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

Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

Return of Private Foundation

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

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

OMB No 1545-0052

2009

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
BLUE & YOU FOUNDATION FOR A HEALTHIER ARKANSAS

A Employer identification number
71-0862108

Number and street (or P O box number if mail is not delivered to street address) Room/suite
320 WEST CAPITOL AVE 200

B Telephone number (see page 10 of the instructions)
(501) 378-2586

City or town, state, and ZIP code
LITTLE ROCK AR 72201

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

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

H Check type of organization ☐ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 39,011,675

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

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 ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	1,035,847	969,018		
	5 a Gross rents		0		
	b Net rental income or (loss) 0				
	6 a Net gain or (loss) from sale of assets not on line 10	187,272			
	b Gross sales price for all assets on line 6a 327,523				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications			46,723	
	10 a Gross sales less returns and allowances 0				
	b Less Cost of goods sold 0				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)	0	0	0	
	12 Total. Add lines 1 through 11	1,223,119	969,018	46,723	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	149,160			
	14 Other employee salaries and wages	26,099			
	15 Pension plans, employee benefits	7,377			
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule) Stmt 1	18,035	0	0	0
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) Stmt 2	37,685	0	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) Stmt 3	119,597	97,619	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	357,953	97,619	0	0
	25 Contributions, gifts, grants paid	1,574,691			1,574,691
	26 Total expenses and disbursements. Add lines 24 and 25	1,932,644	97,619	0	1,574,691
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-709,525			
	b Net investment income (if negative, enter -0-)		871,399		
	c Adjusted net income (if negative, enter -0-)			46,723	

SCANNED SEP 27 2010

RECEIVED SEP 24 2010 OGDEN, UT

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2009)

(HTA)

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	50,922	1,390	1,390
	2 Savings and temporary cash investments	2,413,698	211,552	211,552
	3 Accounts receivable ► 118,247			
	Less allowance for doubtful accounts ► 0	126,477	118,247	118,247
	4 Pledges receivable ► 0			
	Less allowance for doubtful accounts ► 0	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ► 0			
	Less allowance for doubtful accounts ► 0	0	0	0
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule) STMT 4	3,750,774	4,085,131	4,085,131
	b Investments—corporate stock (attach schedule) STMT 5	18,966,333	28,767,794	28,767,794
	c Investments—corporate bonds (attach schedule) STMT 6	5,575,891	5,827,561	5,827,561
	11 Investments—land, buildings, and equipment basis ► 0			
	Less accumulated depreciation (attach schedule) ► 0	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	0	0	0
	14 Land, buildings, and equipment basis ► 0			
	Less accumulated depreciation (attach schedule) ► 0	0	0	0
	15 Other assets (describe ►)	0	0	0
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	30,884,095	39,011,675	39,011,675
Liabilities	17 Accounts payable and accrued expenses	36,537	43,680	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ►)	0	0	
	23 **Total liabilities** (add lines 17 through 22)	36,537	43,680	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	30,847,558	38,967,995	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	30,847,558	38,967,995	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	30,884,095	39,011,675	

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	30,847,558
2	Enter amount from Part I, line 27a	2	-709,525
3	Other increases not included in line 2 (itemize) ► See Attached Statement STMT 7	3	9,218,360
4	Add lines 1, 2, and 3	4	39,356,393
5	Decreases not included in line 2 (itemize) ► Investments impaired STMT 7	5	388,398
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	38,967,995

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 FAIRFAX FINL HLD SUB	P	4/12/2002	2/9/2009
b FRASER PAPERS	P	12/12/2005	12/31/2009
c TIMBERWEST FOREST RIGHTS	P	6/11/2003	2/3/2009
d GUARANTY FINANCIAL GROUP	P		12/31/2009
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	325,095	0	116,740	208,355
b	0	0	229,613	-229,613
c	2,190	0	0	2,190
d	238	0	56,030	-55,792
e	0	0	0	0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	0	0	0	208,355
b	0	0	0	-229,613
c	0	0	0	2,190
d	0	0	0	-55,792
e	0	0	0	0

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	-74,860
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	0

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	1,056,320	39,494,309	0 026746
2007	1,388,488	39,454,970	0 035192
2006	1,274,109	33,341,113	0 038214
2005	1,554,451	32,917,148	0 047223
2004	1,357,453	30,978,801	0 043819

