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 , and ending

Name of foundation
The S. Douglas and Rita C. Sukeforth Charitable Foundation

A Employer identification number
01-6148895

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
982 Lakeview Drive

B Telephone number
(207) 968-2100

City or town, state or province, country, and ZIP or foreign postal code
South China, ME 04358

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 6,210,389.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis)*

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))

	Line	Description	(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	126,150.		N/A	
	2	Check ▶ [ ] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	14,301.	14,301.		Statement 2
	4	Dividends and interest from securities	85,579.	85,579.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	411,173.			Statement 1
	b	Gross sales price for all assets on line 6a 9,761,173.				
	7	Capital gain net income (from Part IV, line 2)		518,540.		
	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)				
	11	Other income				
	12	**Total** Add lines 1 through 11	637,203.	618,420.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees Stmt 3	2,750.	1,375.		1,375.
	c	Other professional fees Stmt 4	36,297.	36,297.		0.
	17	Interest				
	18	Taxes Stmt 5	2,277.	2,277.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses				
	24	**Total operating and administrative expenses** Add lines 13 through 23	41,324.	39,949.		1,375.
	25	Contributions, gifts, grants paid	246,214.			246,214.
	26	**Total expenses and disbursements** Add lines 24 and 25	287,538.	39,949.		247,589.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	349,665.			
	b	**Net investment income** (if negative, enter -0-)		578,471.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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

		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	107,903.	247,420.	247,420.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock Stmt 6	5,059,829.	5,962,969.	5,962,969.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	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)	5,167,732.	6,210,389.	6,210,389.
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			
	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.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	5,167,732.	6,210,389.	
	30 **Total net assets or fund balances**	5,167,732.	6,210,389.	
	31 **Total liabilities and net assets/fund balances**	5,167,732.	6,210,389.	

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	5,167,732.
2	Enter amount from Part I, line 27a	2	349,665.
3	Other increases not included in line 2 (itemize) ▶ Unrealized Gain Adjustment	3	692,992.
4	Add lines 1, 2, and 3	4	6,210,389.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,210,389.

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	P		
b	Capital Gains Dividends			
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	9,712,313.		9,242,633.	469,680.
b	48,860.			48,860.
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				469,680.
b				48,860.
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	518,540.
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) If (loss), enter -0- in Part I, line 8	3	N/A

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	244,280.	5,006,742.	.048790
2011	236,833.	5,005,475.	.047315
2010	251,422.	4,780,462.	.052594
2009	336,243.	5,063,975.	.066399
2008	374,328.	6,703,679.	.055839

2 Total of line 1, column (d)	2	.270937
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	.054187
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,597,369.
5 Multiply line 4 by line 3	5	303,305.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,785.
7 Add lines 5 and 6	7	309,090.
8 Enter qualifying distributions from Part XII, line 4	8	247,589.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ **(attach copy of letter if necessary-see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	11,569.
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	0.
3	Add lines 1 and 2	3	11,569.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-	5	11,569.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a 3,680.		
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	3,680.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	7,889.
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** ▶ **Refunded** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
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.*	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? N/A	4b		
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) ▶ ME			
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 2013 or the taxable year beginning in 2013 (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

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ S. Douglas Sukeforth Telephone no ▶ (207) 968-2100

Located at ▶ 982 Lakeview Drive, South China, ME ZIP+4 ▶ 04358

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 | N/A

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

				Yes	No
	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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ 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)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

			Yes	No
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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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)?	[ ] Yes [X] 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 [X] 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)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ [ ]			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	[ ] 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 [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	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.

(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
S. Douglas Sukeforth 982 Lakeview Drive South China, ME 04358	Trustee 1.00	0.	0.	0.
Rita C. Sukeforth 982 Lakeview Drive South China, ME 04358	Trustee 1.00	0.	0.	0.

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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 ▶	0.

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	5,538,106.
b	Average of monthly cash balances	1b	144,502.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	5,682,608.
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	5,682,608.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	85,239.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,597,369.
6	**Minimum investment return.** Enter 5% of line 5	6	279,868.

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	279,868.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 11,569.		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	11,569.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	268,299.
4	Recoveries of amounts treated as qualifying distributions	4	2,000.
5	Add lines 3 and 4	5	270,299.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	270,299.

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	247,589.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	247,589.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	247,589.

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				270,299.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			245,543.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 247,589.				
a Applied to 2012, but not more than line 2a			245,543.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				2,046.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				268,253.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

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

None

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

None

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

Check here ▶ [X] 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				
Albion Fire Department Attn: Jeff Lindsay, Dirt Road Albion, ME 04910	None	PC	General Operating Support	1,000.
American Lung Association of Maine 122 State Street Augusta, ME 04330	None	PC	General Operating Support	700.
Camp Fair Haven 30 Bangor Street Augusta, ME 04330	None	PC	General Operating Support	14,000.
Central Lodge AF & AM Central Lodge China, ME 04926	None	PC	General Operating Support	500.
China Baptist Church P.O. Box 6095 China Village, ME 04358	None	PC	General Operating Support	3,500.
Total See continuation sheet(s)			▶ 3a	246,214.
b Approved for future payment				
None				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	14,301.	
4 Dividends and interest from securities			14	85,579.	
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	411,173.	
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)		0.		511,053.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 511,053.

