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Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2010

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

For calendar year 2010, 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

Name of foundation HIGHMARK FOUNDATION		A Employer identification number 25-1876666
Number and street (or P O box number if mail is not delivered to street address) 120 FIFTH AVENUE	Room/suite 922	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"/>
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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 43,634,989. (Part I, column (d) must be on cash basis)	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		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)
1 Contributions, gifts, grants, etc., received		1,675,567.		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		311,235.	303,909.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<748,514.>			STATEMENT 1
b Gross sales price for all assets on line 6a	25,615,606.				
7 Capital gain net income (from Part IV, line 2)			17,986,969.		
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		1,238,288.	18,290,878.		
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		16,452.	0.		16,452.
b Accounting fees STMT 3		18,000.			20,000.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		188,749.			0.
19 Depreciation and depletion		4,448.			
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		3,633,092.	0.		3,488,102.
24 Total operating and administrative expenses. Add lines 13 through 23		3,860,741.	0.		3,524,554.
25 Contributions, gifts, grants paid		13,879,187.			12,154,254.
26 Total expenses and disbursements. Add lines 24 and 25		17,739,928.	0.		15,678,808.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<16,501,640.>			
b Net investment income (if negative, enter -0-)			18,290,878.		
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	7,425,808.	2,850,453.	2,850,453.
	3 Accounts receivable ▶ 85,195.			
	Less: allowance for doubtful accounts ▶	79,891.	85,195.	85,195.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶	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	1,400.		
	10a Investments - U.S. and state government obligations STMT 8	19,188,698.	27,297,982.	27,297,982.
	b Investments - corporate stock STMT 9	3,168,300.	3,549,009.	3,549,009.
	c Investments - corporate bonds STMT 10	7,943,805.	9,575,276.	9,575,276.
Liabilities	11 Investments - land, buildings, and equipment: basis ▶ 44,476.			
	Less: accumulated depreciation ▶ 18,531.	30,392.	25,945.	25,945.
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	0.	251,129.	251,129.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	57,114,012.	43,634,989.	43,634,989.
	17 Accounts payable and accrued expenses	348,235.	594,974.	
	18 Grants payable	9,145,066.	10,869,999.	
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)	9,493,301.	11,464,973.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	10,762,706.	8,679,575.	
	25 Temporarily restricted	36,858,005.	23,490,441.	
	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	47,620,711.	32,170,016.	
	31 Total liabilities and net assets/fund balances	57,114,012.	43,634,989.	

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	47,620,711.
2 Enter amount from Part I, line 27a	2	<16,501,640.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	1,050,945.
4 Add lines 1, 2, and 3	4	32,170,016.
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	32,170,016.

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	D	VARIOUS	VARIOUS
b	SECURITIES	P	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 20,863,701.		2,845,865.	18,017,836.
b 4,751,905.		4,782,772.	<30,867.>
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			18,017,836.
b			<30,867.>
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> 2 <div style="border-left: 1px solid black; padding-left: 10px;">17,986,969.</div> </div> </div>
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	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 </div> <div style="margin-left: 10px;"> 3 <div style="border-left: 1px solid black; padding-left: 10px;">N/A</div> </div> </div>

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))
2009	21,516,021.	30,237,623.	.711565
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

2 Total of line 1, column (d)	2	2.315776
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	.463155
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	32,290,636.
5 Multiply line 4 by line 3	5	14,955,570.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	182,909.
7 Add lines 5 and 6	7	15,138,479.
8 Enter qualifying distributions from Part XII, line 4	8	15,678,808.

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)			
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		1	182,909.
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	182,909.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	182,909.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	12,638.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	185,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	197,638.	
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	14,729.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 14,729. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0. (2) On foundation managers. ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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) ▶ 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 2010 or the taxable year beginning in 2010 (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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 ► **HTTPS://WWW.HIGHMARK.COM/HMK2/COMMUNITY/HMFOUNDAT**

14 The books are in care of ► **HIGHMARK FOUNDATION** Telephone no. ► **412-544-7950**
 Located at ► **120 FIFTH AVENUE, SUITE 924, PITTSBURGH, PA** ZIP+4 ► **15222**

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

16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?
 See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►

16	Yes	No
		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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. ►		
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 2010 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 2010.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2010?		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)?

☐ 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

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

6b

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

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 12		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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
INNERLINK - 313 WEST LIBRARY STREET, SUITE 201, LANCASTER, PA 17603	HEALTH E-TOOLS FOR NUTRITION AND OBESITY	119,069.
MULLEN PO BOX 7247-7279, PHILADELPHIA, PA 19170-7279	RADIO AND TV EDUCATIONAL SPOTS	893,979.
WINDBER RESEARCH INSTITUTE 620 SEVENTH STREET, WINDBER, PA 15963	BULLYING PREVENTION INSTITUTES	494,421.
PIPITONE GROUP 3933 PERRYVILLE AVENUE, PITTSBURGH, PA 15214	MARKETING SUPPORT FOR BULLYING PREVENT	90,281.
KIDSHAPE FOUNDATION PO BOX 121584, NASHVILLE, TN 37212	PROGRAM LICENSE FOR OBESITY PROGRAMS	69,728.

Total number of others receiving over \$50,000 for professional services

1

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		
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3		0.

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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	26,450,121.
b	Average of monthly cash balances	1b	7,054,915.
c	Fair market value of all other assets	1c	111,140.
d	Total (add lines 1a, b, and c)	1d	33,616,176.
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	33,616,176.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,325,540.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	32,290,636.
6	Minimum investment return. Enter 5% of line 5	6	1,614,532.

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	1,614,532.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	182,909.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	182,909.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,431,623.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,431,623.
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	1,431,623.

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	15,678,808.
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	15,678,808.
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	182,909.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,495,899.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,431,623.
2 Undistributed income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	2,156,962.			
b From 2006	2,671,505.			
c From 2007	19,329,696.			
d From 2008	20,595,370.			
e From 2009	20,195,370.			
f Total of lines 3a through e	64,948,903.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 15,678,808.			0.	
a Applied to 2009, 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 2010 distributable amount				1,431,623.
e Remaining amount distributed out of corpus	14,247,185.			
5 Excess distributions carryover applied to 2010 (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:	79,196,088.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	79,196,088.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	2,156,962.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	77,039,126.			
10 Analysis of line 9:				
a Excess from 2006	2,671,505.			
b Excess from 2007	19,329,696.			
c Excess from 2008	20,595,370.			
d Excess from 2009	20,195,370.			
e Excess from 2010	14,247,185.			

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 2010, 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)

- 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:

(1) Value of all assets

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

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

c "Support" alternative test - enter:

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

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

[illegible]

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	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
Name and address (home or business)				
a Paid during the year				
Total	SEE ATTACHED STATEMENT(S)			12154254.
b Approved for future payment				
Total	SEE ATTACHED STATEMENT(S)			10886272.

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	311,235.		
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	<748,514.>		
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.		<437,279.>		0.
13 Total. Add line 12, columns (b), (d), and (e)						<437,279.>

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

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

[illegible]

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

2010

Name of the organization

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 foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 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 Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

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	\$ 1,675,567.	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.)

Name of organization

HIGHMARK FOUNDATION

Part II **Noncash Property** (see instructions)[illegible]

Name of organization

Employer identification number

HIGHMARK FOUNDATION**25-1876666**

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

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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 is providing support in five areas critical to children's overall health and well-being: physical activity, nutrition, self-esteem, grieving and bullying. A total of 21 community-based programs were supported in 2010 in these five areas in addition to five signature partners.

In 2010, Healthy High 5 bullying prevention programs were in 291 schools impacting 156,268 students using the internationally recognized Olweus anti-bullying program. The Windber Research Institute and the Center for Safe Schools provide the Olweus program. 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.

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. In 2010, the SPARK Active Recreation Program was held in 172 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 421,368 students in western and central Pennsylvania are students 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: 4,588 teachers. Approximately 1,300 school buildings have used the site, in addition to 501,000 children associated with teachers (teachers using the site for classroom instruction).

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 2010, a total of 3,499 children and adults attended peer support group programs from 25 counties.

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 activity. There are 13 KidShape sites located in western and central PA. In 2010, 400 overweight children and their families participated in the 9 week program.

In addition to grants to these identified Highmark Healthy High 5 strategic partners, the 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 2010, a total of 309 challenge grants were awarded.

