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## Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation <b>The S. Douglas and Rita C. Sukeforth Charitable Foundation</b>		A Employer identification number <b>01-6148895</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>982 Lakeview Drive</b>	Room/suite	B Telephone number <b>(207) 968-2100</b>
City or town, state or province, country, and ZIP or foreign postal code <b>South China, ME 04358</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 5,805,030.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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).)		(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	191,109.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	6,958.	6,958.		Statement 2
	4 Dividends and interest from securities	87,149.	87,149.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<543,890.>			Statement 1
	b Gross sales price for all assets on line 6a	17,251,982.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	<258,674.>	94,107.			
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	42,882.	42,882.		0.
	17 Interest				
	18 Taxes Stmt 5	20,369.	480.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses Stmt 6	113.	0.		113.	
24 Total operating and administrative expenses. Add lines 13 through 23	66,114.	44,737.		1,488.	
25 Contributions, gifts, grants paid	268,328.			268,328.	
26 Total expenses and disbursements. Add lines 24 and 25	334,442.	44,737.		269,816.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<593,116.>				
b Net investment income (if negative, enter -0-)		49,370.			
c Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see instructions.

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<b>Part II Balance Sheets</b>		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
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	247,420.	253,600.	253,600.
	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 8	5,962,969.	5,551,430.	5,551,430.
	c Investments - corporate bonds			
	<b>Liabilities</b>	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 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)		6,210,389.	5,805,030.	5,805,030.
17 Accounts payable and accrued expenses				
18 Grants payable				
<b>Net Assets or Fund Balances</b>	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.		
<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>			
	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	6,210,389.	5,805,030.	
	30 <b>Total net assets or fund balances</b>	6,210,389.	5,805,030.	
31 <b>Total liabilities and net assets/fund balances</b>	6,210,389.	5,805,030.		

**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	6,210,389.
2 Enter amount from Part I, line 27a	2	<593,116.>
3 Other increases not included in line 2 (itemize) ▶ See Statement 7	3	187,757.
4 Add lines 1, 2, and 3	4	5,805,030.
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	5,805,030.

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**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.)
<b>1a Publicly Traded Securities</b>				
<b>b Capital Gains Dividends</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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)
<b>a</b> 17,237,367.		17,523,812.	<286,445.>
<b>b</b> 14,615.			14,615.
<b>c</b>			
<b>d</b>			
<b>e</b>			

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))
<b>a</b>			<286,445.>
<b>b</b>			14,615.
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	<b>2</b>	<271,830.>
<b>3</b> 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		<b>3</b>	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))
2013	247,589.	5,597,369.	.044233
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

<b>2</b> Total of line 1, column (d)	<b>2</b>	.259331
<b>3</b> 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	<b>3</b>	.051866
<b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	<b>4</b>	5,820,362.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	301,879.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	494.
<b>7</b> Add lines 5 and 6	<b>7</b>	302,373.
<b>8</b> 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.	<b>8</b>	269,816.

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**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	987.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	987.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	987.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 12,000.	7	12,000.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	11,013.
7 Total credits and payments. Add lines 6a through 6d		11	10,026.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax	987. Refunded		

**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. \$ 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.		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) 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	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 2014 or the taxable year beginning in 2014 (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

N/A

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

<b>11</b> 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
<b>12</b> 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
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
<b>14</b> The books are in care of ► <u>S. Douglas Sukeforth</u> Telephone no. ► <u>(207) 968-2100</u> Located at ► <u>982 Lakeview Drive, South China, ME</u> ZIP+4 ► <u>04358</u>			
<b>15</b> 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	
<b>16</b> At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No
		X	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
<b>1a</b> During the year did the foundation (either directly or indirectly): <b>(1)</b> Engage in the sale or exchange, or leasing of property with a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>(2)</b> Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>(3)</b> Furnish goods, services, or facilities to (or accept them from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>(4)</b> Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>(5)</b> Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>(6)</b> Agree to pay money or property to a government official? ( <b>Exception.</b> 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.) <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>			
<b>b</b> If any answer is "Yes" to 1a(1)-(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	N/A	
<b>c</b> 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 2014?	1c		X
<b>2</b> 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)):			
<b>a</b> At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> If "Yes," list the years ►			
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement - see instructions.) <span style="float: right;">N/A</span>	2b		
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ►			
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>			
<b>b</b> If "Yes," did it have excess business holdings in 2014 as a result of <b>(1)</b> any purchase by the foundation or disqualified persons after May 26, 1969; <b>(2)</b> 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 <b>(3)</b> the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i> ) <span style="float: right;">N/A</span>	3b		
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
<b>b</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 2014?	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 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

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 ☒ No

**6b**

**X**

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

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

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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. 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.

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**Part X**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	5,743,587.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	165,410.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	5,908,997.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	5,908,997.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	88,635.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	5,820,362.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	291,018.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	291,018.
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5	<b>2a</b>	987.
<b>b</b>	Income tax for 2014. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	987.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	290,031.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	2,000.
<b>5</b>	Add lines 3 and 4	<b>5</b>	292,031.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	292,031.

**Part XII**

**Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	269,816.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	269,816.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	269,816.

**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.

Form 990-PF (2014)

**The S. Douglas' and Rita C. Sukeforth  
Charitable Foundation**

Form 990-PF (2014)

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**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
<b>1</b> Distributable amount for 2014 from Part XI, line 7				292,031.
<b>2</b> Undistributed income, if any, as of the end of 2014				
<b>a</b> Enter amount for 2013 only			268,253.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2014:				
<b>a</b> From 2009				
<b>b</b> From 2010				
<b>c</b> From 2011				
<b>d</b> From 2012				
<b>e</b> From 2013				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 269,816.				
<b>a</b> Applied to 2013, but not more than line 2a			268,253.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2014 distributable amount				1,563.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				290,468.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2010				
<b>b</b> Excess from 2011				
<b>c</b> Excess from 2012				
<b>d</b> Excess from 2013				
<b>e</b> Excess from 2014				

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Form 990-PF (2014)

N/A

- |  |               |  |            |
|--|---------------|--|------------|
|  | 4942(j)(3) or |  | 4942(j)(5) |
|--|---------------|--|------------|

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- [illegible]

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

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

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.

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

The S. Douglas and Rita C. Sukeforth  
Charitable Foundation

Form 990-PF (2014)

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**Part XV** Supplementary Information (continued)

**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Albion Fire Department 15 Benton Road Albion, ME 04910	None	GOV	General Operating Support	1,000.
American Lung Association P.O. Box 398 Waterboro, ME 04087	None	PC	General Operating Support	500.
American Red Cross 2401 Congress Street Portland, ME 04102	None	PC	General Operating Support	4,000.
Appleton High School Alumni Association P.O. Box 131 Union, ME 04862	None	PC	Special Projects	800.
Bingham Fire Department c/o Town of Bingham, P.O. Box 652 Bingham, ME 04920	None	GOV	General Operating Support	1,000.
Total See continuation sheet(s) ▶ 3a				268,328.
b Approved for future payment				
None				
Total ▶ 3b				0.





<b>Part XVII</b>	<b>Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations</b>
------------------	--

		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.		