2 **Total** of line 1, column (d)	2	0 191194
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 038239
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	32,945,611
5 Multiply line 4 by line 3	5	1,259,807
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,714
7 Add lines 5 and 6	7	1,268,521
8 Enter qualifying distributions from Part XII, line 4	8	1,574,691

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	8,714	
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0	
3	Add lines 1 and 2	3	8,714	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	8,714	
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 40,777			
b	Exempt foreign organizations—tax withheld at source — 6b:			
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0			
d	Backup withholding erroneously withheld — 6d:			
7	Total credits and payments Add lines 6a through 6d	7	40,777	
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	32,063	
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 32,063 **Refunded** ▶	11	0	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ _____ (2) On foundation managers ▶ $ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	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	N/A	
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	
8 a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ AR			
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

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 BLUEANDYOUFOUNDATIONARKANSAS ORG

14 The books are in care of ▶ ARKANSAS BLUE CROSS BLUE SHIELD Telephone no ▶ (501) 378-2586

Located at ▶ 601 GAINES ST LITTLE ROCK AR ZIP+4 ▶ 72201

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b		X
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?	☐ Yes ☒ No		
	If "Yes," list the years ▶ 20_____, 20_____, 20_____, 20_____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20_____, 20_____, 20_____, 20_____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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	N/A	
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

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			5b	N/A
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? *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*	☐ Yes	☐ No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*			6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
See Attached Statement #8	00	0	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	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 ▶ 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 (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		0
		0
		0
		0
		0
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 24 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	0
Total. Add lines 1 through 3 ▶	0

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	33,430,100
b	Average of monthly cash balances		1b	17,221
c	Fair market value of all other assets (see page 24 of the instructions)		1c	
d	Total (add lines 1a, b, and c)		1d	33,447,321
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	33,447,321
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)		4	501,710
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	32,945,611
6	**Minimum investment return.** Enter 5% of line 5		6	1,647,281

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	1,647,281
2a	Tax on investment income for 2009 from Part VI, line 5	2a	8,714		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	8,714
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,638,567
4	Recoveries of amounts treated as qualifying distributions			4	46,723
5	Add lines 3 and 4			5	1,685,290
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	1,685,290

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	1,574,691
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	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,574,691
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	8,714
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,565,977

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				1,685,290
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			1,524,840	
b	Total for prior years 20 ____, 20 ____, 20 ___		0		
3	Excess distributions carryover, if any, to 2009				
a	From 2004 0				
b	From 2005 0				
c	From 2006 0				
d	From 2007 0				
e	From 2008				
f	Total of lines 3a through e	0			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 1,574,691				
a	Applied to 2008, but not more than line 2a			1,524,840	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d	Applied to 2009 distributable amount				49,851
e	Remaining amount distributed out of corpus	0			
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	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				1,635,439
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)	0			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9				
a	Excess from 2005 0				
b	Excess from 2006 0				
c	Excess from 2007 0				
d	Excess from 2008 0				
e	Excess from 2009 0				

Part XIV Private Operating Foundations (see page 27 of the 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(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

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

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

PATRICK O'SULLIVAN 320 WEST CAPITOL SUITE 200 LITTLE ROCK AR 72201 (501) 378-3300

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

SEE ATTACHED STATEMENT #9

c Any submission deadlines

SEE ATTACHED STATEMENT #10

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

SEE ATTACHED STATEMENT #10

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*				
American Diabetes Association			Fund diabetes educational efforts	35,000
Area Agency on Aging			Support diabetes health fairs and exercise	25,876
Arkansas Hunger Relief Alliance			Help five cities in AR thru the AR Coalition for	110,000
Arkansas Mission of Mercy			Support a 2-day free dental clinic for needy	50,000
Arkansas Quality Foundation			Examine the causes of infant deaths in diff	43,262
Baptist Health Foundation			Help moms supply breast milk for their	149,940
Cedarville Schools			Incr physical activity & PE classes in	62,160
Chicot Memorial Hospital Foundation			Presentations about disease prevention for	60,182
Crawford-Sebastian Community Develop			Provide dental-health supplies to low-income	5,032
Dallas County Alliance Supporting Health			Support wellness efforts-walking program &	8,805
FoodShare and Opportunity Network			Provide low-income seniors with food &	11,250
Friendship Community Care			Summer therapy camps for developmentally	41,528
Group Living			Physical activities for Clark Co	4,107
Harding University College of Pharmacy			Diabetes management pilot project for White	50,447
Harmony Health Clinic			Expand the dental and Spanish services of this	50,000
Helen R Walton Children's Enrichment Ctr			Provide CPR and first aid train to early	58,255
Total See Attached Statement			▶ 3a	1,574,691
b *Approved for future payment*				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
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	1,035,847	
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				0	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		1,035,847	0
13 Total. Add line 12, columns (b), (d), and (e)				13	1,035,847

