EXTENDED DUE DATE AUGUST 15, 2014

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 , 2013, and ending , 20

Name of foundation: THE GROWMARK FOUNDATION

A Employer identification number: 37-1401632

Number and street (or P O box number if mail is not delivered to street address): 1701 TOWANDA AVENUE P.O. BOX 2500 | Room/suite:

B Telephone number (see instructions): 309-557-6074

City or town, state or province, country, and ZIP or foreign postal code: BLOOMINGTON IL 61702-2500

C If exemption application is pending, check here ▶ ☐

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

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

H Check type of organization: ☒ 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)* ▶ $ 7,050,129

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	1,432,413			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	96,231	96,231		
	4	Dividends and interest from securities				
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	(273,808)			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		1,145,919		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)	0			
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	1,254,836	1,242,150	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	10,406			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	659		659	
	24	**Total operating and administrative expenses.** Add lines 13 through 23	11,065	0	659	0
	25	Contributions, gifts, grants paid	738,950			
	26	**Total expenses and disbursements.** Add lines 24 and 25	750,015	0	659	0
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	504,821			
	b	**Net investment income** (if negative, enter -0-)		1,242,150		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	257,602	7,050,129	7,050,129
	2	Savings and temporary cash investments	6,170,237	0	0
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment. basis ▶			
		Less. accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	6,427,839	7,050,129	7,050,129
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	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			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	6,427,839	7,050,129	
	30	**Total net assets or fund balances** (see instructions)	6,427,839	7,050,129	
	31	**Total liabilities and net assets/fund balances** (see instructions)	6,427,839	7,050,129	

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	6,427,839
2	Enter amount from Part I, line 27a	2	504,821
3	Other increases not included in line 2 (itemize) ▶ CHANGE IN NET UNREALIZED SECURITY GAIN	3	117,469
4	Add lines 1, 2, and 3	4	7,050,129
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,050,129

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	SEE ATTACHED GAIN/LOSS SCHEDULE		VARIOUS	VARIOUS
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	7,812,785		6,666,866	1,145,919
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	1,145,919
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

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

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

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

2	**Total** of line 1, column (d)	2	
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ **(attach copy of letter if necessary—see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	24,843
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	24,843
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	24,843
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 30,400		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	30,400
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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	5,557
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ **Refunded** ▶	11	5,557

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ILLINOIS			
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	

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

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

Website address ▶ N/A

14 The books are in care of ▶ THE GROWMARK FOUNDATION Telephone no. ▶ 309-557-6074
Located at ▶ 1701 TOWANDA AVE, BLOOMINGTON, IL ZIP+4 ▶ 61701

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 |

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 ___ , 20 ___ , 20 ___ , 20 ___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 ___ , 20 ___ , 20 ___ , 20 ___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**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?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**	X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHMENT				

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NO COMPENSATION PAID				
Total number of other employees paid over $50,000 ▶				

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NO DIRECT ACTIVITIES	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NO PROGRAM RELATED ACTIVITIES	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	6,984,582
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,984,582
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,984,582
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,984,582
6	**Minimum investment return.** Enter 5% of line 5	6	349,229

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	349,229
2a	Tax on investment income for 2013 from Part VI, line 5	2a	24,843		
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	24,843
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	324,386
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	324,386
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	324,386

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	738,950
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the.		
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	738,950
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	738,950

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				324,386
2	Undistributed income, if any, as of the end of 2013:				
a	Enter amount for 2012 only				
b	Total for prior years: 20___,20___,20___				
3	Excess distributions carryover, if any, to 2013:				
a	From 2008 . . . 323,554				
b	From 2009 . . . 430,067				
c	From 2010 . . . 482,508				
d	From 2011 . . . 692,927				
e	From 2012 . . . 407,380				
f	**Total** of lines 3a through e	2,336,436			
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 738,950				
a	Applied to 2012, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2013 distributable amount				324,386
e	Remaining amount distributed out of corpus	414,564			
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,751,000			
b	Prior years' undistributed income. Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e	Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f	Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	2,751,000			
10	Analysis of line 9:				
a	Excess from 2009 . . . 430,067				
b	Excess from 2010 . . . 482,508				
c	Excess from 2011 . . . 692,927				
d	Excess from 2012 . . . 407,380				
e	Excess from 2013 . . . 414,564				