[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
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.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	 Signature of officer or trustee		4-29-15 Date		Trustee Title	
Paid Preparer Use Only	Print/Type preparer's name <b>Nicholas E. Porto</b>		Preparer's signature 		Check <input type="checkbox"/> if self-employed	
	Firm's name <b>BAKER NEWMAN &amp; NOYES</b>		Date <b>04/28/15</b>		PTIN <b>P01310283</b>	
	Firm's address <b>BOX 507 PORTLAND, ME 04112</b>				Firm's EIN <b>01-0494526</b>	
					Phone no. <b>(207) 879-2100</b>	

The S. Douglas and Rita C. Sukeforth  
Charitable Foundation

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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
Camp Fair Haven 30 Bangor Street Augusta, ME 04330	None	PC	General Operating Support	23,500.
Camp Sunshine 35 Acadia Road Casco, ME 04015	None	PC	General Operating Support	1,000.
Children's Dyslexia Centers, Inc. - Bangor 294 Union Street Bangor, ME 04401	None	PC	General Operating Support	5,000.
China Baptist Church P.O. Box 6095 China Village, ME 04358	None	PC	General Operating Support	2,500.
China Cub Scout Pack 479 126 Rockwood Drive South China, ME 04358	None	PC	General Operating Support	1,000.
China Village Fire Department P.O. Box 6035 China Village, ME 04926	None	GOV	General Operating Support	2,500.
China Youth League P.O. Box 153 South 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	41,000.
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.
<b>Total from continuation sheets</b>				<b>261,028.</b>

The S. Douglas and Rita C. Sukeforth  
Charitable Foundation

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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
Erskine Academy All Sports Boosters 309 Windsor Road South 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	1,000.
Fryeburg Fair 4-H P.O. Box 78, 1154 Main Street Fryeburg, ME 04037	None	PC	General Operating Support	828.
HBHS Baseball Booster Club, Inc. 1905 Main Street Huntington Beach, CA 92648	None	PC	General Operating Support	500.
Hospice Volunteers of Waterville Area 304 Main Street Waterville, ME 04901	None	PC	General Operating Support	1,000.
House in the Woods Military and Family Retreat 2819 Lee Road Lee, ME 04455	None	PC	General Operating Support	20,000.
Inland Hospital Foundation 200 Kennedy Memorial Drive Waterville, ME 04901	None	PC	General Operating Support	5,000.
Jewelers for Children 120 Broadway, Suite 2820 New York, NY 10271	None	PC	General Operating Support	200.
Kennebec Valley Community College 92 Western Avenue Fairfield, ME 04937	None	GOV	Barbara Woodlee Scholarship fund-5,000; Other-5,000	10,000.
Kennebec Valley YMCA 31 Union Street Augusta, ME 04330	None	PC	Strong Kids Program	1,000.
Total from continuation sheets				



The S. Douglas and Rita C. Sukeforth  
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**Part XV Supplementary Information**

<b>3 Grants and Contributions Paid During the Year (Continuation)</b>				
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
Maine Children's Home for Little Wanderers 93 Silver Street Waterville, ME 04901	None	PC	General Operating Support	5,000.
Maine Handicapped Skiing 8 Sundance Lane Newry, ME 04261	None	PC	General Operating Support	500.
Maine Vitae Society P.O. Box 257 Auburn, ME 04212-0257	None	PC	General Operating Support	2,000.
Mid-Maine Homeless Shelter P.O. Box 2584, 19 Colby Street Waterville, ME 04901	None	PC	General Operating Support	4,000.
Pine Tree Council, Boy Scouts of America 146 Plains Road Raymond, ME 04071	None	PC	General Operating Support	10,000.
Salvation Army P.O. Box 3647 Portland, ME 04104	None	PC	General Operating Support	4,000.
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.
Solon Church 21 Waterville Road Norridgewock, ME 04957	None	PC	General Operating Support	200.
Solon Fire Department P.O. Box 214 Solon, ME 04979	None	GOV	General Operating Support	1,000.
<b>Total from continuation sheets</b>				

The S. Douglas and Rita C. Sukeforth  
Charitable Foundation

01-6148895

**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
South China Community Church P.O. Box 335 South China, ME 04358	None	PC	General Operating Support	1,000.
Special Olympics Maine 125 John Roberts Road, Suite 5 South Portland, ME 04106	None	PC	General Operating Support	200.
Spectrum Generations 38 Gold Street Waterville, ME 04901	None	PC	Meals on Wheels (5,000); General (2,500); Fishing Derby (500)	8,000.
St. Andre Health Care Facility 407 Pool Street Biddeford, ME 04005	None	PC	General Operating Support	100.
The Sunshine Club for Children P.O. Box 735 Bangor, ME 04402-0735	None	PC	General Operating Support	4,000.
Thomas College 180 West River Road Waterville, ME 04901	None	PC	General Operating Support	20,000.
Town of China 571 Lakeview Drive China, ME 04358	None	GOV	Utility Fund (1,000); China Days (500)	1,500.
Vassalboro Fire Department P.O. Box 134 North Vassalboro, ME 04962	None	GOV	General Operating Support	4,000.
Vassalboro Youth League P.O. Box 129 North Vassalboro, ME 04962	None	PC	General Operating Support	500.
Waldo County General Hospital 118 Northport Avenue, P.O. Box 287 Belfast, ME 04915	None	PC	Donald S. Walker Health Center	5,000.
<b>Total from continuation sheets</b>				

The S. Douglas and Rita C. Sukeforth  
Charitable Foundation

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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 Boys & Girls Club 126 North Street Waterville, ME 04901	None	PC	General Operating Support (22,800); Charity Ball (2,500)	25,300.
Waterville Opera House 93 Main Street Waterville, ME 04901	None	PC	General Operating Support	5,000.
Winslow Family Fourth of July Committee 12 Dixon Terrace 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	GOV	General Operating Support	1,000.
Total from continuation sheets				

**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](http://www.irs.gov/form990).

OMB No 1545-0047

**2014**

Name of the organization

The S. Douglas and Rita C. Sukeforth  
Charitable Foundation

Employer identification number

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 foundationCheck 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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

## Name of organization

The S. Douglas and Rita C. Sukeforth  
Charitable Foundation

## Employer identification number

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	\$ 191,109.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
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		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

01-6148895

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

[illegible]

Name of organization

The S. Douglas and Rita C. Sukeforth  
Charitable Foundation

Employer identification number

01-6148895

**Part III**

**Exclusively** religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info 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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Form 990-PF	Gain or (Loss) from Sale of Assets	Statement	1
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(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			
17,237,367.	17,795,872.	0.	0.
			<558,505.>
Capital Gains Dividends from Part IV			14,615.
Total to Form 990-PF, Part I, line 6a			<543,890.>

Form 990-PF	Interest on Savings and Temporary Cash Investments	Statement	2
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Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Interest	6,958.	6,958.	
Total to Part I, line 3	6,958.	6,958.	

Form 990-PF	Accounting Fees	Statement	3
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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 Fees	42,882.	42,882.			0.
To Form 990-PF, Pg 1, ln 16c	42,882.	42,882.			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	480.	480.			0.
Excise Tax	19,889.	0.			0.
To Form 990-PF, Pg 1, ln 18	20,369.	480.			0.

Form 990-PF	Other Expenses			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Office Expenses	113.	0.			113.
To Form 990-PF, Pg 1, ln 23	113.	0.			113.

Form 990-PF	Other Increases in Net Assets or Fund Balances			Statement	7
Description	Amount				
Unrealized Gains on Investments	185,757.				
Recovery of Prior Year Grants	2,000.				
Total to Form 990-PF, Part III, line 3	187,757.				

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Form 990-PF	Corporate Stock	Statement	8
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Description	Book Value	Fair Market Value
Corporate Securities-see Statement 10	5,551,430.	5,551,430.
Total to Form 990-PF, Part II, line 10b	5,551,430.	5,551,430.

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Form 990-PF	Part XV - Line 1a List of Foundation Managers	Statement	9
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Name of Manager

S. Douglas Sukeforth  
Rita C. Sukeforth

The S. Douglas and Rita C. Sukeforth Charitable Foundation

EIN: 01-6148895

SUKEFORTH CHARITABLE FDN  
RITA & DOUGLAS SUKEFORTH TTEES



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**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 reinvested. Additionally, 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.

**RBC BRANCH SWEEP PROGRAM**

Deposits in the RBC Branch Sweep Program are not insured by the Federal Deposit Insurance Corporation (FDIC), Securities Investor Protection Corporation (SIPC) or any governmental agency of the United States, Canada or any other jurisdiction. The Deposits in the RBC Branch Sweep program are obligations of the Royal Bank of Canada Three World Financial Center Branch located in New York (Branch) and the Royal Bank of Canada (RBC), and are not obligations of RBC Capital Markets LLC or any other RBC affiliates. The payment of principal and interest on Deposit Accounts at the Branch is subject to the creditworthiness of RBC. In the event of the failure of the Branch, you will be a general unsecured creditor of RBC. Deposit information is included on this statement solely as a service to our clients. Please refer to the RBC Branch Sweep Program Disclosure Statement and our website [www.rbcum-usa.com](http://www.rbcum-usa.com) for more information regarding the merits and risks involved with electing the RBC Branch Sweep Program as your cash sweep option. For questions concerning Program balances, please contact your Financial Advisor.