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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

b If "Yes," complete the following schedule

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

Sign Here

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

Patrick O'Sullivan — Signature of officer or trustee — Date 9/14/10 — EXECUTIVE DIRECTOR — Title

Paid Preparer's Use Only

Preparer's signature — Date 9/10/10 — Check if self-employed ☐ — Preparer's identifying number (see Signature on page 30 of the instructions) P00372843

Firm's name (or yours if self-employed), address, and ZIP code — BKD, LLP 400 W. CAPITOL SUITE 2500 / P.O. BOX 3667 LITTLE ROCK, AR 72203-3667 44-0160260 — EIN ▶ — Phone no 501-372-1040

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
Hospice of Texarkana ☐ Person ☐ Business
Street

City	State	Zip code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
Support a bereavement coord to help kids cope w loss of a parent	11,505

Name
Kimmons Junior High and Sutton Elem ☐ Person ☐ Business
Street

City	State	Zip code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
Expand the PE4life program of physical activity in NE Ft Smith	104,860

Name
Lawrence Memorial Health Foundation ☐ Person ☐ Business
Street

City	State	Zip code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
Promote healthy lifestyles in Lawrence Co students	42,270

Name
Madison County Health Coalition ☐ Person ☐ Business
Street

City	State	Zip code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
Worksite wellness prog at schools and business in Madison Co	66,360

Name
NEA clinic Charitable Foundation ☐ Person ☐ Business
Street

City	State	Zip code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
Support Center for Healthy Children After-School Program	30,400

Name
North Arkansas Partnership for Health Ed ☐ Person ☐ Business
Street

City	State	Zip code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
Provide chronic disease self-mgmt ed in Boone/Newton Co	117,371

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name: Northwest AR Free Health Center ☐ Person ☐ Business
Street:
City | State | Zip code | Foreign Country
Relationship | Foundation Status
Purpose of grant/contribution: Increase access to health and dental care for low-inc in NW AR
Amount: 50,000

Name: Northwest Ar Women's Resources ☐ Person ☐ Business
Street:
City | State | Zip code | Foreign Country
Relationship | Foundation Status
Purpose of grant/contribution: Fund test, lab and medication of two add'l STD's in Benton/Washington Co
Amount: 49,756

Name: Paragould Light Water and Cable Employ ☐ Person ☐ Business
Street:
City | State | Zip code | Foreign Country
Relationship | Foundation Status
Purpose of grant/contribution: Train 560 youth in CPR lifesaving techniques
Amount: 17,000

Name: Parenting and Childbirth Education Svc ☐ Person ☐ Business
Street:
City | State | Zip code | Foreign Country
Relationship | Foundation Status
Purpose of grant/contribution: Weekly life-skills classes at CityYouth Ministries for pregnant/parenting teens
Amount: 33,617

Name: Pulaski County Youth Services ☐ Person ☐ Business
Street:
City | State | Zip code | Foreign Country
Relationship | Foundation Status
Purpose of grant/contribution: Nutrition education for sixth-graders-how to prepare nutritious meals/snacks
Amount: 16,050

Name: River City Ministry of Pulaski County ☐ Person ☐ Business
Street:
City | State | Zip code | Foreign Country
Relationship | Foundation Status
Purpose of grant/contribution: Provide first-aid supplies for the clinic
Amount: 24,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
Shepherd's Hope Neighborhood Health Clinic ☐ Person ☐ Business
Street

City	State	Zip code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
Provide acute dental care and medications for uninsured in Little Rock	25,000

Name
University of AR at Little Rock ☐ Person ☐ Business
Street

City	State	Zip code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
Provide students with dental restorative and preventive treatments	50,100

