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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

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

BLUE & YOU FOUNDATION FOR A HEALTHIER ARKANSAS

A Employer identification number

71-0862108

Number and street (or P O box number if mail is not delivered to street address) | Room/suite

320 WEST CAPITOL AVE | 200

B Telephone number (see page 10 of the instructions)

(501) 378-2586

City or town, state, and ZIP code

LITTLE ROCK AR 72201

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 42,523,368

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	1,155,859	1,118,680		
	5 a Gross rents		0		
	b Net rental income or (loss) 0				
	6 a Net gain or (loss) from sale of assets not on line 10	-49,864			
	b Gross sales price for all assets on line 6a 1,608,467				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications			69,895	
	10 a Gross sales less returns and allowances 0				
	b Less Cost of goods sold 0				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)	0	0	0	
	12 Total. Add lines 1 through 11	1,105,995	1,118,680	69,895	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	180,121			
	14 Other employee salaries and wages	25,244			
	15 Pension plans, employee benefits	22,826			
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule) Statement 1	6,516	0	0	0
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) Stmt 2	8,426	7,450	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) Statement 3	130,575	106,389	0	0
	24 **Total operating and administrative expenses.** Add lines 13 through 23	373,708	113,839	0	0
	25 Contributions, gifts, grants paid	1,723,343			1,723,343
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,097,051	113,839	0	1,723,343
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-991,056			
	b **Net investment income** (if negative, enter -0-)		1,004,841		
	c **Adjusted net income** (if negative, enter -0-)			69,895	

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Form **990-PF** (2010)

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	1,390	17,274	17,274
	2 Savings and temporary cash investments	211,552	107,772	107,772
	3 Accounts receivable ▶ 145,704			
	Less allowance for doubtful accounts ▶ 0	118,247	145,704	145,704
	4 Pledges receivable ▶ 0			
	Less allowance for doubtful accounts ▶ 0	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶ 0			
	Less allowance for doubtful accounts ▶ 0	0	0	0
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule) Stmt 4	4,085,131	2,546,375	2,546,375
	b Investments—corporate stock (attach schedule) Stmt 5	28,767,784	33,611,194	33,611,194
	c Investments—corporate bonds (attach schedule) Stmt 6	5,827,561	6,095,049	6,095,049
	11 Investments—land, buildings, and equipment basis ▶ 0			
	Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	0	0	0
	14 Land, buildings, and equipment basis ▶ 0			
	Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15 Other assets (describe ▶)	0	0	0
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	39,011,665	42,523,368	42,523,368
Liabilities	17 Accounts payable and accrued expenses	43,680	112,930	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ▶)	0	0	
	23 **Total liabilities** (add lines 17 through 22)	43,680	112,930	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	38,967,995	42,410,438	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds		0	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	38,967,995	42,410,438	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	39,011,675	42,523,368	

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	38,967,995
2	Enter amount from Part I, line 27a	2	-991,056
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement 7	3	5,029,677
4	Add lines 1, 2, and 3	4	43,006,616
5	Decreases not included in line 2 (itemize) ▶ Investments impaired 7	5	596,178
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	42,410,438

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Attached Statement 8			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-49,864
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	1,565,977	32,945,611	0.047532
2008	1,056,320	39,494,309	0 026746
2007	1,388,488	39,454,970	0 035192
2006	1,274,109	33,341,113	0 038214
2005	1,554,451	32,917,148	0.047223

2	**Total** of line 1, column (d)	2	0.194907
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 038981
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	38,659,325
5	Multiply line 4 by line 3	5	1,506,979
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,048
7	Add lines 5 and 6	7	1,517,027
8	Enter qualifying distributions from Part XII, line 4	8	1,723,343

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	10,048	
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	10,048	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	10,048	
6	Credits/Payments.			
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 32,063			
b	Exempt foreign organizations—tax withheld at source — 6b:			
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0			
d	Backup withholding erroneously withheld — 6d:			
7	Total credits and payments Add lines 6a through 6d	7	32,063	
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	22,015	
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 22,015 **Refunded** ▶	11	0	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ _____ (2) On foundation managers ▶ $ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ AR			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.BLUEANDYOUFOUNDATIONARKANSAS.ORG