DESCRIPTION	BANK BALANCE	CURRENT BALANCE	PREVIOUS YEAR-END STATEMENT BALANCE	YTD INCOME
RBC BRANCH SWEEP PROGRAM NOT SIPC OR FDIC COVERED RBSP UNINSURED DEPOSIT		\$31,482.50	\$0.00	\$20.31
DEPOSITS ARE HELD AT RBC WFC Branch	New York, NY	\$31,482.50		
<b>TOTAL RBC BRANCH SWEEP PROGRAM</b>		<b>\$31,482.50</b>		<b>\$20.31</b>

**CASH AND MONEY MARKET**

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS YEAR-END STATEMENT MARKET VALUE
CASH				\$34.80	
<b>TOTAL CASH AND MONEY MARKET</b>				<b>\$34.80</b>	

**US EQUITIES**

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ADVISORY BOARD CO	ABCO	545.000	\$48.980	\$26,694.10		\$28,988.62	-\$2,294.52	
		40.000			01/30/13	\$2,158.74	-\$199.54	
		132.000			01/31/13	\$7,172.59	-\$707.23	
		53.000			02/01/13	\$2,888.19	-\$292.25	
		10.000			12/27/13	\$626.20	-\$136.40	
		25.000			01/09/14	\$1,533.00	-\$308.50	
		20.000			02/26/14	\$1,291.00	-\$311.40	
		10.000			03/26/14	\$633.90	-\$144.10	

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DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
		255 000			08/25/14	\$12,685 00	-\$195 10	
AMAZON COM INC	AMZN	60 000	\$310 350	\$18,621 00	12/03/14	\$18,939 44	-\$318 44	
ANSYS INC	ANSS	249 000	\$82 000	\$20,418 00		\$13,085 78	\$7,332 22	
		189 000			10/26/09	\$8,155 23	\$7,342 77	
		10 000			12/27/13	\$863 80	-\$43 80	
		20 000			01/09/14	\$1,688 20	-\$48 20	
		15 000			02/26/14	\$1,261 95	-\$31 95	
		15 000			03/26/14	\$1,116 60	\$113 40	
ATHENAHEALTH INC	ATHN	251 000	\$145 700	\$36,570 70		\$28,334 30	\$8,236 40	
		56 000			03/08/12	\$4,198 21	\$3,960 99	
		55 000			12/10/12	\$4,144 60	\$3,868 90	
		5 000			12/27/13	\$655 70	\$72 80	
		20 000			01/09/14	\$2,699 60	\$214 40	
		10 000			02/26/14	\$2,052 30	-\$595 30	
		5 000			03/26/14	\$806 05	-\$77 55	
		100 000			08/25/14	\$13,777 84	\$792 16	
BEACON ROOFING SUPPLY INC	BECN	736 000	\$27 800	\$20,460 80		\$16,790 89	\$3,669 91	
		295 000			07/08/10	\$5,082 85	\$3,118 15	
		271 000			08/29/11	\$5,029 19	\$2,504 61	
		30 000			12/27/13	\$1,211 40	-\$377 40	
		60 000			01/09/14	\$2,435 40	-\$767 40	
		45 000			02/26/14	\$1,694 70	-\$443 70	
		35 000			03/26/14	\$1,337 35	-\$364 35	
CEPHEID	CPHD	1,085 000	\$54 140	\$58,741 90		\$29,411 91	\$29,329 99	
		650 000			10/26/09	\$9,247 91	\$25,943 09	
		185 000			11/12/13	\$7,723 40	\$2,292 50	
		40 000			12/27/13	\$1,858 00	\$307 60	
		90 000			01/09/14	\$4,209 30	\$663 30	
		70 000			02/26/14	\$3,821 30	-\$31 50	
		50 000			03/26/14	\$2,552 00	\$155 00	
CHEMED CORPORATION	CHE	300 000	\$105 670	\$31,701 00		\$16,445 65	\$15,255 35	\$264 00
		225 000			10/26/09	\$10,627 20	\$13,148 55	
		10 000			05/26/10	\$575 90	\$480 80	
		10 000			12/27/13	\$777 00	\$279 70	
		25 000			01/09/14	\$1,915 75	\$726 00	
		20 000			02/26/14	\$1,687 80	\$425 60	
		10 000			03/26/14	\$862 00	\$194 70	
CISCO SYSTEMS INC	CSCO	718 000	\$27 815	\$19,971 17		\$16,788 09	\$3,183 08	\$545 68
		553 000			10/26/09	\$13,144 14	\$2,237 56	
		25 000			12/27/13	\$550 25	\$145 13	
		60 000			01/09/14	\$1,324 20	\$344 70	

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DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
		45 000			02/26/14	\$985 50	\$266 18	
		35 000			03/26/14	\$784 00	\$189 53	
COSTAR GROUP INC	CSGP	170 000	\$183 630	\$31,217 10		\$18,332 78	\$12,884 32	
		130 000			06/29/12	\$10,655 38	\$13,216 52	
		10 000			12/27/13	\$1,844 50	-\$8 20	
		10 000			01/09/14	\$1,817 80	\$18 50	
		15 000			02/26/14	\$3,041 25	-\$286 80	
		5 000			03/26/14	\$973 85	-\$55 70	
CREE INC	CREE	317 000	\$32 220	\$10,213 74		\$10,337 94	-\$124 20	
		247 000			10/20/11	\$5,937 39	\$2,020 95	
		10 000			12/27/13	\$616 00	-\$293 80	
		25 000			01/09/14	\$1,660 75	-\$855 25	
		20 000			02/26/14	\$1,254 40	-\$610 00	
		15 000			03/26/14	\$869 40	-\$386 10	
DEALERTRACK TECHNOLOGIES INC	TRAK	460 000	\$44 310	\$20,382 60		\$15,900 22	\$4,482 38	
		360 000			06/29/12	\$10,804 32	\$5,147 28	
		10 000			12/27/13	\$473 30	-\$30 20	
		40 000			01/09/14	\$1,978 80	-\$206 40	
		30 000			02/26/14	\$1,639 20	-\$309 90	
		20 000			03/26/14	\$1,004 60	-\$118 40	
ECOLAB INC	ECL	316 000	\$104 520	\$33,028 32		\$18,673 07	\$14,355 25	\$417 12
		182 314			02/24/10	\$7,662 64	\$11,392 78	
		43 686			02/24/10	\$1,526 13	\$3,039 97	
		15 000			12/27/13	\$1,568 70	-\$0 90	
		30 000			01/09/14	\$3,138 90	-\$3 30	
		25 000			02/26/14	\$2,631 50	-\$18 50	
		20 000			03/26/14	\$2,145 20	-\$54 80	
FASTENAL CO	FAST	596 000	\$47 560	\$28,345 76		\$14,947 54	\$13,398 22	\$596 00
		461 000			10/26/09	\$8,613 09	\$13,312 07	
		20 000			12/27/13	\$946 00	\$5 20	
		50 000			01/09/14	\$2,328 00	\$50 00	
		40 000			02/26/14	\$1,847 20	\$55 20	
		25 000			03/26/14	\$1,213 25	-\$24 25	
FISERV INC	FISV	502 000	\$70 970	\$35,626 94		\$16,264 20	\$19,362 74	
		382 000			10/26/09	\$9,333 60	\$17,776 94	
		20 000			12/27/13	\$1,176 60	\$242 80	
		40 000			01/09/14	\$2,342 40	\$496 40	
		35 000			02/26/14	\$2,014 60	\$469 35	
		25 000			03/26/14	\$1,397 00	\$377 25	
GENTEX CORP	GNTX	829 000	\$36 130	\$29,951 77		\$16,978 11	\$12,973 66	\$530 56
		634 000			10/26/09	\$10,771 41	\$12,135 01	

