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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

2009Department of the Treasury
Internal Revenue Service

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 , and ending

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 THE HIGHMARK FOUNDATION		A Employer identification number 25-1876666
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number 412-544-8894
	City or town, state, and ZIP code PITTSBURGH, PA 15222		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) \$ 57,114,012.		J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	1,647,475.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	396,996.	396,996.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	8,697.			STATEMENT 1
	b Gross sales price for all assets on line 6a	38,561,034.			
	7 Capital gain net income (from Part IV, line 2)		9,164,537.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	2,053,168.	9,561,533.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans; employee benefits				
	16a Legal fees STMT 2	1,959.	0.		8,845.
	b Accounting fees STMT 3	17,760.	0.		20,000.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	51,586.	0.		0.
	19 Depreciation and depletion	4,448.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses STMT 5	5,128,158.	0.		5,467,665.	
24 Total operating and administrative expenses. Add lines 13 through 23	5,203,911.	0.		5,496,510.	
25 Contributions, gifts, grants paid	10,516,776.			16,115,126.	
26 Total expenses and disbursements. Add lines 24 and 25	15,720,687.	0.		21,611,636.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<13,667,519.>				
b Net investment income (if negative, enter -0-)		9,561,533.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	15,585,031.	7,425,808.	7,425,808.
	3	Accounts receivable ▶ 79,891.			
		Less: allowance for doubtful accounts ▶	166,385.	79,891.	79,891.
	4	Pledges receivable ▶ 19,275,718.			
		Less: allowance for doubtful accounts ▶	37,628,243.	19,275,718.	19,275,718.
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	520,364.	1,400.	1,400.
	10a	Investments - U.S. and state government obligations STMT 8	10,745,456.	19,188,698.	19,188,698.
	b	Investments - corporate stock STMT 9	2,307,776.	3,168,300.	3,168,300.
	c	Investments - corporate bonds STMT 10	8,062,199.	7,943,805.	7,943,805.
Liabilities	11	Investments - land, buildings, and equipment basis ▶ 44,476.			
		Less accumulated depreciation ▶ 14,084.	34,839.	30,392.	30,392.
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers)	75,050,293.	57,114,012.	57,114,012.
	17	Accounts payable and accrued expenses	328,773.	348,235.	
	18	Grants payable	14,743,416.	9,145,066.	
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	15,072,189.	9,493,301.	
		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	11,167,200.	10,762,706.	
	25	Temporarily restricted	48,810,904.	36,858,005.	
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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			
	30	Total net assets or fund balances	59,978,104.	47,620,711.	
	31	Total liabilities and net assets/fund balances	75,050,293.	57,114,012.	

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	59,978,104.
2	Enter amount from Part I, line 27a	2	<13,667,519.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	1,310,126.
4	Add lines 1, 2, and 3	4	47,620,711.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	47,620,711.

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 SECURITIES		P	VARIOUS	VARIOUS
b SECURITIES		D	VARIOUS	VARIOUS
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 19,602,060.		19,409,917.	192,143.
b 18,958,974.		9,986,580.	8,972,394.
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			192,143.
b			8,972,394.
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	9,164,537.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2008	22,123,031.	33,166,226.	.667035
2007	20,716,340.	31,844,809.	.650541
2006	3,999,078.	27,034,130.	.147927
2005	3,348,028.	24,137,282.	.138708
2004	1,164,169.	6,872,092.	.169405

2 Total of line 1, column (d)	2	1.773616
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	.354723
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	30,237,623.
5 Multiply line 4 by line 3	5	10,725,980.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	95,615.
7 Add lines 5 and 6	7	10,821,595.
8 Enter qualifying distributions from Part XII, line 4	8	21,611,636.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	95,615.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	95,615.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	95,615.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	23,253.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	85,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	108,253.	
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	12,638.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 12,638. Refunded <input type="checkbox"/> 0.	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address ► <u>HTTPS://WWW.HIGHMARK.COM/HMK2/COMMUNITY/HMFOUNDATION/IN</u>	13	X	
14	The books are in care of ► <u>THE HIGHMARK FOUNDATION</u> Telephone no. ► <u>412-544-7950</u> Located at ► <u>120 FIFTH AVENUE, SUITE 924, PITTSBURGH, PA</u> ZIP+4 ► <u>15222</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		15	N/A

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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" 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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A <input checked="" type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 instructions.) <input type="checkbox"/> N/A <input checked="" type="checkbox"/>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.) <input type="checkbox"/> N/A <input checked="" type="checkbox"/>	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

Form 990-PF (2009)

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

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

If "Yes" to 6b, file Form 8870.

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MULLEN PO BOX 7247-7279, PHILADELPHIA, PA 19170-7279	RADIO AND TV EDUCATIONAL SPOTS	1682145.
INNERLINK - 313 WEST LIBRARY STREET, SUITE 201, LANCASTER, PA 17603	HEALTH E-TOOLS FOR NUTRITION AND OBESIT	1241688.
WINDBER RESEARCH INSTITUTE 620 SEVENTH STREET, WINDBER, PA 15963	BULLYING PREVENTION INSTITUTES	283,885.
CAMPOS, INC. - 216 BOULEVARD OF THE ALLIES, PITTSBURGH, PA 15222	AWARENESS SURVEY AND IMPACT EVALUATION	161,775.
CONSOLIDATED GRAPHICS COMMUNICATIONS - PO BOX A, 1901 MAYVIEW ROAD, BRIDGEVILLE, PA 15017	HHH5 TABLOID INSERT PRINTING	95,888.
Total number of others receiving over \$50,000 for professional services		3

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 SEE ATTACHED	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a Average monthly fair market value of securities	1a	20,193,489.	
b Average of monthly cash balances	1b	10,392,922.	
c Fair market value of all other assets	1c	111,683.	
d Total (add lines 1a, b, and c)	1d	30,698,094.	
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.	
2 Acquisition indebtedness applicable to line 1 assets	2	0.	
3 Subtract line 2 from line 1d	3	30,698,094.	
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	460,471.	
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,237,623.	
6 Minimum investment return. Enter 5% of line 5	6	1,511,881.	

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	1,511,881.
2a Tax on investment income for 2009 from Part VI, line 5	2a	95,615.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	95,615.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,416,266.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,416,266.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,416,266.