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

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

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT				738,950
Total ▶ 3a				738,950
b *Approved for future payment*				
Total ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

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

13 **Total.** Add line 12, columns (b), (d), and (e) 13 0

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here

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

Marshall P. B... (signature) 07/07/14 VP, TREASURER & DIRECTOR

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047

2013

Name of the organization	Employer identification number
THE GROWMARK FOUNDATION	37-1401632

Organization type (check one):

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
THE GROWMARK FOUNDATION	37-1401632

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	GROWMARK, INC 1701 TOWANDA AVE BLOOMINGTON, IL 61701	$ 1,432,413	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
THE GROWMARK FOUNDATION

Employer identification number
37-1401632

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	7,383 SHS COMMON STOCK CF INDUSTRIES HOLDING INC	$ 1,432,413	5/30/13

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

THE GROWMARK FOUNDATION
FEIN 37-1401632
FORM 990-PF, PART I: OPERATING AND ADMINISTRATIVE EXPENSES
YEAR ENDED 12/31/2013

Line 18: Taxes

2012 Estimated Tax Payment	
2011 Balance Due	10,391
IL Annual Filing Fee	15
2011 Refund (Overpayment inadvertently not applied to 2012 return)	-
Total Taxes	10,406

Line 23: Other Expenses

Annual Registration Fee	10
Bank Service Charges	649
	659

THE GROWMARK FOUNDATION
FEIN 37-1401632
FORM 990-PF, PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME
YEAR ENDED 12/31/2013

