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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation BLUE CROSS & BLUE SHIELD OF MISSISSIPPI FOUNDATION		A Employer identification number 20-0471034
	Number and street (or P O box number if mail is not delivered to street address) 3545 LAKE LAND DRIVE	Room/suite	B Telephone number (see page 10 of the instructions) (601) 664-4703
	City or town, state, and ZIP code FLOWOOD, MS 39232		C If exemption application is pending, check here <input type="checkbox"/>
			D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 47,940,741.		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))				(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)					
	2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B,					
	3	Interest on savings and temporary cash investments		5,503.	5,503.		ATCH 1
	4	Dividends and interest from securities		1,470,663.	1,470,663.		ATCH 2
	5a	Gross rents					
	b	Net rental income or (loss)					
	6a	Net gain or (loss) from sale of assets not on line 10		15,392.			
	b	Gross sales price for all assets on line 6a 46,262,205.					
	7	Capital gain net income (from Part IV, line 2)			15,392.		
	8	Net short-term capital gain					
	9	Income modifications					
	10 a	Gross sales less returns and allowances					
Operating and Administrative Expenses	b	Less Cost of goods sold					
	c	Gross profit or (loss) (attach schedule)					
	11	Other income (attach schedule)					
	12	Total. Add lines 1 through 11		1,491,558.	1,491,558.		
	13	Compensation of officers, directors, trustees, etc.		166,759.			166,759.
	14	Other employee salaries and wages					
	15	Pension plans, employee benefits					
	16 a	Legal fees (attach schedule)					
	b	Accounting fees (attach schedule) ATCH 3		6,500.	0.	0.	0.
	c	Other professional fees (attach schedule) *		13,325.			13,325.
	17	Interest					
	18	Taxes (attach schedule) (see page 14 of the instructions) **		56,774.			9,685.
	19	Depreciation (attach schedule) and depletion					
	20	Occupancy					
	21	Travel, conferences, and meetings		11,326.			11,326.
	22	Printing and publications		10,864.			10,864.
	23	Other expenses (attach schedule) ATCH 6		80,432.	67,171.		13,262.
	24	Total operating and administrative expenses. Add lines 13 through 23		345,980.	67,171.	0.	225,221.
	25	Contributions, gifts, grants paid		2,148,209.			2,148,209.
	26	Total expenses and disbursements Add lines 24 and 25		2,494,189.	67,171.	0.	2,373,430.
	27	Subtract line 26 from line 12					
	a	Excess of revenue over expenses and disbursements		-1,002,631.			
	b	Net investment income (if negative, enter -0-)			1,424,387.		
	c	Adjusted net income (if negative, enter -0-)				-0-	

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	7,642,362.	4,489,601.	4,489,601.
	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 page 16 of the 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			
	10 a	Investments - U S and state government obligations (attach schedule) **	41,507,942.	43,151,548.	43,151,548.
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	Liabilities	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 ▶ <u>ATCH 8</u>)	345,918.	299,592.	299,592.
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	49,496,222.	47,940,741.	47,940,741.
17		Accounts payable and accrued expenses	45,881.	54,326.	
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)	45,881.	54,326.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	49,450,341.	47,886,415.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	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			
	30	Total net assets or fund balances (see page 17 of the instructions)	49,450,341.	47,886,415.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	49,496,222.	47,940,741.	

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	49,450,341.
2	Enter amount from Part I, line 27a	2	-1,002,631.
3	Other increases not included in line 2 (itemize) ▶ <u>ATTACHMENT 9</u>	3	-561,295.
4	Add lines 1, 2, and 3	4	47,886,415.
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	47,886,415.

** ATCH 7

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
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	15,392.	
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 }			3		

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

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

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

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

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

(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))
2008	1,886,128.	46,868,811.	0.040243
2007	2,252,369.	31,805,183.	0.070818
2006	1,262,019.	19,492,657.	0.064743
2005	291,464.	17,846,703.	0.016332
2004	271,916.	4,941,730.	0.055024
2 Total of line 1, column (d)			2 0.247160
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 0.049432
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 47,752,508.
5 Multiply line 4 by line 3			5 2,360,502.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 14,244.
7 Add lines 5 and 6			7 2,374,746.
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 on page 18			8 2,373,430.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	28,488.
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	28,488.
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	28,488.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	44,091.	
b Exempt foreign organizations-tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	5,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	49,091.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	20,603.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax 20,603. Refunded	11		