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

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
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		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?		☐	☒
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		☐	☒
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		☐	☒
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		☒	☐
	(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)?		☐	☒
	(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)		☐	☒
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 ▶ ☐	1b		X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 ▶ 20_____, 20_____, 20_____, 20_____		☐	☒
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20_____, 20_____, 20_____, 20_____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		☐	☒
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)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes	☒ No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			5b N/A
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*	☐ Yes	☐ No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*			6b X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement 9	00	0	0	0
	.00	0	0	0
	00	0	0	0
	00	0	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE	00	0	0	0
	.00	0	0	0
	00	0	0	0
	00	0	0	0
	.00	0	0	0
Total number of other employees paid over $50,000 ▶				0

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
Total number of others receiving over $50,000 for professional services ▶		

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

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

Part IX-B **Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	0
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	39,208,431
b	Average of monthly cash balances		1b	39,615
c	Fair market value of all other assets (see page 25 of the instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	39,248,046
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	39,248,046
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)		4	588,721
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	38,659,325
6	**Minimum investment return.** Enter 5% of line 5		6	1,932,966

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	1,932,966
2a	Tax on investment income for 2010 from Part VI, line 5	2a	10,048		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	10,048
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,922,918
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,922,918
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,922,918

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,723,343
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,723,343
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	10,048
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,713,295

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				1,922,918
2	Undistributed income, if any, as of the end of 2010:				
a	Enter amount for 2009 only			1,635,439	
b	Total for prior years 20____, 20____, 20____		0		
3	Excess distributions carryover, if any, to 2010				
a	From 2005 0				
b	From 2006 0				
c	From 2007 0				
d	From 2008 0				
e	From 2009 0				
f	Total of lines 3a through e	0			
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 1,723,343				
a	Applied to 2009, but not more than line 2a			1,635,439	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d	Applied to 2010 distributable amount				87,904
e	Remaining amount distributed out of corpus	0			
5	Excess distributions carryover applied to 2010	0			0
	(If an amount appears in column (d), the same amount must be shown in column (a).)				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				1,835,014
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9:				
a	Excess from 2006 0				
b	Excess from 2007 0				
c	Excess from 2008 0				
d	Excess from 2009 0				
e	Excess from 2010 0				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **N/A**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

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

SEE ATTACHED STATEMENT 10

c Any submission deadlines

SEE ATTACHED STATEMENT 11

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

SEE ATTACHED STATEMENT 11

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AR Academy of Family Physicians Foundation			Patient-Centered Medical HOme Project	150,000
AR Children's Hospital Foundation Inc			Sports Concussions trainers in 70 high schools for testing	112,109
AR Hunger Relief Alliance			Growing Healthy Communities training for anti-obesity plans	143,000
AR Quality Foundation Inc			Baby Steps: statewide infant death review to reduce mortality	124,537
Brandon Burlsworth Foundation			Free eye exams and glasses for 1,500 children	75,000
Conway Interfaith Clinic Inc			Expand clinic operation for low-income patients	68,168
Crittenden Regional Hospital			Perinatal Support Program home visits	47,962
Dallas County Alliance Supporting Health			Wellness-fitness program in Dallas County	8,500
FoodShare and Opportunity Network			Kid Care and Senior Share provide food and hygiene items	18,000
Greater Delta Alliance for Health			Provide diabetes self-management courses, education lunches	60,547
Harmony Health Clinic			Expnad dental and hispanic services in Pulaski County	45,000
Total See Attached Statement			▶ 3a	1,723,343
b *Approved for future payment*				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,155,859	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				0	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		1,155,859	0
13 Total. Add line 12, columns (b), (d), and (e)				13	1,155,859

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Patrick O'Sullivan — Signature of officer or trustee

10/31/11 — Date

Executive Director — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Kevin Horn		10/26/11		P00372843

Firm's name ▶ BKD, LLP — Firm's EIN ▶

Firm's address ▶ 400 W. CAPITOL SUITE 2500 / P.O. BOX 3667 LITTLE ROCK, AR 72203-3667 44-0160260 — Phone no 501-372-1040

Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

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

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

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

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

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

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

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

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

Telephone No. ▶ 501-378-2586 FAX No. ▶ 501-378-3258

- If the organization does not have an office or place of business in the United States, check this box . . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . . . ▶ ☐. If it is for part of the group, check this box . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 20 11, to file the exempt organization return for the organization named above The extension is for the organization's return for:
▶ ☑ calendar year 20 10 or
▶ ☐ tax year beginning _____, 20 ____, and ending _____, 20 ____

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 21000
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	3b	$ 32063
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$

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

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

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

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

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

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

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	[redacted]	
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of ▶ ARKANSAS BLUE CROSS BLUE SHIELD
  Telephone No ▶ (501) 378-2586 FAX No. ▶ (501) 378-3258
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15/2011

5 For calendar year 2010 , or other tax year beginning _____ , and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension MORE TIME IS REQUESTED TO ACQUIRE ALL INFORMATION NEEDED TO COMPLETE AND FILE AN ACCURATE RETURN

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$	10,100
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$	32,000
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$	0

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Patricia O'Sullivan Title ▶ EXECUTIVE DIRECTOR Date ▶ 8/10/11

Line 16b (990-PF) - Accounting Fees

		6,516	0	0	0
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	BKD, LLP - Audit fees	4,003			
2	BKD, LLP - Tax fees	2,513			
3					
4					
5					
6					
7					
8					
9					
10					

Stmt 1

Line 18 (990-PF) - Taxes

		8,426	7,450	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20				
2	Tax on investment income	-3,732	7,450		
3	Payroll tax	12,158			
4					
5					
6					
7					
8					
9					
10					

Stmt 2

Line 23 (990-PF) - Other Expenses

		130,575	106,389	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Amortization See attached statement	0	0	0	0
2	Corporate Dues	625			
3	Printing & Postage	698			
4	Bank Fees	25,724	25,724		
5	Portfolio Management	80,665	80,665		
6	Misc Other	22,863			
7					
8					
9					
10					

Stmt 3

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

		4,085,131	2,546,375	4,085,131	2,546,375		
	Description	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	Check "X" if Federal Obligation	Check "X" if State/ Local Obligation
1	US T-bills	999,990	0	999,990	0	X	
2	US Treasury Note	1,680,501	2,290,310	1,680,501	2,290,310	X	
3	Municipal Bonds	1,404,640	256,065	1,404,640	256,065		X
4							
5							
6							
7							
8							
9							
10							

Stmt 1

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

			28,767,784	33,611,194	28,767,794	33,611,194
	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	3COM		525,000	0	525,000	0
2	Alcoa		607,724	0	607,724	0
3	Berkshire Hathaway		693,346	845,160	693,346	845,160
4	Canadian Pacific		1,188,000	1,425,820	1,188,000	1,425,820
5	Conocophillips		1,368,676	1,825,080	1,368,676	1,825,080
6	Dow Chemical		1,326,240	1,638,720	1,326,240	1,638,720
7	DuPont		1,020,201	1,511,364	1,020,201	1,511,364
8	Eli Lily		642,780	826,944	642,780	826,944
9	Encana		1,813,840	1,630,720	1,813,840	1,630,720
10	Fairfax Financial		3,158,676	3,276,480	3,158,676	3,276,480
11	Forestar		1,255,783	1,102,667	1,255,783	1,102,667
12	Goodyear Tire		874,200	734,700	874,200	734,700
13	Leucadia National		404,430	496,060	404,430	496,060
14	Merck & Co		1,034,082	1,019,932	1,034,082	1,019,932
15	Newmont Mining		1,632,195	2,119,335	1,632,195	2,119,335
16	Pfizer		1,564,340	1,505,860	1,564,340	1,505,860
17	Raytheon		966,000	868,875	966,000	868,875
18	Sanofi-Aventis		785,400	644,600	785,400	644,600
19	Seagate Technology		1,182,340	976,950	1,182,350	976,950
20	SFK Pulp Fund		46,739	0	46,739	0
21	Steelcase		334,536	555,982	334,536	555,982
22	Teck Cominco		1,958,320	3,462,480	1,958,320	3,462,480
23	Tecumseh Prods		596,190	665,550	596,190	665,550
24	Temple Inland		388,424	390,816	388,424	390,816
25	Timberwest Forest		131,439	134,917	131,439	134,917
26	Valero Energy		385,250	531,760	385,250	531,760
27	Cenovus Energy		1,411,200	1,861,440	1,411,200	1,861,440
28	Chevron		577,425	684,375	577,425	684,375
29	MEMC Electronic Materials		147,232	121,721	147,232	121,721
30	Phillips Electronics		747,776	779,780	747,776	779,780
31	Fibrek		0	77,000	0	77,000
32	General Meritime Corp			115,700		115,700
33	Inmet Mining Corp			1,014,136		1,014,136
34	Nokia			275,544		275,544
35	Overseas Shipholding Grp			283,360		283,360
36	Precision Drilling			207,366		207,366