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	21,611,636.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	21,611,636.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	95,615.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	21,516,021.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,416,266.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	1,005,158.			
b From 2005	2,156,962.			
c From 2006	2,671,505.			
d From 2007	19,329,696.			
e From 2008	20,595,370.			
f Total of lines 3a through e	45,758,691.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 21,611,636.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				1,416,266.
e Remaining amount distributed out of corpus	20,195,370.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	65,954,061.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	1,005,158.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	64,948,903.			
10 Analysis of line 9:				
a Excess from 2005	2,156,962.			
b Excess from 2006	2,671,505.			
c Excess from 2007	19,329,696.			
d Excess from 2008	20,595,370.			
e Excess from 2009	20,195,370.			

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(i)(3) or ☐ 4942(i)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:
(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(i)(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 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).)

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 of the person to whom applications should be addressed:

SEE ATTACHED STATEMENT

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

SEE ATTACHED

c Any submission deadlines:

NONE

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

SEE ATTACHED

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				
Total	SEE ATTACHED STATEMENT(S)			▶ 3a 16115126.
b Approved for future payment				
Total	SEE ATTACHED STATEMENT(S)			▶ 3b 9,172,608.

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
	(a) Business code	(b) Amount	(c) Exclu- sion 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			14	396,996.		
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	8,697.		
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.		405,693.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	405,693.

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

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

[illegible]

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

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

[illegible]



2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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 		Date 10/20/10		Title TREASURER	
	Preparer's signature 		Date 10/13/10		Check if self-employed <input type="checkbox"/>	
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code ALPERN ROSENTHAL 339 SIXTH AVENUE, 8TH FL PITTSBURGH, PA 15222-2525				Preparer's identifying number EIN Phone no. 412-281-2501	

Form **990-PF** (2009)

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

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

THE HIGHMARK FOUNDATION

Employer identification number

25-1876666

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate 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 aggregate 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 line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

THE HIGHMARK FOUNDATION

25-1876666

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	HIGHMARK INC. (SEE STMT 6) 120 FIFTH AVENUE PITTSBURGH, PA 15222	\$ 1,647,475.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
				PURCHASED	VARIOUS	VARIOUS
SECURITIES						
	19,602,060.	19,409,917.	0.		0.	192,143.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
				DONATED	VARIOUS	VARIOUS
SECURITIES						
	18,958,974.	19,142,420.	0.		0.	<183,446.>

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	8,697.

FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	1,959.	0.		8,845.
TO FM 990-PF, PG 1, LN 16A	1,959.	0.		8,845.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
	17,760.	0.		20,000.	
TO FORM 990-PF, PG 1, LN 16B	17,760.	0.		20,000.	

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAXES	51,586.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	51,586.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OTHER FOUNDATION EXPENSES	88,393.	0.		88,393.	
ETOOOLS FOR SCHOOLS USED IN HIGHMARK HEALTHY HIGH 5 PROGRAM	2,029,780.	0.		2,052,919.	
ADMINISTRATIVE EXPENSES FOR HIGHMARK HEALTHY HIGH 5 PROGRAM	362,752.	0.		362,752.	
OTHER HIGHMARK HEALTHY HIGH 5 PROGRAM RELATED EXPENSES	2,647,233.	0.		2,963,601.	
TO FORM 990-PF, PG 1, LN 23	5,128,158.	0.		5,467,665.	

FOOTNOTES				STATEMENT	6
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SCHEDULE B, PART I, LINE 1 - CONTRIBUTION LISTING
HIGHMARK INC.
120 FIFTH AVENUE
PITTSBURGH, PA 15222

1,647,475.

IN 2006, HIGHMARK INC MADE A FIVE YEAR \$100 MILLION COMMITMENT TO THE HIGHMARK FOUNDATION TO FUND HIGHMARK HEALTHY HIGH 5 INITIATIVES. ACCORDINGLY HIGHMARK INC CONTRIBUTED \$20 MILLION TO THE HIGHMARK FOUNDATION IN YEARS 2006-2009. THE REMAINING COMMITMENT IS RECORDED BY THE HIGHMARK FOUNDATION AS A CONTRIBUTION RECEIVABLE AT ITS NET PRESENT VALUE. AS OF DECEMBER 31, 2009, THE NET PRESENT VALUE OF THE CONTRIBUTION RECEIVABLE IS APPROXIMATELY \$19.3 MILLION. THE DISCOUNT IS AMORTIZED OVER THE REMAINING LIFE OF THE CONTRIBUTION. THE AMORTIZATION OF THE DISCOUNT IS REPORTED AS CONTRIBUTION REVENUE AND APPEARS IN PART I, LINE 1, COLUMN A, OF FORM 990-PF.

PAGE 2, PART II, LINES 2, 10A, 10B, 10C

THE FOUNDATION IDENTIFIED CERTAIN ERRORS RELATING TO THE PRESENTATION OF THE CLASSIFICATION OF CERTAIN SECURITIES BETWEEN CASH AND CASH EQUIVALENTS AND INVESTMENTS FOR THE YEAR ENDED 12/31/2008. THERE WERE SECURITIES WITH AN ORIGINAL MATURITY OF GREATER THAN THREE MONTHS INCLUDED IN CASH AND CASH EQUIVALENTS, WHICH ARE CONSIDERED TO BE AVAILABLE-FOR-SALE INVESTMENTS. THE RESULTS OF THESE RESTATEMENTS ON THE FORM 990, PAGE 2, PART II, COLUMN A ARE AS FOLLOWS:

LINE 2	AS PREVIOUSLY REPORTED	20,544,979.
LINE 2	RESTATEMENT	<4,959,948.>
LINE 2	AS RESTATED	15,585,031.
LINE 10A	AS PREVIOUSLY REPORTED	6,026,252.
LINE 10A	RESTATEMENT	4,719,203.
LINE 10A	AS RESTATED	10,745,456.
LINE 10B	AS PREVIOUSLY REPORTED	0.
LINE 10B	RESTATEMENT	2,307,776.
LINE 10B	AS RESTATED	2,307,776.
LINE 10C	AS PREVIOUSLY REPORTED	10,129,230.
LINE 10C	RESTATEMENT	<2,067,031.>
LINE 10C	AS RESTATED	8,062,199.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
DESCRIPTION		AMOUNT	
CHANGE IN UNREALIZED GAIN ON AVAILABLE-FOR-SALE INVESTMENTS		1,310,126.	
TOTAL TO FORM 990-PF, PART III, LINE 3		1,310,126.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FEDERAL HOME LN BK CONS	X		705,691.	705,691.
FEDERAL HOME LN BK CONS	X		1,008,130.	1,008,130.
FEDERAL HOME LN BK CONS	X		298,218.	298,218.
FEDERAL FARM CR BK CONS BD	X		187,759.	187,759.
FEDERAL FARM CR BK CONS BD	X		1,993,120.	1,993,120.
FEDERAL NATL MTG ASSN MTN	X		1,022,190.	1,022,190.
FEDERAL HOME LN MTG CORP DISC	X		497,769.	497,769.
FEDERAL HOME LN MTG CORP DISC	X		1,997,351.	1,997,351.
FEDERAL NATL MTG ASSN MTN	X		1,995,594.	1,995,594.
FEDERAL NATL MTG ASSN MTN	X		1,993,370.	1,993,370.
FEDERAL NATL MTG ASSN MTN	X		1,993,156.	1,993,156.
FEDERAL NATL MTG ASSN MTN	X		498,289.	498,289.
FEDERAL HOME LN MTG CORP	X		999,000.	999,000.
FEDERAL FARM CR BK CONS BD	X		499,845.	499,845.
FEDERAL FARM CR BK CONS BD	X		500,000.	500,000.
FEDERAL FARM CR BK CONS BD	X		500,315.	500,315.
FEDERAL FARM CR BK CONS BD	X		498,905.	498,905.
FEDERAL FARM CR BK CONS BD	X		500,000.	500,000.
GEORGIA PWR CO SR NT SER 2008A		X	751,020.	751,020.
PENNSYLVANIA ECONOMIC DEV FING		X	225,000.	225,000.
WRIGHT ST UNIV OHIO GER RCPTS		X	523,976.	523,976.
TOTAL U.S. GOVERNMENT OBLIGATIONS			17,688,702.	17,688,702.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,499,996.	1,499,996.
TOTAL TO FORM 990-PF, PART II, LINE 10A			19,188,698.	19,188,698.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MONSANTO CO NEW COM	1,176,546.	1,176,546.	
SCHLUMBERGER LTD COM	1,991,754.	1,991,754.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,168,300.	3,168,300.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
AMERICAM HONDA FINANCE CORP	255,900.	255,900.	
BP CAPITAL MARKETS PLC	251,810.	251,810.	
BAXTER FIN CO	258,023.	258,023.	
GENERAL ELEC CAP MTN # TR00073	500,050.	500,050.	
GENERAL ELEC CAP CORP MTN	248,333.	248,333.	
ORACLE CORP NT	750,308.	750,308.	
PNC FDG CORP SR NT	977,180.	977,180.	
PEPCO HLDGS INC NT	252,345.	252,345.	
ROCHE HLDGS INC NT 144A	510,540.	510,540.	
SLM CORP MEDIUM TERM NTS BOOK	1,412,310.	1,412,310.	
UNILEVER CAP CORP	263,523.	263,523.	
COMERICA BK DETROIT MICH MTN	499,275.	499,275.	
JOHN DEERE CAPITAL CORP	498,165.	498,165.	
GENERAL ELEC CAP MTN # TR00073	250,025.	250,025.	
HSBC FIN CORP NT	258,825.	258,825.	
MONUMENTAL GLOBAL FUNDING	497,895.	497,895.	
MORGAN STANLEY NT	259,298.	259,298.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,943,805.	7,943,805.	

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 11
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
C. MICHAEL BLACKWOOD 120 FIFTH AVENUE, FIFTH AVENUE PLACE PITTSBURGH, PA 15222	DIRECTOR 1.00	 0.	 0.	 0.
MELISSA M. ANDERSON 120 FIFTH AVENUE, FIFTH AVENUE PLACE PITTSBURGH, PA 15222	TREASURER 1.00	 0.	 0.	 0.
THOMAS J. ROHNER, JR. M.D. 120 FIFTH AVENUE, FIFTH AVENUE PLACE PITTSBURGH, PA 15222	DIRECTOR 1.00	 0.	 0.	 0.
DAVID M. O'BRIEN 120 FIFTH AVENUE, FIFTH AVENUE PLACE PITTSBURGH, PA 15222	CHAIRPERSON 1.00	 0.	 0.	 0.
DORIS CARSON WILLIAMS 120 FIFTH AVENUE, FIFTH AVENUE PLACE PITTSBURGH, PA 15222	VICE CHAIRPERSON 1.00	 0.	 0.	 0.
YVONNE C. COOK 120 FIFTH AVENUE, FIFTH AVENUE PLACE PITTSBURGH, PA 15222	PRESIDENT 40.00	 0.	 0.	 0.
ELAINE B. KRASIK 120 FIFTH AVENUE, FIFTH AVENUE PLACE PITTSBURGH, PA 15222	SECRETARY 1.00	 0.	 0.	 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

2009 Form 990-PF: Return of Private Foundation
The Highmark Foundation
25-1876666

Part IX-A - Summary of Direct Charitable Activities

In 2006, The Highmark Foundation launched "Highmark Healthy High 5", a five year \$100 million children's health promotion initiative to promote lifelong, healthy behaviors in children and adolescents ages 6-18 to ensure that they have healthy bodies and minds. Highmark Healthy High 5 will provide support in five areas critical to children's overall health and well-being: physical activity, nutrition, self-esteem, grieving and bullying. A total of 23 community-based programs were supported in these five areas in addition to five signature partners.

Bullying prevention programs will be implemented in 47 school districts in the next three years using the internationally recognized Olweus anti-bullying program through Windber Research Institute. Highmark Healthy High 5 HALT! will improve supervision, implement classroom rules against bullying and host talks around the topic. The Highmark Healthy High 5 Bullying Prevention Institute was founded by, and is supported by, The Highmark Foundation. The Bullying Prevention Institute was created to afford professional development and educational opportunities to school personnel and other professionals as part of the wide-scale implementation of the Olweus Bullying Prevention Program in Pennsylvania.

Character education curriculum by the Heartwood Institute develops children's moral character and self-esteem through understanding and seven core attributes. T.R.U.E. Cards ...Life Lessons introduces core attributes through a guided approach for discussion with children to build their self-esteem. The cards provide resources for teachers, school counselor and parents. A total of 9,606 sets of cards were distributed impacting 180,000 children.

SPARK is an internationally recognized program that offers quality recreational experiences for children ages 5-13 in an after-school setting. Through non-competitive fun, games and activities, SPARK promotes appreciation for and participation in an active lifestyle. The SPARK Active Recreation Program is currently being offered in 164 after-school and summer programs in western and central Pennsylvania.