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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	\$118 30	
		65 000			01/09/14	\$2,128 75	\$219 70	
		55 000			02/26/14	\$1,723 70	\$263 45	
		40 000			03/26/14	\$1,208 00	\$237 20	
GOOGLE INC CL A	GOOGL	21 000	\$530 660	\$11,143 86		\$7,117 30	\$4,026 56	
		15 000			07/28/10	\$3,652 06	\$4,307 84	
		2 000			12/27/13	\$1,115 64	-\$54 32	
		2 000			01/09/14	\$1,129 77	-\$68 45	
		2 000			02/26/14	\$1,219 83	-\$158 51	
GOOGLE INC CL C	GOOG	21 000	\$526 400	\$11,054 40		\$7,094 57	\$3,959 83	
		15 000			07/28/10	\$3,640 39	\$4,255 61	
		2 000			12/27/13	\$1,112 08	-\$59 28	
		2 000			01/09/14	\$1,126 17	-\$73 37	
		2 000			02/26/14	\$1,215 93	-\$163 13	
GRAND CANYON EDUCATION INC	LOPE	698 000	\$46 660	\$32,568 68		\$16,960 13	\$15,608 55	
		363 000			09/30/11	\$5,961 66	\$10,975 92	
		180 000			06/29/12	\$3,778 02	\$4,620 78	
		20 000			12/27/13	\$871 80	\$61 40	
		55 000			01/09/14	\$2,596 00	-\$29 70	
		45 000			02/26/14	\$2,124 45	-\$24 75	
		35 000			03/26/14	\$1,628 20	\$4 90	
HEALTHCARE SERVICES GROUP INC	HCSG	700 000	\$30 930	\$21,651 00	08/06/14	\$18,055 73	\$3,595 27	\$490 00
IHS INC CL A	IHS	244 000	\$113 880	\$27,786 72		\$19,489 61	\$8,297 11	
		139 000			10/26/09	\$7,402 88	\$8,426 44	
		50 000			11/04/13	\$5,517 93	\$176 07	
		10 000			12/27/13	\$1,182 90	-\$44 10	
		20 000			01/09/14	\$2,402 00	-\$124 40	
		15 000			02/26/14	\$1,777 50	-\$69 30	
		10 000			03/26/14	\$1,206 40	-\$67 60	
IPC THE HOSPITALIST CO INC	IPCM	370 000	\$45 890	\$16,979 30		\$14,705 51	\$2,273 79	
		190 000			04/27/10	\$5,785 20	\$2,933 90	
		100 000			06/29/12	\$4,553 71	\$35 29	
		10 000			12/27/13	\$601 20	-\$142 30	
		30 000			01/09/14	\$1,713 00	-\$336 30	
		25 000			02/26/14	\$1,298 50	-\$151 25	
		15 000			03/26/14	\$753 90	-\$65 55	
JOHNSON CONTROLS INC	JCI	355 000	\$48 340	\$17,160 70		\$11,942 75	\$5,217 95	\$369 20
		275 000			07/28/10	\$7,988 45	\$5,305 05	
		10 000			12/27/13	\$507 40	-\$24 00	
		30 000			01/09/14	\$1,536 90	-\$86 70	
		20 000			02/26/14	\$995 40	-\$28 60	

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		20 000			03/26/14	\$914 60	\$52 20	
LINEAR TECHNOLOGY CORP	LLTC	995 000	\$45 600	\$45,372 00		\$40,297 16	\$5,074 84	\$1,074 60
		210 000			10/26/09	\$5,623 49	\$3,952 51	
		245 000			11/04/13	\$9,988 14	\$1,183 86	
		20 000			12/27/13	\$906 40	\$5 60	
		410 000			01/14/14	\$18,574 03	\$121 97	
		65 000			02/26/14	\$3,031 60	-\$67 60	
		45 000			03/26/14	\$2,173 50	-\$121 50	
LKQ CORPORATION	LKQ	1,340 000	\$28 120	\$37,680 80		\$18,836 30	\$18,844 50	
		1,025 000			10/26/09	\$9,445 12	\$19,377 88	
		55 000			12/27/13	\$1,785 30	-\$238 70	
		110 000			01/09/14	\$3,524 18	-\$430 98	
		85 000			02/26/14	\$2,479 45	-\$89 25	
		65 000			03/26/14	\$1,602 25	\$225 55	
MDU RESOURCES GROUP INC	MDU	835 000	\$23 500	\$19,622 50		\$23,163 85	-\$3,541.35	\$609 55
		285 000			10/26/09	\$6,027 49	\$670 01	
		355 000			11/04/13	\$10,856 71	-\$2,514 21	
		35 000			12/27/13	\$1,068 55	-\$246 05	
		65 000			01/09/14	\$1,967 55	-\$440 05	
		55 000			02/26/14	\$1,890 35	-\$597 85	
		40 000			03/26/14	\$1,353 20	-\$413 20	
MEDNAX INC	MD	498 000	\$66 110	\$32,922 78		\$18,209 62	\$14,713.16	
		343 000			10/26/09	\$9,313 08	\$13,362 65	
		25 000			12/27/13	\$1,324 00	\$328 75	
		55 000			01/09/14	\$2,970 54	\$665 51	
		45 000			02/26/14	\$2,714 40	\$260 55	
		30 000			03/26/14	\$1,887 60	\$95 70	
MICROSOFT CORP	MSFT	885 000	\$46 450	\$41,108 25		\$26,859 31	\$14,248 94	\$1,097 40
		553 000			10/26/09	\$15,898 08	\$9,788 77	
		25 000			11/17/09	\$744 50	\$416 75	
		102 000			08/15/11	\$2,583 63	\$2,154 27	
		30 000			12/27/13	\$1,117 20	\$276 30	
		75 000			01/09/14	\$2,666 25	\$817 50	
		55 000			02/26/14	\$2,053 70	\$501 05	
		45 000			03/26/14	\$1,795 95	\$294 30	
NATIONAL INSTRUMENTS CORP	NATI	933 000	\$31 090	\$29,006 97		\$19,430 80	\$9,576 17	\$559 80
		718 000			10/26/09	\$12,904 85	\$9,417 77	
		35 000			12/27/13	\$1,097 60	-\$9 45	
		75 000			01/09/14	\$2,358 75	-\$27 00	
		60 000			02/26/14	\$1,761 00	\$104 40	
		45 000			03/26/14	\$1,308 60	\$90 45	

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DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
NEOGEN CORP	NEOG	460 000	\$49 590	\$22,811 40		\$14,932 01	\$7,879 39	
		360 000			07/17/12	\$10,510 01	\$7,342 39	
		10 000			12/27/13	\$454 80	\$41 10	
		40 000			01/09/14	\$1,750 00	\$233 60	
		30 000			02/26/14	\$1,315 20	\$172 50	
		20 000			03/26/14	\$902 00	\$89 80	
PATTERSON COMPANIES INC	PDCO	382 000	\$48 100	\$18,374 20		\$11,470 75	\$6,903 45	\$305 60
		282 000			10/26/09	\$7,548 72	\$6,015 48	
		15 000			05/26/10	\$443 33	\$278 17	
		10 000			12/27/13	\$411 30	\$69 70	
		30 000			01/09/14	\$1,231 20	\$211 80	
		25 000			02/26/14	\$1,013 00	\$189 50	
POWER INTEGRATIONS INC	POWI	290 000	\$51 740	\$15,004 60		\$823 20	\$138 80	
		225 000			03/26/14	\$11,945 30	\$3,059 30	\$139 20
		5 000			02/26/10	\$8,074 60	\$3,566 90	
		25 000			12/27/13	\$272 15	-\$13 45	
		20 000			01/09/14	\$1,417 00	-\$123 50	
		15 000			02/26/14	\$1,187 20	-\$152 40	
PRA GROUP INC COM	PRAA	434 000	\$57 930	\$25,141 62		\$994 35	-\$218 25	
		339 000			03/26/14	\$10,773 60	\$14,368 02	
		10 000			10/26/09	\$5,562 85	\$14,075 42	
		35 000			12/27/13	\$514 90	\$64 40	
		25 000			01/09/14	\$1,900 85	\$126 70	
		25 000			02/26/14	\$1,374 00	\$74 25	
PRAXAIR INC	PX	162 000	\$129 560	\$20,988 72		\$1,421 00	\$27 25	
		122 000			03/26/14	\$15,251 35	\$5,737 37	\$421 20
		5 000			10/26/09	\$10,048 65	\$5,757 67	
		15 000			12/27/13	\$649 60	-\$1 80	
		10 000			01/09/14	\$1,963 80	-\$20 40	
		10 000			02/26/14	\$1,288 70	\$6 90	
PROTO LABS INC COM	PRLB	330 000	\$67 160	\$22,162 80		\$1,300 60	-\$5 00	
		255 000			03/26/14	\$17,613 07	\$4,549 73	
		10 000			04/25/13	\$12,121 12	\$5,004 68	
		25 000			12/27/13	\$707 40	-\$35 80	
		25 000			01/09/14	\$1,839 00	-\$160 00	
		15 000			02/26/14	\$1,973 25	-\$294 25	
QUALCOMM INC	QCOM	303 000	\$74 330	\$22,521 99		\$972 30	\$35 10	
		168 000			03/26/14	\$20,361.25	\$2,160 74	\$509 04
		5 000			02/07/12	\$10,272 48	\$2,214 96	
		20 000			12/27/13	\$369 70	\$1 95	
					01/09/14	\$1,475 80	\$10 80	