SH# 5

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

	Description	Interest Rate	Maturity Date	5,827,561 Book Value Beg. of Year	6,095,049 Book Value End of Year	5,827,561 FMV Beg. of Year	6,095,049 FMV End of Year
1	Alcoa			263,358	275,103	263,358	275,103
2	BellSouth			324,396	312,744	324,396	312,744
3	Brascan - 7 125%			262,440	266,600	262,440	266,600
4	Burlington			107,692	103,385	107,692	103,385
5	Canadian National			416,996	426,332	416,996	426,332
6	Canadian Pacific			265,278	272,690	265,278	272,690
7	Cargill 6 375%			217,874	214,292	217,874	214,292
8	DuPont ie Nemour			107,341	106,579	107,341	106,579
9	FedEx Corp			98,417	84,000	98,417	84,000
10	GMAC MTN			220,000	247,500	220,000	247,500
11	Ingersoll Rand			161,210	164,958	161,210	164,958
12	Murphy Oil			105,107	106,026	105,107	106,026
13	Xstrata (Falconbridge)			214,552	201,700	214,552	201,700
14	PanCanadian Petro (Encana)			430,216	418,132	430,216	418,132
15	Premcor (Valero Engery)			381,255	371,313	381,255	371,313
16	Wm Wrigley Jr Co			393,500	414,844	393,500	414,844
17	BJ Services Co			107,926	114,260	107,926	114,260
18	Bunge Ltd Fin Corp			202,409	208,120	202,409	208,120
19	CSX Corp			108,193	106,102	108,193	106,102
20	Cargill 5 2%			212,068	215,776	212,068	215,776
21	Chevron			220,004	226,732	220,004	226,732
22	Diamond Offshore			426,500	435,024	426,500	435,024
23	DOW Chemical			108,605	109,200	108,605	109,200
24	National Rural Utilities			258,304	250,255	258,304	250,255
25	Vulcan Materials			213,920	212,290	213,920	212,290
26	Monongahela Power				231,092		231,092
27							

Stmt 9

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

Stmt 7

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

1	Change in Unrealized Cap Gain	1	4,959,782
2	Recovery of py distributions	2	69,895
3	Total	3	5,029,677

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

1	Investments impaired	1	596,178
2	Total	2	596,178

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

71-0862108

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
	Totals					1,608,467	0	1,658,331	-49 864	0	0	0	-49 864
1	3COM		P	4/17/2002	1/28/2010	74 121	0	63,800	10,321			0	10 321
2	3COM		P	4/19/2002	1/28/2010	74 121	0	63 600	10 521			0	10 521
3	3COM		P	4/19/2002	1/28/2010	148 242	0	124,700	23,542			0	23,542
4	Fraser Papers-Sale of Rights		P	12/16/2004	1/28/2010	222 363	0	120,300	102 063			0	102 063
5	Alcoa			12/21/2007	4/28/2010	87	0	0	87			0	87
6	Alcoa		P	8/29/2006	11/24/2010	219,434		477,388	-257 954			0	-257 954
7	Fairfax Financial		P	10/13/2008	11/24/2010	275 935		270 467	5,468			0	5 468
8	TSY INFL IX		P	4/12/2002	11/29/2010	39 063		11,674	27,389			0	27 389
9			P	8/7/2007	12/2/2010	555 101	0	526,402	28,699			0	28,699
10						0	0	0	0			0	0

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

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

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Part

	180,121	18,777	0	
	Compensation	Benefits	Expense Account	Explanation
1	180,121	18,777		
2	0			
3	0			
4	0			
5	0			
6	0			
7	0			
8	0			
9	0			
10	0			

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

Statement 10:

Part XV:

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

Grant Application Requirements

The electronic, online grant application submitted to the Blue & You Foundation includes the following five elements.