(a) Property Sold	(b) How Acquired (P or D)	(c) Date Acquired	(d) Date Sold	(e) Sales Price	(g) Cost Basis	(h) Gain/(Loss)
SENTINEL MUTUAL FUND	P	5/25/2012	04/30/13	1,049.38	1,066 38	(17)
SENTINEL MUTUAL FUND	P	6/22/2012	04/30/13	1,050 75	1,064 75	(14)
SENTINEL MUTUAL FUND	P	7/25/2012	04/30/13	663.58	673 58	(10)
SENTINEL MUTUAL FUND	P	8/24/2012	04/30/13	724 77	733 77	(9)
SENTINEL MUTUAL FUND	P	9/21/2012	04/30/13	604 77	611 77	(7)
SENTINEL MUTUAL FUND	P	10/25/2012	04/30/13	385 89	389 89	(4)
SENTINEL MUTUAL FUND	P	11/21/2012	04/30/13	424 95	428.95	(4)
SENTINEL MUTUAL FUND	P	12/21/2012	04/30/13	386 79	388 79	(2)
SENTINEL MUTUAL FUND	P	1/25/2013	04/30/13	149 59	149 59	-
SENTINEL MUTUAL FUND	P	2/22/2013	04/30/13	183.02	183 02	-
SENTINEL MUTUAL FUND	P	3/22/2013	04/30/13	166 58	166 58	-
SENTINEL MUTUAL FUND	P	4/24/2013	04/30/13	166 77	166 77	-
SENTINEL MUTUAL FUND	P	6/17/2011	04/30/13	104,048 00	107,415 00	(3,367)
SENTINEL MUTUAL FUND	P	2/7/2012	04/30/13	143,712 44	146,230 44	(2,518)
SENTINEL MUTUAL FUND	P	2/23/2012	04/30/13	1,132 25	1,153.25	(21)
SENTINEL MUTUAL FUND	P	3/23/2012	04/30/13	1,046 64	1,065 64	(19)
SENTINEL MUTUAL FUND	P	4/24/2012	04/30/13	1,048 01	1,069 01	(21)
				256,944	262,957	(6,013)
7,383 SHS CF INDUSTRIES HOLDINGS STOCK	D	08/11/05	05/31/14	1,436,181	13,010	1,423,171
SENTINEL MUTUAL FUND	P	1/25/2013	12/23/13	8,656 81	8,868	(211)
SENTINEL MUTUAL FUND	P	2/22/2013	12/23/13	9,336 15	9,543	(207)
SENTINEL MUTUAL FUND	P	3/22/2013	12/23/13	8,682 77	8,876	(193)
SENTINEL MUTUAL FUND	P	4/24/2013	12/23/13	8,026 44	8,196	(170)
SENTINEL MUTUAL FUND	P	5/24/2013	12/23/13	7,902 76	8,044	(141)
SENTINEL MUTUAL FUND	P	6/21/2013	12/23/13	7,913 34	8,011	(98)
SENTINEL MUTUAL FUND	P	7/25/2013	12/23/13	7,924 00	7,969	(45)
SENTINEL MUTUAL FUND	P	8/23/2013	12/23/13	7,273 52	7,323	(49)
SENTINEL MUTUAL FUND	P	9/24/2013	12/23/13	7,944 59	7,999	(54)
SENTINEL MUTUAL FUND	P	10/25/2013	12/23/13	6,629 46	6,666	(37)
SENTINEL MUTUAL FUND	P	11/21/2013	12/23/13	7,964 34	8,000	(36)
SENTINEL MUTUAL FUND	P	6/17/2011	12/23/13	895,947 00	943,209	(47,262)
SENTINEL MUTUAL FUND	P	6/27/2011	12/23/13	1,829 92	1,925	(95)
SENTINEL MUTUAL FUND	P	7/25/2011	12/23/13	1,833 27	1,922	(89)
SENTINEL MUTUAL FUND	P	8/5/2011	12/23/13	2,252,836 29	2,364,755	(111,919)
SENTINEL MUTUAL FUND	P	8/26/2011	12/23/13	5,972 51	6,264	(291)
SENTINEL MUTUAL FUND	P	9/26/2011	12/23/13	5,631.52	5,894	(262)
SENTINEL MUTUAL FUND	P	10/26/2011	12/23/13	5,288 70	5,519	(230)
SENTINEL MUTUAL FUND	P	11/25/2011	12/23/13	5,650 48	5,890	(240)
SENTINEL MUTUAL FUND	P	12/23/2011	12/23/13	5,306 55	5,504	(197)
SENTINEL MUTUAL FUND	P	1/25/2012	12/23/13	5,669 61	5,893	(223)
SENTINEL MUTUAL FUND	P	2/7/2012	12/23/13	2,321,777 65	2,413,034	(91,256)
SENTINEL MUTUAL FUND	P	2/23/2012	12/23/13	9,735 02	10,128	(393)
SENTINEL MUTUAL FUND	P	3/23/2012	12/23/13	9,142 50	9,511	(369)
SENTINEL MUTUAL FUND	P	4/24/2012	12/23/13	9,767 95	10,172	(404)
SENTINEL MUTUAL FUND	P	5/25/2012	12/23/13	9,173 42	9,514	(341)
SENTINEL MUTUAL FUND	P	6/22/2012	12/23/13	9,188 47	9,510	(322)
SENTINEL MUTUAL FUND	P	7/25/2012	12/23/13	8,590 01	8,901	(311)
SENTINEL MUTUAL FUND	P	8/24/2012	12/23/13	9,217 70	9,532	(314)
SENTINEL MUTUAL FUND	P	9/21/2012	12/23/13	8,606 42	8,881	(275)
SENTINEL MUTUAL FUND	P	9/13/2012	12/23/13	423,682 51	438,106	(14,423)
SENTINEL MUTUAL FUND	P	10/25/2012	12/23/13	8,618 73	8,894	(275)
SENTINEL MUTUAL FUND	P	11/21/2012	12/23/13	9,294 98	9,572	(277)
SENTINEL MUTUAL FUND	P	12/21/2012	12/23/13	8,644 38	8,874	(230)
				6,119,660	6,390,899	(271,239)
				7,812,785	6,666,866	1,145,919

THE GROWMARK FOUNDATION
FEIN 37-1401632
FORM 990-PF, PART XV SUPPLEMENTARY INFORMATION
LINE 3a GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
YEAR ENDING 12/31/2013