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for 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	1b		X
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		
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 page 19 of the instructions) MS,			
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities (continued)

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address WWW.HEALTHIERMISSISSIPPI.ORG				
14	The books are in care of JEFFERY T. LEBER Telephone no 601-932-3704			
Located at 3545 LAKE LAND DRIVE FLOWOOD, MS ZIP + 4 39232				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	<input type="checkbox"/>		
and enter the amount of tax-exempt interest received or accrued during the year 15				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2009 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 2009)	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 2009?	4b	X

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

5 a 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 page 22 of the 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 page 22 of the 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)

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** X

If "Yes" to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **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 page 22 of the 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
ATTACHMENT 10		132,659.	34,100.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the 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 **NONE****Part IX-A Summary of Direct Charitable Activities**

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

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	46,750,616.
b	Average of monthly cash balances	1b	1,429,496.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	299,592.
d	Total (add lines 1a, b, and c)	1d	48,479,704.
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	0.
3	Subtract line 2 from line 1d	3	48,479,704.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	727,196.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	47,752,508.
6	Minimum investment return. Enter 5% of line 5	6	2,387,625.

Part XI Distributable Amount (see page 25 of the 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	2,387,625.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	28,488.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	28,488.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,359,137.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,359,137.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,359,137.

Part XII Qualifying Distributions(see page 25 of the 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	2,373,430.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,373,430.
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 page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,373,430.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				2,359,137.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007 6,618.				
e From 2008				
f Total of lines 3a through e 6,618.	6,618.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 2,373,430.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				2,359,137.
e Remaining amount distributed out of corpus 14,293.	14,293.			
5 Excess distributions carryover applied to 2009 (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 20,911.	20,911.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a 20,911.	20,911.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007 6,618.				
d Excess from 2008				
e Excess from 2009 14,293.	14,293.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

ATTACHMENT 11

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

SEE ATTACHED STATEMENT

c Any submission deadlines

N/A

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

SEE ATTACHED STATEMENT

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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 ATTACHMENT 12				
Total.			▶ 3a	2,148,209.
b Approved for future payment				
Total.			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the 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			14	5,503.	
4	Dividends and interest from securities			14	1,470,663.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	15,392.	
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)				1,491,558.	
13	Total. Add line 12, columns (b), (d), and (e)				1,491,558.	

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

[illegible]

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?		Yes	No
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

[illegible]

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 or fiduciary) is based on all information of which preparer has any knowledge.


Sign Here

Signature of officer or trustee

11/10/10
Date

COO
Title

**Paid
Preparer's
Use Only**

Preparer's signature 

Date
10/10/10

Check if self-employed ☐

Preparer's identifying
number (See Signature on
page 30 of the instructions)

Firm's name (or yours if self-employed), address, and ZIP code **Carr, Riggs & Ingram, LLC**

EIN ▶	72-1396621
-------	------------

Phone no _____

P.O. Box 2418
Ridgeland, MS 39158

Form 990-PF (2009)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
46262205.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 46246813.				P	15,392.	
TOTAL GAIN (LOSS)							<u>15,392.</u>	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CERTIFICATES OF DEPOSIT	2,810.	2,810.
CERTIFICATES OF DEPOSIT-TRUSTMARK	2,693.	2,693.
TOTAL	<u>5,503.</u>	<u>5,503.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
US GOVERNMENT BONDS/NOTES	38,750.	38,750.
US GOVERNMENT AGENCIES	1,383,823.	1,383,823.
AMORTIZATION - US TREASURY BONDS/NOTES	45,284.	45,284.
AMORTIZATION - US GOVERNMENT AGENCIES	2,806.	2,806.
TOTAL	<u>1,470,663.</u>	<u>1,470,663.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	6,500.			
TOTALS	<u>6,500.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
CONSULTING & PROFESSIONAL	13,325.	13,325.
TOTALS	<u>13,325.</u>	<u>13,325.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	47,089. 9,685.	9,685.
TOTALS	<u>56,774.</u>	<u>9,685.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
CUSTODY FEE	67,171.	67,171.	
ADMIN. PURCHASED SERVICES -BCB	6,131.		6,131.
MISCELLANEOUS EXPENSE	525.		525.
EDP EQUIPMENT RENTAL	2,893.		2,893.
POSTAGE	23.		23.
DUES AND ASSESSMENTS	3,525.		3,525.
BANKING FEES	9.		9.
REPAIRS & MAINTENANCE	155.		155.
TOTALS	<u>80,432.</u>	<u>67,171.</u>	<u>13,261.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>ATTACHMENT 7</u>	
	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
US OBLIGATIONS	43,151,548.	43,151,548.
US OBLIGATIONS TOTAL	<u>43,151,548.</u>	<u>43,151,548.</u>