1. **Executive Summary**
   - The Executive Summary is designed to provide information about your organization and a summary of your grant proposal, in a brief and consistent format
     It is important that the Executive Summary presented be a clear and concise statement that captures the essence of your proposed project.
     Include your most compelling points on why your project should be funded
   - Mission of your organization (suggested character count 200 or less)
   - Project name
   - Requested dollar amount of grant
   - Why undertake this project. The need (suggested character count. 1,000 or less)
   - Primary condition or health topic targeted
   - Project objectives (suggested character count 2,000 or less)
   - Activities or methods your project will implement (suggested character count: 2,000 or less)
   - Number of people impacted
   - Target demographics
   - Target geographic area
   - How you will use the grant funds requested (suggested character count: 500 or less)
   - Project Super Summary (suggested character count: 300 or less)

2. **Project Details** (maximum length: 15,000 characters)
   - Goals and measurable objectives
   - Principal activities or methods you will implement to achieve these goals
   - Timeline: Milestones throughout the year needed to achieve success
   - Geographic area to be served
   - Target population to be served (age, gender, etc)
   - Assumptions on which the project is based
   - Barriers to success
   - Financial and human resources to be applied to the project, including expected support from the community or other organization
   - Likelihood of project continuing after the grant period (including other potential funding sources)

3. **Evaluation of the Project** (maximum length 3,000 characters)
   - How success will be measured
   - Data or measurement tools you will use to verify success
   - Timeline for evaluation
   - How project problems will be identified and corrected

4. **Project Budget**
   - The total project budget, including income sources and project expense items, requested from the Blue & You Foundation and other sources. (Please note that grants will not be made to proposals that are principally for facilities and/or large equipment In making grants, please note that the Foundation disfavors funding of "indirect costs " Therefore, when applying, please omit "indirect costs" from your requests and budget)

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

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

Statement 11:

Part XV:

Question 2c:
Any submission deadlines

Applications must be submitted electronically, using the new online application system, by midnight July 15 If you submit earlier than this date, you may still go back and change or edit your application, as long as it is done before midnight July 15 Paper application will no longer be accepted
Public announcement of grants awarded will take place by December 31

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

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

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

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

Recipient(s) paid during the year

Name
Harvest Texarkana Regional Food Bank Inc
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
Provide more timely distribution of perishable foods	30,000

Name
Helen R Walton Children's Enrichment Center
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
Train 1,000 early childhood professionals in child safety	71,832

Name
Monticello School District
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
Encourage physical activity and healthy eating in Monticello	79,285

Name
Northwest Arkansas Free Health Center
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
Increase number of patients enrolled in prescription assistance	42,500

Name
Parenting and Childbirth Education Services
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
Educate about the dangers of Shaken Baby Syndrome	41,336

Name
River Valley Christian Clinic
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
Provide free medical, dental, vision and meds in Dardanelle	56,700

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

Recipient(s) paid during the year

Name
Ronald McDonald House Charities of Arkansas
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution
Provide dental care to children in 7 AR counties

Amount
150,000

Name
South AR Caring Pregnancy Center
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution
Reach 5,000 students in 3 counties about sexual abstinence

Amount
35,353

Name
Sutton Elementary PE4life
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution
Reach 2,000 students/parents about exercise & wellness in FortSmith

Amount
108,095

Name
UALR
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution
Provide 2,500 students with preventive treatment thru in-school clinic

Amount
57,400

Name
UAMS
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution
Begin 12-month process to obtain NCQA accreditation

Amount
149,019

Name
University of the Ozarks
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution
Involve 800 children in a study to measure physical activity

Amount
49,000