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DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
		10 000			02/26/14	\$750 20	-\$6 90	
		10 000			03/26/14	\$790 00	-\$46 70	
		90 000			12/03/14	\$6,703 07	-\$13 37	
ROLLINS INC	ROL	715 000	\$33 100	\$23,666 50		\$12,732 54	\$10,933 96	\$300 30
		555 000			07/12/10	\$7,963 14	\$10,407 36	
		20 000			12/27/13	\$606 80	\$55 20	
		60 000			01/09/14	\$1,782 00	\$204 00	
		45 000			02/26/14	\$1,332 00	\$157 50	
		35 000			03/26/14	\$1,048 60	\$109 90	
ROPER INDUSTRIES INC NEW	ROP	167 000	\$156 350	\$26,110 45		\$11,932 05	\$14,178 40	\$167 00
		127 000			10/26/09	\$6,452 55	\$13,403 90	
		5 000			12/27/13	\$689 65	\$92 10	
		15 000			01/09/14	\$2,094 45	\$250 80	
		10 000			02/26/14	\$1,352 40	\$211 10	
		10 000			03/26/14	\$1,343 00	\$220 50	
STARBUCKS CORP	SBUX	622 000	\$82 050	\$51,035 10		\$20,499 85	\$30,535 25	\$796.16
		477 000			10/26/09	\$9,591 90	\$29,545 95	
		25 000			12/27/13	\$1,962 75	\$88 50	
		50 000			01/09/14	\$3,869 50	\$233 00	
		40 000			02/26/14	\$2,859 60	\$422 40	
		30 000			03/26/14	\$2,216 10	\$245 40	
STERICYCLE INC	SRCL	362 000	\$131 080	\$47,450 96		\$24,217 17	\$23,233 79	
		277 000			10/26/09	\$14,502 47	\$21,806 69	
		15 000			12/27/13	\$1,735 35	\$230 85	
		25 000			01/09/14	\$2,889 00	\$388 00	
		25 000			02/26/14	\$2,843 75	\$433 25	
		20 000			03/26/14	\$2,246 60	\$375 00	
ULTIMATE SOFTWARE GROUP INC	ULTI	198 000	\$146 815	\$29,069 37		\$17,693 33	\$11,376 04	
		121 000			08/15/11	\$6,008 89	\$11,755 73	
		5 000			12/27/13	\$762 20	-\$28 12	
		10 000			01/09/14	\$1,523 40	-\$55 25	
		10 000			02/26/14	\$1,679 70	-\$211 55	
		10 000			03/26/14	\$1,385 70	\$82 45	
		42 000			12/03/14	\$6,333 44	-\$167 21	
UNITED NATURAL FOODS INC	UNFI	218 000	\$77 325	\$16,856 85		\$7,841 64	\$9,015 21	
		168 000			10/26/09	\$4,255 24	\$8,735 36	
		5 000			12/27/13	\$378 70	\$7 93	
		20 000			01/09/14	\$1,445 60	\$100 90	
		10 000			02/26/14	\$710 30	\$62 95	
		15 000			03/26/14	\$1,051 80	\$108 08	
UNITEDHEALTH GROUP INC	UNH	200 000	\$101 090	\$20,218 00	12/03/14	\$20,225 29	-\$7 29	\$300 00

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EIN: 01-6148895



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**US EQUITIES**  
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DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
VERISK ANALYTICS INC CL A	VRSK	325 000	\$64 050	\$20,816 25	05/14/14	\$19,834 59	\$981 66	
VMWARE INC CL A	VMW	195 000	\$82 520	\$16,091 40		\$10,907 19	\$5,184 21	
		150 000			10/26/09	\$6,547 09	\$5,830 91	
		5 000			12/27/13	\$444 40	-\$31 80	
		15 000			01/09/14	\$1,389 75	-\$151 95	
		15 000			02/26/14	\$1,473 15	-\$235 35	
		10 000			03/26/14	\$1,052 80	-\$227 60	
WAL-MART STORES INC	WMT	200 000	\$85 880	\$17,176 00		\$11,385 79	\$5,790 21	\$384 00
		155 000			07/27/10	\$7,919 04	\$5,392 36	
		10 000			12/27/13	\$783 60	\$75 20	
		15 000			01/09/14	\$1,171 35	\$116 85	
		10 000			02/26/14	\$744 20	\$114 60	
		10 000			03/26/14	\$767 60	\$91 20	
WHOLE FOODS MARKET INC	WFM	400 000	\$50 420	\$20,168 00	12/03/14	\$19,282 74	\$885 26	\$208 00
3M COMPANY	MMM	129 000	\$164 320	\$21,197 28		\$11,676 69	\$9,520 59	\$528 90
		99 000			10/26/09	\$7,594 29	\$8,673 39	
		10 000			12/27/13	\$1,389 90	\$253 30	
		10 000			01/09/14	\$1,368 10	\$275 10	
		10 000			02/26/14	\$1,324 40	\$318 80	
<b>TOTAL US EQUITIES</b>				<b>\$1,222,864 35</b>		<b>\$812,957.38</b>	<b>\$409,906.97</b>	<b>\$10,613.31</b>

**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	335 000	\$51 019	\$17,091 37		\$14,246 90	\$2,844 47	\$350 75
		260 000			12/19/12	\$10,602 80	\$2,662 14	
		10 000			12/27/13	\$494 60	\$15 59	
		30 000			01/09/14	\$1,415 40	\$115 17	
		20 000			02/26/14	\$1,023 40	-\$3 02	
		15 000			03/26/14	\$710 70	\$54 59	
PERRIGO COMPANY PLC	PRGO	121 000	\$167 160	\$20,226 36		\$18,845 90	\$1,380 46	\$50 82
		96 000			12/19/13	\$14,912 60	\$1,134 76	
		5 000			12/27/13	\$758 15	\$77 65	
		10 000			01/09/14	\$1,579 80	\$91 80	
		5 000			02/26/14	\$816 30	\$19 50	
		5 000			03/26/14	\$779 05	\$56 75	
RITCHIE BROS AUCTIONEERS INC	RBA	1,027 000	\$26 890	\$27,616 03		\$23,084 95	\$4,531 08	\$575 12
		287 000			10/26/09	\$6,692 81	\$1,024 62	
		270 000			06/05/13	\$5,685 53	\$1,574 77	

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SUKEFORTH CHARITABLE FDN  
RITA & DOUGLAS SUKEFORTH TTEES



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**INTERNATIONAL EQUITIES**  
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DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
		230 000			12/18/13	\$5,161 38	\$1,023 32	
		40 000			12/27/13	\$904 80	\$170 80	
		85 000			01/09/14	\$1,993 24	\$292 41	
		65 000			02/26/14	\$1,487 19	\$260 66	
		50 000			03/26/14	\$1,160 00	\$184 50	
ROCHE HOLDING LTD	RHHBY	408 000	\$33 953	\$13,852 82		\$9,588 95	\$4,263 87	\$373 32
SPONSORED ADR REPSTG ORD		318 000			10/26/09	\$6,312 30	\$4,484 75	
		10 000			12/27/13	\$350 75	-\$11 22	
		40 000			01/09/14	\$1,417 80	-\$59 68	
		20 000			02/26/14	\$761 10	-\$82 04	
		20 000			03/26/14	\$747 00	-\$67 94	
<b>TOTAL INTERNATIONAL EQUITIES</b>				<b>\$78,786.58</b>		<b>\$65,766.70</b>	<b>\$13,019.88</b>	<b>\$1,350 01</b>

**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
01/09/14	ANSYS INC SOLICITED WE MAKE A MKT IN THIS SECURITY	20 000	\$84 410	-\$1,688 20	
01/09/14	ADVISORY BOARD CO SOLICITED WE MAKE A MKT IN THIS SECURITY	25 000	\$61 320	-\$1,533 00	
01/09/14	ATHENAHEALTH INC SOLICITED WE MAKE A MKT IN THIS SECURITY	20 000	\$134 980	-\$2,699 60	

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SUKFORTH TTEES THE SUKEFORTH



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## 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 reinvested. Additionally, 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.