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20-0471034

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ACCRUED INTEREST	283,989.	283,989.
ACCRUED TAXES RECEIVABLE	15,603.	15,603.
TOTALS	<u>299,592.</u>	<u>299,592.</u>

ATTACHMENT 9FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
CHANGE IN UNREALIZED GAINS/LOSSES	-561,295.
TOTAL	<u>-561,295.</u>

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20-0471034

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
M. CAROL PIGOTT 3545 LAKELAND DRIVE FLOWOOD, MS 39232	PRESIDENT, CHAIRMAN 1.00	0.	0.	0.
THOMAS C. FENTER, MD 3545 LAKELAND DRIVE FLOWOOD, MS 39232	VP, DIRECTOR 1.00	0.	0.	0.
JOHN L. SEWELL 3545 LAKELAND DRIVE FLOWOOD, MS 39232	VP, DIRECTOR 1.00	0.	0.	0.
JEFFERY T. LEBER 3545 LAKELAND DRIVE FLOWOOD, MS 39232	TREASURER, DIRECTOR 1.00	0.	0.	0.
EDWARD HILL 3545 LAKELAND DRIVE FLOWOOD, MS 39232	DIRECTOR 1.00	4,000.	0.	0.
ANNIE WIMBISH 3545 LAKELAND DRIVE FLOWOOD, MS 39232	DIRECTOR 1.00	4,000.	0.	0.

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20-0471034

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
WADE OVERSTREET 3545 LAKE LAND DRIVE FLOWOOD, MS 39232	36.00	124,659.	34,100.	0.
GRAND TOTALS		132,659.	34,100.	0.

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20-0471034

ATTACHMENT 11

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

SHELIA GROGAN
PO BOX 1043
JACKSON, MS 39215-1043
601-664-4703

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
HATTIESBURG PUBLIC SCHOOL DISTRICT 301 MAMIE STREET HATTIESBURG, MS 39401	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING-LILLIE BURNEY ELEMENTARY	24,967
QUITMAN SCHOOL DISTRICT 104 EAST FRANKLIN STREET QUITMAN, MS 39355	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING - UPPER & LOWER ELEMENTARY	49,934
TATE COUNTY SCHOOL DISTRICT 107 COURT STREET SENATOBIA, MS 38668	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING-STRAYHORN ELEMENTARY SCHOOL	24,967
DELTA STATE UNIVERSITY HWY 8 WEST CLEVELAND, MS 38733	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING	572,123
ATTALA COUNTY SCHOOL DISTRICT 100 COURTHOUSE BLDG SUITE 3 KOSCIUSKO, MS 39090	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING-GREENLEE ELEMENTARY	24,967
CHOCTAW COUNTY SCHOOL DISTRICT 109 EAST MAIN STREET ACHERMAN, MS 39735	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING-FRENCH CAMP ELEMENTARY	24,967

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
CLAY COUNTY SCHOOL DISTRICT P O BOX 77 WEST POINT, MS 39773	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING-WEST CLAY ELEMENTARY	24,967
COAHOMA COUNTY SCHOOL DISTRICT 1555 LEE DRIVE CLARKSDALE, MS 38614	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING-FRIARS POINT ELEMENTARY	24,967.
CLARKSDALE MUNICIPAL SCHOOL DISTRICT P O BOX 1088 CLARKSDALE, MS 38614	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING-MYTLE HALL & KILPATRICK ELEMENTARY	49,934
GRENADA COUNTY SCHOOL DISTRICT 253 SOUTH MAIN STREET GRENADA, MS 38901	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING-GRENADA UPPER & LOWER ELEMENTARY	49,934
BAY ST LOUIS-WAVELAND SCHOOL DISTRICT 201 CARROLL AVENUE BAY ST LOUIS, MS 39520	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING -WAVELAND MIDDLE	24,967
HANCOCK COUNTY SCHOOL DISTRICT 17304 HIGHWAY 603 KILN, MS 39556	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING-SOUTH HANCOCK ELEMENTARY, BAY ST LOUIS ELEMENTARY & WEST HANCOCK ELEMENTARY	49,934