(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)

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

			Yes	No
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 of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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	

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
N/A		

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

Douglas Sukeforth | 5-8-14 | Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Nicholas E. Porto	[signature]	3/25/14		P01310283

Firm's name ▶ BAKER NEWMAN & NOYES — Firm's EIN ▶ 01-0494526

Firm's address ▶ BOX 507 PORTLAND, ME 04112 — Phone no (207) 879-2100

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	**Schedule of Contributors** ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*	OMB No 1545-0047 **2013**

Name of the organization	Employer identification number
The S. Douglas and Rita C. Sukeforth Charitable Foundation	01-6148895

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
The S. Douglas and Rita C. Sukeforth Charitable Foundation	01-6148895

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	S. Douglas & Rita C. Sukeforth 982 Lakeview Drive South China, ME 04358	$ 126,150.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
The S. Douglas and Rita C. Sukeforth Charitable Foundation	01-6148895

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	Various Publicly Traded Securities	$ 74,300.	12/26/13
		$	
		$	
		$	
		$	
		$	

Name of organization	Employer identification number
The S. Douglas and Rita C. Sukeforth Charitable Foundation	01-6148895

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of $1,000 or less for the year (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

The S. Douglas and Rita C. Sukeforth Charitable Foundation
Fiscal Year-End December 31, 2013

EIN: 01-6148895

	Account #70539	Account #71005	Account #73715	Account #73718
Equities	$ 1,131,085	$ 226,901	$ 2,245,490	$ 1,680,812
Fixed Income	$ -	$ 678,680	$ -	$ -
Hedge Funds	$ -	$ -	$ -	$ -
Private Equity	$ -	$ -	$ -	$ -
Public REITs	$ -	$ -	$ -	$ -
Real Estate	$ -	$ -	$ -	$ -
Tangible Assets	$ -	$ -	$ -	$ -
Accrued Income	$ -	$ -	$ -	$ -
	$ 1,131,085	**$ 905,581**	**$ 2,245,490**	**$ 1,680,812**
Total Corporate Stocks		*$ 5,962,969*		

STATEMENT 7

SUKEFORTH CHARITABLE FDN
RITA & DOUGLAS SUKEFORTH TTEES

ASSET DETAIL

The Estimated Annualized Income ("EAI") for certain securities could include a return of principal or capital gains, in which case EAI depicted on this account statement would be overstated EAI is only an estimate of income generated by the investment and the actual income may be higher or lower In the event the investment matures, is sold or called, the full EAI may not be realized

** The Unrealized Gain/Loss may not reflect your investments' total return Specifically, the net cost may include dividend and capital gains distributions which have been reinvestedAdditionally, the information that appears in these columns may be based on information provided by you or at your direction RBC has not verified such data Please see "About Your Statement" on page 2 for further information*

Your Financial Advisor has elected to display Asset Detail with the following options asset purchases (tax lots) listed individually, reinvested dividends and capital gains distributions consolidated,and the cost of reinvested dividends and capital gains distributions included

CASH AND MONEY MARKET

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS YEAR-END STATEMENT MARKET VALUE
CASH				-$45,770 67	
PRIME MONEY MARKET FUND RBC SELECT CLASS	TKSXX	60,882 440	$1 000	$60,882 44	$26,428 35
TOTAL CASH AND MONEY MARKET				$15,111.77	

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ABAXIS INC	ABAX	270 000	$40.012	$10,803 24		$12,454 30	-$1,651 06	
		260 000			*03/15/13*	*$12,058 20*	*-$1,655 08*	
		10 000			*12/27/13*	*$396 10*	*$4.02*	
ADVISORY BOARD CO	ABCO	235 000	$63 670	$14,962.45		$12,845.72	$2,116 73	
		40.000			*01/30/13*	*$2,158 74*	*$388 06*	
		132.000			*01/31/13*	*$7,172 59*	*$1,231 85*	
		53.000			*02/01/13*	*$2,888 19*	*$486 32*	
		10.000			*12/27/13*	*$626 20*	*$10 50*	
ANSYS INC	ANSS	199 000	$87.200	$17,352 80		$9,019 03	$8,333 77	
		189.000			*10/26/09*	*$8,155.23*	*$8,325 57*	
		10 000			*12/27/13*	*$863 80*	*$8 20*	
ATHENAHEALTH INC	ATHN	155 000	$134 500	$20,847 50		$11,922 26	$8,925 24	
		95.000			*03/08/12*	*$7,121.96*	*$5,655 54*	
		55 000			*12/10/12*	*$4,144.60*	*$3,252 90*	
		5.000			*12/27/13*	*$655 70*	*$16 80*	
BEACON ROOFING SUPPLY INC	BECN	596 000	$40 280	$24,006 88		$11,323 44	$12,683 44	
		295 000			*07/08/10*	*$5,082 85*	*$6,799 75*	
		271.000			*08/29/11*	*$5,029 19*	*$5,886.69*	
		30 000			*12/27/13*	*$1,211.40*	*-$3 00*	
BIO REFERENCE LABORATORIES INC	BRLI	425 000	$25 540	$10,854 50		$7,480 63	$3,373 87	
		405 000			*10/26/09*	*$6,971 23*	*$3,372 47*	
		20.000			*12/27/13*	*$509 40*	*$1 40*	