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Part XV, Line 2a

For application submission, contact the representative in your area.

<u>Area Served</u>	<u>Contact</u>
Southwestern Pennsylvania	Mary Anne Papale 120 Fifth Avenue FAP 2118 Pittsburgh, PA 15222 412.544.4032
Northwestern Pennsylvania	James Martin 717 State Street Erie, PA 16501 814-871-6778
Central Pennsylvania	Susan Hubley 1800 Center Street CTRST 1A L4 Camp Hill, PA 17089 717-302-3843

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 Highmark Foundation's Healthy High Five (HH5) program officially ends on December 31, 2011. The Foundation does not intend to take any applications or requests related to the HH5 program after August 1, 2011.

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.

Part XV, Line 2d

1. The Highmark Foundation also makes multi-year grants to non-profit agencies and organizations in communities served by Highmark Inc. and its subsidiaries and affiliates 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. In 2010, the Highmark Foundation awarded \$2,628,068 (excluding School Challenge Grants) to 14 non-profit organizations for Healthy High 5 and traditional grants. Traditional grants are awarded in four priority areas listed below along with examples of grant funded programs.

a Chronic Disease – Grants funded programs:

- Somerset Hospital to support Bridging the Care for Low-Income, Uninsured and underinsured diabetics in Somerset County. An effort focused on diabetic education and self-management skills.

b. Communicable Disease – No programs funded in this category in 2010.

c. Family Health - Grants funded programs:

- Erie Homes for Children & Adults, Inc. – to support Project First Step – a coordinated program providing doula and family engagement services to address premature birth and disability and families with mental illness..
- The Hillel Jewish University Center – to support a genetic testing and marketing/education program for detecting autosomal recessive carriers of Ashkenazi Jewish genetic diseases in individuals ages 18-29.
- Pinnacle Health System – to support the Nurse-Family Partnership Program: an evidence-based nurse-home visiting program that improves the health, well-being and self-sufficiency of low-income first time parents and their children in Dauphin and Franklin counties.

d Service Delivery Systems – Grant funded programs:

- American Society of Law, Medicine & Ethics – to support a national conference on the issue of Conflicts of Interest in Medicine
- Catholic Charities, Diocese of Pittsburgh – to increase access to primary health care for underserved populations in Southwestern PA at Catholic Charities Free Health Care Center.
- Chatham University – to fund the integration of simulation training in Chatham's academic programs
- Children's Hospital of Pittsburgh Foundation – to fund a Grief/Bereavement Coordinator for the Supportive Care Program.
- Community College of Allegheny County Educational Fdn – to support the position of a Nursing Education Clinical Administrator within the School of Nursing.
- Corry Area Free Clinic – to support Corry Area Free Clinic.
- County of Allegheny – John J. Kane Regional Ctrs – to support the effective identification, prevention and treatment of in-house pressure ulcers.
- Family Hospice and Palliative Care – to fund a full-time coordinator and two part-time program support people for their Transitions Program.
- KidsPeace – to support KidsPeace Dental Clinic and Dental Education program.
- The Midwife Center – to expand the With Women Fridays and Con Mujeres Walk-in Preventive Health Clinics to meet the medical needs of uninsured and underinsured women

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

- Consistent with the Foundation's goals, strategies and focus.
- Creates models with potential application throughout the Foundation's footprint.
- 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.
- Illustrates the effectiveness of early intervention and prevention health programs.
- Seeks creative ways to leverage the Foundation's limited dollars.

Highmark Foundation

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Form 990-PF
Part XV, Line 3a
December 31, 2010

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
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
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 (101) 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(HHS) 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	217,500
Visiting Nurses Association of St Luke's Home Health/Hospice, Inc (HHS) 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, Beltzhoever, and Braddock communities in Allegheny County	72,000
Cornerstone Care 7 Glassworkd 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
Hopeful Hearts, Inc 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

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Form 990-PF
Part XV, Line 3a
December 31, 2010

Name and Address	Individual	Foundation Status of recipient	Purpose of grant or contribution	Amount
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	(138) 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
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.	2,639,130
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	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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Form 990-PF
Part XV, Line 3a
December 31, 2010

Name and Address	Individual	Foundation Status of recipient	Purpose of grant or contribution	Amount
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	52,132
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	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	34,000
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	250,000
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	37,550
The Caring Foundation (HHS) 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 (HHS) 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	113,005
Susan P Byrnes Health Education Center(HHS) 515 South George Street York, PA 17401	N/A	Public	To support the continuation of Learn to be healthy org program activities for 2010-2011	750,000
Home Nursing Agency (HHS) 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	97,460

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Part XV, Line 3a
December 31, 2010

Name and Address	Individual	Foundation Status of recipient	Purpose of grant or contribution	Amount
Midwife Center for Birth and Women's Health 2825 Penn Avenue Pittsburgh, PA 15222	N/A	Public	To expand the With Women Fridays and Con Mujeres Walk-in Prevention Health Clinics to meet the medical needs of uninsured and underinsured women	34,000
Erie Homes for Children and Adults, Inc 226 East 27th Street Erie, PA 16504	N/A	Public	To support Project First Step A coordinated program providing Doula and Family Engagement Services to address premature birth and disability and families with mental illness	35,000
Edward and Rose Berman Hillel Jewish University Center 4607 Forbes Avenue Pittsburgh, PA 15213	N/A	Public	To support a genetic testing and marketing/education program for detecting autosomal recessive carriers of Ashkenazi Jewish genetic diseases in individuals ages	75,000
Childrens Hospital of Pittsburgh Foundation 4401 Penn Avenue One Hospital Drive Central Plant, Floor 3 Pittsburgh, PA 15224	N/A	Public	To fund a Grief/Bereavement Coordinator for the Supportive Care Program at Children's Hospital of Pittsburgh of UPMC	62,500
Columbia Montour Home Health Services, Inc (HH5) 410 Glenn Avenue Bloomsburg, PA 17815	N/A	Public	To support the continuation of the Bereavement Program while expanding programs and building capacity for self-sustainability	56,514
Heartwood Institute (HH5) 1123 South Braddock Avenue Suite C Pittsburgh, PA 15218	N/A	Public	To support management and distribution of 10,000 additional sets of T R U E Cards Life Lessons and accompanying instructional materials	35,729
Pinnacle Health System 409 South Second Street, POB 8700 Harrisburg, PA 17105-8700	N/A	Public	To support the Nurse-Family Partnership Program An evidence-based nurse-home visiting program that improves the health, well-being and self-sufficiency of low-income first time parents and their children in Dauphin and Franklin counties	74,202
Community College of Allegheny County Educational Foundation Byers Hall, Room 102 808 Allegheny Avenue Pittsburgh, PA 15212	N/A	Public	To support the position of a Nursing Education Clinical Administrator within the School of Nursing This individual will establish and coordinate a system to manage adjunct faculty and coordinate nursing student schedules across four campuses	78,690
Windber Research Institute (HH5) 620 Seventh Ave Windber, PA 15963	N/A	Public	Continuation of the HALT ¹ Bullying Prevention Program	711,112
Central Susquehanna Intermediate Unit (HH5) 275 Grandview Avenue, Suite 200 Camp Hill, PA 17011	N/A	Public	To fund the continuation of the PA Cares (Creating an Atmosphere of Respect and Environment for Success) Initiative and expand access to high quality Olweus bullying prevention programming across the Highmark service region	990,627
The Second Mile (HH5) 1402 South Atherton St State College, PA 16801	N/A	Public	To fund the continuation of the Intensive Challenge Program an outcomes based self-esteem program serving at-risk youth across the Highmark service area	80,000