RECIPIENT NAME	RECIPIENT ADDRESS	PURPOSE OF CONTRIBUTION	AMOUNT
ABC COUNSELING & FAMILY SERVICES	NORMAL IL 61761	FOR SUPPORT OF COMMUNITY CHARITABLE ACTIVITIES	500
AGRICULTURE FUTURE OF AMERICA	KANSAS CITY, MO 64141	FOR SUPPORT OF AGRICULTURAL EDUCATION	20,000
AMERICAN CANCER SOCIETY	PEORIA, IL 61614	FOR CANCER RESEARCH	500
AMERICAN RED CROSS	BLOOMINGTON IL 61704	FOR SUPPORT OF COMMUNITY CHARITABLE ACTIVITIES	15,250
ASSOCIATED COLLEGES OF IL	CHICAGO, IL 60606	FOR STUDENT SCHOLARSHIPS	2,000
BIG BROTHERS BIG SISTERS OF CENTRAL ILLINOIS	BLOOMINGTON, IL 61701	FOR SUPPORT OF COMMUNITY CHARITABLE ACTIVITIES	1,500
BLOOMINGTON-NORMAL YMCA CHARITABLE FOUNDATION	BLOOMINGTON, IL 61701	FOR SUPPORT OF COMMUNITY CHARITABLE ACTIVITIES	500
COUNCIL FOR AGRICULTURAL SCIENCE & TECHNOLOGY	AMES, IA 50014	FOR SUPPORT OF AGRICULTURAL SCIENCE	5,000
CENTRAL IL DOWNS SYNDROME ORGANIZATION	NORMAL, IL 61761	FOR DOWNS SYNDROME RESEARCH	200
COMMUNITY CANCER CENTER FOUNDATION	NORMAL, IL 61761	FOR CANCER RESEARCH	20,000
CONSERVATION TECHNOLOGY INFORMATION CENTER	WEST LAFAYETTE, IN	FOR SUPPORT OF AGRICULTURAL SCIENCE	5,000
DORDT COLLEGE	SIOUX CENTER, IA 51250	FOR STUDENT SCHOLARSHIPS	1,000
ECOLOGY ACTION CENTER	NORMAL, IL 61761	FOR SUPPORT OF ECOLOGY PRESERVATION ACTIVITIES	100
FAITH IN ACTION OF BLOOMINGTON-NORMAL	BLOOMINGTON, IL 61701	FOR SUPPORT OF COMMUNITY CHARITABLE ACTIVITIES	1,750
FARM JOURNAL AGRICULTURAL FOUNDATION	MEXICO MO 65265-0000	FOR SUPPORT OF AGRICULTURAL ACTIVITIES	25,000
FARM SAFETY 4 JUST KIDS	URBANDALE, IA 50322	FOR SUPPORT OF CHILD FARM SAFETY PROGRAMS	5 000
FIRST BOOK-MCLEAN COUNTY	BLOOMINGTON IL 61702	FOR SUPPORT OF CHILDREN'S READING	500
FRIENDS OF UNIVERSITY OF GUELPH	WASHINGTON, DC 20006	SUPPORT FOR CHARITABLE ORGANIZATION	4,000
IAA FOUNDATION (07)	BLOOMINGTON, IL 61702	SUPPORT FOR CHARITABLE ORGANIZATION	70,000
ILLINOIS AGRICULTURAL LEADERSHIP FOUNDATION	MACOMB IL 61455	FOR SUPPORT OF AGRICULTURAL LEADERSHIP ACTIVITIES	36,000
IL AGRICULTURAL RESOURCE COUNCIL INC	WINSLOW, IL 61089	FOR SUPPORT OF AGRICULTURAL SCIENCE	1,000
ILLINOIS CHEMICAL EDUCATION FOUNDATION	DES PLAINES IL 60018	FOR SUPPORT OF FARM CHEMICAL EDUCATION	750
ILLINOIS PRAIRIE COMMUNITY FOUNDATION	BLOOMINGTON IL 61704	FOR SUPPORT OF COMMUNITY CHARITABLE ACTIVITIES	1,000
ILLINOIS STATE UNIVERSITY FOUNDATION	NORMAL, IL 61790	FOR STUDENT SCHOLARSHIPS	1,000
ILLINOIS WESLEYAN UNIVERSITY	BLOOMINGTON, IL 61702	FOR STUDENT SCHOLARSHIPS	1 000
IOWA COOPERATIVE FOUNDATION	AMES, IA 50010	FOR SUPPORT OF COOPERATIVE DEVELOPMENT ACTIVITIES	10,850
ILLINOIS STATE UNIVERSITY FOUNDATION	NORMAL, IL 61790	FOR STUDENT SCHOLARSHIPS	30,500
LIVING HISTORY FARMS FOUNDATION	URBANADALE IA 50322	FOR SUPPORT OF AGRICULTURAL MUSEUMS	2,500