Highmark Health eTools for Schools is a web-based portal that supports policy change within Pennsylvania schools and provides a secure method to calculate, track and report student body mass index (BMI) in a format required by the Pennsylvania Department of Health. Health eTools for Schools also provides standards-based nutrition and physical activities introduced during core academic instructional time. Health eTools for Schools will be funded by The Highmark Foundation for three years from the enrollment date. A total of 468,500 students in western and central Pennsylvania are being tracked in Health eTools.

LearntobeHealthy.org is an e-learning initiative created by the Susan P. Byrnes Health Education Center for teachers, students, and parents. It is provided to schools across central and western Pennsylvania at no cost. LearntobeHealthy.org contains quality health education programs that directly affect the lives of children through the use of interactive, high tech exhibits coupled with skilled and trained educators. Learntobehealthy usage in Highmark's 49-counties is as follows: 3,900 teachers. Approximately 1,300 school buildings have used the site, in addition to 404,000 children associated with teachers (teachers using the site for classroom instruction).

nrg-Powered by Choice offered by the Center for Nutrition and Physical Activity (CNAP) includes program materials to support school and community-based youth-led initiatives in counties served by Highmark Inc. The nrg program is available to all schools as well as community-based youth organizations. Approximately 250,000 students have been engaged through program activity kits distributed in schools (272) and at community sites (60).

The Highmark Caring Place is dedicated to ensuring that grieving children and families receive support in the midst of their grief by creating awareness of their needs, providing specialized programs, and empowering the community through trained consultation services. The Caring Place is a family program with services offered at no cost and is available to the whole community. In 2009, a total of 1,600 children and adults attended peer support group programs from 20 counties. Over 11,000 grieving children, adolescents and family members were served in 2009 through peer support and group programs.

KidShape is a nine-week program geared toward overweight children ages 6 to 14 and is based upon weight criteria (at or above the 95th percentile). The curriculum is intended to help families adopt better nutrition habits and engage in more frequent physical

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activity. There are 18 KidShape sites located in western and central PA.

In addition to grants to these identified Highmark Healthy High 5 strategic partners, the Highmark Foundation also awards annual one-year Challenge Grants to Pennsylvania schools, grades K-12. The Highmark Healthy High 5 School Challenge grant program is designed to produce programs that will create healthier students. All schools in the 49-county service area are invited to submit proposals for programs to improve nutrition education, nutrition choices or opportunities for physical activity. In 2009, a total of 297 challenge grants were awarded.

Part XV, Line 2a

For application submission, contact the representative in your area.

<u>Area Served</u>	<u>C o n t a c t</u>
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Southwestern Pennsylvania	Mary Anne Papale 120 Fifth Avenue FAP 2118 Pittsburgh, PA 15222 412-544-4032
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Northwestern Pennsylvania	James Martin 717 State Street Erie, PA 16501 814-871-6778
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Central Pennsylvania	Susan Hubley 1800 Center Street CTRST 1A L4 Camp Hill, PA 17089 717-302-3843
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Part XV, Line 2b

Letter of Inquiry - Highmark Healthy High 5

Prior to sending a letter of inquiry, the first step for potential applicants is to complete the on-line eligibility screening. If determined to be eligible for Highmark Healthy High 5 Funding, potential grantees must first submit a two- to three-page letter of inquiry to The Highmark Foundation. The letter of inquiry must be submitted on the organization's letterhead and must be signed by the administrative head of the applicant organization.

The letter of inquiry must include:

1. Organizational overview (mission and contact information)
2. Project name/title and area(s) of health promotion to be addressed
3. Project overview and key activities
4. Project goal(s), objective(s) and anticipated outcome(s)
5. Measurement methodology
6. Needs statement
7. Target population addressed
8. Specific amount requested and an itemized budget
9. A statement declaring that the organization is a public charity as described in sections 501(c)(3) and 509(a)(1), (2) or (3) of the Internal Revenue Code of 1986. If an organization is a supporting organization described in section 509(a)(3) of the Code, it must be a Type I (controlled by the supported organization), Type II (under common control with the supported organization) or functionally integrated Type III (operates as part of the supported organization) supporting organization.

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Upon receipt and review of the letter of inquiry, The Highmark Foundation will notify the applicant of the status of the request. If it is determined that the request is applicable and/or meets the criteria, the second step is the invitation to submit a formal grant application/proposal.

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1. The Highmark Foundation also makes multi-year grants to non-profit agencies and organizations in western and central PA communities served by Highmark Inc. defined as tax exempt under section 501(c)(3) and as public charities under section 509 (a). The Highmark Foundation has focused its attention on a variety of health issues including but not limited to: dental/oral health care, health disparities, nursing shortage, and health literacy. Traditional grants are awarded in four priority areas listed below along with examples of grant funded programs.

a. Chronic Disease – Grants funded programs:

- Support start-up costs for The Saving Smiles Dental Clinic which will provide oral health and dental care to underinsured and uninsured residents of Oil City, PA.

b. Communicable Disease - No programs funded in this category in 2009.

c. Family Health - Grants funded programs:

- Helping Families Raise Healthy Children: A cross-systems quality improvement initiative. This initiative will serve dual risk families with infants and toddlers at risk for developmental delays and caregivers at risk for depression in Allegheny County.

d. Service Delivery Systems – Grant funded programs:

- Mission Lifeline: A community-based initiative to improve the quality of care and outcomes for heart attack patients and to improve health care systems readiness and response.
- Meeting the medical needs of uninsured and underinsured residents in Gettysburg and Harrisburg.
- Creation of the Pathways Project. An evidence-based total case management model to reduce health care disparities and improve outcomes for uninsured diabetics in Erie County.
- Continuation of the Camp Curtain and Downey Elementary School-Based Health Centers in partnership with Harrisburg School District.

The Highmark Foundation also considers numerous factors in deciding whether to fund a specific proposal, including but not limited to the following criteria:

- Consistent with the Highmark Foundation's goals, strategies and focus.
- Reduces long-term cost or duplication of services.
- Demonstrates new and sustainable ways to solve health problems.
- Incorporates sound methods of evaluation for long-term program success.
- Improves and assures access to quality health care for underserved populations in urban and rural areas.