Name
University of AR for Medical Sciences ☐ Person ☐ Business
Street

City	State	Zip code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
Provide HIV/AIDS awareness and testing clinics in AR Delta region	34,397

Name
University of AR for Medical Sciences ☐ Person ☐ Business
Street

City	State	Zip code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
Provide health-care resources at the Mexican Consulate in Little Rock	80,961

Name
Van Buren County Schools ☐ Person ☐ Business
Street

City	State	Zip code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
Provide substance-abuse prevention activities	55,200

Name
☐ Person ☐ Business
Street

City	State	Zip code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
	0

Line 16b (990-PF) - Accounting Fees

		18,035	0	0	0
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	BKD LLP	18,035			
2					
3					
4					
5					
6					
7					
8					
9					
10					

Stmt 1

Line 18 (990-PF) - Taxes

		37,685	0	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20				
2	Tax on investment income	37,685			
3	Income tax				
4					
5					
6					
7					
8					
9					
10					

Statement 3

Line 23 (990-PF) - Other Expenses

		119,597	97,619	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Amortization See attached statement	0	0	0	0
2	Bank fees	22,212	22,212		
3	Portfolio management	75,407	75,407		
4	Printing	1,190			
5	Allocated Gen & Admin	20,788			
6					
7					
8					
9					
10					

Stmt 3

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		3,750,774	4,085,131	3,750,774	4,085,131		
	Description	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	Check "X" if Federal Obligation	Check "X" if State/ Local Obligation
1	US T-bills	499,995	999,990	499,995	999,990	X	
2	US Treasury Note	1,588,603	1,680,501	1,588,603	1,680,501	X	
3	Municipal Bonds	1,662,176	1,404,640	1,662,176	1,404,640		X
4							
5							
6							
7							
8							
9							
10							

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	18,966,333 Book Value Beg of Year	28,767,794 Book Value End of Year	18,966,333 FMV Beg of Year	28,767,794 FMV End of Year
1	3COM		159,600	525,000	159,600	525,000
2	Alcoa		424,502	607,724	424,502	607,724
3	Berkshire Hathaway		678,154	693,346	678,154	693,346
4	Canadian Pacific		739,640	1,188,000	739,640	1,188,000
5	Conocophillips		1,388,240	1,368,676	1,388,240	1,368,676
6	Dow Chemical		271,620	1,326,240	271,620	1,326,240
7	DuPont		404,800	1,020,201	404,800	1,020,201
8	Eli Lilly		724,860	642,780	724,860	642,780
9	Encana		2,602,880	1,813,840	2,602,880	1,813,840
10	Fairfax Financial		2,852,031	3,158,676	2,852,031	3,158,676
11	Forestar		543,906	1,255,783	543,906	1,255,783
12	Fraser Papers		7,504	0	7,504	0
13	Goodyear Tire		370,140	874,200	370,140	874,200
14	Guaranty Financial Group		16,007	0	16,007	0
15	Leucadia National		336,600	404,430	336,600	404,430
16	Merck & Co		860,320	1,034,082	860,320	1,034,082
17	Newmont Mining		1,404,150	1,632,195	1,404,150	1,632,195
18	Pfizer		1,523,060	1,564,340	1,523,060	1,564,340
19	Raytheon		957,000	966,000	957,000	966,000
20	Sanofi-Aventis		643,200	785,400	643,200	785,400
21	Seagate Technology		287,950	1,182,350	287,950	1,182,350
22	SFK Pulp Fund		33,040	46,739	33,040	46,739
23	Steelcase		295,612	334,536	295,612	334,536
24	Teck Cominco		275,520	1,958,320	275,520	1,958,320
25	Tecumseh Prods		488,580	596,190	488,580	596,190
26	Temple Inland		88,320	388,424	88,320	388,424
27	Timberwest Forest		91,377	131,439	91,377	131,439
28	Valero Energy		497,720	385,250	497,720	385,250
29	Cenovus Energy		0	1,411,200	0	1,411,200
30	Chevron		0	577,425	0	577,425
31	MEMC Electronic Materials		0	147,232	0	147,232
32	Phillips Electronics		0	747,776	0	747,776