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Name and Address	Individual	Foundation Status of recipient	Purpose of grant or contribution	Amount
American Society of Law, Medicine & Ethics 765 Commonwealth Avenue Suite 1634 Boston, MA 02215	N/A	Public	To support a national conference on the issue of Conflicts of Interest in Medicine	37,500
Diakon Lutheran Social Ministries(HHS) 798 Hausman Road, Suite 300 Allentown, PA 18104-9108	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 through 8	20,000
Smart Futures (HHS) 401 Wood Street Suite 1400 Pittsburgh, PA 15222	N/A	Public	To support the continuation of the PA e-Mentoring Program which promotes self-esteem through career planning	47,500
Strong Women, Strong Girls, Inc (HHS) 2934 Smallman Street 2nd Floor Pittsburgh, PA 15201	N/A	Public	To expand the self-esteem mentoring program, Strong Women, Strong Girls, to reach 325-350 girls in grades 3-5 and to enhance parent engagement	50,000
West Snyder Recreation Association, Inc(HHS) P O Box 65, 67 Elm Street Beaver Springs, PA 17812	N/A	Public	To establish a new self-esteem and healthy lifestyles program, Girls on the Run of the Greater Susquehanna Valley, in Snyder County The goal is to increase the self-esteem and physical activity levels of underserved girls in grades 3 to 8	25,000
Somerset Hospital Foundation 225 South Center Ave Somerset, PA 15501-2088	N/A	Public	To support Bridging the Care for Low-Income, Uninsured and Underinsured Diabetics in Somerset County, an effort focused on diabetic education and self-management skills	75,000
Avonworth Middle(HHS) 256 Josephs Lane Pittsburgh, PA 15237	N/A	Public	To fund the C L I M B (Climb, Learn, Integration, Movement Balance) into Fitness Program for grades 6-8 A program to help students adopt life long physical activity habits	25,000
Serra Catholic (HHS) 200 Hershey Drive McKeesport, PA 15132-7400	N/A	Public	To fund the Faithfully Fit Program To increase students fitness by building an outdoor fitness trail and indoor fitness media center and purchasing new cardiovascular equipment	25,000
Gateway Middle(HHS) 4450 Old William Penn Highway Monroeville, PA 15146	N/A	Public	To fund "For the Health of It" Program An initiative designed to increase healthy behavior, physical activity and academics for kids in 7th and 8th grade	25,000
Laurel Highlands(HHS) 304 Bailey Avenue Uniontown, PA 15401	N/A	Public	To fund the Physical Education Innovation Program for kids in 9 to 12 grade	28,389
South Hanover Elementary(HHS) 15 West Third Street Hershey, PA 17033	N/A	Public	To support the Moving on Up and Moving Around" Program for kids grade kindergarten through 5th grade	34,840

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Name and Address	Individual	Foundation Status of recipient	Purpose of grant or contribution	Amount
Mt Carmel Jr/Sr High (HH5) 600 West Fifth Street Mt Carmel, PA 17851	N/A	Public	To fund Project Spin (Sparkling Physical Initiative & Nutrition) To increase physical activity through mountain biking while learning proper nutrition habits to improve cardiovascular health for students in grades 7-12	22,000
Plainfield Elementary (HH5) 539 School Road Nazareth, PA 18064	N/A	Public	To fund the Better Bites Program An afterschool physical activity and nutrition program that provides students in grades K-3 with 90 additional minutes of physical activity and 30 minutes of nutrition education daily	24,970
Titusville Middle (HH5) 415 Water Street Titusville, PA 16354	N/A	Public	To fund the "Project Rocket Launch" Wellness Challenge Program for students in grades 6-8 integrating physical activity and nutrition for a year-round building-wide challenge	25,000
New-Kensington Arnold District Elementary (HH5) 1800 Seventh Street Road New Kensington, PA 15068	N/A	Public	To fund the Vikings Love Veggies for students in grades K-5 A program to introduce salad bars into all four elementary school buildings potential serving 1,041 students in the four schools	24,999
Neshannock Jr-Sr High (HH5) 3834 Mitchell Road New Castle, PA 16105	N/A	Public	To fund the Wellness Together--One School, One Community One Goal Program for kids in 7 to 12th grade	24,922
Northern Lebanon Middle School (HH5) 345 School Drive PO Box 100 Fredericksburg, PA 17026	N/A	Public	To fund the Healthy Steps Around the World Program for kids in grades 7-8	25,000
Northeastern High (HH5) 300 High Street Manchester, PA 17345	N/A	Public	To fund the Fitness Facility for the Future Program for students in grades 9-12 A program to enhance physical activity by changing a gym into a fitness center to accommodate individual fitness needs of students	24,921
Park Forest Middle (HH5) 2180 School Drive State College, PA 16803	N/A	Public	To fund the Every Student Every Day PE Program A program to increase physical activity by changing 7th and 8th grade health classes to a semester FITNESS LAB	25,000

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Name and Address	Individual	Foundation Status of recipient	Purpose of grant or contribution	Amount
Pennsylvania State University (HHS) 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	900,658
Community Care Behavioral Health Organizaation 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	50,000
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	86,000
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	250,000
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	62,450
Heartwood Institute (HHS) 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	94,500
Susan P Byrnes Health Education Center (HHS) 515 South George Street York, PA 17401	N/A	Public	To support the continuation of Learntobehealthy org program activities for 2010-2011	750,000
Home Nursing Agency (HHS) 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	64,973
Midwife Center for Birth and Women's Health 2825 Penn Avenue Pittsburgh, PA 15222	N/A	Public	To expand the With Women Fridays and Con Mujeres Walk-in Prevention Health Clinics to meet the medical needs of uninsured and underinsured women	91,000

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Name and Address	Individual	Foundation Status of recipient	Purpose of grant or contribution	Amount
Erie Homes for Children and Adults, Inc 226 East 27th Street Erie, PA 16504	N/A	Public	To support Project First Step A coordinated program providing Doula and Family Engagement Services to address premature birth and disability and families with mental illness	36,000
Edward and Rose Berman Hillel Jewish University Center 4607 Forbes Avenue Pittsburgh, PA 15213	N/A	Public	To support a genetic testing and marketing/education program for detecting autosomal recessive carriers of Ashkenazi Jewish genetic diseases in individuals ages	75,000
Childrens Hospital of Pittsburgh Foundation 4401 Penn Avenue One Hospital Drive Central Plant, Floor 3 Pittsburgh, PA 15224	N/A	Public	To fund a Grief/Bereavement Coordinator for the Supportive Care Program at Children's Hospital of Pittsburgh of UPMC	62,500
Columbia Montour Home Health Services, Inc (HH5) 410 Glenn Avenue Bloomsburg, PA 17815	N/A	Public	To support the continuation of the Bereavement Program while expanding programs and building capacity for self-sustainability	38,241
Heartwood Institute (HH5) 1123 South Braddock Avenue Suite C Pittsburgh, PA 15218	N/A	Public	To support management and distribution of 10,000 additional sets of T R U E Cards Life Lessons and accompanying instructional materials	20,071
Pinnacle Health System 409 South Second Street, POB 8700 Harrisburg, PA 17105-8700	N/A	Public	To support the Nurse-Family Partnership Program An evidence-based nurse-home visiting program that improves the health, well-being and self-sufficiency of low-income first time parents and their children in Dauphin and Franklin counties	75,798
Community College of Allegheny County Educational Foundation Byers Hall, Room 102 808 Allegheny Avenue Pittsburgh, PA 15212	N/A	Public	To support the position of a Nursing Education Clinical Administrator within the School of Nursing This individual will establish and coordinate a system to manage adjunct faculty and coordinate nursing student	81,051
Catholic Charities, Diocese of Pittsburgh, Inc (163) 212 Ninth Street Pittsburgh, PA 15222	N/A	Public	To increase access to primary health, dental and specialty care for underserved populations in Southwest Pennsylvania at the Catholic Charities Free Health Care Center	1,000,000
Windber Research Institute (HH5) 620 Seventh Ave Windber, PA 15963	N/A	Public	Continuation of the HALT! Bullying Prevention Program	634,134
Central Susquehanna Intermediate Unit (HH5) 275 Grandview Avenue, Suite 200 Camp Hill, PA 17011	N/A	Public	To fund the continuation of thePA Cares (Creating an Atmosphere of Respect and Environment for Success) Initiative and expand access to high quality Olweus bullying prevention programming across the Highmark service region	995,870
American Society of Law, Medicine & Ethics 765 Commonwealth Avenue Suite 1634 Boston, MA 02215	N/A	Public	To support a national conference on the issue of Conflicts of Interest in Medicine	37,500
Diakon Lutheran Social Ministries (HH5) 798 Hausman Road, Suite 300 Allentown, PA 18104-9108	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 through 8	15,000