Statement 7

The S. Douglas and Rita C. Sukeforth Charitable Foundation

EIN: 01-6148895

RBC Wealth Management®

A division of RBC Capital Markets, LLC, Member NYSE/FINRA/SIPC

CONSULTING SOLUTIONS ACCOUNT STATEMENT 2013 ANNUAL STATEMENT

US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
CABOT MICROELECTRONICS CORP	CCMP	235 000	$45 700	$10,739 50		$8,163 30	$2,576 20	
		225 000			*10/26/09*	*$7,712.60*	*$2,569 90*	
		10 000			*12/27/13*	*$450.70*	*$6 30*	
CELGENE CORP	CELG	409 000	$168 968	$69,107 91	06/11/13	$48,737 26	$20,370 65	
CEPHEID	CPHD	875 000	$46 672	$40,838 00		$18,829 31	$22,008 69	
		650 000			*10/26/09*	*$9,247.91*	*$21,088 89*	
		185 000			*11/12/13*	*$7,723.40*	*$910 92*	
		40 000			*12/27/13*	*$1,858.00*	*$8 88*	
CHEMED CORPORATION	CHE	245 000	$76 620	$18,771 90		$11,980 10	$6,791 80	$196 00
		225 000			*10/26/09*	*$10,627.20*	*$6,612 30*	
		10 000			*05/26/10*	*$575 90*	*$190 30*	
		10 000			*12/27/13*	*$777 00*	*-$10 80*	
CISCO SYSTEMS INC	CSCO	578 000	$22.430	$12,964 54		$13,694 39	-$729 85	$393 04
		553 000			*10/26/09*	*$13,144.14*	*-$740 35*	
		25.000			*12/27/13*	*$550 25*	*$10 50*	
CONCUR TECHNOLOGIES INC	CNQR	158 000	$103 180	$16,302.44		$6,661 99	$9,640 45	
		153.000			*09/02/11*	*$6,160.84*	*$9,625 70*	
		5.000			*12/27/13*	*$501 15*	*$14 75*	
COSTAR GROUP INC	CSGP	140 000	$184 580	$25,841 20		$12,499 88	$13,341 32	
		130 000			*06/29/12*	*$10,655 38*	*$13,340 02*	
		10 000			*12/27/13*	*$1,844 50*	*$1 30*	
CREE INC	CREE	257 000	$62 520	$16,067 64		$6,553 39	$9,514 25	
		247 000			*10/20/11*	*$5,937 39*	*$9,505 05*	
		10 000			*12/27/13*	*$616 00*	*$9 20*	
DEALERTRACK TECHNOLOGIES INC	TRAK	370 000	$48 080	$17,789 60		$11,277 62	$6,511 98	
		360 000			*06/29/12*	*$10,804 32*	*$6,504 48*	
		10 000			*12/27/13*	*$473 30*	*$7.50*	
ECOLAB INC	ECL	306 000	$104.270	$31,906 62		$13,028 17	$18,878 45	$336 60
		182 314			*02/24/10*	*$7,662 64*	*$11,347 21*	
		108 686			*02/24/10*	*$3,796 83*	*$7,535 89*	
		15 000			*12/27/13*	*$1,568 70*	*-$4 65*	
FASTENAL CO	FAST	481 000	$47 510	$22,852 31		$9,559 09	$13,293 22	$481 00
		461.000			*10/26/09*	*$8,613 09*	*$13,289 02*	
		20 000			*12/27/13*	*$946 00*	*$4 20*	
FISERV INC	FISV	402 000	$59.050	$23,738 10		$10,510.20	$13,227 90	
		382 000			*10/26/09*	*$9,333 60*	*$13,223 50*	
		20 000			*12/27/13*	*$1,176.60*	*$4 40*	
GENTEX CORP	GNTX	669 000	$32.980	$22,063.62		$11,917 66	$10,145 96	$374 64
		634 000			*10/26/09*	*$10,771 41*	*$10,137 91*	

Statement 7

US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
		35 000			*12/27/13*	*$1,146 25*	*$8 05*	
GOOGLE INC	GOOG	17 000	$1,120 710	$19,052 07		$9,520 17	$9,531 90	
CL A		*15 000*			*07/28/10*	*$7,292 45*	*$9,518 20*	
		2 000			*12/27/13*	*$2,227 72*	*$13 70*	
GRAND CANYON EDUCATION INC	LOPE	563 000	$43 600	$24,546 80		$10,611 48	$13,935 32	
		363.000			*09/30/11*	*$5,961 66*	*$9,865 14*	
		180 000			*06/29/12*	*$3,778 02*	*$4,069 98*	
		20.000			*12/27/13*	*$871.80*	*$0 20*	
IHS INC	IHS	199.000	$119 700	$23,820.30		$14,103 71	$9,716 59	
CL A		*139 000*			*10/26/09*	*$7,402 88*	*$9,235 42*	
		50 000			*11/04/13*	*$5,517 93*	*$467 07*	
		10 000			*12/27/13*	*$1,182 90*	*$14 10*	
IPC THE HOSPITALIST CO INC	IPCM	300 000	$59 390	$17,817 00		$10,940 11	$6,876 89	
		190 000			*04/27/10*	*$5,785 20*	*$5,498 90*	
		100.000			*06/29/12*	*$4,553 71*	*$1,385 29*	
		10 000			*12/27/13*	*$601 20*	*-$7.30*	
JOHNSON CONTROLS INC	JCI	285 000	$51 300	$14,620.50		$8,495 85	$6,124 65	$250 80
		275 000			*07/28/10*	*$7,988.45*	*$6,119 05*	
		10.000			*12/27/13*	*$507 40*	*$5 60*	
LINEAR TECHNOLOGY CORP	LLTC	475 000	$45 550	$21,636 25		$16,518 03	$5,118 22	$494 00
		210 000			*10/26/09*	*$5,623 49*	*$3,942 01*	
		245.000			*11/04/13*	*$9,988 14*	*$1,171 61*	
		20 000			*12/27/13*	*$906 40*	*$4.60*	
LKQ CORPORATION	LKQ	1,080 000	$32 900	$35,532.00		$11,230 42	$24,301 58	
		1,025 000			*10/26/09*	*$9,445 12*	*$24,277 38*	
		55 000			*12/27/13*	*$1,785 30*	*$24 20*	
MDU RESOURCES GROUP INC	MDU	675 000	$30 550	$20,621.25		$17,952 75	$2,668 50	$465 75
		285 000			*10/26/09*	*$6,027 49*	*$2,679 26*	
		355 000			*11/04/13*	*$10,856 71*	*-$11 46*	
		35 000			*12/27/13*	*$1,068 55*	*$0 70*	
MEDNAX INC	MD	533 000	$53 380	$28,451.54		$15,117 14	$13,334 40	
		508 000			*10/26/09*	*$13,793 14*	*$13,323 90*	
		25 000			*12/27/13*	*$1,324 00*	*$10 50*	
MICROSOFT CORP	MSFT	710 000	$37 410	$26,561 10		$20,343 41	$6,217 69	$795 20
		553 000			*10/26/09*	*$15,898 08*	*$4,789 65*	
		25 000			*11/17/09*	*$744.50*	*$190 75*	
		102 000			*08/15/11*	*$2,583 63*	*$1,232 19*	
		30 000			*12/27/13*	*$1,117 20*	*$5 10*	
NATIONAL INSTRUMENTS CORP	NATI	753 000	$32 020	$24,111 06		$14,002 45	$10,108 61	$421 68