### RBC BRANCH SWEEP PROGRAM

Deposits in the RBC Branch Sweep Program are not insured by the Federal Deposit Insurance Corporation (FDIC), Securities Investor Protection Corporation (SIPC) or any governmental agency of the United States, Canada or any other jurisdiction. The Deposits in the RBC Branch Sweep program are obligations of the Royal Bank of Canada Three World Financial Center Branch located in New York (Branch) and the Royal Bank of Canada (RBC), and are not obligations of RBC Capital Markets LLC or any other RBC affiliates. The payment of principal and interest on Deposit Accounts at the Branch is subject to the creditworthiness of RBC. In the event of the failure of the Branch, you will be a general unsecured creditor of RBC. Deposit information is included on this statement solely as a service to our clients. Please refer to the RBC Branch Sweep Program Disclosure Statement and our website [www.rbcum-usa.com](http://www.rbcum-usa.com) for more information regarding the merits and risks involved with electing the RBC Branch Sweep Program as your cash sweep option. For questions concerning Program balances, please contact your Financial Advisor.

DESCRIPTION	BANK BALANCE	CURRENT BALANCE	PREVIOUS YEAR-END STATEMENT BALANCE	YTD INCOME
RBC BRANCH SWEEP PROGRAM NOT SIPC OR FDIC COVERED RBSP UNINSURED DEPOSIT		\$120,728.36	\$0.00	\$20.83
DEPOSITS ARE HELD AT RBC WFC Branch	New York, NY	\$120,728.36		
<b>TOTAL RBC BRANCH SWEEP PROGRAM</b>		<b>\$120,728.36</b>		<b>\$20.83</b>

### US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ANNUALIZED INCOME
BLACKROCK ENHANCED EQUITY DIVIDEND TRUST	BDJ	7,524.000 4,375.052 2,681.606 467.342	\$8.120	\$61,094.88	01/20/11 02/15/11 Reinvest	\$55,816.36 \$32,383.92 \$20,218.18 \$3,214.26	\$5,278.52 \$3,141.50 \$1,556.46 \$580.56	\$4,213.44
MADISON STRATEGIC SECTOR PREMIUM FUND	MSP	6,000.000 4,000.000 2,000.000	\$11.870	\$71,221.20	01/25/11 02/21/14	\$73,541.85 \$48,453.19 \$25,088.66	-\$2,320.65 -\$972.39 -\$1,348.26	\$6,240.00
NUVEEN NASDAQ 100 DYNAMIC OVERWRITE FUND SHARES OF BENEFICIAL INTEREST	QQQX	9,298.307 5,000.000 2,000.000 2,298.307	\$19.250	\$178,992.40	04/29/10 02/21/14 Reinvest	\$126,060.10 \$55,833.26 \$37,301.23 \$32,925.61	\$52,932.30 \$40,416.74 \$1,198.77 \$11,316.81	\$13,017.63
<b>TOTAL US EQUITIES</b>				<b>\$311,308.48</b>		<b>\$255,418.31</b>	<b>\$55,890.17</b>	<b>\$23,471.07</b>

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### 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	30,708 378	\$16 290	\$500,239 48		\$448,979 60	\$51,259 88	\$18,517 15
		3,771 940			10/16/09	\$52,958 04	\$8,486 86	
		7,037 298			11/18/09	\$100,000 00	\$14,637 58	
		12,010 981			07/20/10	\$175,000 00	\$20,658 88	
		7,888 159			Reinvest	\$121,021 56	\$7,476 57	
RS INVT TR FLTG RATE FD CL C	RSFCX	5,429 235	\$9 830	\$53,369 38		\$56,247 37	-\$2,877 99	\$1,829 65
		5,261 091			02/21/14	\$54,504 90	-\$2,788 38	
		168 144			Reinvest	\$1,742 47	-\$89 60	
GENERAL ELEC CAP CORP	36962GU69	97,000 000	\$104 188	\$101,062 36	11/18/09	\$97,954 76	\$3,107 60	\$4,850 00
MEDIUM TERM NTS	CPN 5 000%			\$2,330 69				
ORIGINAL ISSUE DISCOUNT	DUE 01/08/2016							
MOODY A1 S&P AA+	DTD 01/09/2006							
	BOOK ENTRY ONLY							
TOTAL TAXABLE FIXED INCOME		133,137.613		\$654,671.22		\$603,181.73	\$51,489.49	\$25,196.80
ESTIMATED ACCRUED BOND INTEREST				\$2,330.69				

### ACTIVITY DETAIL

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### PURCHASES

#### Regular Purchases

DATE	DESCRIPTION	QUANTITY	PRICE	NET COST/ ACCRUED INTEREST	COMMENTS
01/07/14	NASDAQ PREM INCOME & GROWTH FD INC REC 12/13/13 PAY 12/31/13 REINVEST	114 022	\$17 755	-\$2,024 43	REINVEST

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**ASSET DETAIL**

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DESCRIPTION	BANK BALANCE	CURRENT BALANCE	PREVIOUS YEAR-END STATEMENT BALANCE	YTD INCOME
RBC BRANCH SWEEP PROGRAM NOT SIPC OR FDIC COVERED RBSP UNINSURED DEPOSIT		\$30,558.72	\$0.00	\$107.00
DEPOSITS ARE HELD AT RBC WFC Branch	New York, NY	\$30,558.72		
<b>TOTAL RBC BRANCH SWEEP PROGRAM</b>		<b>\$30,558.72</b>		<b>\$107.00</b>

**CASH AND MONEY MARKET**

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS YEAR-END STATEMENT MARKET VALUE
CASH				\$338.85	
<b>TOTAL CASH AND MONEY MARKET</b>				<b>\$338.85</b>	

**US EQUITIES**

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
AMERICAN EXPRESS COMPANY	AXP	391.000	\$93.040	\$36,378.64		\$35,822.87	\$555.77	\$406.64
		342.000			11/13/14	\$31,247.24	\$572.44	
		23.000			12/11/14	\$2,163.61	-\$23.69	
		26.000			12/18/14	\$2,412.02	\$7.02	
AMERICAN INTERNATIONAL GROUP INC	AIG	1,269.000	\$56.010	\$71,076.69		\$69,191.66	\$1,885.03	\$634.50
		1,113.000			11/13/14	\$60,568.68	\$1,770.45	
		62.000			12/11/14	\$3,461.45	\$11.17	