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Name and Address	Individual	Foundation Status of recipient	Purpose of grant or contribution	Amount
Smart Futures (HH5) 401 Wood Street Suite 1400 Pittsburgh, PA 15222	N/A	Public	To support the continuation of the PA e-Mentoring Program which promotes self-esteem through career planning	47,500
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, to reach 325-350 girls in grades 3-5 and to enhance parent engagement	40,000
West Snyder Recreation Association, Inc (HH5) P O Box 65, 67 Elm Street Beaver Springs, PA 17812	N/A	Public	To establish a new self-esteem and healthy lifestyles program, Girls on the Run of the Greater Susquehanna Valley, in Snyder County The goal is to increase the self-esteem and physical activity levels of underserved girls in grades 3 to 8	18,275
Somerset Hospital Foundation 225 South Center Ave Somerset, PA 15501-2088	N/A	Public	To support Bridging the Care for Low-Income, Uninsured and Underinsured Diabetics in Somerset County, an effort focused on diabetic education and self-management skills	75,000
Avonworth Middle (HH5) 256 Josephs Lane Pittsburgh, PA 15237	N/A	Public	To fund the C L I M B (Climb, Learn, Integration, Movement Balance) into Fitness Program for grades 6-8 A program to help students adopt life long physical activity habits	24,384
Serra Catholic (HH5) 200 Hershey Drive McKeesport, PA 15132-7400	N/A	Public	To fund the Faithfully Fit Program To increase students fitness by building an outdoor fitness trail and indoor fitness media center and purchasing new cardiovascular equipment	24,994
Gateway Middle (HH5) 4450 Old William Penn Highway Monroeville, PA 15146	N/A	Public	To fund "For the Health of It" Program An initiative designed to increase healthy behavior, physical activity and academics for kids in 7th and 8th grade	25,000
Laurel Highlands (HH5) 304 Bailey Avenue Uniontown, PA 15401	N/A	Public	To fund the Physical Education Innovation Program for kids in 9 to 12 grade	20,750
South Hanover Elementary (HH5) 15 West Thrd Street Hershey, PA 17033	N/A	Public	To support the Moving on Up and Moving Around" Program for kids grade kindergarten through 5th grade	20,000
Mt Carmel Jr/Sr High (HH5) 600 West Fifth Street Mt Carmel, PA 17851	N/A	Public	To fund Project Spin (Sparking Physical Initiative & Nutrition) To increase physical activity through mountain biking while learning proper nutrition habits to improve cardiovascular health for students in grades 7-12	26,000
Plainfield Elementary (HH5) 539 School Road Nazareth, PA 18064	N/A	Public	To fund the Better Bites Program An afterschool physical activity and nutrition program that provides students in grades K-3 with 90 additional minutes of physical activity and 30 minutes of nutrition education daily	25,000
Titusville Middle (HH5) 415 Water Street Titusville, PA 16354	N/A	Public	To fund the "Project Rocket Launch" Wellness Challenge Program for students in grades 6-8 integrating physical activity and nutrition for a year-round building-wide challenge	24,792

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Name and Address	Individual	Foundation Status of recipient	Purpose of grant or contribution	Amount
New-Kensington Arnold District Elementary (HH5) 1800 Seventh Street Road New Kensington, PA 15068	N/A	Public	To fund the Vikings Love Veggies for students in grades K-5 A program to introduce salad bars into all four elementary school buildings potential serving 1,041 students in the four schools	24,999
Neshannock Jr-Sr High (HH5) 3834 Mitchell Road New Castle, PA 16105	N/A	Public	To fund the Wellness Together—One School, One Community One Goal Program for kids in 7 to 12th grade	24,626
Norther Lebanon Middle School (HH5) 345 School Drive PO Box 100 Fredericksburg, PA 17026	N/A	Public	To fund the Healthy Steps Around the World Program for kids in grades 7-8	25,000
Northeastern High (HH5) 300 High Street Manchester, PA 17345	N/A	Public	To fund the Fitness Facility for the Future Program for students in grades 9-12 A program to enhance physical activity by changing a gym into a fitness center to accommodate individual fitness needs of students	24,131
Park Forest Middle (HH5) 2180 School Drive State College, PA 16803	N/A	Public	To fund the Every Student Every Day PE Program A program to increase physical activity by changing 7th and 8th grade health classes to a semester FITNESS LAB	24,998
Chatham University Woodland Road Pittsburgh, PA 15232	N/A	Public	To fund the integration of simulation training in Chatham's academic programs	106,850
Corry Area Free Clinic 612 Smith Street Corry, PA 16407	N/A	Public	To support Corry Area Free Clinic	103,151
Family Hospice and Family Care 50 Moffett St Pittsburgh, PA 15243	N/A	Public	To fund a full-time coordinator and two part-time program support people for their Transitions Program	62,326
John J Kane Regional Centers 955 Rvermont Drive Pittsburgh, PA 15207	N/A	Public	Effective Identification, Prevention and Treatment of in-house Pressure Ulcers	200,000
KidsPeace 1650 Broadway Drive Bethlehem, PA 18015	N/A	Public	To support KidsPeace Dental Clinic and Dental Education program	150,000
The Caring Foundation (HH5) 620 Stanwix Street Pittsburgh, PA 15222	N/A	Public	To support the continuation of 2011 program and services for the Highmark Caring Place	3,500,000
Mel Blount Youth Home of Washington County, Inc (HH5) 6 Mel Blount Drive Claysville, PA 15323	N/A	Public	Continued support of Back "2" The Basics-Lighting The Path "4" A Healthy Future Part II Program serving 100 at-risk youth	350,000
Family Resources (HH5) Stevenson Building 141 South Highland Avenue Pittsburgh, PA 15206	N/A	Public	To implement the evidence-based program called Re-Chargel, an afterschool program to practice good nutrition and physical activity habits	75,000

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Name and Address	Foundation Status of		Purpose of grant or contribution	Amount
	Individual	recipient		
Hosanna House (HH5) 807 Wallace Avenue Wilkinsburg, PA 15221	N/A	Public	To fund a year-round summer swimming program designed to increase providing physical activity and an educational program to prevent and control obesity	60,000
Lancaster Recreation Commission (HH5) 525 Fairview Avenue Lancaster, PA 17603	N/A	Public	To fund the Healthy Snack (Smart Nutrition and Activity Choices for Kids) Program	75,000
Olivet Boys & Girls Club (HH5) 1161 Pershing Blvd Reading, PA 19611	N/A	Public	To implement the Wanna Play - A program that increases the overall fitness through physical activity and nutrition education	65,750
Salvation Army (HH5) 1122 Green Street, POB 61798 Harrisburg, PA 17106-1798	N/A	Public	To expand services to the Afterschool and Youth Enrichment Program	75,000
Schenley Heights Youth Development Corporation (HH5) 3171 Ewart Drive Pittsburgh, PA 15219	N/A	Public	To expand the Physical Activity and Enrichment for Youth program	72,000
Youth Places (HH5) 2934 Smallman Street, 2nd Floor Pittsburgh, PA 15201	N/A	Public	To expand their existing program to increase physical activity in teens and improve their nutrition and eating habits	75,000
				<u>10,886,772</u>

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) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DONATED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SECURITIES	20,863,701.	20,959,694.	0.	0.	<95,993.>	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SECURITIES	4,751,905.	5,404,426.	0.	0.	<652,521.>	

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
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TOTAL TO FORM 990-PF, PART I, LINE 6A	<748,514.>
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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
LEGAL	16,452.	0.		16,452.
TO FM 990-PF, PG 1, LN 16A	16,452.	0.		16,452.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	18,000.	0.		20,000.
TO FORM 990-PF, PG 1, LN 16B	18,000.	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	188,749.	0.		0.
TO FORM 990-PF, PG 1, LN 18	188,749.	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	90,794.	0.		90,794.
ETOOLS FOR SCHOOLS USED IN HIGHMARK HEALTHY HIGH 5 PROGRAM	1,190,697.	0.		1,193,960.
ADMINISTRATIVE EXPENSES FOR HIGHMARK HEALTHY HIGH 5 PROGRAM	69,060.	0.		69,060.
OTHER HIGHMARK HEALTHY HIGH 5 PROGRAM RELATED EXPENSES	2,282,541.	0.		2,134,288.
TO FORM 990-PF, PG 1, LN 23	3,633,092.	0.		3,488,102.

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

1,675,567.

IN 2006, HIGHMARK INC PLEDGED \$100,000,000 TO SUPPORT THE HIGHMARK HEALTHY HIGH 5 PROGRAM. AT DECEMBER 31, 2010, HIGHMARK SATISFIED ITS COMMITMENT AND THERE WERE NO REMAINING CONTRIBUTIONS RECEIVABLE.

