS	1,270,900.	1,527,892.
	=====	=====

WILLIAM SOTE FOUNDATION

36-4668880

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION

GENERAL ELEC CAP CORP 5.90%
WAL-MART STORES INC 3.200%
SBC COMMUNICATIONS 5.100%

TOTALS

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STATEMENT 6

WILLIAM SOTE FOUNDATION

36-4668880

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
CRM MID-CAP VALUE	C		
HARBOR INT'L	C		
LAZARD EMERGING	C		
LOOMIS SAYLES SM CAP VALUE	C		
LSV VALUE	C		
ARTIO GLOBAL	C		
DREYFUS INTL	C		
FEDERATED TOTAL	C	340,305.	348,580.
MFS EMERGING MARKETS	C		
PIMCO TOTAL	C		
RIDGEWORTH SEIX	C		
FEDERATED STRATEGIC VALUE	C		
LITMAN GREGORY MASTERS INTL	C		
SPDR S&P DIVID ETF	C		
VANGUARD INT-TRM BOND CL SGNL	C		
VANGUARD INTERM-TERM BOND INDE	C	344,477.	349,295.
VANGUARD INTERM-TERM INVEST-GR	C	193,022.	196,511.
SHELTON S&P MIDCAP INDEX DIREC	C	342,542.	359,833.
VANGURAD SMALL-CAP VALUE INDEX	C	207,794.	221,964.
VANGUARD VALUE INDEX FUND	C	184,116.	199,127.
FIDELITY SPARTAN INTL INDEX FU	C	393,497.	381,353.
VANGUARD HIGH DIVIDEND YIELD E	C	185,296.	203,333.
TOTALS		2,191,049.	2,259,996.

WILLIAM SOTE FOUNDATION

36-4668880

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION	AMOUNT
-----	-----

ADJUSTMENT DUE TO PENDING SALE - MDC HOLDINGS INC	6,342.
ROUNDING OF SALES	5.

TOTAL	-----
-------	-------

6,347.

=====

STATEMENT 8

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

=====

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	3,850,064.	40,262.	
FEBRUARY	3,974,108.	43,275.	
MARCH	3,685,104.	106,392.	
APRIL	3,707,096.	113,248.	
MAY	3,777,784.	92,225.	
JUNE	3,830,430.	102,893.	
JULY	3,742,238.	107,365.	
AUGUST	3,818,728.	127,198.	
SEPTEMBER	3,731,941.	134,508.	
OCTOBER	3,787,889.	139,644.	
NOVEMBER	3,906,230.	113,601.	
DECEMBER	3,962,832.	46,630.	
	-----	-----	-----
TOTAL	45,774,444.	1,167,241.	
	=====	=====	=====
AVERAGE FMV	3,814,537.	97,270.	
	=====	=====	=====

Form **8949****Sales and Other Dispositions of Capital Assets**

OMB No 1545-0074

2013Attachment
Sequence No **12A**Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

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

Name(s) shown on return

WILLIAM SOTE FOUNDATION

Social security number or taxpayer identification number

36-4668880

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

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

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

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

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

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	26.979 ABERDEEN GBL HIGH	12/20/2013	01/15/2014	273.00	272.00			1.00
	48.22 FEDERATED STRATEGIC I	12/04/2013	01/15/2014	279.00	276.00			3.00
	91.559 LAZARD EMRG MARKETS CL-I	12/23/2013	01/15/2014	1,665.00	1,705.00			-40.00
	765.982 LOOMIS SAYLES SM C FUND CL-I	12/23/2013	01/15/2014	28,540.00	28,472.00			68.00
	16.544 MFS EMERGING MARKET - I	12/10/2013	01/15/2014	241.00	240.00			1.00
	1281.918 CRM MID-CAP VALUE	12/12/2013	01/15/2014	44,752.00	41,919.00			2,833.00
	.8 STARWOOD WAYPOINT RESID	01/31/2014	02/25/2014	22.00	24.00			-2.00
	66. AT&T INC	01/15/2014	03/11/2014	2,127.00	2,242.00			-115.00
	2. APPLE COMPUTER INC COMM	01/15/2014	03/11/2014	1,076.00	1,116.00			-40.00
	26. BLACKSTONE MTG TR INC	01/15/2014	03/11/2014	742.00	713.00			29.00
	60. CENTURYTEL INCORPORATE	01/15/2014	03/11/2014	1,845.00	1,825.00			20.00
	10. CLOROX CO COMMON ~	01/15/2014	03/11/2014	871.00	898.00			-27.00
	28. DARDEN RESTAURANTS INC	01/15/2014	03/11/2014	1,407.00	1,436.00			-29.00
	46. DUPONT E I DE NEMOURS	01/15/2014	03/11/2014	3,055.00	2,925.00			130.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►								