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Name and Address	Individual	Foundation Status of recipient	Purpose of grant or contribution	Amount
Heartwood Institute (HH5) 425 North Craig Street, Suite 302 Pittsburgh, PA 15213	N/A	Public	To produce, market and distribute Teaching Resources for Understanding Ethics (T R U E.) Cards Life Lessons - A tool to help kids think and talk about life choices The goal is to reach teachers and parents over three years for use in instilling character traits that contribute to improved self-esteem in children grades 4 through 8 in 49 counties	43,758
Sudden Infant Death Services of Pennsylvania (S I.D.S. of PA) 810 River Avenue, Suite 250 Riverfront Place Pittsburgh, PA 15212	N/A	Public	To support salary of a Community Services Coordinator hired to implement the expansion of the Cribs for Kids® Program in underserved communities throughout Southwestern Pennsylvania	70,750
North Side Christian Health Center 816 Middle Street Pittsburgh, PA 15212	N/A	Public	To support the salary of a pediatrician to expand the capacity to provide primary pediatric services for children from birth to age 18	118,450
SouthEast Lancaster Health Services 625 South Duke Street, P O Box 598 Lancaster, PA 17608-0598	N/A	Public	To support expansion of the Emergency Walk-In Dental Clinic that provides emergency dental services to low-income and uninsured individuals in Lancaster, Pennsylvania	75,000
Penn State Erie - The Behrend College 140 Otto Behrend Science Building 4701 College Drive Erie, PA 16563	N/A	Public	To establish the Nursing Technology Laboratory and Simulation Center	50,000
Central Susquehanna Intermediate Unit (HH5) 275 Grandview Avenue, Suite 200 Camp Hill, PA 17011	N/A	Public	To enhance bullying prevention efforts in the 49-county Highmark Inc. service area by expanding and supporting existing Olweus bullying prevention programs and resources	1,588,962
Excelsa Health System (Latrobe Area Hospital, Inc) One Mellon Way Latrobe, PA 15650	N/A	Public	To support Golden Hour for Stroke. A Model Community Education Program to Reduce Stroke Morbidity and Mortality in (Eastern) Allegheny, Armstrong, Fayette, Indiana, Washington and Westmorland counties	55,868
Community Health Net 1202 State Street Erie, PA 16508	N/A	Public	To establish an additional dental clinic to increase access to dental care for rural and underserved population in Erie County	43,810
Magee-Womens Research Institute and Foundation 3339 Ward Street Pittsburgh, PA 15213	N/A	Public	To establish the Dan Berger Cord Blood Program of Magee-Womens Hospital of UPMC Program activities include educating health care professionals, patients and the public on the importance of umbilical cord blood collection, donation and storage	25,000
The Second Mile (HH5) 1402 South Atherton Street State College, PA 16801	N/A	Public	To support the expansion of a self-esteem program serving at-risk youth by adding 150 youth	301,828

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Capital Region Health System at Hamilton Health Center 18210Fulton Street, P O. Box 5098 Harrisburg, PA 17110-0098	N/A	Public	To support continuation of the Healthy Outcomes Program for Uninsured Diabetic Patients that provides health and supportive services for uninsured diabetics of Hamilton Health Center	126,440
Susan P Byrnes Health Education Center (HH5) 515 S George Street York, PA 17403	N/A	Public	To support the continuation of Learntobehealthy program activities for 2008-2009	1,673,798
Centre Volunteers in Medicine Pole 48 RR 1, Box 298 Harveys Lake, PA 18618	N/A	Public	To support the expansion of the CVIM dental clinic in Centre County to serve the underinsured and uninsured residents	75,000
Forbes Health Foundation 2570 Haymaker Road Monroeville, PA 15142	N/A	Public	To establish the Redefining Chronic CARE Program A program to improve the quality of life for cardiac patients at the Ed Dardanel Heart and Vascular Center	35,500
Schuylkill Alliance for Health Care Access, Inc 700 East Norwegian Street Pottsville, PA 17901	N/A	Public	To increase the number of uninsured and underinsured residents of Schuylkill County gaining access to quality low-cost primary health care through the Health Care Access for a Healthier Community program; a coordinated referral system	87,500
Columbia-Montour Home Health Services Inc 410 Glenn Avenue, Suite 200 Bloomsburg, PA 17815	N/A	Public	To expand the "Camp Courage" grieving program for children in Columbia, Montour, Northumberland, Snyder and Union Counties.	57,034
East End United Community Center, Inc (HH5) 150 Coolspring St. Uniontown, PA 15401	N/A	Public	To develop a volunteer-based peer support program for grieving children, adolescents and their families at a newly established bereavement center in Fayette County	150,629
Magee-Womens Hospital of University of Pittsburgh Medical Center (HH5) 3339 Ward Street Pittsburgh, PA 15213	N/A	Public	To expand the evidence-based self-esteem and healthy lifestyles program, Girls on the Run, in Beaver, Washington and Westmoreland Counties. The goal is to increase the self-esteem and physical activity levels of underserved girls in grades 3 to 5.	34,000
Smart Futures (HH5) 401 Wood Street, Suite 1400 Pittsburgh, PA 15222	N/A	Public	To expand regionally the PA eMentoring program which promotes positive self-esteem through career planning. The program in collaboration with 75 southwestern PA schools in 9 counties and the Mentoring Partnership of Southwestern PA will serve 1,500 high school students	95,000

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University of Pittsburgh School of Pharmacy 600 Forbes Avenue Pittsburgh, PA 15282	N/A	Public	To expand the Pittsburgh Model to train pharmacists to provide patient-centered medication therapy management services in the community in accordance with the Medicare Prescription Medication Benefit (Part D)	81,641
Diakon Lutheran Social Ministries (HH5) 960 Century Drive, P O Box 2001 Mechanicsburg, PA 17055	N/A	Public	To expand the self-esteem and healthy lifestyles program, Girls on the Run, in Lehigh County The goal is to increase the self-esteem and physical activity levels of underserved girls in grades 3 to 5	20,279
Meadville Medical Center's Mind-Body Wellness Center (HH5) 18201 Conneaut Lake Rd Meadville, PA 16335	N/A	Public	To support the continuation of HealthyJAM, a healthy lifestyle intervention for 48 overweight adolescents, ages 13-17 in Crawford County.	49,419
Pennsylvania State University (HH5) 110 Technology Center Building University Park, PA 16802	N/A	Public	To support the continuation of nrg Powered by Choice program activities for 2008-2011	551,415
Strong Women, Strong Girls, Inc (HH5) 2934 Smallman Street, 2nd Floor Pittsburgh, PA 15201	N/A	Public	To expand the self-esteem mentoring program, Strong Women, Strong Girls, from 12 to 14 Pittsburgh partner sites, and to support the feasibility of expanding sites outside of the city of Pittsburgh, PA	116,427
Windber Research Institute (HH5) 600 Somerset Avenue Windber, PA 15963	N/A	Public	Continuation of the HALT! Bullying Prevention Program	726,013
Centers for Healthy Hearts and Souls 100 North Braddock Avenue Pittsburgh, PA 15208	N/A	Public	To support the expansion of the Healthy Individual, Family and Community Program to the North Side, Hill District, Beltzhoever, and Braddock communities in Allegheny County.	77,000
Ohio Valley General Hospital Foundation 25 Heckel Road, Kennedy Township McKees Rocks, PA 15136	N/A	Public	To establish Growing Strong Healthy Families' Best Beginnings, a pre-natal and early childhood program to improve the quality of life for expectant mothers and their children in the Ohio Valley	29,876
Harrisburg School District 2101 North Front Street Bldg 2 Harrisburg, PA 17110	N/A	Public	To support a bridge grant to help sustain the operations of two school-based clinics located in Camp Curtin and Downey Elementary Schools in Dauphin County	150,000
Meyersdale Medical Center 200 Hospital Drive Meyersdale, PA 15552	N/A	Public	To support the "Healthy Education for Life Program" A program to promote healthy lifestyles by encouraging prevention, early detection, and management of chronic disease in elderly low-income diabetics in Somerset County	250,000