MCLEAN COUNTY EXTENSION SERVICE FOUNDATION	BLOOMINGTON, IL 61704	FOR SUPPORT OF AGRICULTURAL ACTIVITIES	500
MID AMERICA COOPERATIVE EDUCATION	INDIANAPOLIS, IN 46220	FOR SUPPORT OF COOPERATIVE DEVELOPMENT ACTIVITIES	500
MIDWEST FOOD BANK	BLOOMINGTON, IL 61701	FOR SUPPORT OF FOOD DONATIONS	75,000
MILLER PARK ZOOLOGICAL SOCIETY	BLOOMINGTON IL 61701	FOR SUPPORT OF COMMUNITY CHARITABLE ACTIVITIES	10,000
MURRAY STATE UNIVERSITY	MURRAY, KY 42071	FOR STUDENT SCHOLARSHIPS	1 000
NAMA AGRI-BUSINESS EDUCATIONAL FOUNDATION	OVERLAND PARK, KS 66210	FOR SUPPORT OF AGRICULTURAL EDUCATION	1,500
NE IOWA COMMUNITY COLLEGE FOUNDATION	PEOSTA, IA 52068	FOR SUPPORT OF AGRICULTURAL EDUCATION	10,000
NORTHWEST MISSOURI STATE	MARYVILLE MO 64468	FOR STUDENT SCHOLARSHIPS	3,000
PENN STATE UNIVERSITY	UNIVERSITY PARK PA 16802	FOR STUDENT SCHOLARSHIPS	7,000
PERSONAL ASSISTANCE TELEPHONE HELP INC	BLOOMINGTON, IL 61701	FOR SUPPORT OF COMMUNITY CHARITABLE ACTIVITIES	500
PURDUE RESEARCH FOUNDATION	WEST LAFAYETTE IN 47906	FOR STUDENT SCHOLARSHIPS	40,000
PURDUE UNIVERSITY	WEST LAFAYETTE, IN 47907	FOR STUDENT SCHOLARSHIPS	1,000
QUAD CITIES AUTISM CENTER INC	MOLINE, IL 61265	SUPPORT FOR CHARITABLE ORGANIZATION	250
SHRINER'S HOSPITAL FOR CHILDREN	TAMPA, FL 33607	FOR CHILDHOOD DIESEASE RESEARCH	500
SILOS & SMOKESTACKS	WATERLOO, IA 50703	FOR SUPPORT OF COMMUNITY CHARITABLE ACTIVITIES	5 000
SOUTHERN IL UNIVERSITY	CARBONDALE, IL 62901	FOR SUPPORT OF AGRICULTURAL EDUCATION	5,300
SUSAN G KOMEN BREAST CANCER FOUNDATION	DALLAS, TX 75244	FOR SUPPORT OF CANCER RESEARCH	1,000
BABY FOLD	NORMAL, IL 61761	FOR SUPPORT OF COMMUNITY CHARITABLE ACTIVITIES	1 000
THE GRAINS FOUNDATION	WASHINGTON D C 20005	FOR SUPPORT OF AGRICULTURAL EDUCATION	5,000
TREES FOREVER FOUNDATION	MARION, IA 52302	FOR SUPPORT OF TREE PLANTING ACTIVITIES	10,000
TRUTH ABOUT TRADE & TECHNOLOGY	DES MOINES, IA 50309	SUPPORT OF TRADE EDUCATION EFFORTS	20,000
UNIVERSITY OF ILLINOIS - FOUNDATION	CHAMPAIGN, IL 61826	FOR STUDENT SCHOLARSHIPS	33,000
UNITED WAY OF MCLEAN COUNTY	BLOOMINGTON IL 61701	FOR SUPPORT OF CHARITABLE ORGANIZATIONS	65 000
UNIVERSITY OF ILLINOIS - FOUNDATION	CHAMPAIGN, IL 61826	FOR STUDENT SCHOLARSHIPS	5,000
UNIVERSITY OF WISCONSIN	PLATTEVILLE WI 53818	FOR STUDENT SCHOLARSHIPS	4,000
UNIVERSITY OF WISCONSIN FOUNDATION	MADISON, WI 53726	FOR STUDENT SCHOLARSHIPS	5,000
UNIVERSITY OF WISCONSIN-MADISON	MADISON WI 53706	FOR STUDENT SCHOLARSHIPS	1,000
UNIVERSITY OF WISCONSIN- RIVER FALLS	RIVER FALLS, WI 54022	FOR STUDENT SCHOLARSHIPS	1,000
UNIVERSITY OF ILLINOIS - FOUNDATION	CHAMPAIGN, IL 61826	FOR STUDENT SCHOLARSHIPS	2,000
UNIVERSITY OF WISCONSIN	PLATTEVILLE, WI 53818	FOR STUDENT SCHOLARSHIPS	4,000
WESTERN ILLINOIS UNIVERSITY	MACOMB, IL 61455	FOR STUDENT SCHOLARSHIPS	3,000