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**US EQUITIES**  
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DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
		94 000			12/18/14	\$5,161 53	\$103 41	
APPLE INC	AAPL	695 000	\$110 380	\$76,714 10		\$78,491 93	-\$1,777 83	\$1,306 60
		616 000			11/13/14	\$69,601 41	-\$1,607 33	
		34 000			12/11/14	\$3,853 22	-\$100 30	
		45 000			12/18/14	\$5,037 30	-\$70 20	
BAKER HUGHES INC	BHI	462 000	\$56 070	\$25,904 34		\$25,621 74	\$282 60	\$314 16
		421 000			12/15/14	\$23,347 06	\$258 41	
		41 000			12/18/14	\$2,274 68	\$24 19	
BANK NEW YORK MELLON CORP	BK	1,497 000	\$40 570	\$60,733 29		\$58,995 52	\$1,737 77	\$1,017 96
		1,299 000			11/13/14	\$50,906 90	\$1,793 53	
		107 000			12/11/14	\$4,368 55	-\$27 56	
		91 000			12/18/14	\$3,720 07	-\$28 20	
BANK OF AMERICA CORP	BAC	4,015 000	\$17 890	\$71,828 35		\$69,155 72	\$2,672 63	\$803 00
		3,558 000			11/13/14	\$61,159 89	\$2,492 73	
		158 000			12/11/14	\$2,785 10	\$41 52	
		299 000			12/18/14	\$5,210 73	\$138 38	
BED BATH & BEYOND INC	BBBY	1,171 000	\$76 170	\$89,195 07		\$83,322 43	\$5,872 64	
		1,009 000			11/13/14	\$71,475 47	\$5,380 06	
		58 000			12/11/14	\$4,194 85	\$223 01	
		104 000			12/18/14	\$7,652 11	\$269 57	
BERKSHIRE HATHAWAY INC DEL CL B	BRKB	962 000	\$150 150	\$144,444 30		\$141,264 55	\$3,179 75	
		815 000			11/13/14	\$119,027 65	\$3,344 60	
		28 000			12/02/14	\$4,182 36	\$21 84	
		50 000			12/11/14	\$7,555 50	-\$48 00	
		69 000			12/18/14	\$10,499 04	-\$138 69	
BOEING CO	BA	629 000	\$129 980	\$81,757 42		\$80,331 17	\$1,426 25	\$2,289 56
		560 000			11/13/14	\$71,657 21	\$1,131 59	
		33 000			12/11/14	\$4,117 08	\$172 26	
		36 000			12/18/14	\$4,556 88	\$122 40	
CARMAX INC	KMX	525 000	\$66 580	\$34,954 50		\$29,790 93	\$5,163 57	
		439 000			11/13/14	\$24,604 28	\$4,624 34	
		41 000			12/11/14	\$2,468 20	\$261 58	
		45 000			12/18/14	\$2,718 45	\$277 65	
CBS CORP CLASS B	CBS	919 000	\$55 340	\$50,857 46		\$48,482 94	\$2,374 52	\$551 40
		700 000			11/13/14	\$36,551 34	\$2,186 66	
		148 000			12/02/14	\$8,087 90	\$102 42	
		10 000			12/11/14	\$525 30	\$28 10	
		61 000			12/18/14	\$3,318 40	\$57 34	
CITIGROUP INC COM	C	852 000	\$54 110	\$46,101 72		\$45,526 06	\$575 66	\$34 08
		675 000			11/13/14	\$35,955 90	\$568 35	

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The S. Douglas and Rita C. Sukeforth Charitable Foundation

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**US EQUITIES**  
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DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
		97 000			12/02/14	\$5,237 73	\$10 94	
		31 000			12/11/14	\$1,704 07	-\$26 66	
		49 000			12/18/14	\$2,628 36	\$23 03	
COACH INC	COH	1,123 000	\$37 560	\$42,179 88		\$39,251 65	\$2,928 23	\$1,516 05
		1,004 000			11/13/14	\$34,957 27	\$2,752 97	
		23 000			12/11/14	\$799 02	\$64 86	
		96 000			12/18/14	\$3,495 36	\$110 40	
COCA COLA COMPANY (THE)	KO	910 000	\$42 220	\$38,420 20		\$38,936 78	-\$516 58	\$1,110 20
		814 000			11/13/14	\$34,902 69	-\$535 61	
		38 000			12/11/14	\$1,591 71	\$12 65	
		58 000			12/18/14	\$2,442 38	\$6 38	
CORNING INC	GLW	2,224 000	\$22 930	\$50,996 32		\$45,570 39	\$5,425 93	\$1,067 52
		1,938 000			11/13/14	\$39,377 25	\$5,061 09	
		151 000			12/11/14	\$3,237 02	\$225 41	
		135 000			12/18/14	\$2,956 12	\$139 43	
CVS HEALTH CORPORATION	CVS	466 000	\$96 310	\$44,880 46		\$42,096 03	\$2,784 43	\$652 40
		403 000			11/13/14	\$36,199 59	\$2,613 34	
		25 000			12/11/14	\$2,291 00	\$116 75	
		38 000			12/18/14	\$3,605 44	\$54 34	
DIAMOND OFFSHORE DRILLING INC	DO	604 000	\$36 710	\$22,172 84		\$20,862 01	\$1,310 83	\$302 00
		545 000			12/15/14	\$18,614 11	\$1,392 84	
		59 000			12/18/14	\$2,247 90	-\$82 01	
EXPEDITORS INTERNATIONAL OF WASHINGTON INC	EXPD	889 000	\$44 610	\$39,658 29		\$38,966 83	\$691 46	\$568 96
		788 000			11/13/14	\$34,519 13	\$633 55	
		30 000			12/11/14	\$1,352 10	-\$13 80	
		71 000			12/18/14	\$3,095 60	\$71 71	
FMC TECHNOLOGIES INC	FTI	432 000	\$46 840	\$20,234 88	12/15/14	\$18,613 48	\$1,621 40	
GENERAL MOTORS COMPANY	GM	2,326 000	\$34 910	\$81,200 66		\$73,759 99	\$7,440 67	\$2,791 20
		2,030 000			11/13/14	\$64,308 98	\$6,558 32	
		106 000			12/11/14	\$3,451 11	\$249 35	
		190 000			12/18/14	\$5,999 90	\$633 00	
GOOGLE INC CL C	GOOG	105 000	\$526 400	\$55,272 00		\$56,766 66	-\$1,494 66	
		78 000			11/13/14	\$42,580 77	-\$1,521 57	
		16 000			12/02/14	\$8,527 84	-\$105 44	
		3 000			12/11/14	\$1,598 61	-\$19 41	
		8 000			12/18/14	\$4,059 44	\$151 76	
HALLIBURTON COMPANY	HAL	1,203 000	\$39 330	\$47,313 99		\$45,789 22	\$1,524 77	\$866 16
		1,107 000			12/15/14	\$42,054 82	\$1,483 49	
		96 000			12/18/14	\$3,734 40	\$41 28	

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The S. Douglas and Rita C. Sukeforth Charitable Foundation

EIN: 01-6148895



RBC Wealth Management

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**US EQUITIES**  
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DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
JACOBS ENGINEERING GROUP INC	JEC	690 000	\$44 690	\$30,836 10	12/15/14	\$27,903 03	\$2,933 07	
JPMORGAN CHASE & CO	JPM	1,145 000	\$62 580	\$71,654 10		\$69,179 67	\$2,474 43	\$1,832 00
		1,015 000			11/13/14	\$61,182 17	\$2,336 53	
		50 000			12/11/14	\$3,093 50	\$35 50	
		80 000			12/18/14	\$4,904 00	\$102 40	
KOHL'S CORP	KSS	1,355 000	\$61 040	\$82,709 20		\$75,924 87	\$6,784 33	\$2,113 80
		1,213 000			11/13/14	\$67,597 82	\$6,443 70	
		53 000			12/11/14	\$3,036 89	\$198 23	
		89 000			12/18/14	\$5,290 16	\$142 40	
LEUCADIA NATIONAL CORP	LUK	1,657 000	\$22 420	\$37,149 94		\$39,964 86	-\$2,814 92	\$414 25
		1,499 000			11/13/14	\$36,439 09	-\$2,831 51	
		63 000			12/11/14	\$1,435 77	-\$23 31	
		95 000			12/18/14	\$2,090 00	\$39 90	
OCWEN FINANCIAL CORPORATION	OCN	1,863 000	\$15 100	\$28,131 30		\$41,185 99	-\$13,054 69	
		1,539 000			11/13/14	\$34,273 01	-\$11,034 11	
		69 000			12/11/14	\$1,602 17	-\$560 27	
		255 000			12/18/14	\$5,310 81	-\$1,460 31	
QUANTA SERVICES INC	PWR	1,565 000	\$28 390	\$44,430 35		\$45,755 55	-\$1,325 20	
		1,410 000			12/09/14	\$41,453 20	-\$1,423 30	
		60 000			12/11/14	\$1,713 60	-\$10 20	
		95 000			12/18/14	\$2,588 75	\$108 30	
TARGET CORP	TGT	552 000	\$75 910	\$41,902 32		\$37,847 48	\$4,054 84	\$1,148 16
		459 000			11/13/14	\$30,926 50	\$3,916 19	
		52 000			12/11/14	\$3,850 08	\$97 24	
		41 000			12/18/14	\$3,070 90	\$41 41	
UNITED PARCEL SVC INC CL B	UPS	305 000	\$111 170	\$33,906 85		\$33,037 35	\$869 50	\$817 40
		268 000			11/13/14	\$28,940 92	\$852 64	
		17 000			12/11/14	\$1,886 83	\$3 06	
		20 000			12/18/14	\$2,209 60	\$13 80	
VALMONT INDUSTRIES INC	VMI	215 000	\$127 000	\$27,305 00		\$29,416 72	-\$2,111 72	\$322 50
		184 000			11/13/14	\$25,426 74	-\$2,058 74	
		13 000			12/11/14	\$1,733 68	-\$82 68	
		18 000			12/18/14	\$2,256 30	\$29 70	
VIACOM INC CLASS B	VIAB	905 000	\$75 250	\$68,101 25		\$66,094 14	\$2,007 11	\$1,194 60
		782 000			11/13/14	\$56,948 37	\$1,897 13	
		75 000			12/11/14	\$5,510 25	\$133 50	
		48 000			12/18/14	\$3,635 52	-\$23 52	
WAL-MART STORES INC	WMT	740 000	\$85 880	\$63,551 20		\$61,023 66	\$2,527 54	\$1,420 80
		651 000			11/13/14	\$53,445 80	\$2,462 08	