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Allegheny Valley School 1996 Ewings Mill Road Coraopolis, PA 15108	N/A	Public	To assist safety net providers in building capacity to provide better access and ultimately oral health and dental care for underserved and special needs populations through three strategies: Challenge Grants, Geographic Regional Collaboration across Centers, and funding to Enhance Dental Equipment.	40,000
F.O.R. (Focus on Renewal) Sto-Rox 701 Chartiers Avenue McKees Rocks, PA 15136	N/A	Public	To assist safety net providers in building capacity to provide better access and ultimately oral health and dental care for underserved and special needs populations through three strategies: Challenge Grants, Geographic Regional Collaboration across Centers, and funding to Enhance Dental Equipment.	56,500
Harrisburg Area Community College (HACC) One HACC Drive Harrisburg, PA 17110-2999	N/A	Public	To assist safety net providers in building capacity to provide better access and ultimately oral health and dental care for underserved and special needs populations through three strategies: Challenge Grants, Geographic Regional Collaboration across Centers, and funding to Enhance Dental Equipment.	50,000
Passavant Memorial Homes 100 Passavant Way Pittsburgh, PA 15238	N/A	Public	To assist safety net providers in building capacity to provide better access and ultimately oral health and dental care for underserved and special needs populations through three strategies: Challenge Grants, Geographic Regional Collaboration across Centers, and funding to Enhance Dental Equipment.	75,000
Sacred Heart Hospital 421 Chew Street Allentown, PA 18102-3490	N/A	Public	To assist safety net providers in building capacity to provide better access and ultimately oral health and dental care for underserved and special needs populations through three strategies: Challenge Grants, Geographic Regional Collaboration across Centers, and funding to Enhance Dental Equipment.	56,566
Schuylkill Medical Center 700 East Norweigan Street Pottsville, PA 17901	N/A	Public	To assist safety net providers in building capacity to provide better access and ultimately oral health and dental care for underserved and special needs populations through three strategies: Challenge Grants, Geographic Regional Collaboration across Centers, and funding to Enhance Dental Equipment.	115,000
Titusville Area Hospital Dental Clinic 406 W. Oak Street Titusville, PA 16354	N/A	Public	To assist safety net providers in building capacity to provide better access and ultimately oral health and dental care for underserved and special needs populations through three strategies: Challenge Grants, Geographic Regional Collaboration across Centers, and funding to Enhance Dental Equipment.	100,000
University of Pittsburgh School of Dental Medicine 3501 Terrace Street, Suite 440 Salk Hall Pittsburgh, PA 15261	N/A	Public	To assist safety net providers in building capacity to provide better access and ultimately oral health and dental care for underserved and special needs populations through three strategies: Challenge Grants, Geographic Regional Collaboration across Centers, and funding to Enhance Dental Equipment.	200,000

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Valley Dental Center 906 Washington Street Conneautville, PA 16406	N/A	Public	To assist safety net providers in building capacity to provide better access and ultimately oral health and dental care for underserved and special needs populations through three strategies Challenge Grants, Geographic Regional Collaboration across Centers, and funding to Enhance Dental Equipment	57,000
Welsh Mountain Medical and Dental Center 584 Springville Road New Holland, PA 17557	N/A	Public	To assist safety net providers in building capacity to provide better access and ultimately oral health and dental care for underserved and special needs populations through three strategies Challenge Grants, Geographic Regional Collaboration across Centers, and funding to Enhance Dental Equipment	113,718
York Hospital Auxiliary 45 Monument Road, Suite 200 York, PA 17403	N/A	Public	To assist safety net providers in building capacity to provide better access and ultimately oral health and dental care for underserved and special needs populations through three strategies Challenge Grants, Geographic Regional Collaboration across Centers, and funding to Enhance Dental Equipment	200,000
Family First Health 116 South Gorge Street York, PA 17401	N/A	Public	To assist safety net providers in building capacity to provide better access and ultimately oral health and dental care for underserved and special needs populations through three strategies Challenge Grants, Geographic Regional Collaboration across Centers, and funding to Enhance Dental Equipment	50,000
Hamilton Health Center 1821 Fulton Street, P O. Box 5098 Harrisburg, PA 17110-0098	N/A	Public	To assist safety net providers in building capacity to provide better access and ultimately oral health and dental care for underserved and special needs populations through three strategies. Challenge Grants, Geographic Regional Collaboration across Centers, and funding to Enhance Dental Equipment.	100,000
Lehigh Valley Hospital and Health Network 17th & Chew Streets, P O Box 7017 Allentown, PA 18105	N/A	Public	To assist safety net providers in building capacity to provide better access and ultimately oral health and dental care for underserved and special needs populations through three strategies Challenge Grants, Geographic Regional Collaboration across Centers, and funding to Enhance Dental Equipment	75,000
The Primary Health Network 100 Shenango Avenue Sharon, PA 16146	N/A	Public	To assist safety net providers in building capacity to provide better access and ultimately oral health and dental care for underserved and special needs populations through three strategies Challenge Grants, Geographic Regional Collaboration across Centers, and funding to Enhance Dental Equipment.	50,000
Sadler Health Center 100 N Hanover Street Carlisle, PA 17013	N/A	Public	To assist safety net providers in building capacity to provide better access and ultimately oral health and dental care for underserved and special needs populations through three strategies. Challenge Grants, Geographic Regional Collaboration across Centers, and funding to Enhance Dental Equipment.	100,000