FORM 990DE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
CHRISTIAN COLLEGIATE ACADEMY 12200 DEDEAUX ROAD GULFPORT, MS 39503	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING	24,967
NATIVITY BVM SCHOOL 1046 BEACH BLVD BILOXI, MS 39530	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING	24,967
OUR LADY OF FATIMA 320 JIM MONEY ROAD BILOXI, MS 39531	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING	24,967
HARRISON COUNTY SCHOOL DISTRICT 11072 HIGHWAY 49 GULFPORT, MS 39503	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING-LIZANA ELEMENTARY	24,967
GULFPORT SCHOOL DISTRICT 2001 PASS ROAD GULFPORT, MS 39501	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING-PASS ROAD ELEMENTARY	24,967
HINDS COUNTY SCHOOL DISTRICT 13192 HIGHWAY 18 RAYMOND, MS 39154	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING-UTICA ELEMENTARY	24,967

FORM 990DP, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
ITAWAMBA COUNTY SCHOOL DISTRICT 605 SOUTH CUMMINGS STREET FULTON, MS 38843	N/A SCHOOL		PROJECT FIT AMERICA GRANT FUNDING-DORSEY ATTENDANCE CENTER	24,967.
PASCAGOULA SCHOOL DISTRICT 1006 COMMUNY AVENUE PASCAGOULA, MS 39567	N/A SCHOOL		PROJECT FIT AMERICA GRANT FUNDING-GAUTIER ELEMENTARY	24,967.
HEIDELBURG ACADEMY P O DRAWER Q HEIDELBURG, MS 39439	N/A SCHOOL		PROJECT FIT AMERICA GRANT FUNDING	24,967
LAMAR COUNTY SCHOOL DISTRICT P O BOX 609 PURVIS, MS 39475	N/A SCHOOL		PROJECT FIT AMERICA GRANT FUNDING-OAK GROVE LOWER ELEMENTARY, HATTIESBURG & PURVIS LOWER ELEMENTARY	49,934
LAUDERDALE COUNTY PUBLIC SCHOOLS P O BOX 5498 MERIDIAN, MS 39302	N/A SCHOOL		PROJECT FIT AMERICA GRANT FUNDING-WEST LAUDERDALE MIDDLE, COLLINGS & NORTHEAST LAUDERDALE MIDDLE	49,934
LAWRENCE COUNTY SCHOOL DISTRICT 346 THOMAS E JOLLEY DR. WEST MONTICELLO, MS 39654	N/A SCHOOL		PROJECT FIT AMERICA GRANT FUNDING-NEW HEBRON SCHOOL	24,967.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
COLUMBUS MUNICIPAL SCHOOL DISTRICT P O BOX 1308 COLUMBUS, MS 39703	N/A SCHOOL		PROJECT FIT AMERICA GRANT FUNDING FRANKLIN ACADEMY	24,967
MADISON COUNTY SCHOOL DISTRICT P O BOX 159 FLORA, MS 39071	N/A SCHOOL		PROJECT FIT AMERICA GRANT FUNDING-LUTHER BRANSON ELEMENTARY, CANTON & MADISON STATION ELEMENTARY	49,934
CHRIST COVENANT SCHOOL 752 SOUTH PEAR ORCHARD RD RIDGELAND, MS 39157	N/A SCHOOL		PROJECT FIT AMERICA GRANT FUNDING	24,967
AMORY COUNTY SCHOOL DISTRICT P O BOX 330 AMORY, MS 38821	N/A SCHOOL		PROJECT FIT AMERICA GRANT FUNDING-AMORY MIDDLE SCHOOL, WEST AMORY ELEMENTARY & EAST AMORY ELEMENTARY	74,901
NOXUBEE COUNTY SCHOOL DISTRICT P O BOX 540 MACON, MS 39341	N/A SCHOOL		PROJECT FIT AMERICA GRANT FUNDING-EARL NASH ELEMENTARY	24,967
STARKVILLE SCHOOL DISTRICT 401 GREENSBORO STREET STARKVILLE, MS 39759	N/A SCHOOL		PROJECT FIT AMERICA GRANT FUNDING -PAUL D ARMSTRONG MIDDLE	24,967