PART X, LINE 4

1,325,540.

HIGHMARK FOUNDATION IS A TAX-EXEMPT PRIVATE FOUNDATION REPORTING ON A CALENDAR-YEAR BASIS. HIGHMARK FOUNDATION WAS FORMED TO PROMOTE LIFELONG, HEALTHY BEHAVIORS IN CHILDREN AND ADOLESCENTS AGES 6-18 TO ENSURE THAT THEY HAVE HEALTHY BODIES AND MINDS. IT MAKES OVER \$14.3 MILLION IN CONTRIBUTIONS EACH YEAR TO SUPPORT THESE CAUSES. ON AVERAGE, THIS REPRESENTS APPROXIMATELY 46% OF THEIR ASSET BALANCE. AS SUCH, HIGHMARK FOUNDATION NEEDS TO HAVE A LARGE AMOUNT OF CASH ON HAND ON A MONTHLY BASIS. WHEN COMPLETING PART X, LINE 4 OF ITS FORM 990PF, HIGHMARK FOUNDATION CALCULATED ITS CASH DEEMED HELD FOR CHARITABLE ACTIVITIES AS \$1,325,540, WHICH REPRESENTS THE AVERAGE AMOUNT OF CONTRIBUTIONS MADE IN THE FIRST 15 DAYS OF EACH MONTH.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
CHANGE IN UNREALIZED GAIN ON AVAILABLE-FOR-SALE INVESTMENTS	1,050,945.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,050,945.

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 FARM CREDIT BANK	X		250,798.	250,798.
FEDERAL FARM CREDIT BANK	X		244,987.	244,987.
FEDERAL HOME LOAN BANK	X		587,000.	587,000.
FEDERAL HOME LOAN BANK	X		710,843.	710,843.
FEDERAL HOME LOAN BANK	X		1,011,640.	1,011,640.
FEDERAL HOME LOAN MTG CORP	X		999,760.	999,760.
FNMA	X		812,670.	812,670.
FNMA	X		624,844.	624,844.
FNMA	X		245,148.	245,148.
FNMA	X		250,540.	250,540.
FEDERAL FARM CREDIT BANK	X		998,124.	998,124.
FEDERAL HOME LOAN BANK	X		239,486.	239,486.
FEDERAL HOME LOAN BANK	X		998,100.	998,100.
FEDERAL HOME LOAN BANK	X		2,998,170.	2,998,170.
FEDERAL HOME LOAN BANK	X		1,999,340.	1,999,340.
FEDERAL HOME LOAN BANK	X		1,999,820.	1,999,820.
FEDERAL HOME LOAN BANK	X		2,994,690.	2,994,690.
FEDERAL HOME LOAN BANK	X		2,991,996.	2,991,996.
FEDERAL HOME LOAN BANK	X		995,640.	995,640.
FNMA	X		990,460.	990,460.
FNMA	X		998,366.	998,366.
FNMA	X		987,930.	987,930.
GOVERNOR MIFFLIN PA SCH DIST		X	499,090.	499,090.
ILLINOIS ST		X	500,000.	500,000.
LUCAS COUNTY OHIO		X	501,070.	501,070.
MOUNT PLEASANT PA AREA SCH DIS		X	528,065.	528,065.
QUAKERTOWN PA CMNTY SCH DIST		X	339,405.	339,405.
TOTAL U.S. GOVERNMENT OBLIGATIONS			24,930,352.	24,930,352.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			2,367,630.	2,367,630.
TOTAL TO FORM 990-PF, PART II, LINE 10A			27,297,982.	27,297,982.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MONSANTO CO NEW COM	1,002,259.	1,002,259.
SCHLUMBERGER LTD COM	2,546,750.	2,546,750.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,549,009.	3,549,009.

FORM 990-PF

CORPORATE BONDS

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMERICAN HONDA FINANCE	252,702.	252,702.
BECTON DICKINSON	539,155.	539,155.
DISNEY WALT CO	273,033.	273,033.
GENERAL ELECTRIC CAP CORP	250,100.	250,100.
MEDTRONIC INC	256,545.	256,545.
PNC FUNDING CORP	1,000,120.	1,000,120.
ROCHE HOLDINGS INC	501,550.	501,550.
SLM CORP	1,494,600.	1,494,600.
BLUE CROSS BLUE SHIELD FLA	260,450.	260,450.
ABBAY NATIONAL N AMERICA LLC	249,954.	249,954.
ABBAY NATIONAL N AMERICA LLC	498,239.	498,239.
CREDIT AGRICOLE NORTH AMERICA	999,009.	999,009.
JOHN DEERE CAPITAL CORP	500,060.	500,060.
GENERAL ELECTRIC CAPITAL CORP	499,935.	499,935.
GENERAL ELECTRIC CAPITAL CORP	999,126.	999,126.
HSBC FINANCE CORP	250,252.	250,252.
HSBC FINANCE CORP	249,959.	249,959.
MORGAN STANLEY	250,022.	250,022.
MORGAN STANLEY	250,465.	250,465.
TOTAL TO FORM 990-PF, PART II, LINE 10C	9,575,276.	9,575,276.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BP CAPITAL MARKETS PLC	FMV	251,129.	251,129.
TOTAL TO FORM 990-PF, PART II, LINE 13		251,129.	251,129.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 12
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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	DIRECTOR/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	DIRECTOR/CHAIRPERSON 1.00	0.	0.	0.
DORIS CARSON WILLIAMS 120 FIFTH AVENUE, FIFTH AVENUE PLACE PITTSBURGH, PA 15222	DIRECTOR/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.

HIGHMARK FOUNDATION

25-1876666 "

EDWARD A. BITTNER, JR.
120 FIFTH AVENUE, FIFTH AVENUE
PLACE
PITTSBURGH, PA 15222

SECRETARY

1.00

0.

0.

0.

VELMA MONTEIRO-TRIBBLE
120 FIFTH AVENUE, FIFTH AVENUE
PLACE
PITTSBURGH, PA 15222

DIRECTOR

1.00

0.

0.

0.

JANINE K. COLINEAR
120 FIFTH AVENUE, FIFTH AVENUE
PLACE
PITTSBURGH, PA 15222

ASSISTANT TREASURER

1.00

0.

0.

0.

DAVID P. GAERTNER
120 FIFTH AVENUE, FIFTH AVENUE
PLACE
PITTSBURGH, PA 15222

ASSISTANT SECRETARY

1.00

0.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0.

0.

0.

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

☐ Business Corporation (§ 1915)
☒ Nonprofit Corporation (§ 5915)

Name
Sara M. Malara
Address
120 Fifth Avenue Fifth Avenue Place #2180
City State Zip Code
Pittsburgh Pennsylvania 15222-3099

Document will be returned to the
name and address you enter to
the left.

Commonwealth of Pennsylvania
ARTICLES OF AMENDMENT-NONPROFIT 5 Page(s)



T1100741008

Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned,
desiring to amend its articles, hereby states that:

1. The name of the corporation is:
Highmark Foundation

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its
commercial registered office provider and the county of venue is (the Department is hereby authorized to
correct the following information to conform to the records of the Department):

(a) Number and Street City State Zip County
120 Fifth Avenue Pittsburgh Pennsylvania 15222-3099 Allegheny

(b) Name of Commercial Registered Office Provider County
c/o

3. The statute by or under which it was incorporated: PA Nonprofit Corporation Law of 1988.

4. The date of its incorporation: December 14, 2000

5. Check, and if appropriate complete, one of the following:

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____ at _____
Date Hour

2011 JAN -4 PM 2: 15

PA. DEPT. OF STA.