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St. Luke Hospital 801 Ostrum Street Bethlehem, PA 18015	N/A	Public	To assist safety net providers in building capacity to provide better access and ultimately oral health and dental care for underserved and special needs populations through three strategies: Challenge Grants, Geographic Regional Collaboration across Centers, and funding to Enhance Dental Equipment.	100,000
Allegheny County Health Department Dental Program 3333 Forbes Avenue Pittsburgh, PA 15213	N/A	Public	To assist safety net providers in building capacity to provide better access and ultimately oral health and dental care for underserved and special needs populations through three strategies: Challenge Grants, Geographic Regional Collaboration across Centers, and funding to Enhance Dental Equipment.	61,000
Cornerstone Care 7 Glasswork Road Greensboro, PA 15338	N/A	Public	To assist safety net providers in building capacity to provide better access and ultimately oral health and dental care for underserved and special needs populations through three strategies: Challenge Grants, Geographic Regional Collaboration across Centers, and funding to Enhance Dental Equipment.	62,500
East Liberty Health Care Center 6023 Harvard St. Pittsburgh, PA 15206	N/A	Public	To assist safety net providers in building capacity to provide better access and ultimately oral health and dental care for underserved and special needs populations through three strategies: Challenge Grants, Geographic Regional Collaboration across Centers, and funding to Enhance Dental Equipment.	147,500
Miners Medical Center 290 Haida Avenue Hastings, PA 16646	N/A	Public	(133) To support the Plan for Improving Health Status of Diabetic Populations in Cambria, Indiana and Clearfield counties	250,000
Grace Outreach Ministries, Inc (HH5) 712 Church Street Indiana, PA 15701	N/A	Public	To develop a volunteer-based peer support program for grieving children, adolescents and their families at a newly established bereavement center in Indiana County	141,084
Highmark Caring Foundation (HH5) 620 Stanwix Street Pittsburgh, PA 15222	N/A	Public	To support the continuation of 2009 program and services for the Highmark Caring Place	3,500,000
Pittsburgh Public Schools (HH5) 341 S. Bellefield Avenue Pittsburgh, PA 15213	N/A	Public	To support the continuation of the Positive Behavior Intervention Support program, in collaboration with The Watson Institute at 15 Pittsburgh Public Schools as a mechanism to increase safety within classrooms and prevent bullying incidences from March 1, 2009 through June 30, 2009.	225,299
Tides, Inc (HH5) P O Box 1251 State College, PA 16804	N/A	Public	To fund the expansion of a grief support program that provides services for children and their families in Centre, Huntington and Mifflin counties, program participation will increase by 20% each year.	111,254

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Young Women's Christian Association of York (HH5) 320 East Market Street York, PA 17403	N/A	Public	To expand the self-esteem and healthy lifestyles programs, Girls on the Run, in York County, to increase the self-esteem and physical activity levels of underserved girls in grades 3 to 5	35,077
School Challenge Grants (HH5) Various schools - grants of \$10,000 or less	N/A	Public	To support various programs of physical activity, nutrition, bullying prevention and self-esteem in schools in the 49 county service area	2,560,160
Community Care Behavioral Health Organization One Chatham Center, Suite 700 Pittsburgh, PA 15219	N/A	Public	To support Helping Families Raise Healthy Children A cross-systems quality improvement initiative This initiative will serve dual risk families with infants and toddlers at risk for developmental delays and caregivers at risk for depression in Allegheny County	75,000
Community Health Clinic of Butler County 103 Bonnie Drive Butler, PA 16002	N/A	Public	To support implementation of a multifaceted diabetes management program that provides high-quality education, medical and dental services to uninsured diabetics in Butler County	95,000
Capital Region Health System at Hamilton Health Center 2101 North Front Street Harrisburg, PA 17110-0108	N/A	Public	To support continuation of the Camp Curtain and Downey Elementary School-Based Health Centers in partnership with Harrisburg School District	150,000
Holy Family Social Services (HH5) 8235 Ohio River Boulevard Pittsburgh, PA 15202-1594	N/A	Public	To support the development of FitChoice Partnership, a healthy lifestyle program in collaboration with the Baierl Family YMCA, for 145 youth in residential care at Holy Family Institute	116,059
Mel Blount Youth Home of Washington County, Inc (HH5) 6 Mel Blount Drive Claysville, PA 15323	N/A	Public	To support the establishment of the new Back "2" The Basics-Lighting The Path "4" A Healthy Future Program serving 120 at-risk youth	164,250
Mission of Mercy 34 Steelman Street P O Box 102, Suite B Fairfield, PA 17320-0102	N/A	Public	To meet the medical needs of uninsured and underinsured residents in Gettysburg and Harrisburg	47,868
Salvation Army 700 North Bell Avenue P.O Box 742 Carnegie, PA 15106	N/A	Public	To support start-up costs for The Saving Smiles Dental Clinic which will provide oral health and dental care to underinsured and uninsured residents of Oil City, PA	73,895

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16,115,126

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Name and Address	Individual	Foundation Status of recipient	Purpose of grant or contribution	Amount
North Side Christian Health Center 816 Middle Street Pittsburgh, PA 15212	N/A	Public	To support the salary of a pediatrician to expand the capacity to provide primary pediatric services for children from birth to age 18.	81,300
Primary Care Health Services, Inc 7227 Hamilton Avenue Pittsburgh, PA 15208	N/A	Public	To expand existing dental services to the McKeesport and West End communities	167,318
Magee-Womens Research Institute and Foundation 3339 Ward Street Pittsburgh, PA 15213	N/A	Public	To establish the Dan Berger Cord Blood Program at Magee-Womens Hospital of UPMC. Program activities include educating health care professionals, patients and the public on the importance of umbilical cord blood collection, donation and storage.	25,000
Forbes Health Foundation 2570 Haymaker Road Monroeville, PA 15142	N/A	Public	To establish the Redefining Chronic CARE Program A program to improve the quality of life for cardiac patients at the Ed Dardanel Heart and Vascular Center.	27,500
University of Pittsburgh School of Pharmacy 600 Forbes Avenue Pittsburgh, PA 15282	N/A	Public	To expand the Pittsburgh Model to train pharmacists to provide patient-centered medication therapy management services in the community in accordance with the Medicare Prescription Medication Benefit (Part D)	35,385
Pennsylvania State University (HH5) 110 Technology Center Building University Park, PA 16802	N/A	Public	To support the continuation of nrg Powered by Choice program activities for 2008-2011.	1,118,158
Visiting Nurses Association of St. Luke's Home Health/Hospice, Inc. (HH5) 1510 Valley Center Parkway Suite 200 Bethlehem, PA 18017	N/A	Public	To expand the "Ryan's Tree" grieving program for children in Lehigh and Northampton Counties.	76,725
Centers for Healthy Hearts and Souls 100 North Braddock Avenue Pittsburgh, PA 15208	N/A	Public	To support the expansion of the Healthy Individual, Family and Community Program to the North Side, Hill District, Beltzhoover, and Braddock communities in Allegheny County.	72,000