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20-0471034

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOUTH PANOLA SCHOOL DISTRICT 209 BOOTHE STREET BATESVILLE, MS 38606	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING-BATESVILLE INTERMEDIATE & POPE SCHOOL	49,934
PONTOTOC COUNTY SCHOOL DISTRICT 285 HIGHWAY 15 BYPASS SOUTH PONTOTOC, MS 38863	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING-NORTH PONTOTOC ELEMENTARY	24,967
PRENTISS COUNTY SCHOOL DISTRICT P O BOX 179 BOONEVILLE, MS 38829	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING-HILLS CHAPEL ELEMENTARY	24,967
PINELAKE CHRISTIAN SCHOOL 6073 HIGHWAY 25 BRANDON, MS 39047	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING	24,967
SCOTT COUNTY SCHOOL DISTRICT 100 EAST 1ST ST SUITE B FOREST, MS 39074	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING-LAKE ELEMENTARY	24,967
SIMPSON COUNTY SCHOOL DISTRICT 111 EDUCATION LANE MENDENHALL, MS 39114	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING-MENDENHALL JUNIOR HIGH	24,967

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DREW SCHOOL DISTRICT 286 WEST PARK AVENUE DREW, MS 38737	N/A SCHOOL		PROJECT FIT AMERICA GRANT FUNDING-A W JAMES ELEMENTARY	24,967
SENATOBIA MUNICIPAL SCHOOL DISTRICT 104 MCKIE STREET SENATOBIA, MS 38668	N/A SCHOOL		PROJECT FIT AMERICA GRANT FUNDING-SENATOBIA MIDDLE SCHOOL	24,967
SOUTH TIPPAAH SCHOOL DISTRICT 402 GREENLEE DRIVE RIPLEY, MS 38663	N/A SCHOOL		PROJECT FIT AMERICA GRANT FUNDING-BLUE MOUNTAIN SCHOOL	24,967
TISHOMINGO COUNTY SCHOOL DISTRICT 1620 PAUL EDMONDSON DRIVE IUKA, MS 38852	N/A SCHOOL		PROJECT FIT AMERICA GRANT FUNDING-IUKA ELEMENTARY	24,967
UNION COUNTY SCHOOL DISTRICT 250 CARTER AVENUE NEW ALBANY, MS 38652	N/A SCHOOL		PROJECT FIT AMERICA GRANT FUNDING-WEST UNION ATTENDANCE	24,967
NEW ALBANY PUBLIC SCHOOL DISTRICT 301 STATE HIGHWAY 15 NORTH NEW ALBANY, MS 38652	N/A SCHOOL		PROJECT FIT AMERICA GRANT FUNDING-NEW ALBANY MIDDLE SCHOOL	24,967

FORM 990DE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
VICKSBURG-WARREN SCHOOL DISTRICT 1500 MISSION 66 VICKSBURG, MS 39180	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING-BOWMAR ELEMENTARY	24,967
OUR LADY OF LOURDES 1600 EAST REED ROAD GREENVILLE, MS 38703	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING	24,967
WAYNE COUNTY SCHOOL DISTRICT 810 CHICKASAWHAY STREET WAYNESBORO, MS 39367	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING-BEAT FOUR ELEMENTARY	24,967.
WEBSTER COUNTY SCHOOL DISTRICT 95 CLARK AVENUE EUPORA, MS 39744	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING-EAST WEBSTER ELEMENTARY	24,967
GREENVILLE PUBLIC SCHOOL DISTRICT 412 SOUTH MAIN STREET GREENVILLE, MS 38701	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING-LUCY WEBB ELEMENTARY & MELISSA MANNING ELEMENTARY	49,934.
LOWNDES COUNTY SCHOOLS 1053 HIGHWAY 45 SOUTH COLUMBUS, MS 39701	N/A	SCHOOL	PROJECT FIT AMERICA GRANT FUNDING-NEW HOPE MIDDLE	24,967

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

DELTA STATE UNIVERSITY
HWY 8 WEST
CLEVELAND, MS 38733

N/A

DELTA STATE/CLEVELAND INITIATIVE

128,000

TOTAL CONTRIBUTIONS PAID

2,148,209

Blue Cross & Blue Shield of Mississippi Foundation
EIN 20-0471034

Statement Regarding Responses to Part VII-B, Lines 1a(3) and 1a(4):

The Foundation received the following items at no cost from Blue Cross & Blue Shield of Mississippi:

1. Office and other incidental supplies
2. Non-professional services
3. The use of Blue Cross & Blue Shield facilities for office space

As allowed under Regulations 53.4941(d)-3, the foundation reimbursed Blue Cross & Blue Shield of Mississippi for compensation and expenses directly related to the performance of personal services which were reasonable and necessary to carry out the exempt purpose of the Foundation.