6. Check one of the following:

- ☒ The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- ☐ The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

- ☐ The amendment adopted by the corporation, set forth in full, is as follows

- ☒ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

- ☐ The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

15th day of December

2010

Highmark Foundation

Name of Corporation

Elaine B. Krasik

Signature

Elaine B. Krasik, Secretary

Title

Exhibit A

**Highmark Foundation
Action By Written Consent
of Sole Member**

Highmark Inc., being the sole Member of Highmark Foundation, a nonprofit corporation (the "Corporation"), in accordance with Section 5763 of the Pennsylvania Nonprofit Corporation Law, with the same effect as if such action had been taken at a duly called meeting of the members of the Corporation held on the date hereof, hereby waives all notice requirements in connection with said meeting and hereby approves the following Resolutions:

WHEREAS, as contemplated by Section 5911 of the Pennsylvania Nonprofit Corporation Law, the Corporation wishes to amend its Articles of Incorporation; and

WHEREAS, the Corporation wishes to amend the Bylaws of the Corporation in accordance with Article VII, Section 7.1 of the Bylaws of the Corporation; and

WHEREAS, it is deemed to be in the best interest of the Corporation and in furtherance of the purposes of the Corporation, and more consistent with the Corporation's present business activities, that its Articles of Incorporation and Bylaws be amended;

NOW, THEREFORE, BE IT RESOLVED, that Section 4 of the Articles of Incorporation be and hereby is amended by inserting the words "and its subsidiaries and affiliates," immediately following the words "communities served by Highmark Inc.,"; and

RESOLVED FURTHER, that Article 1, Section 1.2 of the Bylaws of the Corporation be and hereby is amended by inserting the words "and its subsidiaries and affiliates," immediately following the words "communities served by Highmark Inc.,"; and

RESOLVED FURTHER, that the proper officers of the Foundation be and hereby are authorized, empowered and directed, on behalf of the Foundation, to execute or cause to be executed such documents, certificates, writings or other instruments as may be necessary, desirable or appropriate in connection with the foregoing, their approval thereof to be conclusively evidenced by the execution and delivery thereof, and to take or cause to be taken any and all such further actions as any such officer, in his/her discretion, deems to be necessary, desirable

or appropriate in order to carry out the intent and accomplish the purposes of the foregoing resolutions, their taking such actions to be conclusive evidence of their approval thereof.

EXECUTED, as of the 15th day of December, 2010, by the undersigned Chief Executive Officer of Highmark Inc., who has been duly authorized by said corporation to act for and on its behalf as the sole Member of Highmark Foundation, upon matters contained in the above Resolutions.

Highmark Inc.

By: Kenneth R. Melani as
Kenneth R. Melani, M. D.
President and Chief Executive Officer

Composite Copy: December 15, 2010

**BYLAWS
of
HIGHMARK FOUNDATION
(a Pennsylvania nonprofit corporation)
Adopted: February 28, 2001
Amended: June 24, 2010
Amended: December 15, 2010**

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HIGHMARK FOUNDATION

Bylaws

ARTICLE I

NAME AND PURPOSE

Section 1.1. Name. The name of the Corporation is Highmark Foundation (hereinafter referred to as the "Corporation"), incorporated under the Pennsylvania Nonprofit Corporation Law of 1988 on December 14, 2000.

Section 1.2. Purpose. The Corporation is formed exclusively for charitable, scientific, and educational purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or modified or replaced by any future United States internal revenue law (the "Code"), and shall undertake charitable endeavors of Highmark Inc., including but not limited to, programs intended to promote the health and well-being of the communities served by Highmark Inc., and its subsidiaries and affiliates, to the extent such endeavors further the foregoing purposes under section 501(c)(3) of the Code. **(Amended: December 15, 2010)**

ARTICLE II

MEMBERS

Section 2.1. Members. The Corporation shall have members as contemplated by the Pennsylvania Nonprofit Corporation Law of 1988. Unless changed in accordance with the Articles of Incorporation and these Bylaws, the sole member of the Corporation shall be Highmark Inc.

Section 2.2. Voting Rights. Each member shall be entitled to one vote on any matters submitted to the members for a vote or as required by law or these Bylaws.

Section 2.3. Transfer of Membership Interest. A member may transfer all or any part of its interest in the Corporation upon an affirmative vote of all other members. No such transfer shall be permitted to the extent such transfer would adversely affect the Corporation's exempt status under section 501(c)(3) of the Code.

Section 2.4. Additional Members. Additional members may be admitted by an affirmative vote of all of the members, which vote shall be taken at a meeting duly held for such purpose.

Section 2.5. Annual Meeting. An annual meeting of the members shall be held each year on a date and at an hour fixed by the Board for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held at such annual meeting, or at any adjournment thereof, the members or the Board shall cause the election to be held at a special meeting of the members as soon thereafter as convenient.

Section 2.6. Special Meetings. Special meetings of the members may be called by any member, by the Board of Directors, or by the President.

Section 2.7. Place of Meeting. The place of all meetings of the members shall be at the principal office of the Corporation, or at such place as shall be determined from time to time by the Board. If no designation is made or if a

special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation.

Section 2.8. Notice of Meetings. Written notice stating the place, day and hour of any meeting of members shall be delivered by mail, delivery service, e-mail, or facsimile, to each member entitled to vote at such meeting, not less than five days unless otherwise required by law before the date of such meeting, by or at the direction of the Secretary acting for the Board of Directors, or the person calling the meeting as provided under Section 2.6. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at its address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 2.9. Quorum. A quorum at any meeting shall consist of members holding a majority of the percentage interests of members. Unless stated otherwise in a transfer document, a member shall be deemed to hold a percentage interest equal to one divided by the number of members multiplied by 100. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting to a fixed date.

Section 2.10. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact. No proxy shall be valid after three (3) months from the date of its execution, unless otherwise provided in the proxy.

Section 2.11. Meetings by Telephone. One or more members may participate in any regular or special meeting of the members by means of conference

telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in this manner by a member will be considered to be attendance in person for all purposes under these Bylaws.

Section 2.12. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these Bylaws. Each corporate member shall designate a representative to vote on its behalf.

Section 2.13. Unanimous Action. Any action required or permitted to be taken by the members may be taken without a meeting if all members consent in writing to the adoption of a resolution authorizing the action. The resolution and written consents thereto by the members shall be filed with the minutes of the proceedings of the members.

ARTICLE III

DIRECTORS

Section 3.1. Number, Election and Term of Office. The number of Directors which shall constitute the full Board of Directors shall be determined from time to time by the member(s). The member(s) shall appoint the Directors of the Corporation. Each Director shall hold office from the time of his or her appointment, but shall be responsible as a Director from such time only if he or she consents to his or her appointment; otherwise from the time he or she accepts office or attends his or her first meeting of the Board. Directors shall be appointed for a one-year term, and each Director may serve an unlimited number of terms at the

discretion of the member(s). Each Director shall serve until his or her successor is duly appointed, or until his or her earlier death, resignation or removal.

Section 3.2. Regular Meetings; Notice. Regular meetings of the Board of Directors shall be held at such time and place as shall be designated by the Board of Directors from time to time. Notice of such regular meetings shall not be required, except as otherwise expressly required herein or by law, and except that whenever the time or place of regular meetings shall be initially fixed and then changed, notice of such action shall be given promptly by telephone, e-mail or otherwise to each Director not participating in such action. Any business may be transacted at any regular meeting.

Section 3.3. Annual Meeting of the Board. A regular meeting of the Board of Directors shall be held at such date, time and place as may be fixed by the Board of Directors. Such regular meeting shall be the annual organization meeting at which the Board shall organize itself and elect the Executive Officers of the Corporation for the ensuing year and may transact any other business.

Section 3.4. Special Meetings; Notice. Special meetings of the Board of Directors may be called at any time by a member or any Director, to be held at such place and day and hour as shall be specified by the person or persons calling the meeting. Notice of every special meeting of the Board of Directors shall be given by the Secretary to each Director at least two days before the meeting. Any business may be transacted at any special meeting regardless of whether the notice calling such meeting contains a reference thereto, except as otherwise required by law.

Section 3.5. Organization. At all meetings of the Board of Directors, the presence of a majority of the Directors in office shall be necessary and sufficient

to constitute a quorum for the transaction of business. If a quorum is not present at any meeting, the meeting may be adjourned from time to time by the Directors present until a quorum as aforesaid shall be present, but notice of the time and place to which such meeting is adjourned shall be given to any Directors not present either by being sent by e-mail or facsimile or given personally or by telephone at least eight hours prior to the hour of reconvening.

Resolutions of the Board shall be adopted, and any action of the Board upon any matter shall be valid and effective, with the affirmative vote of a majority of the Directors present at a meeting duly convened and at which a quorum is present. The Chairperson, the Vice Chairperson, if the Chairperson is unavailable, or the President, if neither the Chairperson nor the Vice Chairperson is available, shall preside at each meeting of the Board. The Secretary, or in his or her absence any Assistant Secretary, shall take the minutes at all meetings of the Board of Directors. In the absence of the Secretary and an Assistant Secretary, the presiding officer shall designate any person to take the minutes of the meeting.