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

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

Form **8949** (2013)JSA
3X2615 2 000

Form **8949****Sales and Other Dispositions of Capital Assets**

OMB No 1545-0074

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

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

2013Attachment
Sequence No **12A**

Name(s) shown on return

WILLIAM SOTE FOUNDATION

Social security number or taxpayer identification number

36-4668880

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

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

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- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example. 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
32.	ENI SPA-SPONS ADR	01/15/2014	03/11/2014	1,553.00	1,505.00			48.00
68.	235 FEDERATED TOTAL RET I	12/30/2013	03/11/2014	750.00	744.00			6.00
902.	181 FIDELITY SPARTAN I INV	01/22/2014	03/11/2014	36,361.00	36,775.00			-414.00
50.	GALLAGHER ARTHUR J. &	01/15/2014	03/11/2014	2,368.00	2,428.00			-60.00
90.	JP MORGAN CHASE & COMP	01/15/2014	03/11/2014	5,317.00	5,294.00			23.00
34.	LEGGETT & PLATT INCORP	01/15/2014	03/11/2014	1,093.00	1,024.00			69.00
42.	ELI LILLY & CO COMMON	01/15/2014	03/11/2014	2,467.00	2,231.00			236.00
16.	LOCKHEED MARTIN CORP C	01/15/2014	03/11/2014	2,639.00	2,469.00			170.00
32.	MDC HOLDINGS INC	01/15/2014	03/11/2014	945.00	990.00			-45.00
74.	MATTEL INC. COMMON	01/15/2014	03/11/2014	2,789.00	3,290.00			-501.00
24.	MAXIM INTEGRATED PRODU	01/15/2014	03/11/2014	784.00	682.00			102.00
74.	MERCK & CO INC	01/15/2014	03/11/2014	4,230.00	3,898.00			332.00
14.	NEXTERA ENERGY INC	01/15/2014	03/11/2014	1,279.00	1,215.00			64.00
18.	OCCIDENTAL PETROLEUM C	01/15/2014	03/11/2014	1,753.00	1,663.00			90.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►								

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

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

Form **8949** (2013)

3X2615 2 000

Form **8949****Sales and Other Dispositions of Capital Assets**

OMB No 1545-0074

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

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

2013Attachment
Sequence No **12A**

Name(s) shown on return

WILLIAM SOTE FOUNDATION

Social security number or taxpayer identification number

36-4668880

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

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

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	164. OLD REPUBLIC INTERNAT	01/15/2014	03/11/2014	2,612.00	2,747.00			-135.00
	54. PAYCHEX INCORPORATED	01/15/2014	03/11/2014	2,298.00	2,371.00			-73.00
	230. PEOPLES UNITED FINANC	01/15/2014	03/11/2014	3,318.00	3,589.00			-271.00
	1280. RPM INC OHIO COMMON	01/15/2014	03/11/2014	55,228.00	55,350.00			-122.00
	1379.076 SHELTON S&P MIDCA FD	01/22/2014	03/11/2014	40,669.00	40,095.00			574.00
	28. SONOCO PRODUCTS CO COM	01/15/2014	03/11/2014	1,167.00	1,201.00			-34.00
	38. SOUTHERN CO COMMON	01/15/2014	03/11/2014	1,599.00	1,564.00			35.00
	58. SPECTRA ENERGY CORP	01/15/2014	03/11/2014	2,147.00	1,999.00			148.00
	58. STARWOOD PROPERTY TRUS	01/15/2014	03/11/2014	1,378.00	1,656.00			-278.00
	252. STARWOOD WAYPOINT RES REIT	01/31/2014	03/11/2014	7,063.00	7,438.00			-375.00
	26. SYSCO CORP COMMON	01/15/2014	03/11/2014	944.00	956.00			-12.00
	168. UMPQUA HOLDINGS CORPO	01/15/2014	03/11/2014	3,148.00	3,117.00			31.00
	32. UNILEVER PLC ADR SPON	01/15/2014	03/11/2014	1,276.00	1,263.00			13.00
	18. UNITED PARCEL SERVICE	01/15/2014	03/11/2014	1,777.00	1,816.00			-39.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►								