WISC FARM BUREAU FOUNDATION	MADISON, WI 53717	FOR SUPPORT OF CHARITABLE ACTIVITIES	2,500
YWCA FOUNDATION/MCLEAN	BLOOMINGTON, IL 61704	FOR SUPPORT OF YWCA ACTIVITIES	500
NATIONAL BIODIESEL FOUNDATION	JEFFERSON CITY, MO 65110-4	FOR SUPPORT OF BIODIESEL RESEARCH AND EDUCATION	2,000
FUTURE FARMERS OF AMERICA	INDIANAPOLIS IN 46268	FOR SUPPORT OF AGRICULTURAL EDUCATION	5,250
ACDI VOCA	WASHINGTON DC 20001	FOR SUPPORT OF AGRICULTURAL COOPERATIVES	10,000
FOUNDATION FOR AGRONOMIC RESEARCH	MONTICELLO, IL 61856	FOR SUPPORT OF AGRICULTURAL EDUCATION	40,000
PINK PUMPKIN PATCH FOUNDATION	ROCKFORD, CO 81067	SUPPORT FOR CHARITABLE ORGANIZATION	9,000
UNIVERSITY OF WISCONSIN FOUNDATION	MADISON, WI 53726	FOR STUDENT SCHOLARSHIPS	2,500
EASTER SEALS FOUNDATION	PEORIA, IL 61603	FOR SUPPORT OF COMMUNITY CHARITABLE ACTIVITIES	500
SPECIAL OLYMPICS ILLINOIS	NORMAL IL 61761	FOR SUPPORT OF CHARITABLE ACTIVITIES	483
MAKE A WISH FOUNDATION OF ILLINOIS	CHICAGO, IL 60654	FOR SUPPORT OF CHARITABLE ORGANIZATIONS	250
AVON PRODUCTS FOUNDATION INC	RYE, NY 10580	FOR SUPPORT OF COMMUNITY CHARITABLE ACTIVITIES	150
RELEVANT MINISTRY INC	PASS CHRISTIAN MISSISSIPPI	SUPPORT FOR CHARITABLE ORGANIZATION	250
UNIVERSITY OF MINNESOTA FOUNDATION	MINNEAPOLIS, MN 55455	FOR STUDENT SCHOLARSHIPS	4,000
HOMES OF HOPE INC	NORMAL, IL 61761	FOR SUPPORT OF COMMUNITY CHARITABLE ACTIVITIES	167
RONALD MCDONALD HOUSE CHARITIES OF CENTRAL IL	OAK BROOK, IL 60523	SUPPORT FOR CHARITABLE ORGANIZATION	200
ALZHEIMERS FOUNDATION	BLOOMINGTON IL 61704	FOR SUPPORT OF ALZHEIMERS RESEARCH	200
MEALS FROM THE HEARTLAND	WEST DES MOINES, IA 50265	FOR SUPPORT OF CHARITABLE ORGANIZATIONS	5,000
CITIZEN SUPPORT FOR AMERICA'S MILITARY	BLOOMINGTON, IL 61702	FOR SUPPORT OF COMMUNITY CHARITABLE ACTIVITIES	2,050
IOWA FARM BUREAU FOUNDATION	MITCHELLVILLE, IA 50169	FOR SUPPORT OF FFA ACTIVITIES	3,000
SALEM CHILDREN'S HOME	FLANAGAN, IL 61740	FOR SUPPORT OF COMMUNITY CHARITABLE ACTIVITIES	25,500
NUTRIENTS FOR LIFE FOUNDATION	WASHINGTON, DC 20024	FOR SUPPORT OF AGRICULTURAL EDUCATION	5,000
ILLINOIS FOUNDATION FFA	SPRINGFIELD, IL 62702	FOR SUPPORT OF FFA ACTIVITIES	2,000
GLADBROOK COMMUNITY FOUNDATION	TRAER, IA 50675	SUPPORT FOR CHARITABLE ORGANIZATION	5,000
WESTERN ILLINOIS UNIVERSITY FOUNDATION	MACOMB, IL 61455	FOR STUDENT SCHOLARSHIPS	5,000
ILLINOIS STATE UNIVERSITY - DEPT OF AGRICULTURE	NORMAL, IL 61790	FOR SUPPORT OF AGRICULTURAL EDUCATION	9,000
IOWA STATE UNIVERSITY FOUNDATION	AMES, IA 50011	FOR STUDENT SCHOLARSHIPS	10,000
SOUTHERN IL UNIVERSITY	CARBONDALE, IL 62901	FOR SUPPORT OF AGRICULTURAL EDUCATION	5,000
UNIVERSITY OF ILLINOIS	URBANA IL 61801	FOR STUDENT SCHOLARSHIPS	1,000
AGRIBUSINESS ASSOCIATION OF IOWA	DES MOINES IA 50309	FOR SUPPORT OF AGRICULTURAL ACTIVITIES	1,000
			739,950