Section 3.6. Meetings by Telephone. One or more Directors may participate in any regular or special meeting of the Board of Directors or of a committee of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in this manner by a Director will be considered to be attendance in person for all purposes under these Bylaws.

Section 3.7. Presumption of Assent. Minutes of each meeting of the Board shall be made available to each Director at or before the next succeeding meeting. Each Director shall be presumed to have assented to such minutes unless

his or her objection thereto shall be made to the Secretary at or within two days after such succeeding meeting.

Section 3.8. Resignations. Any Director may resign by submitting his or her resignation to the Secretary. Such resignation shall become effective upon its receipt by the Secretary or as otherwise specified therein. Upon the resignation of a Director, the member(s) shall appoint a successor Director.

Section 3.9. Committees.

(a) Committees. By resolution adopted by a majority of the whole Board, standing or temporary committees consisting of at least one Director may be appointed by the Board of Directors from time to time. Committees may include members who are not Directors of the Corporation. Each such committee shall have and exercise such authority of the Board of Directors in the management of the business and affairs of the Corporation as the Board may specify from time to time, which, to the extent permitted by Pennsylvania Nonprofit Corporation Law, may include any action which the Pennsylvania Nonprofit Corporation Law of 1988 provides shall or may be taken by the Board of Directors.

(b) Executive Committee. The Board of Directors may appoint an Executive Committee to consist of the Chairman of the Board, if one has been elected, or if not, the President, and as many other members as the Board shall determine. Except as may be otherwise provided in the resolution designating such Committee, the Executive Committee shall have and may exercise, during the

intervals between meetings of the Board of Directors, all of the powers of the Board of Directors, except that the Executive Committee shall not have the power to amend or repeal these Bylaws or to adopt new Bylaws; to fill vacancies in, change the number of, or remove members of the Board of Directors; or to dissolve, remove members or change the number of, or fill vacancies in, the Executive Committee; or to amend or repeal any resolution of the Board of Directors which by its terms shall not be amendable or repealable. Any actions of the Executive Committee shall be ratified by the Board of Directors at its meeting next following the action. The Executive Committee shall meet on the call of the Chairman of the Board, if one has been elected, or if not, the President of the Corporation, at such times and places as shall be designated by him.

(c) Standing Committees. The Board may adopt standing committees in addition to the Executive Committee in accordance with the terms of these Bylaws. Such standing committees may, but need not, include an Audit Committee and an Investment Committee.

(d) Audit Committee. If an Audit Committee is appointed, the Audit Committee shall be responsible for overseeing the reporting of the finances of the Corporation. The Audit Committee shall select an independent auditor for the Corporation, and review and approve the periodic reports of such independent auditor. The Audit Committee shall also implement procedures to ensure adequate controls of the financial processes and procedures of the Corporation. Except as

otherwise set forth in these Bylaws, the Audit Committee may set its own regulations and procedures.

(e) Investment Committee. If an Investment Committee is appointed, the Investment Committee shall be responsible for the investment and reinvestment of funds and the purchase and sale of securities constituting the endowment or designated endowment of the Corporation, and shall prescribe and approve the investment policies for any investment agents acting for the Corporation. In carrying out its responsibility for the investment and reinvestment of funds and the purchase and sale of securities constituting the endowment or designated endowment of the Corporation, the Investment Committee shall give the President, Treasurer or Assistant Treasurer, if one has been elected, such authority as is necessary to carry out the decisions of the Committee. Except as otherwise set forth in these Bylaws, the Investment Committee may set its own regulations and procedures.

(f) Advisory Committee. By resolution adopted by a majority of the whole Board, advisory committees may be appointed by the Board of Directors from time to time, with each such Committee consisting of such persons as the Board shall then appoint, to act as a resource to the Corporation. An Advisory Committee shall have such duties and authorities as shall be designated by the Board of Directors in the resolution creating the Advisory Committee, subject to the general restrictions herein with respect to delegation of duties. The President shall develop operating guidelines for each Advisory Committee, and the President shall report

on the operations, activities and recommendations of the Advisory Committees to the Board of Directors.

(g) Quorum and Actions. At all meetings of a committee, the presence of at least a majority of the members of such committee shall be necessary and sufficient to constitute a quorum for the transaction of business. The Board may designate one or more Directors as alternate members of any committee to replace any absent or disqualified member at any meeting of the committee, and in the event of such absence or disqualification, the member or members of such committee present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of any such absent or disqualified member. Resolutions of a committee shall be adopted, and any action of the committee upon any matter shall be valid and effective, with the affirmative vote of a majority of the members of the committee present at a meeting duly convened and at which a quorum is present.

(h) Authority of Board. Any action taken by any committee shall be subject to alteration or revocation by the Board of Directors; provided, however, that third parties shall not be prejudiced by such alteration or revocation.

(Amended: June 24, 2010)

Section 3.10. Vacancies. Any vacancy that shall occur in the Board of Directors by reason of death, resignation, removal, or any other cause whatever shall be filled by the member(s) in a manner that complies with Section 3.1, and

each person so appointed shall be a Director until he or she, or his or her successor, is appointed at the next meeting of the Board or until his or her prior death, resignation or removal.

Section 3.11. Removal. The member(s) may remove a Director for any or no reason.

Section 3.12. Personal Liability of Directors.

(a) Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no Director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director.

(b) Nature and Extent of Rights. The provisions of this Section shall be deemed to be a contract with each Director of the Corporation who serves as such at any time while this Section is in effect and each such Director shall be deemed to be so serving in reliance on the provisions of this Section. Any amendment or repeal of this Section or adoption of any Bylaw or provision of the Articles of the Corporation which has the effect of increasing Director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, Bylaw or provision.

Section 3.13. Indemnification.

(a) Right to Indemnification.

(1) As used herein, the word "Action" shall mean any action, suit or proceeding, administrative, investigative or other, (i) to which such person is a

party (other than an action by the Corporation) or (ii) in connection with which such person is not a party but is a witness, subject to investigation or otherwise involved, in either case by reason of such person being or having been a Director or officer of the Corporation.

(2) Unless in a particular case indemnification would jeopardize the Corporation's tax-exempt status under Section 501(a) of the Code, result in the Corporation's failure to be described in Section 501(c)(3) of the Code, or result in imposition of an excise tax under Chapter 42 of the Code, and except as prohibited by law, each Director and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against expenses and any liability paid or incurred by such person (i) in the defense of any Action to which such person is a party or (ii) in connection with any other Action.

(3) A person who is not a Director or officer of the Corporation may be similarly indemnified in respect of service to the Corporation to the extent the Board at any time designates such person as entitled to the benefits of this Section.

(4) As used in this Section, "indemnatee" shall include each Director and each officer of the Corporation and each other person designated by the Board as entitled to the benefits of this Section; "liability" shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and "expenses" shall include fees and expenses of counsel incurred by the indemnatee only (i) if the Corporation has not at its expense assumed the defense of the Action on behalf of the indemnatee with reputable and experienced counsel selected by the Corporation, or (ii) if it shall have been determined pursuant to Section (c) hereof that the indemnatee was entitled to indemnification for expenses in respect of an action brought under that Section.

(b) Right to Advancement of Expenses. Unless in a particular case advancement of expenses would jeopardize the Corporation's tax-exempt status under Section 501(a) of the Code, result in the Corporation's failure to be described in Section 501(c)(3) of the Code, or result in imposition of an excise tax under Chapter 42 of the Code, every indemnitee shall be entitled as of right to have his or her expenses in defending any Action paid in advance by the Corporation, as incurred, provided that the Corporation receive a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

(c) Right of Indemnitee to Initiate Action; Defenses.

(1) If a written claim under paragraph (a) or paragraph (b) of this Section is not paid in full by the Corporation within thirty days after such claim has been received by the Corporation, the indemnitee may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such action.