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

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Form **8949** (2013)JSA
3X2615 2 000

Form **8949**Department of the Treasury
Internal Revenue Service**Sales and Other Dispositions of Capital Assets**► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

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

OMB No 1545-0074

2013Attachment
Sequence No **12A**

Name(s) shown on return

WILLIAM SOTE FOUNDATION

Social security number or taxpayer identification number

36-4668880

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- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	600.43 VANGUARD S/C VALUE	01/22/2014	03/11/2014	25,716.00	25,277.00			439.00
	324. VANGUARD HIGH DIVIDEN	01/15/2014	03/11/2014	20,241.00	20,095.00			146.00
	1322.956 VANGUARD INTERMED CORP #571	01/15/2014	03/11/2014	12,965.00	12,886.00			79.00
	698.66 VANGUARD VALUE INDE	01/15/2014	03/11/2014	21,833.00	21,686.00			147.00
	42. WASTE MANAGEMENT INCOR	01/15/2014	03/11/2014	1,732.00	1,820.00			-88.00
	26. WESTAR ENERGY INC	01/15/2014	03/11/2014	871.00	849.00			22.00
	24. ONEBEACON INSURANCE GR	01/15/2014	03/11/2014	370.00	370.00			
	16. BLACKSTONE MTG TR INC	01/15/2014	05/22/2014	472.00	439.00			33.00
	14. CENTURYTEL INCORPORATE	01/15/2014	05/22/2014	520.00	426.00			94.00
	28. CISCO SYS INC COMMON	03/11/2014	05/22/2014	679.00	612.00			67.00
	4. CLOROX CO COMMON ~	01/15/2014	05/22/2014	352.00	359.00			-7.00
	20. DIGITAL REALTY TRUST I	03/11/2014	05/22/2014	1,152.00	1,044.00			108.00
	12. DUPONT E I DE NEMOURS	01/15/2014	05/22/2014	810.00	763.00			47.00
	10. ENI SPA-SPONS ADR	01/15/2014	05/22/2014	501.00	470.00			31.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►								

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Form **8949** (2013)JSA
3X2615 2 000

Form **8949**Department of the Treasury
Internal Revenue Service**Sales and Other Dispositions of Capital Assets**► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

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

OMB No 1545-0074

2013Attachment
Sequence No **12A**

Name(s) shown on return

WILLIAM SOTE FOUNDATION

Social security number or taxpayer identification number

36-4668880

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1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	16. GALLAGHER ARTHUR J. &	01/15/2014	05/22/2014	736.00	777.00			-41.00
	2. LEGGETT & PLATT INCORPO	01/15/2014	05/22/2014	66.00	60.00			6.00
	34. ELI LILLY & CO COMMON	01/15/2014	05/22/2014	2,032.00	1,806.00			226.00
	2. LOCKHEED MARTIN CORP CO	01/15/2014	05/22/2014	323.00	309.00			14.00
	50. MDC HOLDINGS INC	01/15/2014	05/22/2014	1,430.00	1,547.00			-117.00
	4. MAXIM INTEGRATED PRODUC	01/15/2014	05/22/2014	136.00	114.00			22.00
	14. MERCK & CO INC	01/15/2014	05/22/2014	793.00	737.00			56.00
	8. NEXTERA ENERGY INC	01/15/2014	05/22/2014	775.00	695.00			80.00
	4. OCCIDENTAL PETROLEUM CO	01/15/2014	05/22/2014	392.00	370.00			22.00
	4. PEOPLES UNITED FINANCIA	01/15/2014	05/22/2014	58.00	62.00			-4.00
	16. PFIZER INC COMMON ~	01/15/2014	05/22/2014	476.00	500.00			-24.00
	10. SONOCO PRODUCTS CO COM	01/15/2014	05/22/2014	414.00	429.00			-15.00
	10. SOUTHERN CO COMMON	01/15/2014	05/22/2014	432.00	412.00			20.00
	42. SPECTRA ENERGY CORP	01/15/2014	05/22/2014	1,702.00	1,448.00			254.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►								

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

Form **8949** (2013)

332615 2 000

Form **8949****Sales and Other Dispositions of Capital Assets**

OMB No 1545-0074

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

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

2013Attachment
Sequence No **12A**

Name(s) shown on return

WILLIAM SOTE FOUNDATION

Social security number or taxpayer identification number

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1	(a) Description of property (Example: 100 sh. XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	30. STARWOOD PROPERTY TRUS	01/15/2014	05/22/2014	728.00	856.00			-128.00
	8. SYSCO CORP COMMON	01/15/2014	05/22/2014	291.00	294.00			-3.00
	30. UNILEVER PLC ADR SPON	01/15/2014	05/22/2014	1,349.00	1,184.00			165.00
	2. UNITED PARCEL SERVICE I	01/15/2014	05/22/2014	203.00	202.00			1.00
	4. WASTE MANAGEMENT INCORP	01/15/2014	05/22/2014	174.00	173.00			1.00
	20. WESTAR ENERGY INC	01/15/2014	05/22/2014	709.00	653.00			56.00
	64. ONEBEACON INSURANCE GR	01/15/2014	05/22/2014	970.00	988.00			-18.00
	22. AT&T INC	01/15/2014	07/29/2014	823.00	747.00			76.00
	24. AT&T INC	05/22/2014	07/29/2014	897.00	850.00			47.00
	49. CENTURYTEL INCORPORATE	01/15/2014	07/29/2014	2,227.00	1,490.00			737.00
	507. CENTURYTEL INCORPORAT	01/15/2014	07/29/2014	20,445.00	15,419.00			5,026.00
	2. PAYCHEX INCORPORATED	05/22/2014	09/16/2014	84.00	81.00			3.00
	766. PAYCHEX INCORPORATED	01/15/2014	09/16/2014	32,098.00	33,637.00			-1,539.00
	236. STARWOOD WAYPOINT RES REIT	05/22/2014	09/16/2014	6,319.00	6,554.00			-235.00
	2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtr- act negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►							

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

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

Form **8949** (2013)JSA
3X2615 2 000

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

Social security number or taxpayer identification number

WILLIAM SOTE FOUNDATION

36-4668880

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

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

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

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss if you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
550.	ABBOTT LABORATORIES C	08/30/2004	01/15/2014	21,652.00	10,966.00			10,686.00
550.	ABBVIE INC	08/30/2004	01/15/2014	27,724.00	11,891.00			15,833.00
3316.577	LSV VALUE EQUITY STRATEGY	12/13/2007	01/15/2014	71,704.00	63,375.00			8,329.00
300.	AIR PRODUCTS & CHEMIC	10/17/2011	01/15/2014	33,290.00	27,259.00			6,031.00
2239.	ALTRIA GROUP INC	03/10/1993	01/15/2014	82,513.00	11,155.00			71,358.00
2500.212	ABERDEEN GLBL HIG	12/28/2011	01/15/2014	25,302.00	26,022.00			-720.00
100.	ASTRAZENECA GROUP PLC ADR	10/05/2006	01/15/2014	6,267.00	6,308.00			-41.00
1000.	BANK OF AMERICA CORP	05/19/2004	01/15/2014	17,177.00	24,745.00			-7,568.00
350.	BAXTER INTL INC COMMO	10/05/2006	01/15/2014	24,310.00	15,723.00			8,587.00
124.	BRISTOL MYERS SQUIBB	01/18/2012	01/15/2014	6,863.00	4,195.00			2,668.00
918.	CVS CORP COMMON	10/05/2006	01/15/2014	62,654.00	17,768.00			44,886.00
440.	CHEVRONTXACO CORPORA	11/26/1986	01/15/2014	52,631.00	11,238.00			41,393.00
1200.	CISCO SYS INC COMMON	07/14/2010	01/15/2014	27,177.00	28,546.00			-1,369.00
250.	COGNIZANT TECH SOLUTI	10/02/2009	01/15/2014	25,187.00	9,371.00			15,816.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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

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Social security number or taxpayer identification number