CONSULTING SOLUTIONS ACCOUNT STATEMENT 2013 ANNUAL STATEMENT

US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
		718 000			*10/26/09*	*$12,904 85*	*$10,085 51*	
		35 000			*12/27/13*	*$1,097 60*	*$23.10*	
NEOGEN CORP	NEOG	370 000	$45 700	$16,909 00		$10,964 81	$5,944 19	
		360 000			*07/17/12*	*$10,510 01*	*$5,941 99*	
		10 000			*12/27/13*	*$454 80*	*$2 20*	
PATTERSON COMPANIES INC	PDCO	307 000	$41 200	$12,648.40		$8,403 35	$4,245 05	$196 48
		282 000			*10/26/09*	*$7,548 72*	*$4,069 68*	
		15 000			*05/26/10*	*$443 33*	*$174 67*	
		10.000			*12/27/13*	*$411 30*	*$0 70*	
PORTFOLIO RECOVERY ASSOCIATES INC	PRAA	349 000	$52 840	$18,441 16		$6,077 75	$12,363 41	
		339 000			*10/26/09*	*$5,562 85*	*$12,349 91*	
		10 000			*12/27/13*	*$514 90*	*$13 50*	
POWER INTEGRATIONS INC	POWI	230 000	$55 820	$12,838.60		$8,346 75	$4,491 85	$73 60
		225 000			*02/26/10*	*$8,074 60*	*$4,484 90*	
		5 000			*12/27/13*	*$272 15*	*$6 95*	
PPG INDUSTRIES INC	PPG	191 000	$189 660	$36,225 06	04/01/13	$25,563 04	$10,662 02	$466 04
PRAXAIR INC	PX	127 000	$130 030	$16,513 81		$10,698 25	$5,815 56	$304 80
		122 000			*10/26/09*	*$10,048 65*	*$5,815 01*	
		5 000			*12/27/13*	*$649 60*	*$0 55*	
PROTO LABS INC COM	PRLB	265 000	$71 180	$18,862.70		$12,828 52	$6,034 18	
		255 000			*04/25/13*	*$12,121.12*	*$6,029 78*	
		10 000			*12/27/13*	*$707 40*	*$4 40*	
QUALCOMM INC	QCOM	173 000	$74 250	$12,845 25		$10,642 18	$2,203 07	$242 20
		168 000			*02/07/12*	*$10,272 48*	*$2,201 52*	
		5.000			*12/27/13*	*$369 70*	*$1 55*	
ROCKWOOD HOLDINGS INC	ROC	197 000	$71 920	$14,168 24		$10,285 64	$3,882 60	$354 60
		187 000			*06/27/11*	*$9,571 54*	*$3,877 50*	
		10.000			*12/27/13*	*$714 10*	*$5 10*	
ROLLINS INC	ROL	575.000	$30 290	$17,416.75		$8,569 94	$8,846 81	$207 00
		555 000			*07/12/10*	*$7,963 14*	*$8,847 81*	
		20 000			*12/27/13*	*$606.80*	*-$1 00*	
ROPER INDUSTRIES INC NEW	ROP	132 000	$138.680	$18,305 76		$7,142 20	$11,163 56	$105 60
		127 000			*10/26/09*	*$6,452 55*	*$11,159 81*	
		5.000			*12/27/13*	*$689 65*	*$3 75*	
STAPLES INC	SPLS	1,035 000	$15 890	$16,446 15		$21,158 09	-$4,711 94	$496 80
		675 000			*10/26/09*	*$15,348 69*	*-$4,622 94*	
		310 000			*11/04/13*	*$5,018 90*	*-$93 00*	
		50.000			*12/27/13*	*$790 50*	*$4 00*	
STARBUCKS CORP	SBUX	502 000	$78 390	$39,351.78		$11,554 65	$27,797 13	$522 08