Stmt 5

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

				5,575,891	5,827,561	5,577,793	5,827,561
	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	Alcoa			226,045	263,358	226,045	263,358
2	American Honda			251,878	0	251,878	0
3	Bank of NY			200,016	0	200,016	0
4	BellSouth			306,123	324,396	306,123	324,396
5	Brascan - 7 125%			254,375	262,440	254,375	262,440
6	Burlington			101,648	107,692	101,548	107,692
7	Canadian National			388,104	416,996	388,104	416,996
8	Canadian Pacific			231,365	265,278	231,365	265,278
9	Cargill 3 625%			199,760	0	199,760	0
10	Cargill 6.375%			194,738	217,874	194,738	217,874
11	DuPont ie Nemour			98,724	107,341	98,724	107,341
12	FedEx Corp			104,967	98,417	104,967	98,417
13	GMAC MTN			112,500	220,000	112,500	220,000
14	General Corp (Berkshire)			259,928	0	259,928	0
15	Ingersoll Rand			150,894	161,210	150,894	161,210
16	Murphy Oil			96,745	105,107	96,745	105,107
17	Xstrata (Falconbridge)			175,612	214,552	175,612	214,552
18	PanCanadian Petro (Encana)			392,628	430,216	392,628	430,216
19	ConocoPhillips			502,580	0	502,580	0
20	Premcor (Valero Engery)			376,405	381,255	376,405	381,255
21	Temple Inland			397,368	0	397,368	0
22	Wal-Mart			257,490	0	259,490	0
23	Wm Wrigley Jr Co			296,000	393,500	296,000	393,500
24	BJ Services Co			0	107,926	0	107,926
25	Bunge Ltd Fin Corp			0	202,409	0	202,409
26				0		0	
27	CSX Corp			0	108,193	0	108,193
28	Cargill 5 200%			0	212,068	0	212,068
29	Chevron			0	220,004	0	220,004
30	Diamond Offshore			0	426,500	0	426,500
31	DOW Chemical			0	108,605	0	108,605
32	National Rural Utilities			0	258,304	0	258,304
33	Vulcan Materials			0	213,920	0	213,920
34							

Part III (990-PF) - Changes in Net Assets or Fund Balances STMT 7

Line 3 - Other increases not included in Part III, Line 2

1	Change in Unrealized Capital Gain	1	9,171,637
2	Recovery of PY distributions	2	46,723
3	Total	3	9,218,360

Line 5 - Decreases not included in Part III, Line 2

1	Investments impaired	1	388,398
2	Total	2	388,398

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours
1	Patrick O'Sullivan		2217 Middleton Dr	N Little Rock	AR	72116		Exec Director	30 hr
2	Robert Cabe		1503 Wetherborne Dr	Little Rock	AR	72211		Chairman of Boar	1/4 hr
3	Steve Short		69 Quercus Circle	Little Rock	AR	72223		Treasurer	1/4 hr
4	Lee Douglass		100 Brighton Court	N Little Rock	AR	72116		Secretary	1/4 hr
5	Carolyn Blakely		2105 Mt Vernon Ct	Pine Bluff	AR	71603		Board Member	
6	Sybil Hampton		1409 South Arch St	Little Rock	AR	72202		Board Member	
7	Mahlon Maris, MD		PO Box 1597	Harrison	AR	72602		Board Member	
8	Mark White		71 Vigne	Little Rock	AR	72223		Board Member	
9	George Mitchell, MD		1511 N Fillmore	Little Rock	AR	72207		Board Member	
10	Marla Johnson Norris		2123 State Street	Little Rock	AR	72206		Board Member	
11									

Stmt 8 Pg 1

Part

	149,160	6,278	0	
	Compensation	Benefits	Expense Account	Explanation
1	149,160	6,278		
2	0	0		
3	0	0		
4	0	0		
5				
6				
7				
8				
9				
10				
11				

Stmt 8 pg 2

Blue & You Foundation for a Healthier Arkansas EIN: 71-0862108

Statement 9:

Part XV:

Question 2b:
The form in which applications should be submitted and information and materials they should include

Grant Application Requirements

A grant application submitted to the Blue & You Foundation must include the following five elements

1 Cover Page

- Please use the specific Cover Page form, found in the Web site link The form may be filled out on-line, then should be printed, signed and included with the descriptions and materials listed below
- The Cover Page is designed to provide information about your organization and a summary of your grant proposal, in a brief (two pages) and consistent format.