WILLIAM SOTE FOUNDATION

36-4668880

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

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

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

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

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (a) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	250. COLGATE PALMOLIVE CO	12/13/1993	01/15/2014	16,169.00	4,650.00			11,519.00
	334. CONOCOPHILLIPS	05/19/2004	01/15/2014	22,895.00	8,880.00			14,015.00
	200. CUMMINS ENGINE INC CO	10/17/2011	01/15/2014	27,555.00	18,508.00			9,047.00
	237. DOMINION RESOURCES IN NEW	10/03/2006	01/15/2014	15,779.00	8,853.00			6,926.00
	250. DOW CHEMICAL CO COMMO	06/21/2005	01/15/2014	10,712.00	11,338.00			-626.00
	4924.399 DREYFUS INTERNATI I	12/27/2012	01/15/2014	80,859.00	79,541.00			1,318.00
	300. EXELON CORPORATION	01/05/2004	01/15/2014	8,078.00	9,855.00			-1,777.00
	500. EXXON MOBIL CORPORATI	10/16/2002	01/15/2014	49,383.00	18,891.00			30,492.00
	9242.39 FEDERATED STRATEGI CL I	12/05/2012	01/15/2014	53,513.00	40,023.00			13,490.00
	800. GILEAD SCIENCES INCOR	10/04/2006	01/15/2014	59,525.00	12,573.00			46,952.00
	350. GLAXO PLC SPONSORED A	08/24/1989	01/15/2014	18,521.00	11,553.00			6,968.00
	100. GOLDMAN SACHS GROUP I	10/18/2006	01/15/2014	17,862.00	17,787.00			75.00
	4152.529 HARBOR INTERNATIO	10/05/2009	01/15/2014	295,535.00	264,759.00			30,776.00
	597. INTEL CORP COMMON-	01/15/2010	01/15/2014	15,933.00	12,589.00			3,344.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►

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

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WILLIAM SOTE FOUNDATION

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

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

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

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

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	230. INTL BUSINESS MACHINE	07/14/2010	01/15/2014	43,174.00	30,051.00			13,123.00
	78. JOHNSON & JOHNSON COMM	10/17/2011	01/15/2014	7,388.00	4,843.00			2,545.00
	4803.289 LAZARD EMRG MARKE CL-I	12/24/2012	01/15/2014	87,372.00	82,633.00			4,739.00
	11022.439 LITMAN GREGORY M CL-INST	10/05/2009	01/15/2014	200,939.00	167,971.00			32,968.00
	8624.341 LOOMIS SAYLES SM FUND CL-I	12/26/2012	01/15/2014	321,343.00	185,873.00			135,470.00
	3559.559 MFS EMERGING MARK FUND - I	12/11/2012	01/15/2014	51,934.00	51,629.00			305.00
	978. MICROCHIP TECHNOLOGY	04/28/2009	01/15/2014	45,064.00	16,168.00			28,896.00
	200. NATIONAL OILWELL INC	10/17/2011	01/15/2014	15,489.00	12,682.00			2,807.00
	250. NORFOLK SOUTHERN CORP	09/02/2009	01/15/2014	22,652.00	11,215.00			11,437.00
	500. NOVARTIS AG-ADR COMMO	01/18/2012	01/15/2014	40,383.00	28,788.00			11,595.00
	3936.705 PIMCO FDS TOTAL R	12/12/2012	01/15/2014	42,280.00	43,626.00			-1,346.00
	1000. PPL CORPORATION	01/18/2012	01/15/2014	29,757.00	28,000.00			1,757.00
	200. PEPSICO INC COMMON ~	05/14/1999	01/15/2014	16,585.00	7,633.00			8,952.00
	621. PHILIP MORRIS INTL IN	03/10/1993	01/15/2014	51,211.00	7,093.00			44,118.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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

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☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo, day, yr.)	(c) Date sold or disposed (Mo, day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	275. PHILLIPS 66	05/19/2004	01/15/2014	20,896.00	4,225.00			16,671.00
	550. PROCTER & GAMBLE CO C	10/17/2011	01/15/2014	44,421.00	31,014.00			13,407.00
	11211.778 RIDGEWORTH SEIX INC FD I	04/09/2010	01/15/2014	101,915.00	99,000.00			2,915.00
	154. ROYAL DUTCH SHELL PLC	09/20/2012	01/15/2014	10,992.00	10,809.00			183.00
	800. SPDR S&P DIVIDEND ETF	12/08/2010	01/15/2014	57,857.00	40,920.00			16,937.00
	200. SANOFI-CVR 12/31/20	04/11/2011	01/15/2014	64.00	471.00			-407.00
	150. SCHLUMBERGER LTD COMM	10/17/2011	01/15/2014	13,255.00	12,317.00			938.00
	400. TEVA PHARMACEUTICAL I	12/22/2003	01/15/2014	17,587.00	11,348.00			6,239.00
	150. 3M COMPANY	03/07/2011	01/15/2014	20,719.00	13,881.00			6,838.00
	400. UNITED TECHNOLOGIES C	06/30/1999	01/15/2014	45,546.00	14,014.00			31,532.00
	1150. VERIZON COMMUNICATIO	04/13/2004	01/15/2014	54,864.00	15,050.00			39,814.00
	7217.813 CRM MID-CAP VALUE	07/25/2008	01/15/2014	251,974.00	199,572.00			52,402.00
	224. WELLS FARGO & COMPANY	10/12/2004	01/15/2014	10,400.00	6,765.00			3,635.00
	300. TRANSOCEAN LIMITED	06/25/2009	01/15/2014	14,381.00	24,926.00			-10,545.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►