Blue Cross & Blue Shield of Mississippi Foundation
EIN 20-0471034

Attachment to Form 990-PF

12/31/09

Part XV, Question 2b

All applicants must initiate the process of applying for a grant by submitting a brief Letter of Inquiry.

The Letter of Inquiry should provide a clear and concise description of the organization's project. An electronic submission can be made by completing the Letter of Inquiry questions at www.healthiermississippi.org. A written Letter of Inquiry should be no more than three pages.

Please summarize the project by responding to each point below:

- Briefly describe the issue the project seeks to address.
- Into which of the Foundation's areas of interest does your project fit?
 - Children's Health and Wellness
 - Community Health Initiatives
 - Promotion of Healthy Lifestyles and Choices
- How do you define success for the program, and how will you measure it?
- Provide information about key personnel who will lead the project, and about their qualifications.
- Provide an estimate of the program's total budget and the amount of financial support you seek from Blue Cross & Blue Shield of Mississippi Foundation.
- Explain how funding from the Foundation will achieve the goals of the project.
- Explain how the project could be easily replicated to serve as a model for other communities in the state.

A foundation representative will contact you to confirm receipt of your electronic submission or written letter. Within six weeks, you then will receive one of the following:

- A request for more information;
- A request for a full grant application;
- A letter informing you that the Foundation cannot fund your project.

Thank you for your interest in working with the Blue Cross & Blue Shield of Mississippi Foundation.

Blue Cross & Blue Shield of Mississippi Foundation
EIN 20-0471034

Attachment to Form 990-PF
12/31/09
Part XV, Question 2d

To be eligible for funding consideration from the Foundation, an organization must:

- Be located in Mississippi;
- Benefit the citizens of Mississippi;
- Serve the community with no discrimination by age, race, gender, religion, sexual orientation or disability;
- Not duplicate or significantly overlap the work of public agencies;
- Be a 501(c)(3) charitable organization (but not a private foundation) and provide proof of such current designation in the form of an IRS determination letter, or governmental entity or public charity.

The Foundation does not provide funding for the following:

- Individuals;
- Projects that are not directly focused on addressing the health and wellness of citizens of Mississippi;
- Denominational or religious organizations;
- Political caucuses, candidates or campaigns;
- Special occasion or commemorative advertising, i.e., journals or dinner programs, unless part of an overall sponsorship effort;
- Hospitals or hospital building funds, unless part of a 501(c)(3) charitable branch of a hospital;
- College alumni associations; or high school or college sports teams or events.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ☒ **X**
 - 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.

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.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print File by the due date for filing your return. See Instructions.	Name of Exempt Organization BLUE CROSS & BLUE SHIELD OF MISSISSIPPI FOUNDATION	Employer identification number 20-0471034
	Number, street, and room or suite no. If a P.O. box, see instructions. 3545 LAKELAND DRIVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. FLOWOOD, MS 39232	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

JEFFREY T. LEBER

- The books are in the care of ► **3545 LAKELAND DRIVE - FLOWOOD, MS 39232**
Telephone No. ► **(601) 932-3704** 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 will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2009** or
► ☐ tax year beginning _____, and ending _____.

- 2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 49,091.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 44,091.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 5,000.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2009)

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

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).	
Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number	
	BLUE CROSS & BLUE SHIELD OF MISSISSIPPI FOUNDATION	20-0471034	
	Number, street, and room or suite no. If a P.O. box, see instructions.	For IRS use only	
	3545 LAKE LAND DRIVE		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	FLOWOOD, MS 39232		

Check type of return to be filed (File a separate application for each return):

- ☐ Form 990
 ☐ Form 990-EZ
 ☐ Form 990-T (sec. 401(a) or 408(a) trust)
 ☐ Form 1041-A
 ☐ Form 5227
 ☐ Form 8870
☐ Form 990-BL
☒ Form 990-PF
☐ Form 990-T (trust other than above)
☐ Form 4720
☐ Form 6069

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

JEFFREY T. LEBER

- The books are in the care of ☒ 3545 LAKE LAND DRIVE - FLOWOOD, MS 39232
 Telephone No. ☒ (601) 932-3704 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, 2010.

5 For calendar year 2009, or other tax year beginning _____, and ending _____.

6 If this tax year 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

THE TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	49,091.
b	If this application is for Form 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	\$	49,091.
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

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 ☒ Jeffrey T. Leber Title ☒ CPA/AGENT

Date ☒ 8/2/10

Form 8868 (Rev 4-2009)