2 Project Description (3-5 page narrative)

- Goals and measurable objectives
- Workplan or activities undertaken to achieve the goals
- Expected results and timeline
- Assumptions on which the project is based
- Barriers to success
- Financial and human resources to be applied to the project, including expected support from the community or other organization
- Geographic area to be served
- Target population to be served (age, gender, etc)
- Likelihood of project continuing after the grant period (including other potential funding sources)

3 Evaluation of the Project (1 page)

- How success will be measured
- Measurement tools or process
- Timeline for conducting and reporting evaluation(s)
- How project problems will be identified and corrected

4 Project Budget

- Detailed list of all project expenses and all revenue sources
- Requested dollar amount of grant
- A budget sheet that itemized all of the expenses that add up to the requested dollar amount of the grant
- Commitment of sponsoring organization (in-kind contributions during and after the grant period)
- Other organizations to which you have applied for funding of this project (and amount requested)

5 Attachments

- Brief history of the sponsoring organization
- 501(c)(3) tax exemption letter from IRS
- Most recent independent audit
- Current annual operating budget for sponsoring organization
- Most recent IRS Form 990
- Current Board of Directors, including their business or professional affiliations, and frequency of board meetings
- Most recent Annual Report
- List of other major business or foundation supporters for the last three years
- Resume of Project Manager or Director

Blue & You Foundation for a Healthier Arkansas EIN: 71-0862108

Statement 10:

Part XV:

Question 2c:
Any submission deadlines

July 15 of current year with awards being announced by December 31

Question 2d:
Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Organizations eligible to receive grants from the *Blue & You Foundation*:

- Must be an Arkansas-based organization or governmental agency (or if the applying organization is located outside of Arkansas, the project to be funded must specifically benefit Arkansans)
- Non-governmental organizations must hold a current designation as tax exempt under § 501(c)(3) of the Internal Revenue Code
- Cannot be a private foundation under IRC § 509(a)
- Primary grantee cannot have a contractual relationship with Arkansas Blue Cross and Blue Shield, its subsidiaries or affiliates
- Grants will not be made to individuals, fundraising events or celebrations, political or lobbying organizations, fraternal, athletic or social organizations, organizations that do not directly serve Arkansas, religious organizations for religious purposes, capital or endowment of organizations, proposals that are principally for facilities and/or equipment, or for attendance at conferences
- In making grants, please note that the Foundation disfavors funding of "indirect costs " Therefore, when applying, please omit "indirect costs" from your request and budget
- Because of the availability of funding in Arkansas from the Tobacco Settlement, the Foundation will not fund proposals that are principally tobacco-related
- Any organization that has received Foundation funding for a specific program for a total of two years is not eligible to reapply for subsequent funding for the same program

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . . ► ☑
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

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	Employer identification number
	BLUE & YOU FOUNDATION FOR A HEALTHIER ARKANSAS	71 0862108
	Number, street, and room or suite no If a P O box, see instructions 320 WEST CAPITOL AVE SUITE 200	
	City, town or post office, state, and ZIP code For a foreign address, see instructions LITTLE ROCK AR 72201	

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

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

- The books are in the care of ► ARKANSAS BLUE CROSS BLUE SHIELD

Telephone No. ► (501) 378-2586 FAX No ► (501) 378-3258

- 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 , 20 10 , to file the exempt organization return for the organization named above. The extension is for the organization's return for

► ☑ calendar year 20 09 or

► ☐ tax year beginning _____ , 20 _____ , and ending _____ , 20 _____

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	$ 19000
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	$ 41966
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	$ 0

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.

- 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	Name of Exempt Organization	Employer identification number
File by the extended due date for filing the return See instructions	BLUE & YOU FOUNDATIN FOR A HEALTHIER ARKANSAS	71-0862108
	Number, street, and room or suite no If a P O box, see instructions 320 WEST CAPITOL AVE SUITE 200	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions LITTLE ROCK AR 72201	

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

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

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

- The books are in the care of ▶ ARKANSAS BLUE CROSS BLUE SHIELD
  Telephone No. ▶ (501) 378-2586 FAX No ▶ (501) 378-3258
- 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 11/15/2010

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 More time is requested to acquire all information needed to complete and file an accurate return

8 a	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	$	8,714
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	$	40,777
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 ▶ [signature] Title ▶ Secretary/Treasurer Date ▶ 8/16/10