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

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☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example. 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
52.	ALTRIA GROUP INC	03/10/1993	03/11/2014	1,919.00	259.00			1,660.00
50.	BRISTOL MYERS SQUIBB C	01/18/2012	03/11/2014	2,807.00	1,691.00			1,116.00
30.	CHEVRONTXACO CORPORAT	05/14/1975	03/11/2014	3,463.00	754.00			2,709.00
12.	CONOCOPHILLIPS	06/30/2003	03/11/2014	808.00	251.00			557.00
16.	DOMINION RESOURCES INC NEW	06/24/2003	03/11/2014	1,090.00	517.00			573.00
1440.319	FEDERATED TOTAL R CL I	12/28/2012	03/11/2014	15,829.00	15,632.00			197.00
162.	GENERAL ELECTRIC CO C	06/17/1999	03/11/2014	4,207.00	5,831.00			-1,624.00
34.	INTEL CORP COMMON~	01/15/2010	03/11/2014	842.00	717.00			125.00
36.	JOHNSON & JOHNSON COMM	10/16/2002	03/11/2014	3,369.00	2,110.00			1,259.00
26.	MICROCHIP TECHNOLOGY I	05/21/2009	03/11/2014	1,211.00	424.00			787.00
1201.024	PIMCO FDS TOTAL R	11/30/2009	03/11/2014	12,995.00	13,259.00			-264.00
56.	PFIZER INC COMMON ~	02/11/2004	03/11/2014	1,820.00	2,132.00			-312.00
20.	PHILIP MORRIS INTL INC	03/10/1993	03/11/2014	1,607.00	228.00			1,379.00
20.	ROYAL DUTCH SHELL PLC-	01/18/2012	03/11/2014	1,463.00	1,403.00			60.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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1	(a) Description of property (Example. 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	1536.603 VANGUARD INT-TRM	08/15/2012	03/11/2014	17,333.00	18,439.00			-1,106.00
	72. WELLS FARGO & COMPANY	10/12/2004	03/11/2014	3,463.00	2,174.00			1,289.00
	50000. GEN ELEC CAP CRP 5/13/14	05/07/2009	05/13/2014	50,000.00	50,760.00			-760.00
	25000. WAL-MART STORES INC 5/15/14	05/15/2009	05/15/2014	25,000.00	25,103.00			-103.00
	16. ALTRIA GROUP INC	03/10/1993	05/22/2014	651.00	80.00			571.00
	6. BRISTOL MYERS SQUIBB CO	01/18/2012	05/22/2014	294.00	203.00			91.00
	8. CHEVRONTXACO CORPORATI	05/14/1975	05/22/2014	990.00	201.00			789.00
	4. CONOCOPHILLIPS	06/30/2003	05/22/2014	315.00	84.00			231.00
	4. DOMINION RESOURCES INCO	06/24/2003	05/22/2014	280.00	129.00			151.00
	4. INTEL CORP COMMON-	01/15/2010	05/22/2014	105.00	84.00			21.00
	6. JOHNSON & JOHNSON COMMO	10/16/2002	05/22/2014	604.00	352.00			252.00
	2. MICROCHIP TECHNOLOGY IN	05/21/2009	05/22/2014	93.00	30.00			63.00
	24. PFIZER INC COMMON ~	02/11/2004	05/22/2014	714.00	914.00			-200.00
	12. PHILIP MORRIS INTL INC	03/10/1993	05/22/2014	1,039.00	137.00			902.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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

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

Social security number or taxpayer identification number

WILLIAM SOTE FOUNDATION

36-4668880

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

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

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

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

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	765. INTEL CORP COMMON-	01/15/2010	08/08/2014	24,982.00	15,700.00			9,282.00
	50000. SBC COMMUNICATIONS 9/15/14	04/17/2008	09/15/2014	50,000.00	49,753.00			247.00
	178. DUPONT E I DE NEMOURS	03/07/2011	10/02/2014	12,538.00	9,585.00			2,953.00
	17104.026 PIMCO FDS TOTAL	01/14/2011	10/07/2014	186,947.00	186,095.00			852.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►				3,245,990.	2,355,910.			890,080.

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