Statement 7

US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
		477 000			*10/26/09*	*$9,591 90*	*$27,800 13*	
		25 000			*12/27/13*	*$1,962.75*	*-$3 00*	
STERICYCLE INC	SRCL	292 000	$116 170	$33,921 64		$16,237 82	$17,683 82	
		277.000			*10/26/09*	*$14,502 47*	*$17,676 62*	
		15 000			*12/27/13*	*$1,735 35*	*$7 20*	
TARGET CORP	TGT	174 000	$63 270	$11,008 98		$8,596 13	$2,412 85	$299 28
		169 000			*10/26/09*	*$8,285 48*	*$2,407 15*	
		5 000			*12/27/13*	*$310.65*	*$5 70*	
TECHNE CORP	TECH	175 000	$94 670	$16,567 25		$11,810 32	$4,756 93	$217 00
		100 000			*10/26/09*	*$6,371 46*	*$3,095 54*	
		70 000			*08/01/12*	*$4,968 06*	*$1,658 84*	
		5 000			*12/27/13*	*$470.80*	*$2 55*	
ULTIMATE SOFTWARE GROUP INC	ULTI	126 000	$153 220	$19,305 72		$6,771 09	$12,534 63	
		121 000			*08/15/11*	*$6,008 89*	*$12,530.73*	
		5 000			*12/27/13*	*$762 20*	*$3 90*	
UNITED NATURAL FOODS INC	UNFI	173 000	$75.390	$13,042 47		$4,633 94	$8,408 53	
		168 000			*10/26/09*	*$4,255 24*	*$8,410 28*	
		5 000			*12/27/13*	*$378 70*	*-$1 75*	
VMWARE INC CL A	VMW	155 000	$89 710	$13,905.05		$6,991 49	$6,913 56	
		150 000			*10/26/09*	*$6,547 09*	*$6,909 41*	
		5 000			*12/27/13*	*$444 40*	*$4 15*	
WAL-MART STORES INC	WMT	165 000	$78.690	$12,983 85		$8,702.64	$4,281 21	$310 20
		155.000			*07/27/10*	*$7,919 04*	*$4,277 91*	
		10.000			*12/27/13*	*$783 60*	*$3 30*	
3M COMPANY	MMM	109 000	$140 250	$15,287 25		$8,984 19	$6,303 06	$372 78
		99 000			*10/26/09*	*$7,594 29*	*$6,290 46*	
		10.000			*12/27/13*	*$1,389 90*	*$12 60*	
TOTAL US EQUITIES				**$1,071,575.49**		**$622,256.05**	**$449,319.44**	**$8,377.17**

INTERNATIONAL EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
BURBERRY GROUP PLC SPONSORED ADR	BURBY	270.000	$50 218	$13,558 86		$11,097 40	$2,461 46	$239 49
		260 000			*12/19/12*	*$10,602 80*	*$2,453 88*	
		10.000			*12/27/13*	*$494 60*	*$7 58*	
PERRIGO COMPANY PLC	PRGO	101 000	$153 460	$15,499 46		$15,267 59	$231 87	
		96.000			*10/25/11*	*$14,509.44*	*$222 72*	
		5 000			*12/27/13*	*$758 15*	*$9 15*	

INTERNATIONAL EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
RITCHIE BROS AUCTIONEERS INC	RBA	827.000	$22 930	$18,963 11		$18,444.52	$518 59	$430 04
		287 000			*10/26/09*	*$6,692 81*	*-$111 90*	
		270.000			*06/05/13*	*$5,685 53*	*$505 57*	
		230 000			*12/18/13*	*$5,161 38*	*$112 52*	
		40 000			*12/27/13*	*$904.80*	*$12 40*	
ROCHE HOLDING LTD SPONSORED ADR REPSTG ORD	RHHBY	164 000	$70 051	$11,488 36		$6,663 05	$4,825 31	$266 34
		159 000			*10/26/09*	*$6,312 30*	*$4,825 81*	
		5 000			*12/27/13*	*$350 75*	*-$0 50*	
TOTAL INTERNATIONAL EQUITIES				$59,509.79		$51,472.56	$8,037.23	$935.87

ACTIVITY DETAIL

Realized gain/loss column includes fees and commissions It does not include accrued interest

Purchases, sales and other activity all represent an exchange of cash and/or money market funds for securities and, as such, do not represent deposits to or withdrawals from your account. Account value changes due to commissions, mark ups, mark downs and accrued interest are shown in the "Change in value of priced securities" line of the Account Value Summary

** Information that appears in these columns may be based on information provided by you or at your direction, RBC has not verified such data Please see 'About Your Statement' on page 2 for further information*

*** RBC makes every effort to ensure accurate reporting of realized gains and losses on this statement For those items marked as N/A, please refer to the Schedule of Realized Gains and Losses at the end of this statement for more detailed gain/loss information If you have any questions, please contact your Financial Advisor*

PURCHASES

Regular Purchases

DATE	DESCRIPTION	QUANTITY	PRICE	NET COST/ ACCRUED INTEREST	COMMENTS
01/30/13	ADVISORY BOARD CO SOLICITED WE MAKE A MKT IN THIS SECURITY	40 000	$53 969	-$2,158.74	
01/31/13	ADVISORY BOARD CO SOLICITED WE MAKE A MKT IN THIS SECURITY	132 000	$54 338	-$7,172 59	
02/01/13	ADVISORY BOARD CO SOLICITED WE MAKE A MKT IN THIS SECURITY	53 000	$54 494	-$2,888 19	