THE GROWMARK FOUNDATION
FEIN 37-1401632
FORM 990-PF, PART VIII DIRECTORS
YEAR ENDED 12/31/2013

(a) Name & Address	(b) Title	(b) Average Hours	(c) Compensation	(d) Contributions to Emp Benefit Plans & Deferred Compensation	(e) Expense account, other allowances
Jeffrey M Solberg 1701 Towanda Avenue, Bloomington, IL 61701	Director	NIL	- 0 -	- 0 -	- 0 -
Brent D Bostrom 1701 Towanda Avenue, Bloomington, IL 61701	Director	NIL	- 0 -	- 0 -	- 0 -
Brent Ericson 1701 Towanda Avenue, Bloomington, IL 61701	Director	NIL	- 0 -	- 0 -	- 0 -
Marshall P Bohbrink 1701 Towanda Avenue, Bloomington, IL 61701	Director	NIL	- 0 -	- 0 -	- 0 -
Steve Buckalew 1701 Towanda Avenue, Bloomington, IL 61701	Director	NIL	- 0 -	- 0 -	- 0 -
James Spradlin 1701 Towanda Avenue, Bloomington, IL 61701	Director	NIL	- 0 -	- 0 -	- 0 -
Kevin Carroll 1701 Towanda Avenue, Bloomington, IL 61701	Director	NIL	- 0 -	- 0 -	- 0 -
Shelly Kruse 1701 Towanda Avenue, Bloomington, IL 61701	Director	NIL	- 0 -	- 0 -	- 0 -
Sandra Heissler 1701 Towanda Avenue, Bloomington, IL 61701	Asst Secrtary	NIL	- 0 -	- 0 -	- 0 -
Jeff Lynch 1701 Towanda Avenue, Bloomington, IL 61701	Asst Treasurer	NIL	- 0 -	- 0 -	- 0 -

Form **8868**

(Rev January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.

OMB No 1545-1709

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . ▶ ☒
• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).
Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. THE GROWMARK FOUNDATION	Employer identification number (EIN) or 37-1401632
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. 1701 TOWANDA AVENUE P.O. BOX 2500	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions BLOOMINGTON, IL 61702-2500	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
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

• The books are in the care of ▶ THE GROWMARK FOUNDATION

Telephone No ▶ (309)557-6074 Fax No. ▶ (309)557-7106

• 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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15 , 20 14 , to file the exempt organization return for the organization named above. The extension is for the organization's return for.
▶ ☒ calendar year 20 13 or
▶ ☐ tax year beginning ______ , 20 ___ , and ending ______ , 20 ___ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a 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.	**3a**	$	30,400
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.	**3b**	$	0
c **Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**3c**	$	30,400

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions