



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THIRD GROWTH FOUNDATION, INC.		A Employer identification number 26-0524005
Number and street (or P O box number if mail is not delivered to street address) P. O. BOX 2803	Room/suite	B Telephone number 904-273-6818
City or town, state or province, country, and ZIP or foreign postal code PONTE VEDRA BEACH, FL 32004-2803		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,611,603. (Part I, column (d) must be on cash basis.)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		35,657.	35,657.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		39,976.			
b Gross sales price for all assets on line 6a 332,678.					
7 Capital gain net income (from Part IV, line 2)			39,976.		
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		160.	0.		STATEMENT 2
12 Total. Add lines 1 through 11		75,793.	75,633.		
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					
c Other professional fees					
17 Interest					
18 Taxes STMT 3					0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		976.	976.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		2,060.	2,060.		0.
25 Contributions, gifts, grants paid		64,521.			64,521.
26 Total expenses and disbursements. Add lines 24 and 25		66,581.	2,060.		64,521.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		9,212.			
b Net investment income (if negative, enter -0-)			73,573.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED SEP 25 2014

RECEIVED
SEP 22 2014
1,084.
OGDEN, UT 84403

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	63,493.	65,250.	65,250.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	1,103,187.	1,171,417.	1,512,522.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 7	49,721.	39,788.	33,831.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	1,216,401.	1,276,455.	1,611,603.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,216,401.	1,276,455.	
30 Total net assets or fund balances	1,216,401.	1,276,455.		
31 Total liabilities and net assets/fund balances	1,216,401.	1,276,455.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,216,401.
2 Enter amount from Part I, line 27a	2	9,212.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	50,842.
4 Add lines 1, 2, and 3	4	1,276,455.
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	1,276,455.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CHARLES SCHWAB - 7605 (SEE ATTACHED)			
b	CHARLES SCHWAB - 7605 (SEE ATTACHED)			
c	CAPITAL GAINS DIVIDENDS			
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 235,395.		177,399.	57,996.
b 95,577.		115,303.	<19,726.>
c 1,706.			1,706.
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			57,996.
b			<19,726.>
c			1,706.
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 2 39,976.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 3 N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	3,476.	1,346,496.	.002582
2011	0.	1,591,737.	.000000
2010	0.	1,045,628.	.000000
2009	0.	275,948.	.000000
2008			

2 Total of line 1, column (d)	2	.002582
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.000646
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,459,128.
5 Multiply line 4 by line 3	5	943.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	736.
7 Add lines 5 and 6	7	1,679.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	64,521.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	736.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	736.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	736.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	286.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,564.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,850.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,114.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ☒ 1,114. Refunded ☒ 0.	11	0.

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c 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.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ FL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>WAYNE A. NOVAK</u> Telephone no. ► <u>904-273-6818</u> Located at ► <u>PO BOX 2803, PONTE VEDRA BEACH, FL</u> ZIP+4 ► <u>32004-2803</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 <u>N/A</u>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TDF 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<u>N/A</u>	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► <u>2012</u> , <u>2011</u> , <u>2010</u>	☒ Yes ☐ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	<u>N/A</u>	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b

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

5a During the year did the foundation pay or incur any amount to:

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

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

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WAYNE A. NOVAK	CHAIRMAN			
701 PONTE VEDRA BLVD				
PONTE VEDRA BEACH, FL 320822939	0.00	0.	0.	0.
TODD A. NOVAK	VICE CHAIRMAN			
34 ALHAMBRA COURT				
NOVATO, CA 94949	0.00	0.	0.	0.
EMILY E. NOVAK	ASSISTANT SECRETARY			
701 PONTE VEDRA BLVD				
PONTE VEDRA BEACH, FL 320822939	0.00	0.	0.	0.
SUSAN TAYLOR	SECRETARY/TREASURER			
701 PONTE VEDRA BLVD				
PONTE VEDRA BEACH, FL 320822939	0.00	0.	0.	0.

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

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,433,143.
b	Average of monthly cash balances	1b	48,205.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,481,348.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,481,348.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,220.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,459,128.
6	Minimum investment return. Enter 5% of line 5	6	72,956.

Part XI**Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	72,956.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	736.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	736.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	72,220.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	72,220.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	72,220.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	64,521.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	64,521.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	736.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	63,785.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				72,220.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			67,051.	
b Total for prior years: 2011, 2010, _____		78,975.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 64,521.				
a Applied to 2012, but not more than line 2a			64,521.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		78,975.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		78,975.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			2,530.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				72,220.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year STETSON UNIVERSITY 421 N. WOODLAND BLVD. DELAND, FL 32723			J. O. EDUMNDS SCHOLARSHIP PROGRAM	64,521.
Total			▶ 3a	64,521.
b Approved for future payment NONE				
Total			▶ 3b	0.

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

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[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.

~~Signature of officer or trustee~~

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

PAUL DROUBIE

Firm's name **DIXON HUGHES GOODMAN LLP**

Firm's address ► 245 RIVERSIDE AVE, SUITE 410
JACKSONVILLE, FL 32202

Firm's EIN ► 56-0747981

Phone no. 904-296-9333

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
-------------	--	-----------	---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB - 7605	37,363.	1,706.	35,657.	35,657.	
TO PART I, LINE 4	37,363.	1,706.	35,657.	35,657.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
-------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NON-DIVIDEND DISTRIBUTION	160.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	160.	0.	

FORM 990-PF	TAXES	STATEMENT	3
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	1,084.	1,084.		0.
TO FORM 990-PF, PG 1, LN 18	1,084.	1,084.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER	848.	848.		0.
FINANCE CHARGE	128.	128.		0.
TO FORM 990-PF, PG 1, LN 23	976.	976.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	5
-------------	--	-----------	---

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON CONTRIBUTIONS OF PROPERTY	49,788.
OTHER ADJUSTMENT	1,054.
TOTAL TO FORM 990-PF, PART III, LINE 3	50,842.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB SECURITIES	1,171,417.	1,512,522.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,171,417.	1,512,522.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
-------------	-------------------	-----------	---

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
RAYONIER, INC. (REIT)	COST	35,768.	31,575.
TURQUOISE HILL (REIT)	COST	4,020.	2,256.
AMERICAN TOWER CORP (REIT)	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		39,788.	33,831.



0000159490104

charles SCHWAB

Schwab One® Account of
THE THIRD GROWTH FOUNDATION

Report Period
January 1 - December 31,
2013

Account Number
2050-7605

2013 Year-End Schwab Gain/Loss Report

Prepared on January 18, 2014

Your Schwab Consultant

Angelica San Miguel
VP - Financial Consultant

tel: 1(904)996-6949
email: Angelica.SanMiguel@schwab.com

Customer Service and Account Information

Customer Service and Trading:
Call your Schwab Representative
1 (800) 435-9050

**Schwab by Phone™
Automated Services:**
1 (800) 435-8804

TeleBroker®:
1 (800) 272-4922

Visit Our Web Site:
schwab.com

Cost Basis:

To track cost basis and gain/loss information online, please go to the gain/loss tab after logging into your account.

Message Center

Your gain/loss report includes a summarized list of your realized gains/losses for 2013. You can also log in to www.schwab.com/reports to view your documents securely online and visit www.schwab.com/paperless_service to manage your delivery preferences.

015949



18/01-CG1H2702-015949-SML-320822939 318257
THE THIRD GROWTH FOUNDATION
701 PONTE VEDRA BLVD
PONTE VEDRA BEACH FL 32082

2013 Year-End Schwab Gain/Loss Report

Accounting Method:
Mutual Funds: Average
All Other Investments: First In First Out (FIFO)

Realized Gain or (Loss)

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
AMERICAN TOWER CORP REIT AMT	200.0000	05/29/13	09/17/13	\$14,832.79	\$15,808.95	(\$976.16)
Security Subtotal				\$14,832.79	\$15,808.95	(\$976.16)
COINSTAR INC. CSTR	300.0000	07/27/12	03/08/13	\$15,893.69	\$15,676.45	\$217.24
Security Subtotal				\$15,893.69	\$15,676.45	\$217.24
PHILLIPS 66: PSX	400.0000	04/10/13	09/17/13	\$22,650.66	\$25,808.95	(\$3,158.29)
Security Subtotal				\$22,650.66	\$25,808.95	(\$3,158.29)
RAYONIER INC REIT RYN	1,000.0000	04/15/13	12/16/13	\$42,200.32	\$58,008.95	(\$15,808.63)
Security Subtotal				\$42,200.32	\$58,008.95	(\$15,808.63)
Total Short-Term				\$95,577.46	\$115,303.30	(\$19,725.84)

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ABBOTT LABORATORIES ABT	250.0000	09/09/11	09/17/13	\$8,703.90	\$6,042.92	\$2,660.98
Security Subtotal				\$8,703.90	\$6,042.92	\$2,660.98
AMERICAN TOWER CORP REIT AMT	100.0000	05/11/10	04/10/13	\$7,943.35	\$4,109.95	\$3,833.40



G000159490204

*charles SCHWAB*Schwab One® Account of
THE THIRD GROWTH FOUNDATIONAccount Number
2050-7605Report Period
January 1 - December 31,
2013**2013 Year-End Schwab Gain/Loss Report**Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]**Realized Gain or (Loss) (continued)**

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
AMERICAN TOWER CORP REIT AMT	100.0000	05/19/10	04/10/13	\$7,943.34	\$4,008.95	\$3,934.39
Security Subtotal				\$15,886.69	\$8,118.90	\$7,767.79
APPLIED MATERIALS INC. AMAT	250.0000	05/11/10	09/17/13	\$3,976.73	\$3,273.95	\$702.78
Security Subtotal				\$3,976.73	\$3,273.95	\$702.78
CITRIX SYSTEMS INC: CTXS	100.0000	01/10/11	09/17/13	\$7,371.92	\$6,852.95	\$518.97
Security Subtotal				\$7,371.92	\$6,852.95	\$518.97
FLUOR CORPORATION NEW: FLR	250.0000	12/06/10	09/17/13	\$16,958.25	\$15,321.45	\$1,636.80
Security Subtotal				\$16,958.25	\$15,321.45	\$1,636.80
GLAXOSMITHKLINE PLC ADRSPONSORED ADR 1 ADR REP 2: GSK	250.0000	01/14/08	03/08/13	\$11,133.30	\$13,222.45	(\$2,089.15)
Security Subtotal				\$11,133.30	\$13,222.45	(\$2,089.15)
JDS UNIPHASE CORP NEW: JDSU	250.0000	05/11/10	09/17/13	\$3,759.48	\$2,911.97	\$847.51
JDS UNIPHASE CORP NEW: JDSU	250.0000	04/25/11	09/17/13	\$3,759.48	\$4,946.45	(\$1,186.97)
JDS UNIPHASE CORP NEW: JDSU	250.0000	04/09/12	09/17/13	\$3,759.47	\$3,258.95	\$500.52
Security Subtotal				\$11,278.43	\$11,117.37	\$161.06

2013 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
LAB CP OF AMER HLDG NEW: LH	100.0000	01/10/11	09/17/13	\$10,089.87	\$8,945.95	\$1,143.92
Security Subtotal				\$10,089.87	\$8,945.95	\$1,143.92
PHILLIPS 66: PSX	75.0000	04/21/11	04/10/13	\$4,856.60	\$2,776.65	\$2,079.95
PHILLIPS 66: PSX	75.0000	04/25/11	04/10/13	\$4,856.60	\$2,751.25	\$2,105.35
PHILLIPS 66: PSX	75.0000	06/24/11	04/10/13	\$4,856.60	\$2,459.15	\$2,397.45
PHILLIPS 66: PSX	75.0000	09/15/11	04/10/13	\$4,856.60	\$2,289.38	\$2,567.22
PHILLIPS 66: PSX	75.0000	09/22/11	04/10/13	\$4,856.61	\$2,166.01	\$2,690.60
Security Subtotal				\$24,283.01	\$12,442.44	\$11,840.57
RACKSPACE HOSTING INC: RAX	200.0000	02/23/12	12/16/13	\$7,003.41	\$10,708.95	(\$3,705.54)
RACKSPACE HOSTING INC: RAX	200.0000	03/06/12	12/16/13	\$7,003.40	\$10,008.95	(\$3,005.55)
Security Subtotal				\$14,006.81	\$20,717.90	(\$6,711.09)
RAYONIER INC REIT: RYN	600.0000	12/06/10	04/10/13	\$35,136.74	\$21,008.95	\$14,127.79
RAYONIER INC REIT: RYN	600.0000	12/09/10	04/10/13	\$35,136.74	\$20,592.95	\$14,543.79
Security Subtotal				\$70,273.48	\$41,601.90	\$28,671.58



G000159490304

charles SCHWAB

Schwab One® Account of
THE THIRD GROWTH FOUNDATIONAccount Number
2050-7605
Report Period
January 1 - December 31,
2013

2013 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
TEVA PHARM INDS LTD ADR SPONSORED ADR 1 ADR REP 10. TEVA	200.0000	01/12/12	09/17/13	\$7,588.92	\$8,830.55	(\$1,241.63)
Security Subtotal				\$7,588.92	\$8,830.55	(\$1,241.63)
TURQUOISE HILL RES LTD F: TRQ	1,000.0000	05/17/12	12/16/13	\$3,190.99	\$7,022.41	(\$3,831.42)
Security Subtotal				\$3,190.99	\$7,022.41	(\$3,831.42)
WELLS FARGO & CO NEW: WFC	200.0000	03/19/09	04/10/13	\$7,503.36	\$3,308.95	\$4,194.41
WELLS FARGO & CO NEW: WFC	200.0000	03/20/09	04/10/13	\$7,503.35	\$2,808.95	\$4,694.40
Security Subtotal				\$15,006.71	\$6,117.90	\$8,888.81
WEYERHAEUSER CO: WY	500.0000	09/01/10	04/10/13	\$15,645.70	\$7,770.00	\$7,875.70
Security Subtotal				\$15,645.70	\$7,770.00	\$7,875.70
Total Long-Term				\$235,394.71	\$177,399.04	\$57,995.67

Total Realized Gain or (Loss)

\$330,972.17 \$292,702.34 \$38,269.83

Schwab has provided realized gain/loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions	
Type or print Name of exempt organization or other filer, see instructions. THIRD GROWTH FOUNDATION, INC.	Employer identification number (EIN) or 26-0524005
File by the due date for filing your return. See instructions. Number, street, and room or suite no. If a P O box, see instructions. P. O. BOX 2803	Social security number (SSN)
City, town or post office, state, and ZIP code. For a foreign address, see instructions. PONTE VEDRA BEACH, FL 32004-2803	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

WAYNE A. NOVAK

- The books are in the care of **PO BOX 2803 - PONTE VEDRA BEACH, FL 32004-2803**

Telephone No **904-273-6818**

Fax No.

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014.**

5 For calendar year **2013**, or other tax year beginning , and ending

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension **SEE STATEMENT 8**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	1,850.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	1,850.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature

Title **MANAGER**

Date **9/13/14**

Form **8868** (Rev. 1-2014)

FORM 8688

EXPLANATION FOR EXTENSION

STATEMENT

8

EXPLANATION

AN ATTEMPT TO OBTAIN INFORMATION NECESSARY FOR FILING A RETURN WAS REQUESTED IN A TIMELY FASHION, BUT THE INFORMATION WAS NOT FURNISHED IN SUFFICIENT TIME TO PERMIT THE TIMELY FILING OF THE RETURN, OR THE TAXPAYER PERSONALLY VISITED AN IRS OFFICE FOR THE PURPOSE OF SECURING INFORMATION OR ADVICE AND WAS UNABLE TO MEET WITH AN IRS REPRESENTATIVE