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ASSET DETAIL

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** The Unrealized Gain/Loss may not reflect your investments' total return Specifically, the net cost may include dividend and capital gains distributions which have been reinvestedAdditionally, the information that appears in these columns may be based on information provided by you or at your direction RBC has not verified such data Please see "About Your Statement" on page 2 for further information*

Your Financial Advisor has elected to display Asset Detail with the following options asset purchases (tax lots) listed individually, reinvested dividends and capital gains distributions consolidated,and the cost of reinvested dividends and capital gains distributions included

CASH AND MONEY MARKET

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS YEAR-END STATEMENT MARKET VALUE
PRIME MONEY MARKET FUND RBC SELECT CLASS	TKSXX	105,305 640	$1 000	$105,305.64	
TOTAL CASH AND MONEY MARKET				**$105,305.64**	

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
BLACKROCK ENHANCED EQUITY DIVIDEND TRUST	BDJ	7,524 000	$7.940	$59,740 56		$55,816 36	$3,924 20	$4,213 44
		4,375 052			*01/20/11*	*$32,383 92*	*$2,353 99*	
		2,681 606			*02/15/11*	*$20,218 18*	*$1,073 77*	
		467 342			*Reinvest*	*$3,214 26*	*$496 44*	
MADISON STRATEGIC SECTOR PREMIUM FUND	MSP	4,000 000	$11 960	$47,840.00	01/25/11	$48,453 19	-$613 19	$4,160 00
NASDAQ PREM INCOME & GROWTH FD INC	QQQX	6,703 414	$17 800	$119,320.77		$85,056 35	$34,264 42	$8,097 72
		5,000 000			*04/29/10*	*$61,508 26*	*$27,491 74*	
		1,703 414			*Reinvest*	*$23,548 09*	*$6,772.67*	
TOTAL US EQUITIES				**$226,901.33**		**$189,325.90**	**$37,575.43**	**$16,471.16**

TAXABLE FIXED INCOME

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
LOOMIS SAYLES FDS II STRATEGIC INCOME FD CL A	NEFZX	28,941 934	$16 360	$473,490 04		$419,979 30	$53,510 74	$19,622 63
		3,771 940			*10/16/09*	*$52,958 04*	*$8,750 90*	
		7,037 298			*11/18/09*	*$100,000 00*	*$15,130 20*	
		12,010 981			*07/20/10*	*$175,000 00*	*$21,499 65*	
		6,121 715			*Reinvest*	*$92,021 26*	*$8,129 96*	

TAXABLE FIXED INCOME
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
SALLIE MAE BK MURRAY UTAH C/D FDIC INS TO LIMITS MOODY N/A S&P N/A	795450HP3 CPN 3 500% DUE 02/19/2014 DTD 02/19/2009 BOOK ENTRY ONLY	100,000.000	$100 361	$100,361 00 $1,284 93	02/11/09	$100,000 00	$361 00	$3,500 00
GENERAL ELEC CAP CORP MEDIUM TERM NTS MOODY A1 S&P AA+	36962GU69 CPN 5 000% DUE 01/08/2016 DTD 01/09/2006 BOOK ENTRY ONLY	97,000 000	$108 071	$104,828 87 $2,330.69	11/18/09	$98,868 92	$5,959 95	$4,850 00
TOTAL TAXABLE FIXED INCOME **ESTIMATED ACCRUED BOND INTEREST**		**225,941.934**		**$678,679.91** **$3,615.62**		**$618,848.22**	**$59,831.69**	**$27,972.63**

ACTIVITY DETAIL

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PURCHASES

Regular Purchases

DATE	DESCRIPTION	QUANTITY	PRICE	NET COST/ ACCRUED INTEREST	COMMENTS
01/10/13	NASDAQ PREM INCOME & GROWTH FD INC REC 12/14/12 PAY 12/31/12 REINVEST	123 636	$15 170	-$1,875.56	REINVEST
01/29/13	LOOMIS SAYLES FDS II STRATEGIC INCOME FD CL A REINVEST	87 930	$15 800	-$1,389 30	REINVEST

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CASH AND MONEY MARKET

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS YEAR-END STATEMENT MARKET VALUE
CASH				$384.94	
PRIME MONEY MARKET FUND RBC SELECT CLASS	TKSXX	68,551 590	$1 000	$68,551 59	$58,891 37
TOTAL CASH AND MONEY MARKET				**$68,936.53**	

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ISHARES CORE S&P MID CAP ETF	IJH	5,258 000	$133 810	$703,572 98		$697,279 14	$6,293.84	$9,085 82
		95 000			*10/01/13*	*$11,949 41*	*$762 54*	
		5,163 000			*10/01/13*	*$685,329 73*	*$5,531 30*	
ISHARES CORE S&P 500 ETF	IVV	3,808.000	$185 650	$706,955.20	11/01/13	$673,640 15	$33,315 05	$12,737 76
TOTAL US EQUITIES				**$1,410,528.18**		**$1,370,919.29**	**$39,608.89**	**$21,823.58**

OTHER ASSETS

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *
PROSHARES ULTRA MIDCAP400 ETF	MVV	3,258 000	$126 900	$413,440.20	10/01/13	$405,516 18	$7,924 02
PROSHARES ULTRA S&P500 ETF	SSO	4,110 000	$102 560	$421,521 60	11/01/13	$380,019 23	$41,502 37
TOTAL OTHER ASSETS				**$834,961.80**		**$785,535.41**	**$49,426.39**

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ASSET DETAIL

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CASH AND MONEY MARKET

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS YEAR-END STATEMENT MARKET VALUE
PRIME MONEY MARKET FUND RBC SELECT CLASS	TKSXX	58,066 460	$1.000	$58,066 46	$53,091.67
TOTAL CASH AND MONEY MARKET				**$58,066.46**	

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
BIOGEN IDEC INC	BIIB	250 000	$279 572	$69,893 00	10/14/11	$25,119 70	$44,773 30	
CHIPOTLE MEXICAN GRILL INC COMMON STOCK	CMG	161 000	$532.780	$85,777.58	01/04/11	$35,654 14	$50,123 44	
CITIGROUP INC COM	C	1,200 000	$52 110	$62,532 00		$51,637 95	$10,894 05	$48 00
		500 000			*05/26/10*	*$19,950 00*	*$6,105.00*	
		700 000			*03/21/13*	*$31,687 95*	*$4,789 05*	
FORD MOTOR CO PAR $0 01	F	4,000.000	$15 430	$61,720.00		N/A	N/A	$1,600 00
MADISON STRATEGIC SECTOR PREMIUM FUND	MSP	9,327 408	$11.960	$111,555.80		$102,068 27	$9,487 53	$9,700 50
		8,000.000			*09/24/10*	*$87,755 73*	*$7,924 27*	
		1,327 408			*Reinvest*	*$14,312 54*	*$1,563 26*	
MASTERCARD INCORPORATED	MA	131 000	$835 460	$109,445.26	09/19/11	$45,191 00	$64,254 26	$576 40
PNC FINANCIAL SVCS GROUP INC	PNC	1,100.000	$77 580	$85,338 00		$59,813 63	$25,524 37	$1,936 00
		900 000			*02/23/10*	*$47,941 65*	*$21,880 35*	
		200 000			*01/04/12*	*$11,871 98*	*$3,644 02*	
REGIONS FINANCIAL CORP	RF	12,000 000	$9 890	$118,680 00		$106,502 35	$12,177 65	$1,440 00
		4,000 000			*03/21/13*	*$32,908 75*	*$6,651 25*	
		8,000 000			*06/07/13*	*$73,593 60*	*$5,526 40*	
RS INVT TR GLOBAL NATURAL RES FD CL A	RSNRX	8,753.329	$35.020	$306,541 58		$263,843 85	$42,697 73	
		8,344 459			*10/21/09*	*$250,000 00*	*$42,222 95*	
		408.870			*Reinvest*	*$13,843 85*	*$474 77*	
SUNTRUST BANKS INC	STI	2,500 000	$36 810	$92,025 00		$65,287.51	$26,737 49	$1,000 00

Statement 7

RBC Wealth Management®

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RBC ADVISOR ACCOUNT STATEMENT 2013 ANNUAL STATEMENT

US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
		750 000			*01/07/10*	*$17,008 13*	*$10,599 37*	
		750.000			*01/20/10*	*$17,616 38*	*$9,991 12*	
		500.000			*05/13/10*	*$15,884 25*	*$2,520 75*	
		500 000			*05/14/10*	*$14,778 75*	*$3,626 25*	
TOTAL US EQUITIES				**$1,103,508.22**		**$755,118.40**	**$286,669.82**	**$16,300.90**

INTERNATIONAL EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
HARBOR INTERNATIONAL FUND	HAINX	4,530 755	$71 010	$321,728 91		$271,292 38	$50,436.53	$6,773 48
INSTITUTIONAL		*4,172 230*			*12/03/10*	*$250,000 00*	*$46,270 05*	
		358 525			*Reinvest*	*$21,292 38*	*$4,166 48*	
RS INVT TR	GBEMX	13,214 855	$19 340	$255,575 30		$297,776 61	-$42,201 31	
EMERGING MKTS FD CL A		*5,475 252*			*11/10/09*	*$124,857 77*	*-$18,966 39*	
		5,355 613			*12/01/09*	*$124,860 88*	*-$21,283 32*	
		2,383 990			*Reinvest*	*$48,057.96*	*-$1,951 60*	
TOTAL INTERNATIONAL EQUITIES				**$577,304.21**		**$569,068.99**	**$8,235.22**	**$6,773.48**

ACTIVITY DETAIL

Realized gain/loss column includes fees and commissions It does not include accrued interest

Purchases, sales and other activity all represent an exchange of cash and/or money market funds for securities and, as such, do not represent deposits to or withdrawals from your account. Account value changes due to commissions, mark ups, mark downs and accrued interest are shown in the "Change in value of priced securities" line of the Account Value Summary

* *Information that appears in these columns may be based on information provided by you or at your direction, RBC has not verified such data. Please see 'About Your Statement' on page 2 for further information*

** *RBC makes every effort to ensure accurate reporting of realized gains and losses on this statement For those items marked as N/A, please refer to the Schedule of Realized Gains and Losses at the end of this statement for more detailed gain/loss information If you have any questions, please contact your Financial Advisor*

PURCHASES

Regular Purchases

DATE	DESCRIPTION	QUANTITY	PRICE	NET COST/ ACCRUED INTEREST	COMMENTS
03/21/13	CITIGROUP INC COM NEW SOLICITED WE MAKE A MKT IN THIS SECURITY	700 000	$45 269	-$31,687 95	

Form 990-PF Gain or (Loss) from Sale of Assets Statement 1

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Publicly Traded Securities					
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
9,712,313.	9,350,000.	0.	0.	362,313.	

Capital Gains Dividends from Part IV	48,860.
Total to Form 990-PF, Part I, line 6a	411,173.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 2

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Interest	14,301.	14,301.	
Total to Part I, line 3	14,301.	14,301.	

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees	2,750.	1,375.		1,375.
To Form 990-PF, Pg 1, ln 16b	2,750.	1,375.		1,375.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Advisory Fees	36,297.	36,297.		0.
To Form 990-PF, Pg 1, ln 16c	36,297.	36,297.		0.

Form 990-PF Taxes Statement 5

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Tax	2,277.	2,277.		0.
To Form 990-PF, Pg 1, ln 18	2,277.	2,277.		0.

Form 990-PF Corporate Stock Statement 6

Description	Book Value	Fair Market Value
Corporate Securities-see Statement	5,962,969.	5,962,969.
Total to Form 990-PF, Part II, line 10b	5,962,969.	5,962,969.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
China Cub Scout Pack 479 P.O. Box 6095 China Village, ME 04926	None	PC	General Operating Support	1,000.
China Village Fire Department P.O. Box 6035 China Village, ME 04926	None	PC	General Operating Support	2,500.
China Youth League P.O. Box 153 So. China, ME 04358	None	PC	General Operating Support	1,000.
Christian Education League P.O. Box 5459 Augusta, ME 04332	None	PC	General Operating Support	20,000.
Colby College Bookstore Cotter Union, 5400 Mayflower Hill Waterville, ME 04901	None	PC	General Operating Support	100.
Corpus Christi Parish 70 Pleasant Street Waterville, ME 04901	None	PC	General Operating Support	250.
Dick Morin Golf Benefit P.O. Box 164 Waterville, ME 04901	None	PC	General Operating Support	250.
Erskine Academy All Sports Boosters 309 Windsor Road So. China, ME 04358	None	PC	General Operating Support	500.
Family Violence Project P.O. Box 304 Augusta, ME 04332-0304	None	PC	General Operating Support	1,500.
Fryeburg Fair 4-H P.O. Box 78 Fryeburg, ME 04037	None	PC	General Operating Support	2,794.
Total from continuation sheets				226,514.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Good Shepherd Food Bank PO Box 1807 Auburn, ME 04211	None	PC	General Operating Support	100.
Hospice Volunteers of Waterville Area 304 Main Street Waterville, ME 04901	None	PC	General Operating Support	700.
Huntington Seacliff PTA 7282 Bazil Circle Huntington Beach, CA 92648	None	PC	General Operating Support	500.
Inland Hospital Foundation 200 Kennedy Memorial Drive Waterville, ME 04901	None	PC	General Operating Support	7,000.
Maine Children's Home for Little Wanderers 93 Silver Street Waterville, ME 04901	None	PC	General Operating Support	5,000.
MaineGeneral Health Office of Philanthropy, PO Box 828 Waterville, ME 04903	None	PC	Walk for Hope	100.
Maine Handicapped Skiing 8 Sundance Lane Newry, ME 04261	None	PC	General Operating Support	500.
Maine Special Olympics 125 John Roberts Road, Suite 5 South Portland, ME 04106	None	PC	General Operating Support: $200; 4th of July Walk: $1,000	1,200.
Maine Vitae Society P.O. Box 257 Auburn, ME 04212-0257	None	PC	General Operating Support	2,000.
Meals on Wheels 39 Summer Street Rockland, ME 04841	None	PC	General Operating Support	200.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Salvation Army P.O. Box 9200 Lewiston, ME 04243	None	PC	General Operating Support	2,000.
Shriner's Burn Hospital c/o Anah Temple, P.O. Box 735 Bangor, ME 04402-0735	None	PC	General Operating Support	20,000.
Shriner's Hospital for Crippled Children c/o Anah Temple, P.O. Box 735 Bangor, ME 04402-0735	None	PC	General Operating Support	20,000.
South China Community Church PO Box 335 South China, ME 04358	None	PC	Music Program	100.
Spectrum Generations 38 Gold Street Waterville, ME 04901	None	PC	Meals on Wheels: $4,420; Other: $3,000	7,420.
The Sunshine Club for Children P.O. Box 735 Bangor, ME 04402-0735	None	PC	General Operating Support	4,000.
Town of China 571 Lakeview Drive China, ME 04358	None	PC	Utility Fund	1,500.
Vassalboro Fire Department P.O. Box 134 North Vassalboro, ME 04962	None	PC	General Operating Support	4,000.
Vassalboro Youth League 51 Riva Ridge Road Vassalboro, ME 04989	None	PC	General Operating Support	500.
Waterville Boys & Girls Club/YMCA 126 North Street Waterville, ME 04901	None	PC	Joint Annual Appeal: $13,000; Boys & Girls Club General Operating Support: $75,100; Charity Ball: $2,500	90,600.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Waterville Opera House 93 Main Street Waterville, ME 04901	None	PC	General Operating Support	25,000.
Winslow 4th of July Celebration 251 Clinton Avenue Winslow, ME 04901	None	PC	General Operating Support	500.
Winslow Congregational Church 12 Lithgow Street Winslow, ME 04901	None	PC	General Operating Support	200.
Winslow Fire Department 114 Benton Avenue Winslow, ME 04901	None	PC	General Operating Support	1,000.
Worship Radio Network 160 Riverside Drive Augusta, ME 04330	None	PC	Soul Jam event	2,500.
Total from continuation sheets				

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