(2) The only defenses to an action to recover a claim for indemnification otherwise properly asserted under paragraph (a) shall be (i) that the indemnitee's conduct was such that under applicable law the Corporation is prohibited from indemnifying the indemnitee for the amount claimed, or (ii) that indemnification would jeopardize the Corporation's tax-exempt status under Section 501(a) of the Code, result in the Corporation's failure to be described in Section 501(c)(3) of the Code, or result in imposition of an excise tax under Chapter 42 of the Code, but the burden of proving any such defense shall be on the Corporation.

(3) The only defense to an action to recover a claim for advancement of expenses otherwise properly asserted under paragraph (b) shall be that the indemnitee failed to provide the undertaking required by paragraph (b).

(d) Non-Exclusivity; Nature and Extent of Rights. The rights to indemnification and advancement of expenses provided for in this Section shall (i) not be deemed exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who serves the Corporation at any time while this Section is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Section), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he or she was entitled or was designated as entitled to indemnification under this Section and shall inure to the benefit of the heirs and legal representatives of each indemnitee.

ARTICLE IV

OFFICERS AND EMPLOYEES

Section 4.1. Executive Officers. The Executive Officers of the Corporation shall be the Chairperson, the Vice Chairperson, the President, the Secretary and the Treasurer, and may include one or more Vice Presidents as the Board may from time to time determine, all of whom shall be elected by the Board of Directors. Any two or more offices may be held by the same person. Each Executive Officer shall hold office at the pleasure of the Board of Directors, or until his or her death or resignation.

Section 4.2. Additional Officers; Other Agents and Employees. The Board of Directors may from time to time appoint or employ such additional

officers, assistant officers, agents, employees and independent contractors as the Board deems advisable; the Board shall prescribe their duties, conditions of employment and compensation; and the Board shall have the right to dismiss them at any time, without prejudice to their contract rights, if any. The Board may employ from time to time such other agents, employees and independent contractors as it may deem advisable for the prompt and orderly transaction of the business of the Corporation, and it may prescribe their duties and the conditions of their employment, fix their compensation and dismiss them at any time, without prejudice to their contract rights, if any.

Section 4.3. The Chairperson. The Chairperson of the Board shall be elected from among the Directors, shall preside at all meetings of the Board as provided herein, and shall have such other powers and duties as from time to time may be prescribed by the Board.

Section 4.4. The Vice Chairperson. The Vice Chairperson shall be elected from among the Directors, shall undertake the responsibilities of the Chairperson when he or she shall be unable to serve, and shall have such other powers and duties as from time to time may be prescribed by the Board.

Section 4.5. The President. The President shall be the chief executive officer of the Corporation. Subject to the control of the Board of Directors, the President shall have general supervision of and general management and executive powers over all the property, operations, business, affairs and employees of the Corporation, and shall see that the policies and programs adopted or approved by the Board are carried out. The President shall exercise such further powers and duties as from time to time may be prescribed in these Bylaws or by the Board of Directors.

Section 4.6. The Vice Presidents. The Vice Presidents may be given by resolution of the Board general executive powers, subject to the control of the Board, concerning one or more or all segments of the operations of the Corporation. The Vice Presidents shall exercise such further powers and duties as from time to time may be prescribed in these Bylaws or by the Board of Directors.

Section 4.7. The Secretary and Assistant Secretaries. It shall be the duty of the Secretary (a) to keep an original or duplicate record of the proceedings of the Board of Directors, and a copy of the Articles and of the Bylaws; (b) to give such notices as may be required by law or these Bylaws; (c) to be custodian of the corporate records and of the seal of the Corporation and see that the seal is affixed to such documents as may be necessary or advisable; and (d) to exercise all powers and duties incident to the office of Secretary; and such further powers and duties as from time to time may be prescribed in these Bylaws or by the Board of Directors or the President. The Secretary by virtue of his or her office shall be an Assistant Treasurer. Each officer of the Corporation by virtue of his or her office shall be an Assistant Secretary. The Assistant Secretaries shall assist the Secretary in the performance of his or her duties and shall also exercise such further powers and duties as from time to time may be prescribed by the Board of Directors, the President or the Secretary. At the direction of the Secretary or in his or her absence or disability, an Assistant Secretary shall exercise the powers and duties of the Secretary.

Section 4.8. The Treasurer and Assistant Treasurers. It shall be the duty of the Treasurer (a) to keep the Corporation's contracts, insurance policies, leases, deeds and other business records; (b) to see that the Corporation's lists, books, reports, statements, tax returns, certificates and other documents and records required by law are properly prepared, kept and filed; (c) to be the principal

officer in charge of tax and financial matters, budgeting and accounting for the Corporation; (d) to have charge and custody of and be responsible for the Corporation's funds, securities and investments; (e) to receive and give receipts for checks, notes, obligations, funds and securities of the Corporation, and deposit monies and other valuable effects in the name and to the credit of the Corporation, in such depositories as shall be designated by the Board of Directors; (f) to cause the funds of the Corporation to be disbursed by payment in cash or by checks or drafts upon the authorized depositories of the Corporation, and to cause to be taken and preserved proper vouchers for such disbursements; (g) to render to the President and the Board of Directors whenever they may require it an account of all his or her transactions as Treasurer, and reports as to the financial position and operations of the Corporation; (h) to keep appropriate, complete and accurate books and records of account of all the Corporation's business and transactions; and (i) to exercise all powers and duties incident to the office of Treasurer; and such further duties from time to time as may be prescribed in these Bylaws or by the Board of Directors or the President. The Assistant Treasurers shall assist the Treasurer in the performance of his or her duties and shall also exercise such further powers and duties as from time to time may be prescribed by the Board of Directors, the President or the Treasurer. At the direction of the Treasurer or in his or her absence or disability, an Assistant Treasurer shall exercise the powers and duties of the Treasurer.

Section 4.9. Vacancies. Any vacancy in any office or position by reason of death, resignation, removal, disqualification, disability or other cause shall be filled in the manner provided in this Article IV for regular election or appointment to such office. Pending such election or appointment, the President may temporarily fill such vacant office him or herself.

Section 4.10. Delegation of Duties. The Board of Directors may in its discretion delegate for the time being the powers and duties, or any of them, of any officer to any other person whom it may select.

ARTICLE V

MISCELLANEOUS CORPORATE TRANSACTIONS AND DOCUMENTS

Section 5.1. Execution of Notes, Checks, Contracts and Other Instruments. All notes, bonds, drafts, acceptances, checks, endorsements (other than for deposit), guarantees and all evidences of indebtedness of the Corporation whatsoever, and all deeds, mortgages, contracts and other instruments requiring execution by the Corporation, may be signed by the President, any Vice President or the Treasurer, and authority to sign any of the foregoing, which may be general or confined to specific instances, may be conferred by the Board of Directors upon any other person or persons. Any person having authority to sign on behalf of the Corporation may delegate, from time to time, by instrument in writing, all or any part of such authority to any other person or persons if authorized to do so by the Board of Directors, which authority may be general or confined to specific instances. Facsimile signatures on checks may be used if authorized by the Board of Directors.

Section 5.2. Voting Securities Owned by Corporation. Securities owned by the Corporation and having voting power in any other corporation shall be voted by the President or any Vice President, unless the Board confers authority to vote with respect thereto, which may be general or confined to specific investments, upon some other person. Any person authorized to vote such securities shall have the power to appoint proxies, with general power of substitution.

ARTICLE VI

GENERAL PROVISIONS

Section 6.1. Offices. The principal business office of the Corporation shall be at Fifth Avenue Place, 120 Fifth Avenue, Pittsburgh, Pennsylvania 15222-3099. The Corporation may also have offices at such other places within or without the Commonwealth of Pennsylvania as the business of the Corporation may require.

Section 6.2. Corporate Seal. The Board of Directors shall prescribe the form of a suitable corporate seal, which shall contain the full name of the Corporation and the year and state of incorporation.

Section 6.3. Fiscal Year. The fiscal year of the Corporation shall end on such day as shall be fixed by the Board of Directors.

Section 6.4. Annual Report. To the extent required, the President and Treasurer shall present an annual report to the Board of Directors in accordance with Section 5553 of the Pennsylvania Nonprofit Corporation Law of 1988.

ARTICLE VII

AMENDMENTS

Section 7.1. Amendments. These Bylaws may be amended, altered or repealed, and new bylaws may be adopted, by the members at any meeting by a majority vote of the members provided that all members shall have been given five days' written notice of the general nature of the proposed amendment. Except as specifically set forth herein, no provision of these Bylaws shall vest any property or contract right in any person.