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Warren General Hospital P.O. Box 68, Two Cresecent Park West Warren, PA 16365-0068	N/A	Public	To assist safety net providers in building capacity to provide better access and ultimately oral health and dental care for underserved and special needs populations through three strategies: Challenge Grants, Geographic Regional Collaboration across Centers, and funding to Enhance Dental Equipment.	55,000
Cornerstone Care 7 Glasswork Road Greensboro, PA 15338	N/A	Public	To assist safety net providers in building capacity to provide better access and ultimately oral health and dental care for underserved and special needs populations through three strategies: Challenge Grants, Geographic Regional Collaboration across Centers, and funding to Enhance Dental Equipment.	62,500
Grace Outreach Ministries, Inc. (HH5) 712 Church Street Indiana, PA 15701	N/A	Public	To develop a volunteer-based peer support program for grieving children, adolescents and their families at a newly established bereavement center in Indiana County.	129,815
Tides, Inc. (HH5) P.O. Box 1251 State College, PA 16804	N/A	Public	To fund the expansion of a grief support program that provides services for children and their families in Centre, Huntington and Mifflin counties, program participation will increase by 20% each year.	93,132
Young Women's Christian Association of York (HH5) 320 East Market Street York, PA 17403	N/A	Public	To expand the self-esteem and healthy lifestyles programs, Girls on the Run, in York County; to increase the self-esteem and physical activity levels of underserved girls in grades 3 to 5.	39,397
Community Care Behavioral Health Organization One Chatham Center, Suite 700 Pittsburgh, PA 15219	N/A	Public	To support Helping Families Raise Healthy Children: A cross-systems quality improvement initiative. This initiative will serve dual risk families with infants and toddlers at risk for developmental delays and caregivers at risk for depression in Allegheny County.	125,000
Community Health Clinic of Butler County 103 Bonnie Drive Butler, PA 16002	N/A	Public	To support implementation of a multifaceted diabetes management program that provides high-quality education, medical and dental services to uninsured diabetics in Butler County	85,000
Capital Region Health System at Hamilton Health Center 2101 North Front Street Harrisburg, PA 17110-0108	N/A	Public	To support continuation of the Camp Curtain and Downey Elementary School-Based Health Centers in partnership with Harrisburg School District.	365,000
Holy Family Social Services (HH5) 8235 Ohio River Boulevard Pittsburgh, PA 15202-1594	N/A	Public	To support the development of FitChoice Partnership, a healthy lifestyle program in collaboration with the Baierl Family YMCA, for 145 youth in residential care at Holy Family Institute.	115,879
Mel Blount Youth Home of Washington County, Inc. (HH5) 6 Mel Blount Drive Claysville, PA 15323	N/A	Public	To support the establishment of the new Back "2" The Basics-Lighting The Path "4" A Healthy Future Program serving 120 at-risk youth.	110,750

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Mission of Mercy 34 Steelman Street P O. Box 102, Suite B Fairfield, PA 17320-0102	N/A	Public	To meet the medical needs of uninsured and underinsured residents in Gettysburg and Harnsburg	52,132
Salvation Army 700 North Bell Avenue, PO Box 742 Carnegie, PA 15106	N/A	Public	To support start-up costs for The Saving Smiles Dental Clinic which will provide oral health and dental care to underinsured and uninsured residents of Oil City, PA	101,105
St. Joseph Medical Center Foundation 2500 Bernville Road, PO Box 316 Reading, PA 19603-0316	N/A	Public	To support the St. Joseph Medical Center Stroke Center of Excellence.	144,574
American Heart Association 777 Penn Center Boulevard, Suite 200 Pittsburgh, PA 15235	N/A	Public	To support Mission Lifeline: A community-based initiative to improve the quality of care and outcomes for heart attack patients and to improve health care systems readiness and response.	120,000
Conemaugh Valley Memorial Hospital 340 Main Street Johnstown, PA 15901	N/A	Public	To establish the Center for Health Promotion and Disease Management within the Office of Community Health	500,000
Partnership for a Healthy Community 1913 West Eighth Street Erie, PA 16505-4998	N/A	Public	To support the creation of the Pathways Project: an evidence-based total case management model to reduce health care disparities and improve outcomes for uninsured diabetics in Erie County.	100,000
The Caring Foundation (HH5) 620 Stanwix Street Pittsburgh, PA 15222	N/A	Public	To support the continuation of 2010 program and services for the Highmark Caring Place.	3,500,000
Heartwood Institute (HH5) 1123 South Braddock Avenue, Suite C Pittsburgh, PA 15218	N/A	Public	To produce, market and distribute Teaching Resources for Understanding Ethics (T.R.U.E) Respect Bullying Prevention Kits - A tool to support bullying prevention. The goal is to reach teachers, school counselors, and parents over two years to improve bullying-related issues in children grades 1 through 6 in 49 counties.	207,505
Susan P. Byrnes Health Education Center (HH5) 515 South George Street York, PA 17401	N/A	Public	To support the continuation of Learntobehealthy.org program activities for 2010-2011.	1,500,000
Home Nursing Agency (HH5) 201 Chestnut Ave, PO Box 352 Altoona, PA 16603-0352	N/A	Public	To continue the volunteer-based peer support programs for grieving children and their families at two bereavement centers located in Blair and Cambria Counties.	162,433

Total Part XV, Line 3b

9,172,608

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

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

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

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

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number
	THE HIGHMARK FOUNDATION	25-1876666
	Number, street, and room or suite no. If a P.O. box, see instructions. 120 FIFTH AVENUE, NO. 922	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PITTSBURGH, PA 15222	

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.

THE FOUNDATION

- The books are in the care of **120 FIFTH AVENUE - PITTSBURGH, PA 15222**
 Telephone No. **412-544-8053** 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
ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX 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	\$ 108,253.
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	\$ 108,253.
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  CPA Title **CPA**

Date **9/3/10**

Form 8868 (Rev 4-2009)

ALPERN ROSENTHAL
339 SIXTH AVE., PGH., PA 15222