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DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
		35 000			12/11/14	\$2,953 30	\$52 50	
		54 000			12/18/14	\$4,624 56	\$12 96	
WALGREENS BOOTS ALLIANCE INC COM	WBA	737 000	\$76 200	\$56,159 40		\$49,811 88	\$6,347 52	\$994 95
		685 000			11/13/14	\$45,984 76	\$6,212 24	
		4 000			12/11/14	\$289 04	\$15 76	
		48 000			12/18/14	\$3,538 08	\$119 52	
WALT DISNEY CO	DIS	660 000	\$94 190	\$62,165 40		\$59,813 25	\$2,352 15	\$759 00
		581 000			11/13/14	\$52,509 62	\$2,214 77	
		35 000			12/11/14	\$3,237 15	\$59 50	
		44 000			12/18/14	\$4,066 48	\$77 88	
WELLS FARGO & CO	WFC	1,106 000	\$54 820	\$60,630 92		\$59,284 59	\$1,346 33	\$1,548 40
		967 000			11/13/14	\$51,646 02	\$1,364 92	
		72 000			12/11/14	\$3,956 92	-\$9 88	
		67 000			12/18/14	\$3,681 65	-\$8 71	
<b>TOTAL US EQUITIES</b>				<b>\$1,940,908.73</b>		<b>\$1,882,853.60</b>	<b>\$58,055.13</b>	<b>\$28,798.25</b>

**INTERNATIONAL EQUITIES**

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ACCENTURE PLC IRELAND SHS CL A	ACN	657 000	\$89 310	\$58,676 67		\$55,440 45	\$3,236 22	\$1,340 28
		594 000			11/13/14	\$50,002 50	\$3,047 64	
		39 000			12/11/14	\$3,296 67	\$186 42	
		24 000			12/18/14	\$2,141 28	\$2 16	
NOBLE CORPORATION SHS USD	NE	1,268 000	\$16 570	\$21,010 76		\$18,688 42	\$2,322 34	\$1,902 00
SCHLUMBERGER LTD	SLB	230 000	\$85 410	\$19,644 30	12/15/14	\$18,550 90	\$1,093 40	\$368 00
<b>TOTAL INTERNATIONAL EQUITIES</b>				<b>\$99,331.73</b>		<b>\$92,679.77</b>	<b>\$6,651.96</b>	<b>\$3,610.28</b>

The S. Douglas and Rita C. Sukeforth Charitable Foundation

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**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 reinvested. Additionally, 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.

**RBC BRANCH SWEEP PROGRAM**

Deposits in the RBC Branch Sweep Program are not insured by the Federal Deposit Insurance Corporation (FDIC), Securities Investor Protection Corporation (SIPC) or any governmental agency of the United States, Canada or any other jurisdiction. The Deposits in the RBC Branch Sweep program are obligations of the Royal Bank of Canada Three World Financial Center Branch located in New York (Branch) and the Royal Bank of Canada (RBC), and are not obligations of RBC Capital Markets LLC or any other RBC affiliates. The payment of principal and interest on Deposits Accounts at the Branch is subject to the creditworthiness of RBC. In the event of the failure of the Branch, you will be a general unsecured creditor of RBC. Deposit information is included on this statement solely as a service to our clients. Please refer to the RBC Branch Sweep Program Disclosure Statement and our website [www.rbcwm-usa.com](http://www.rbcwm-usa.com) for more information regarding the merits and risks involved with electing the RBC Branch Sweep Program as your cash sweep option. For questions concerning Program balances, please contact your Financial Advisor.

DESCRIPTION	BANK BALANCE	CURRENT BALANCE	PREVIOUS YEAR-END STATEMENT BALANCE	YTD INCOME
RBC BRANCH SWEEP PROGRAM NOT SIPC OR FDIC COVERED RBSP UNINSURED DEPOSIT		\$70,456.41	\$0.00	\$23.73
DEPOSITS ARE HELD AT RBC WFC Branch	New York, NY	\$70,456.41		
<b>TOTAL RBC BRANCH SWEEP PROGRAM</b>		<b>\$70,456.41</b>		<b>\$23.73</b>

**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	\$339.450	\$84,862.50	10/14/11	\$25,119.70	\$59,742.80	
CITIGROUP INC COM	C	1,200.000 500.000 700.000	\$54.110	\$64,932.00	05/26/10 03/21/13	\$51,637.95 \$19,950.00 \$31,687.95	\$13,294.05 \$7,105.00 \$6,189.05	\$48.00
MADISON STRATEGIC SECTOR PREMIUM FUND	MSP	9,327.408 8,000.000 1,327.408	\$11.870	\$110,718.20	09/24/10 Reinvest	\$102,068.27 \$87,755.73 \$14,312.54	\$8,649.93 \$7,205.87 \$1,444.06	\$9,700.50
MASTERCARD INCORPORATED	MA	1,310.000	\$86.160	\$112,869.60	09/19/11	\$45,191.00	\$67,678.60	\$838.40
PNC FINANCIAL SVCS GROUP INC	PNC	1,100.000 900.000 200.000	\$91.230	\$100,353.00	02/23/10 01/04/12	\$59,813.63 \$47,941.65 \$11,871.98	\$40,539.37 \$34,165.35 \$6,374.02	\$2,112.00
PUTNAM FDS TR CAPITAL SPECTRUM FD CL Y	PVSYX	6,145.967	\$38.810	\$238,524.98	12/09/14	\$240,000.00	-\$1,475.02	

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DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
REGIONS FINANCIAL CORP	RF	12,000 000	\$10 560	\$126,720 00		\$106,502 35	\$20,217 65	\$2,400 00
		4,000 000			03/21/13	\$32,908 75	\$9,331 25	
		8,000 000			06/07/13	\$73,593 60	\$10,886 40	
SUNTRUST BANKS INC	STI	2,500 000	\$41 900	\$104,750 00		\$65,287 51	\$39,462 49	\$2,000 00
		750 000			01/07/10	\$17,008 13	\$14,416 87	
		750 000			01/20/10	\$17,616 38	\$13,808 62	
		500 000			05/13/10	\$15,884 25	\$5,065 75	
		500 000			05/14/10	\$14,778 75	\$6,171 25	
<b>TOTAL US EQUITIES</b>				<b>\$943,730.28</b>		<b>\$695,620 41</b>	<b>\$248,109.87</b>	<b>\$17,098.90</b>

**INTERNATIONAL EQUITIES**

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
HARBOR INTERNATIONAL FUND INSTITUTIONAL	HAINX	4,628 412	\$64 780	\$299,828 53		\$277,719 17	\$22,109 36	\$6,563 09
		4,172 230			12/03/10	\$250,000 00	\$20,277 06	
		456 182			Reinvest	\$27,719 17	\$1,832 30	
<b>TOTAL INTERNATIONAL EQUITIES</b>				<b>\$299,828.53</b>		<b>\$277,719.17</b>	<b>\$22,109.36</b>	<b>\$6,563.09</b>