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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.

2011

For calendar year 2011 or tax year beginning

, and ending

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"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 28,010,601.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	1,000,000.		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	268,318.	268,318.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	165.			STATEMENT 1
	b Gross sales price for all assets on line 6a	2,814,874.			
	7 Capital gain net income (from Part IV, line 2)		1,854,849.		
	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	1,268,483.	2,123,167.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	3,250.	0.		3,250.
	b Accounting fees STMT 3	20,400.	0.		20,400.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	42,698.	0.		0.
	19 Depreciation and depletion	4,447.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	2,811,455.	0.		4,352,745.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,882,250.	0.		4,376,395.
	25 Contributions, gifts, grants paid	5,729,152.			13,638,547.
26 Total expenses and disbursements. Add lines 24 and 25	8,611,402.	0.		18,014,942.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<7,342,919.>				
b Net investment income (if negative, enter -0-)		2,123,167.			
c Adjusted net income (if negative, enter -0-)			N/A		

23

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	2,850,453.	6,366,124.	6,366,124.
	3 Accounts receivable ▶ 57,354.			
	Less: allowance for doubtful accounts ▶	85,195.	57,354.	57,354.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	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	0.	1,276,820.	1,276,820.
	10a Investments - U.S. and state government obligations STMT 7	27,297,982.	15,466,454.	15,466,454.
	b Investments - corporate stock STMT 8	3,549,009.	1,008,447.	1,008,447.
	c Investments - corporate bonds STMT 9	9,575,276.	3,813,905.	3,813,905.
11 Investments - land, buildings, and equipment basis ▶ 44,476.				
Less accumulated depreciation ▶ 22,979.	25,945.	21,497.	21,497.	
12 Investments - mortgage loans				
13 Investments - other STMT 10	251,129.	0.	0.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	43,634,989.	28,010,601.	28,010,601.	
Liabilities	17 Accounts payable and accrued expenses	594,974.	154,393.	
	18 Grants payable	10,869,999.	2,960,604.	
	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)	11,464,973.	3,114,997.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	8,679,575.	24,895,604.	
	25 Temporarily restricted	23,490,441.	0.	
	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	32,170,016.	24,895,604.		
31 Total liabilities and net assets/fund balances	43,634,989.	28,010,601.		

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	32,170,016.
2 Enter amount from Part I, line 27a	2	<7,342,919.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	68,507.
4 Add lines 1, 2, and 3	4	24,895,604.
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	24,895,604.

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	SCHLUMBERGER, LTD	D	09/29/08	01/03/11
b	DELL, INC.	P	03/10/11	05/31/11
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 2,563,787.		710,025.	1,853,762.
b 251,087.		250,000.	1,087.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,853,762.
b			1,087.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,854,849.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	15,495,899.	32,290,636.	.479888
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

2 Total of line 1, column (d)	2	2.656956
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	.531391
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	34,206,875.
5 Multiply line 4 by line 3	5	18,177,226.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	21,232.
7 Add lines 5 and 6	7	18,198,458.
8 Enter qualifying distributions from Part XII, line 4	8	18,014,942.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	42,463.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	42,463.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	42,463.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 86,729.	7	86,729.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	44,266.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	44,266.		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> PA, WV		
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► HTTP://WWW.HIGHMARKFOUNDATION.ORG	13	X	
14	The books are in care of ► HIGHMARK FOUNDATION Telephone no. ► 412-544-6902 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 2011, 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 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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. <input type="checkbox"/> N/A		
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 2011 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 2011.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2011?	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)?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

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

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

7b

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

N/A

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

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

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

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
INNERLINK - 313 WEST LIBRARY STREET, SUITE 201, LANCASTER, PA 17603	HEALTH E-TOOLS FOR NUTRITION AND OBESITY	112,857.3.
WINDBER RESEARCH INSTITUTE 620 SEVENTH STREET, WINDBER, PA 15963	BULLYING PREVENTION INSTITUTES	469,085.
PIPITONE GROUP 3933 PERRYVILLE AVENUE, PITTSBURGH, PA 15214	MARKETING SUPPORT FOR BULLYING PREVENTION	210,719.
CAMPOS, INC. - 216 BOULEVARD OF THE ALLIES, PITTSBURGH, PA 15222	AWARENESS SURVEY AND IMPACT EVALUATION	56,838.

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE ATTACHED	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

Form 990-PF (2011)

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	27,681,797.
b	Average of monthly cash balances	1b	6,772,339.
c	Fair market value of all other assets	1c	1,355,671.
d	Total (add lines 1a, b, and c)	1d	35,809,807.
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	35,809,807.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) STMT 12	4	1,602,932.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	34,206,875.
6	Minimum investment return. Enter 5% of line 5	6	1,710,344.

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	1,710,344.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	42,463.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	42,463.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,667,881.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,667,881.
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	1,667,881.

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	18,014,942.
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	18,014,942.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	18,014,942.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,667,881.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	2,671,505.			
b From 2007	19,329,696.			
c From 2008	20,595,370.			
d From 2009	20,195,370.			
e From 2010	14,247,185.			
f Total of lines 3a through e	77,039,126.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 18,014,942.				
a Applied to 2010, 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 2011 distributable amount				1,667,881.
e Remaining amount distributed out of corpus	16,347,061.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	93,386,187.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	2,671,505.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	90,714,682.			
10 Analysis of line 9:				
a Excess from 2007	19,329,696.			
b Excess from 2008	20,595,370.			
c Excess from 2009	20,195,370.			
d Excess from 2010	14,247,185.			
e Excess from 2011	16,347,061.			

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				
PENNSYLVANIA STATE UNIVERSITY 110 TECHNOLOGY CENTER BUILDING UNIVERSITY PARK, PA 16802		PUBLIC	TO SUPPORT THE CONTINUATION OF NRG POWERED BY CHOICE PROGRAM ACTIVITIES FOR 2008-2011.	39,577.
SCHOOL CHALLENGE GRANTS - VARIOUS SCHOOLS 120 FIFTH AVENUE PITTSBURGH, PA 15222		PUBLIC	TO SUPPORT VARIOUS PROGRAMS OF PHYSICAL ACTIVITY, NUTRITION, BULLYING PREVENTION AND SELF-ESTEEM IN	3,801,017.
COMMUNITY CARE BEHAVIORAL HEALTH ORGANIZATION ONE CHATHAM CENTER, SUITE 700 PITTSBURGH, PA 15219		PUBLIC	TO SUPPORT START-UP COSTS FOR THE SAVING SMILES DENTAL CLINIC WHICH WILL PROVIDE ORAL HEALTH AND DENTAL	50,000.
AMERICAN HEART ASSOCIATION 777 PENN CENTER BOULEVARD, SUITE 200 PITTSBURGH, PA 15235		PUBLIC	TO SUPPORT MISSION LIFELINE: A COMMUNITY-BASED INITIATIVE TO IMPROVE THE QUALITY OF CARE	86,000.
CONEMAUGH VALLEY MEMORIAL HOSPITAL 340 MAIN STREET JOHNSTOWN, PA 15901		PUBLIC	TO ESTABLISH THE CENTER FOR HEALTH PROMOTION AND DISEASE MANAGEMENT WITHIN THE OFFICE OF COMMUNITY	250,000.
Total	SEE CONTINUATION SHEET(S)			13,638,548.
b Approved for future payment				
PENNSYLVANIA STATE UNIVERSITY 110 TECHNOLOGY CENTER BUILDING UNIVERSITY PARK, PA 16802		PUBLIC	TO SUPPORT THE CONTINUATION OF NRG POWERED BY CHOICE PROGRAM ACTIVITIES FOR 2008-2011.	861,081.
CATHOLIC CHARITIES, DIOCESE OF PITTSBURGH, INC. 212 NINTH STREET PITTSBURGH, PA 15222		PUBLIC	TO INCREASE ACCESS TO PRIMARY HEALTH, DENTAL AND SPECIALTY CARE FOR UNDERSERVED POPULATIONS IN	500,000.
CHATHAM UNIVERSITY WOODLAND ROAD PITTSBURGH, PA 15232		PUBLIC	TO FUND THE INTEGRATION OF SIMULATION TRAINING IN CHATHAM'S ACADEMIC PROGRAMS.	60,250.
Total	SEE CONTINUATION SHEET(S)			2,963,051.

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

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

OMB No 1545-0047

2011

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, total 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 total 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 Part I, 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) (2011)

Name of organization HIGHMARK FOUNDATION	Employer identification number 25-1876666
----------------------------------------------------	-----------------------------------------------------

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HIGHMARK WEST VIRGINIA, INC. 614 MARKET STREET PARKERSBURG, WV 26101	\$ 1,000,000.	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.)

Name of organization

Employer identification number

HIGHMARK FOUNDATION**25-1876666****Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

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 that total 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) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

HIGHMARK FOUNDATION

25-1876666

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
PARTNERSHIP FOR A HEALTHY COMMUNITY 1913 WEST EIGHTH STREET ERIE, PA 16505-4998		PUBLIC	TO SUPPORT THE CREATION OF THE PATHWAYS PROJECT: AN EVIDENCE-BASED TOTAL CASE MANAGEMENT MODEL	62,450.
HEARTWOOD INSTITUTE 1123 SOUTH BRADDOCK AVENUE, SUITE C PITTSBURGH, PA 15218		PUBLIC	TO PRODUCE, MARKET AND DISTRIBUTE TEACHING RESOURCES FOR UNDERSTANDING ETHICS (T.R.U.E) RESPECT	94,500.
SUSAN P. BYRNES HEALTH EDUCATION CENTER 515 SOUTH GEORGE STREET YORK, PA 17401		PUBLIC	TO SUPPORT THE CONTINUATION OF LEARNTOBEHEALTHY.ORG PROGRAM ACTIVITIES FOR 2010-2011.	750,000.
HOME NURSING AGENCY 201 CHESTNUT AVE, PO BOX 352 ALTOONA, PA 16603-0352		PUBLIC	TO CONTINUE THE VOLUNTEER-BASED PEER SUPPORT PROGRAMS FOR GRIEVING CHILDREN AND THEIR FAMILIES AT TWO	64,973.
MIDWIFE CENTER FOR BIRTH AND WOMEN'S HEALTH 2825 PENN AVENUE PITTSBURGH, PA 15222		PUBLIC	TO EXPAND THE WITH WOMEN FRIDAYS AND CON MUJERES WALK-IN PREVENTION HEALTH CLINICS TO MEET THE	91,000.
ERIE HOMES FOR CHILDREN AND ADULTS, INC. 226 EAST 27TH STREET ERIE, PA 16504		PUBLIC	TO SUPPORT PROJECT FIRST STEP: A COORDINATED PROGRAM PROVIDING DOULA AND FAMILY ENGAGEMENT	36,000.
EDWARD AND ROSE BERMAN HILLEL JEWISH UNIVERSITY CENTER 4607 FORBES AVENUE PITTSBURGH, PA 15213		PUBLIC	TO SUPPORT A GENETIC TESTING AND MARKETING/EDUCATION PROGRAM FOR DETECTING AUTOSOMAL RECESSIVE	75,000.
CHILDRENS HOSPITAL OF PITTSBURGH FOUNDATION 4401 PENN AVENUE ONE HOSPITAL DRIVE CENTRAL PLANT, FLOOR 3 PITTSBURGH, PA 15224		PUBLIC	TO FUND A GRIEF/BEREAVEMENT COORDINATOR FOR THE SUPPORTIVE CARE PROGRAM AT CHILDREN'S	62,500.
COLUMBIA MONTOUR HOME HEALTH SERVICES, INC. 410 GLENN AVENUE BLOOMSBURG, PA 17815		PUBLIC	TO SUPPORT THE CONTINUATION OF THE BEREAVEMENT PROGRAM WHILE EXPANDING PROGRAMS AND BUILDING	38,241.
HEARTWOOD INSTITUTE 1123 SOUTH BRADDOCK AVENUE SUITE C PITTSBURGH, PA 15218		PUBLIC	TO SUPPORT MANAGEMENT AND DISTRIBUTION OF 10,000 ADDITIONAL SETS OF T.R.U.E CARDS: LIFE LESSONS AND	20,071.
Total from continuation sheets				9,411,954.

HIGHMARK FOUNDATION

25-1876666

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
PINNACLE HEALTH SYSTEM 409 SOUTH SECOND STREET, POB 8700 HARRISBURG, PA 17105-8700		PUBLIC	TO SUPPORT THE NURSE-FAMILY PARTNERSHIP PROGRAM: AN EVIDENCE-BASED NURSE-HOME VISITING	75,798.
COMMUNITY COLLEGE OF ALLEGHENY COUNTY EDUCATIONAL FOUNDATION BYERS HALL, ROOM 102, 808 ALLEGHENY AVENUE PITTSBURGH, PA 15212		PUBLIC	TO SUPPORT THE POSITION OF A NURSING EDUCATION CLINICAL ADMINISTRATOR WITHIN THE SCHOOL OF NURSING.	81,051.
CATHOLIC CHARITIES, DIOCESE OF PITTSBURGH, INC. 212 NINTH STREET PITTSBURGH, PA 15222		PUBLIC	TO INCREASE ACCESS TO PRIMARY HEALTH, DENTAL AND SPECIALTY CARE FOR UNDERSERVED POPULATIONS IN	500,000.
WINDBER RESEARCH INSTITUTE 620 SEVENTH AVE. WINDBER, PA 15963		PUBLIC	CONTINUATION OF THE HALT! BULLYING PREVENTION PROGRAM.	634,134.
CENTRAL SUSQUEHANNA INTERMEDIATE UNIT 275 GRANDVIEW AVENUE, SUITE 200 CAMP HILL, PA 17011		PUBLIC	TO FUND THE CONTINUATION OF THE PA CARES (CREATING AN ATMOSPHERE OF RESPECT AND ENVIRONMENT FOR	995,870.
AMERICAN SOCIETY OF LAW, MEDICINE & ETHICS 765 COMMONWEALTH AVENUE SUITE 1634 BOSTON, MA 2215		PUBLIC	TO SUPPORT A NATIONAL CONFERENCE ON THE ISSUE OF CONFLICTS OF INTEREST IN MEDICINE.	37,500.
DIAKON LUTHERAN SOCIAL MINISTRIES 798 HAUSMAN ROAD, SUITE 300 ALLENTOWN, PA 18104-9108		PUBLIC	TO EXPAND THE SELF-ESTEEM AND HEALTHY LIFESTYLES PROGRAM, GIRLS ON THE RUN, IN LEHIGH COUNTY.	15,000.
SMART FUTURES 401 WOOD STREET SUITE 1400 PITTSBURGH, PA 15222		PUBLIC	TO SUPPORT THE CONTINUATION OF THE PA E-MENTORING PROGRAM WHICH PROMOTES SELF-ESTEEM THROUGH	47,500.
STRONG WOMEN, STRONG GIRLS, INC. 2934 SMALLMAN STREET 2ND FLOOR PITTSBURGH, PA 15201		PUBLIC	TO EXPAND THE SELF-ESTEEM MENTORING PROGRAM, STRONG WOMEN, STRONG GIRLS, TO REACH 325-350 GIRLS IN	40,000.
WEST SNYDER RECREATION ASSOCIATION, INC. P. O. BOX 65, 67 ELM STREET BEAVER SPRINGS, PA 17812		PUBLIC	TO ESTABLISH A NEW SELF-ESTEEM AND HEALTHY LIFESTYLES PROGRAM, GIRLS ON THE RUN OF THE GREATER	18,275.
Total from continuation sheets				

HIGHMARK FOUNDATION

25-1876666

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SOMERSET HOSPITAL FOUNDATION 225 SOUTH CENTER AVE SOMERSET, PA 15501-2088		PUBLIC	TO SUPPORT BRIDGING THE CARE FOR LOW-INCOME, UNINSURED AND UNDERINSURED DIABETICS IN SOMERSET	75,000.
AVONWORTH MIDDLE 256 JOSEPHS LANE PITTSBURGH, PA 15237		PUBLIC	TO FUND THE C.L.I.M.B. (CLIMB, LEARN, INTEGRATION, MOVEMENT BALANCE) INTO FITNESS PROGRAM FOR GRADES	24,384.
SERRA CATHOLIC 200 HERSHEY DRIVE MCKEESPORT, PA 15132-7400		PUBLIC	TO FUND THE FAITHFULLY FIT PROGRAM: TO INCREASE STUDENTS FITNESS BY BUILDING AN OUTDOOR FITNESS TRAIL	24,994.
GATEWAY MIDDLE 4450 OLD WILLIAM PENN HIGHWAY MONROEVILLE, PA 15146		PUBLIC	TO FUND "FOR THE HEALTH OF IT" PROGRAM: AN INITIATIVE DESIGNED TO INCREASE HEALTHY BEHAVIOR,	25,000.
LAUREL HIGHLANDS 304 BAILEY AVENUE UNIONTOWN, PA 15401		PUBLIC	TO FUND THE PHYSICAL EDUCATION INNOVATION PROGRAM FOR KIDS IN 9 TO 12 GRADE.	20,750.
SOUTH HANOVER ELEMENTARY 15 WEST THIRD STREET HERSHEY, PA 17033		PUBLIC	TO SUPPORT THE MOVING ON UP AND MOVING AROUND" PROGRAM FOR KIDS GRADE KINDERGARTEN THROUGH	20,000.
MT. CARMEL JR/SR HIGH 600 WEST FIFTH STREET MT. CARMEL, PA 17851		PUBLIC	TO FUND PROJECT SPIN (SPARKING PHYSICAL INITIATIVE & NUTRITION): TO INCREASE PHYSICAL	26,000.
PLAINFIELD ELEMENTARY 539 SCHOOL ROAD NAZARETH, PA 18064		PUBLIC	TO FUND THE BETTER BITES PROGRAM: AN AFTERSCHOOL PHYSICAL ACTIVITY AND NUTRITION PROGRAM THAT PROVIDES	25,000.
TITUSVILLE MIDDLE 415 WATER STREET TITUSVILLE, PA 16354		PUBLIC	TO FUND THE "PROJECT ROCKET LAUNCH" WELLNESS CHALLENGE PROGRAM FOR STUDENTS IN GRADES 6-8	24,792.
NEW-KENSINGTON ARNOLD DISTRICT ELEMENTARY 1800 SEVENTH STREET ROAD NEW KENSINGTON, PA 15068		PUBLIC	TO FUND THE VIKINGS LOVE VEGGIES FOR STUDENTS IN GRADES K-5. A PROGRAM TO INTRODUCE SALAD BARS	24,999.
Total from continuation sheets				

HIGHMARK FOUNDATION

25-1876666

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
NESHANNOCK JR-SR HIGH 3834 MITCHELL ROAD NEW CASTLE, PA 16105		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 345 SCHOOL DRIVE PO BOX 100 FREDERICKSBURG, PA 17026		PUBLIC	TO FUND THE HEALTHY STEPS AROUND THE WORLD PROGRAM FOR KIDS IN GRADES 7-8.	25,000.
NORTHEASTERN HIGH 300 HIGH STREET MANCHESTER, PA 17345		PUBLIC	TO FUND THE FITNESS FACILITY FOR THE FUTURE PROGRAM FOR STUDENTS IN GRADES 9-12. A PROGRAM TO	24,131.
PARK FOREST MIDDLE 2180 SCHOOL DRIVE STATE COLLEGE, PA 16803		PUBLIC	TO FUND THE EVERY STUDENT EVERY DAY PE PROGRAM: A PROGRAM TO INCREASE PHYSICAL ACTIVITY BY CHANGING	24,998.
CHATHAM UNIVERSITY WOODLAND ROAD PITTSBURGH, PA 15232		PUBLIC	TO FUND THE INTEGRATION OF SIMULATION TRAINING IN CHATHAM'S ACADEMIC PROGRAMS.	46,600.
CORRY AREA FREE CLINIC 612 SMITH STREET CORRY, PA 16407		PUBLIC	TO SUPPORT CORRY AREA FREE CLINIC.	32,052.
FAMILY HOSPICE AND FAMILY CARE 50 MOFFETT ST. PITTSBURGH, PA 15243		PUBLIC	TO FUND A FULL-TIME COORDINATOR AND TWO PART-TIME PROGRAM SUPPORT PEOPLE FOR THEIR TRANSITIONS	31,100.
JOHN J. KANE REGIONAL CENTERS 955 RIVERMONT DRIVE PITTSBURGH, PA 15207		PUBLIC	EFFECTIVE IDENTIFICATION, PREVENTION AND TREATMENT OF IN-HOUSE PRESSURE ULCERS.	100,000.
KIDSPACE 1650 BROADWAY DRIVE BETHLEHEM, PA 18015		PUBLIC	TO SUPPORT KIDSPACE DENTAL CLINIC AND DENTAL EDUCATION PROGRAM.	75,000.
THE CARING FOUNDATION 620 STANWIX STREET PITTSBURGH, PA 15222		PUBLIC	TO SUPPORT THE CONTINUATION OF 2011 PROGRAM AND SERVICES FOR THE HIGHMARK CARING PLACE.	3,500,000.
Total from continuation sheets				

HIGHMARK FOUNDATION

25-1876666

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MEL BLOUNT YOUTH HOME OF WASHINGTON COUNTY, INC. 6 MEL BLOUNT DRIVE CLAYSVILLE, PA 15323		PUBLIC	CONTINUED SUPPORT OF BACK "2" THE BASICS-LIGHTING THE PATH "4" A HEALTHY FUTURE: PART II	350,000.
HOSANNA HOUSE 807 WALLACE AVENUE WILKINSBURG, PA 15221		PUBLIC	TO FUND A YEAR-ROUND SUMMER SWIMMING PROGRAM DESIGNED TO INCREASE PROVIDING PHYSICAL ACTIVITY AND	30,000.
LANCASTER RECREATION COMMISSION 525 FAIRVIEW AVENUE LANCASTER, PA 17603		PUBLIC	TO FUND THE HEALTHY SNACK (SMART NUTRITION AND ACTIVITY CHOICES FOR KIDS) PROGRAM.	37,500.
OLIVET BOYS & GIRLS CLUB 1161 PERSHING BLVD READING, PA 19611		PUBLIC	TO IMPLEMENT THE WANNA PLAY - A PROGRAM THAT INCREASES THE OVERALL FITNESS THROUGH PHYSICAL ACTIVITY AND	33,000.
SALVATION ARMY 1122 GREEN STREET, POB 61798 HARRISBURG, PA 17106-1798		PUBLIC	TO EXPAND SERVICES TO THE AFTERSCHOOL AND YOUTH ENRICHMENT PROGRAM.	37,914.
SCHENLEY HEIGHTS YOUTH DEVELOPMENT CORPORATION 3171 EWART DRIVE PITTSBURGH, PA 15219		PUBLIC	TO EXPAND THE PHYSICAL ACTIVITY AND ENRICHMENT FOR YOUTH PROGRAM.	37,675.
YOUTH PLACES 2934 SMALLMAN STREET 2ND FLOOR PITTSBURGH, PA 15201		PUBLIC	TO EXPAND THEIR EXISTING PROGRAM TO INCREASE PHYSICAL ACTIVITY IN TEENS AND IMPROVE THEIR	40,000.
LANCASTER COUNTY MEDICAL FOUNDATION PROJECT ACCESS OF LANCASTER COUNTY 137 EAST WALNUT STREET LANCASTER, PA 17602		PUBLIC	TO SUPPORT THE SALARY OF A PRESCRIPTION ASSISTANT COORDINATOR FOR PROJECT ACCESS LANCASTER COUNTY TO	40,080.
FAMILY RESOURCES STEVENSON BUILDING, 141 SOUTH HIGHLAND AVENUE PITTSBURGH, PA 15206		PUBLIC	TO IMPLEMENT THE EVIDENCE-BASED PROGRAM CALLED RE-CHARGE, AN AFTERSCHOOL PROGRAM TO PRACTICE GOOD	35,641.
THE CHILDREN'S HOME & LEMIEUX FAMILY CENTER 5324 PENN AVENUE PITTSBURGH, PA 15224		PUBLIC	TO SUPPORT NURSING STAFF SALARIES AND NURSE EDUCATION FOR THE PEDIATRIC SPECIALTY HOSPITAL.	50,000.
Total from continuation sheets				

HIGHMARK FOUNDATION

25-1876666

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
JEWISH HEALTHCARE FOUNDATION (202) 650 SMITHFIELD STREET SUITE 2440 PITTSBURGH, PA 15222		PUBLIC	TO SUPPORT THE SALARY OF A PART-TIME EXECUTIVE DIRECTOR OF THE PENNSYLVANIA HEALTH FUNDERS	15,000.
SACRED HEART HOSPITAL (204) 421 CHEW STREET ALLENTOWN, PA 18102-3490		PUBLIC	TO SUSTAIN THE OPERATION OF FIVE SCHOOL-BASED HEALTH CENTERS LOCATED IN THE ALLENTOWN SCHOOL	45,000.
SPANISH AMERICAN CIVIC ASSOCIATION (205) 545 PERSHING AVENUE LANCASTER, PA 17602		PUBLIC	TO SUPPORT THE CONTINUATION OF THE HIV/AIDS EARLY INTERVENTION PROGRAM THAT PROVIDES	37,500.
UNIONTOWN HOSPITAL (206) 500 W. BERKLEY ST. UNIONTOWN, PA 15401		PUBLIC	TO SUPPORT THE SALARY OF THE WOUND CARE ASSOCIATE, PHYSICIAN, COMMUNITY AND PATIENT EDUCATION AND	72,310.
LEMOYNE COMMUNITY CENTER 200 FORREST AVENUE WASHINGTON, PA 15301		PUBLIC	TO CREATE NUTRAFIT, A PHYSICAL FITNESS AND NUTRITION PROGRAM FOR UNDERSERVED WASHINGTON COUNTY YOUTH AND	50,000.
BOROUGH OF COLUMBIA 308 LOCUST STREET COLUMBIA, PA 17512		PUBLIC	TO PROVIDE PLAYGROUND STRUCTURES TO PROMOTE PHYSICAL ACTIVITY AMONG CHILDREN.	10,000.
CITY OF FARRELL 500 ROEMER BOULEVARD FARRELL, PA 16121		PUBLIC	TO INCREASE HOURS OF SUMMER RECREATIONAL OPPORTUNITIES AND OPEN SCHOOL FACILITIES TO PROMOTE PHYSICAL	25,000.
CITY OF PARKERSBURG #1 GOVERNMENT SQUARE PARKERSBURG, WV 26101		PUBLIC	ADVERTISE AND PROMOTE CARD USE AT LOCAL FARMERS MARKET TO INCREASE HEALTHY FOOD ACCESS TO UNDERSERVED	5,000.
FAMILY FIRST HEALTH 116 SOUTH GEORGE STREET YORK, PA 17401		PUBLIC	TO INCREASE DENTAL CARE FOR THE UNDERSERVED IN RURAL ADAMS COUNTY.	100,000.
PRIMARY HEALTH NETWORK 100 SHENANGO AVENUE SHARON, PA 16146		PUBLIC	TO FUND THE SALARY OF A DENTAL HYGIENIST TO WORK IN THREE DENTAL LOCATIONS.	41,775.
Total from continuation sheets				

HIGHMARK FOUNDATION

25-1876666

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SOUTHEAST LANCASTER HEALTH SERVICES 625 SOUTH DUKE STREET POB 598 LANCASTER, PA 17608-0598		PUBLIC	TO FUND TWO EFDH IN ORDER TO INCREASE PATIENT VISITS, IMPROVE EFFICIENCIES, INCREASE DENTAL	50,000.
SQUIRREL HILL HEALTH CENTER 200 JHF DRIVE PITTSBURGH, PA 15217		PUBLIC	TO FUND A FULL TIME EXPANDED FUNCTION DENTAL HYGIENIST.	41,270.
UNIVERSITY OF PITTSBURGH SCHOOL OF DENTAL MEDICINE 3501 TERRACE STREET PITTSBURGH, PA 15261-1933		PUBLIC	TO PURCHASE EQUIPMENT FOR TWO NEW OPERATORIES IN THE DEPARTMENT OF PEDIATRIC DENTISTRY.	175,000.
PENNSYLVANIA ACADEMY OF FAMILY PHYSICIANS FOUNDATION 2704 COMMERCE DRIVE, SUITE A HARRISBURG, PA 17110-9365		PUBLIC	LEAD SPONSORSHIP OF THE BULLYING AND CHILDHOOD OBESITY CONTINUING MEDICAL EDUCATION SERIES TO BE	30,500.
EVERY CHILD, INC. 6401 PENN AVENUE, SUITE 300 PITTSBURGH, PA 15206		PUBLIC	TO SUPPORT THE DOULA PREGNANCY AND PARENTING SUPPORT PROGRAM.	52,500.
THE CHILDREN'S INSTITUTE 1405 SHADY AVENUE PITTSBURGH, PA 15217		PUBLIC	SPONSORSHIP TO SUPPORT THE WOMEN FOR A HEALTHY ENVIRONMENT REDEFINING BUSINESS AND BEAUTY EVENT.	5,000.
ARMSTRONG COUNTY MEMORIAL HOSPITAL ONE NOLTE DRIVE KITTINGING, PA 16201		PUBLIC	TO FUND A PORTION OF SALARIES FOR A MID-LEVEL CERTIFIED DIABETIC EDUCATOR, PHYSICIAN CHAMPION AND	50,000.
Total from continuation sheets				

HIGHMARK FOUNDATION

25-1876666

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
CORRY AREA FREE CLINIC 612 SMITH STREET CORRY, PA 16407		PUBLIC	TO SUPPORT CORRY AREA FREE CLINIC.	71,099.
FAMILY HOSPICE AND FAMILY CARE 50 MOFFETT ST. PITTSBURGH, PA 15243		PUBLIC	TO FUND A FULL-TIME COORDINATOR AND TWO PART-TIME PROGRAM SUPPORT PEOPLE FOR THEIR TRANSITIONS	31,226.
JOHN J. KANE REGIONAL CENTERS 955 RIVERMONT DRIVE PITTSBURGH, PA 15207		PUBLIC	EFFECTIVE IDENTIFICATION, PREVENTION AND TREATMENT OF IN-HOUSE PRESSURE ULCERS.	100,000.
KIDSPEACE 1650 BROADWAY DRIVE BETHLEHEM, PA 18015		PUBLIC	TO SUPPORT KIDSPEACE DENTAL CLINIC AND DENTAL EDUCATION PROGRAM.	75,000.
FAMILY RESOURCES STEVENSON BUILDING, 141 SOUTH HIGHLAND AVENUE PITTSBURGH, PA 15206		PUBLIC	TO IMPLEMENT THE EVIDENCE-BASED PROGRAM CALLED RE-CHARGE, AN AFTERSCHOOL PROGRAM TO PRACTICE GOOD	39,359.
HOSANNA HOUSE 807 WALLACE AVENUE WILKINSBURG, PA 15221		PUBLIC	TO FUND A YEAR-ROUND SUMMER SWIMMING PROGRAM DESIGNED TO INCREASE PROVIDING PHYSICAL ACTIVITY AND	30,000.
LANCASTER RECREATION COMMISSION 525 FAIRVIEW AVENUE LANCASTER, PA 17603		PUBLIC	TO FUND THE HEALTHY SNACK (SMART NUTRITION AND ACTIVITY CHOICES FOR KIDS) PROGRAM.	37,500.
OLIVET BOYS & GIRLS CLUB 1161 PERSHING BLVD READING, PA 19611		PUBLIC	TO IMPLEMENT THE WANNA PLAY - A PROGRAM THAT INCREASES THE OVERALL FITNESS THROUGH PHYSICAL ACTIVITY AND	32,750.
SALVATION ARMY 1122 GREEN STREET, POB 61798 HARRISBURG, PA 17106-1798		PUBLIC	TO EXPAND SERVICES TO THE AFTERSCHOOL AND YOUTH ENRICHMENT PROGRAM.	37,086.
SCHENLEY HEIGHTS YOUTH DEVELOPMENT CORPORATION 3171 EWART DRIVE PITTSBURGH, PA 15219		PUBLIC	TO EXPAND THE PHYSICAL ACTIVITY AND ENRICHMENT FOR YOUTH PROGRAM.	34,325.
Total from continuation sheets				1,541,720.

HIGHMARK FOUNDATION

25-1876666

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
YOUTH PLACES 2934 SMALLMAN STREET 2ND FLOOR PITTSBURGH, PA 15201		PUBLIC	TO EXPAND THEIR EXISTING PROGRAM TO INCREASE PHYSICAL ACTIVITY IN TEENS AND IMPROVE THEIR	35,000.
LANCASTER COUNTY MEDICAL FOUNDATION 137 EAST WALNUT STREET LANCASTER, PA 17602		PUBLIC	TO SUPPORT THE SALARY OF A PRESCRIPTION ASSISTANT COORDINATOR FOR PROJECT ACCESS LANCASTER COUNTY TO	36,280.
THE CHILDREN'S HOME & LEMIEUX FAMILY CENTER 5324 PENN AVENUE PITTSBURGH, PA 15224		PUBLIC	TO SUPPORT NURSING STAFF SALARIES AND NURSE EDUCATION FOR THE PEDIATRIC SPECIALITY HOSPITAL.	50,000.
JEWISH HEALTHCARE FOUNDATION 650 SMITHFIELD STREET SUITE 2440 PITTSBURGH, PA 15222		PUBLIC	TO SUPPORT THE SALARY OF A PART-TIME EXECUTIVE DIRECTOR OF THE PENNSYLVANIA HEALTH FUNDERS	15,000.
SACRED HEART HOSPITAL (204) 421 CHEW STREET ALLENTOWN, PA 18102-3490		PUBLIC	TO SUSTAIN THE OPERATION OF FIVE SCHOOL-BASED HEALTH CENTERS LOCATED IN THE ALLENTOWN SCHOOL	60,000.
SPANISH AMERICAN CIVIC ASSOCIATION 545 PERSHING AVENUE LANCASTER, PA 17602		PUBLIC	TO SUPPORT THE CONTINUATION OF THE HIV/AIDS EARLY INTERVENTION PROGRAM THAT PROVIDES	37,500.
UNIONTOWN HOSPITAL 500 W. BERKLEY ST. UNIONTOWN, PA 15401		PUBLIC	TO SUPPORT THE SALARY OF THE WOUND CARE ASSOCIATE, PHYSICIAN, COMMUNITY AND PATIENT EDUCATION AND	52,690.
LEMOYNE COMMUNITY CENTER 200 FORREST AVENUE WASHINGTON, PA 15301		PUBLIC	TO CREATE NUTRAFIT, A PHYSICAL FITNESS AND NUTRITION PROGRAM FOR UNDERSERVED WASHINGTON COUNTY YOUTH AND	50,000.
CITY OF HARRISBURG 10 NORHT SECOND STREET, SUITE 401 HARRISBURG, PA 17101-1686		PUBLIC	TO FUND THE IRONKID CHALLENGE LET'S MOVE PROGRAM, WHICH REQUIRES CHILDREN TO REGISTER FOR	25,000.
CITY OF PARKERSBURG #1 GOVERNMENT SQUARE PARKERSBURG, WV 26101		PUBLIC	ADVERTISE AND PROMOTE CARD USE AT LOCAL FARMERS MARKET TO INCREASE HEALTHY FOOD ACCESS TO UNDERSERVED	5,000.
Total from continuation sheets				

HIGHMARK FOUNDATION

25-1876666

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
FAMILY FIRST HEALTH 116 SOUTH GEORGE STREET YORK, PA 17401		PUBLIC	TO INCREASE DENTAL CARE FOR THE UNDERSERVED IN RURAL ADAMS COUNTY.	100,000.
PRIMARY HEALTH NETWORK 100 SHENANGO AVENUE SHARON, PA 16146		PUBLIC	TO FUND THE SALARY OF A DENTAL HYGIENIST TO WORK IN THREE DENTAL LOCATIONS.	41,775.
SOUTHEAST LANCASTER HEALTH SERVICES 625 SOUTH DUKE STREET POB 598 LANCASTER, PA 17608-0598		PUBLIC	TO FUND TWO EPDH IN ORDER TO INCREASE PATIENT VISITS, IMPROVE EFFICIENCIES, INCREASE DENTAL	50,000.
SQUIRREL HILL HEALTH CENTER 200 JHF DRIVE PITTSBURGH, PA 15217		PUBLIC	TO FUND A FULL TIME EXPANDED FUNCTION DENTAL HYGIENIST.	41,270.
UNIVERSITY OF PITTSBURGH SCHOOL OF DENTAL MEDICINE 3501 TERRACE STREET PITTSBURGH, PA 15261-1933		PUBLIC	TO PURCHASE EQUIPMENT FOR TWO NEW OPERATORIES IN THE DEPARTMENT OF PEDIATRIC DENTISTRY.	175,000.
PENNSYLVANIA ACADEMY OF FAMILY PHYSICIANS FOUNDATION 2704 COMMERCE DRIVE, SUITE A HARRISBURG, PA 17110-9365		PUBLIC	LEAD SPONSORSHIP OF THE BULLYING AND CHILDHOOD OBESITY CONTINUING MEDICAL EDUCATION SERIES TO BE	30,500.
ARMSTRONG COUNTY MEMORIAL HOSPITAL ONE NOLTE DRIVE KITTTANNING, PA 16201		PUBLIC	TO FUND A PORTION OF SALARIES FOR A MID-LEVEL CERTIFIED DIABETIC EDUCATOR, PHYSICIAN CHAMPION AND	50,000.
EVERY CHILD, INC. 6401 PENN AVENUE, SUITE 300 PITTSBURGH, PA 15206		PUBLIC	TO SUPPORT THE DOULA PREGNANCY AND PARENTING SUPPORT PROGRAM.	52,500.
MONONGAHELA VALLEY HOSPITAL, INC. 1163 COUNTRY CLUB ROAD MONONGAHELA, PA 15063-1095		PUBLIC	TO FUND THE SALARY OF A CLINICAL PHARMACIST TO SUPPORT CARE TRANSITION AND REDUCE HOSPITAL READMISSIONS.	145,860.
Total from continuation sheets				

Part XV | **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - SCHOOL CHALLENGE GRANTS - VARIOUS SCHOOLS
TO SUPPORT VARIOUS PROGRAMS OF PHYSICAL ACTIVITY, NUTRITION, BULLYING
PREVENTION AND SELF-ESTEEM IN SCHOOLS IN THE 49 COUNTY SERVICE AREA.

NAME OF RECIPIENT - COMMUNITY CARE BEHAVIORAL HEALTH ORGANIZATION
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.

NAME OF RECIPIENT - AMERICAN HEART ASSOCIATION
TO SUPPORT MISSION LIFELINE: A COMMUNITY-BASED INITIATIVE TO IMPROVE
THE QUALITY OF CARE AND OUTCOMES FOR HEART ATTACK PATIENTS

NAME OF RECIPIENT - CONEMAUGH VALLEY MEMORIAL HOSPITAL
TO ESTABLISH THE CENTER FOR HEALTH PROMOTION AND DISEASE MANAGEMENT
WITHIN THE OFFICE OF COMMUNITY HEALTH

NAME OF RECIPIENT - PARTNERSHIP FOR A HEALTHY COMMUNITY
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.

NAME OF RECIPIENT - HEARTWOOD INSTITUTE
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.

Part XV | **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - HOME NURSING AGENCY

TO CONTINUE THE VOLUNTEER-BASED PEER SUPPORT PROGRAMS FOR GRIEVING
CHILDREN AND THEIR FAMILIES AT TWO BEREAVEMENT CENTERS LOCATED

NAME OF RECIPIENT - MIDWIFE CENTER FOR BIRTH AND WOMEN'S HEALTH

TO EXPAND THE WITH WOMEN FRIDAYS AND CON MUJERES WALK-IN PREVENTION
HEALTH CLINICS TO MEET THE MEDICAL NEEDS OF UNINSURED AND UNDERINSURED
WOMEN.

NAME OF RECIPIENT - ERIE HOMES FOR CHILDREN AND 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.

NAME OF RECIPIENT - EDWARD AND ROSE BERMAN 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.

NAME OF RECIPIENT - CHILDRENS HOSPITAL OF PITTSBURGH FOUNDATION

TO FUND A GRIEF/BEREAVEMENT COORDINATOR FOR THE SUPPORTIVE CARE PROGRAM
AT CHILDREN'S HOSPITAL OF PITTSBURGH OF UPMC.

NAME OF RECIPIENT - COLUMBIA MONTGOMERY HOME HEALTH SERVICES, INC.

TO SUPPORT THE CONTINUATION OF THE BEREAVEMENT PROGRAM WHILE EXPANDING
PROGRAMS AND BUILDING CAPACITY FOR SELF-SUSTAINABILITY.

Part XV | **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - HEARTWOOD INSTITUTE

TO SUPPORT MANAGEMENT AND DISTRIBUTION OF 10,000 ADDITIONAL SETS OF
T.R.U.E CARDS: LIFE LESSONS AND ACCOMPANYING INSTRUCTIONAL MATERIALS.

NAME OF RECIPIENT - 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.NAME OF RECIPIENT - COMMUNITY COLLEGE OF ALLEGHENY COUNTY EDUCATIONAL
FOUNDATIONTO 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.

NAME OF RECIPIENT - CATHOLIC CHARITIES, DIOCESE OF PITTSBURGH, INC.

TO INCREASE ACCESS TO PRIMARY HEALTH, DENTAL AND SPECIALTY CARE FOR
UNDERSERVED POPULATIONS IN SOUTHWEST PENNSYLVANIA AT THE CATHOLIC
CHARITITES FREE HEALTH CARE CENTER.

NAME OF RECIPIENT - CENTRAL SUSQUEHANNA INTERMEDIATE UNIT

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.

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - DIAKON LUTHERAN SOCIAL MINISTRIES

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.

NAME OF RECIPIENT - SMART FUTURES

TO SUPPORT THE CONTINUATION OF THE PA E-MENTORING PROGRAM WHICH PROMOTES SELF-ESTEEM THROUGH CAREER PLANNING.

NAME OF RECIPIENT - STRONG WOMEN, STRONG GIRLS, INC.

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.

NAME OF RECIPIENT - WEST SNYDER RECREATION ASSOCIATION, INC.

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.

NAME OF RECIPIENT - SOMERSET HOSPITAL FOUNDATION

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.

NAME OF RECIPIENT - AVONWORTH MIDDLE

TO FUND THE C.L.I.M.B. (CLIMB, LEARN, INTEGRATION, MOVEMENT BALANCE)

Part XV | **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

INTO FITNESS PROGRAM FOR GRADES 6-8: A PROGRAM TO HELP STUDENTS ADOPT
LIFE LONG PHYSICAL ACTIVITY HABITS.

NAME OF RECIPIENT - SERRA CATHOLIC

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.

NAME OF RECIPIENT - GATEWAY MIDDLE

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.

NAME OF RECIPIENT - SOUTH HANOVER ELEMENTARY

TO SUPPORT THE MOVING ON UP AND MOVING AROUND" PROGRAM FOR KIDS GRADE
KINDERGARTEN THROUGH 5TH GRADE.

NAME OF RECIPIENT - MT. CARMEL JR/SR HIGH

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.

NAME OF RECIPIENT - PLAINFIELD ELEMENTARY

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.

Part XV | Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - TITUSVILLE MIDDLE

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.

NAME OF RECIPIENT - NEW-KENSINGTON ARNOLD DISTRICT ELEMENTARY

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.

NAME OF RECIPIENT - NORTHEASTERN HIGH

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.

NAME OF RECIPIENT - PARK FOREST MIDDLE

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.

NAME OF RECIPIENT - FAMILY HOSPICE AND FAMILY CARE

TO FUND A FULL-TIME COORDINATOR AND TWO PART-TIME PROGRAM SUPPORT PEOPLE FOR THEIR TRANSITIONS PROGRAM.

NAME OF RECIPIENT - MEL BLOUNT YOUTH HOME OF WASHINGTON COUNTY, INC.

CONTINUED SUPPORT OF BACK "2" THE BASICS-LIGHTING THE PATH "4" A

Part XV | **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

HEALTHY FUTURE: PART II PROGRAM SERVING 100 AT-RISK YOUTH.

NAME OF RECIPIENT - HOSANNA HOUSE

TO FUND A YEAR-ROUND SUMMER SWIMMING PROGRAM DESIGNED TO INCREASE PROVIDING PHYSICAL ACTIVITY AND AN EDUCATIONAL PROGRAM TO PREVENT AND CONTROL OBESITY.

NAME OF RECIPIENT - OLIVET BOYS & GIRLS CLUB

TO IMPLEMENT THE WANNA PLAY - A PROGRAM THAT INCREASES THE OVERALL FITNESS THROUGH PHYSICAL ACTIVITY AND NUTRITION EDUCATION.

NAME OF RECIPIENT - YOUTH PLACES

TO EXPAND THEIR EXISTING PROGRAM TO INCREASE PHYSICAL ACTIVITY IN TEENS AND IMPROVE THEIR NUTRITION AND EATING HABITS.

NAME OF RECIPIENT - LANCASTER COUNTY MEDICAL FOUNDATION

TO SUPPORT THE SALARY OF A PRESCRIPTION ASSISTANT COORDINATOR FOR PROJECT ACCESS LANCASTER COUNTY TO REDUCE BARRIERS FOR PARTICIPANTS APPLYING FOR MEDICATION DISCOUNTS THROUGH PRESCRIPTION ASSISTANCE PROGRAMS.

NAME OF RECIPIENT - FAMILY RESOURCES

TO IMPLEMENT THE EVIDENCE-BASED PROGRAM CALLED RE-CHARGE, AN AFTERSCHOOL PROGRAM TO PRACTICE GOOD NUTRITION AND PHYSICAL ACTIVITY HABITS.

NAME OF RECIPIENT - JEWISH HEALTHCARE FOUNDATION (202)

TO SUPPORT THE SALARY OF A PART-TIME EXECUTIVE DIRECTOR OF THE

Part XV | **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

PENNSYLVANIA HEALTH FUNDERS COLLABORATIVE.

NAME OF RECIPIENT - SACRED HEART HOSPITAL (204)

TO SUSTAIN THE OPERATION OF FIVE SCHOOL-BASED HEALTH CENTERS LOCATED IN
THE ALLENTOWN SCHOOL DISTRICT.

NAME OF RECIPIENT - SPANISH AMERICAN CIVIC ASSOCIATION (205)

TO SUPPORT THE CONTINUATION OF THE HIV/AIDS EARLY INTERVENTION PROGRAM
THAT PROVIDES WRAP-AROUND SERVICES FOR HIV/AIDS CLIENTS INCLUDING
SALARY OF THE COMMUNITY EDUCATION SPECIALIST.

NAME OF RECIPIENT - UNIONTOWN HOSPITAL (206)

TO SUPPORT THE SALARY OF THE WOUND CARE ASSOCIATE, PHYSICIAN, COMMUNITY
AND PATIENT EDUCATION AND MARKETING STRATEGIES.

NAME OF RECIPIENT - LEMOYNE COMMUNITY CENTER

TO CREATE NUTRAFIT, A PHYSICAL FITNESS AND NUTRITION PROGRAM FOR
UNDERSERVED WASHINGTON COUNTY YOUTH AND FAMILIES.

NAME OF RECIPIENT - CITY OF FARRELL

TO INCREASE HOURS OF SUMMER RECREATIONAL OPPORTUNITIES AND OPEN SCHOOL
FACILITIES TO PROMOTE PHYSICAL ACTIVITY AMONG RESIDENTS' CHILDREN.

NAME OF RECIPIENT - CITY OF PARKERSBURG

ADVERTISE AND PROMOTE CARD USE AT LOCAL FARMERS MARKET TO INCREASE
HEALTHY FOOD ACCESS TO UNDERSERVED POPULATION.

NAME OF RECIPIENT - SOUTHEAST LANCASTER HEALTH SERVICES

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

TO FUND TWO EFDH IN ORDER TO INCREASE PATIENT VISITS, IMPROVE
EFFICIENCIES, INCREASE DENTAL EMERGENCY PATIENTS, IMPROVE DENTAL VISITS
AND INCREASE THE PERCENTAGE OF PREVENTIVE PROCEDURES.

NAME OF RECIPIENT - PENNSYLVANIA ACADEMY OF FAMILY PHYSICIANS FOUNDATION
LEAD SPONSORSHIP OF THE BULLYING AND CHILDHOOD OBESITY CONTINUING
MEDICAL EDUCATION SERIES TO BE HELD IN HERSHEY, PA AND FARMINGTON, PA
IN THE FALL OF 2011 AND SPRING OF 2012.

NAME OF RECIPIENT - ARMSTRONG COUNTY MEMORIAL HOSPITAL
TO FUND A PORTION OF SALARIES FOR A MID-LEVEL CERTIFIED DIABETIC
EDUCATOR, PHYSICIAN CHAMPION AND ENDOCRINOLOGIST TO IMPROVE INPATIENT
DIABETIC HOSPITAL MANAGEMENT AND CARE AT ARMSTRONG COUNTY MEMORIAL
HOSPITAL.

Part XV | **Supplementary Information**

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - CATHOLIC CHARITIES, DIOCESE OF PITTSBURGH, INC.
TO INCREASE ACCESS TO PRIMARY HEALTH, DENTAL AND SPECIALTY CARE FOR
UNDERSERVED POPULATIONS IN SOUTHWEST PENNSYLVANIA AT THE CATHOLIC
CHARITIES FREE HEALTH CARE CENTER.

NAME OF RECIPIENT - FAMILY HOSPICE AND FAMILY CARE
TO FUND A FULL-TIME COORDINATOR AND TWO PART-TIME PROGRAM SUPPORT
PEOPLE FOR THEIR TRANSITIONS PROGRAM.

NAME OF RECIPIENT - FAMILY RESOURCES
TO IMPLEMENT THE EVIDENCE-BASED PROGRAM CALLED RE-CHARGE, AN
AFTERSCHOOL PROGRAM TO PRACTICE GOOD NUTRITION AND PHYSICAL ACTIVITY
HABITS.

NAME OF RECIPIENT - HOSANNA HOUSE
TO FUND A YEAR-ROUND SUMMER SWIMMING PROGRAM DESIGNED TO INCREASE
PROVIDING PHYSICAL ACTIVITY AND AN EDUCATIONAL PROGRAM TO PREVENT AND
CONTROL OBESITY.

NAME OF RECIPIENT - OLIVET BOYS & GIRLS CLUB
TO IMPLEMENT THE WANNA PLAY - A PROGRAM THAT INCREASES THE OVERALL
FITNESS THROUGH PHYSICAL ACTIVITY AND NUTRITION EDUCATION.

NAME OF RECIPIENT - YOUTH PLACES
TO EXPAND THEIR EXISTING PROGRAM TO INCREASE PHYSICAL ACTIVITY IN TEENS
AND IMPROVE THEIR NUTRITION AND EATING HABITS.

NAME OF RECIPIENT - LANCASTER COUNTY MEDICAL FOUNDATION

Part XV | **Supplementary Information**

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

TO SUPPORT THE SALARY OF A PRESCRIPTION ASSISTANT COORDINATOR FOR
PROJECT ACCESS LANCASTER COUNTY TO REDUCE BARRIERS FOR PARTICIPANTS
APPLYING FOR MEDICATION DISCOUNTS THROUGH PRESCRIPTION ASSISTANCE
PROGRAMS.

NAME OF RECIPIENT - JEWISH HEALTHCARE FOUNDATION

TO SUPPORT THE SALARY OF A PART-TIME EXECUTIVE DIRECTOR OF THE
PENNSYLVANIA HEALTH FUNDERS COLLABORATIVE.

NAME OF RECIPIENT - SACRED HEART HOSPITAL (204)

TO SUSTAIN THE OPERATION OF FIVE SCHOOL-BASED HEALTH CENTERS LOCATED IN
THE ALLENTOWN SCHOOL DISTRICT.

NAME OF RECIPIENT - SPANISH AMERICAN CIVIC ASSOCIATION

TO SUPPORT THE CONTINUATION OF THE HIV/AIDS EARLY INTERVENTION PROGRAM
THAT PROVIDES WRAP-AROUND SERVICES FOR HIV/AIDS CLIENTS INCLUDING
SALARY OF THE COMMUNITY EDUCATION SPECIALIST.

NAME OF RECIPIENT - UNIONTOWN HOSPITAL

TO SUPPORT THE SALARY OF THE WOUND CARE ASSOCIATE, PHYSICIAN, COMMUNITY
AND PATIENT EDUCATION AND MARKETING STRATEGIES.

NAME OF RECIPIENT - LEMOYNE COMMUNITY CENTER

TO CREATE NUTRAFIT, A PHYSICAL FITNESS AND NUTRITION PROGRAM FOR
UNDERSERVED WASHINGTON COUNTY YOUTH AND FAMILIES.

NAME OF RECIPIENT - CITY OF HARRISBURG

TO FUND THE IRONKID CHALLENGE LET'S MOVE PROGRAM, WHICH REQUIRES

Part XV Supplementary Information

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

CHILDREN TO REGISTER FOR PARTICIPATION AND TAKE PART IN PHYSICAL
ACTIVITIES AND ACHIEVE STANDARDS TO QUALIFY FOR IRONKID RECOGNITION.

NAME OF RECIPIENT - CITY OF PARKERSBURG

ADVERTISE AND PROMOTE CARD USE AT LOCAL FARMERS MARKET TO INCREASE
HEALTHY FOOD ACCESS TO UNDERSERVED POPULATION.

NAME OF RECIPIENT - SOUTHEAST LANCASTER HEALTH SERVICES

TO FUND TWO EFDH IN ORDER TO INCREASE PATIENT VISITS, IMPROVE
EFFICIENCIES, INCREASE DENTAL EMERGENCY PATIENTS, IMPROVE DENTAL VISITS
AND INCREASE THE PERCENTAGE OF PREVENTIVE PROCEDURES.

NAME OF RECIPIENT - PENNSYLVANIA ACADEMY OF FAMILY PHYSICIANS FOUNDATION
LEAD SPONSORSHIP OF THE BULLYING AND CHILDHOOD OBESITY CONTINUING
MEDICAL EDUCATION SERIES TO BE HELD IN HERSHEY, PA AND FARMINGTON, PA
IN THE FALL OF 2011 AND SPRING OF 2012.

NAME OF RECIPIENT - ARMSTRONG COUNTY MEMORIAL HOSPITAL

TO FUND A PORTION OF SALARIES FOR A MID-LEVEL CERTIFIED DIABETIC
EDUCATOR, PHYSICIAN CHAMPION AND ENDOCRINOLOGIST TO IMPROVE INPATIENT
DIABETIC HOSPITAL MANAGEMENT AND CARE AT ARMSTRONG COUNTY MEMORIAL
HOSPITAL.

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) DEPREC.	(F) GAIN OR LOSS
SCHLUMBERGER, LTD	2,563,787.	2,564,709.	0.	0.	<922.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
DELL, INC.	251,087.	250,000.	0.	0.	1,087.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	165.

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	3,250.	0.		3,250.
TO FM 990-PF, PG 1, LN 16A	3,250.	0.		3,250.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	20,400.	0.		20,400.
TO FORM 990-PF, PG 1, LN 16B	20,400.	0.		20,400.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	42,698.	0.		0.
TO FORM 990-PF, PG 1, LN 18	42,698.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER FOUNDATION EXPENSES	21,881.	0.		21,881.
ETOOLS FOR SCHOOLS USED IN HIGHMARK HEALTHY HIGH 5 PROGRAM	1,128,573.	0.		2,573,351.
OTHER HIGHMARK HEALTHY HIGH 5 PROGRAM RELATED EXPENSES	1,661,001.	0.		1,757,513.
TO FORM 990-PF, PG 1, LN 23	2,811,455.	0.		4,352,745.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
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DESCRIPTION	AMOUNT
CHANGE IN UNREALIZED GAIN ON AVAILABLE-FOR-SALE INVESTMENTS	68,507.
TOTAL TO FORM 990-PF, PART III, LINE 3	68,507.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FEDERAL FARM CREDIT BANK	X		0.	0.
FEDERAL FARM CREDIT BANK	X		0.	0.
FEDERAL HOME LOAN BANK	X		573,320.	573,320.
FEDERAL HOME LOAN BANK	X		0.	0.
FEDERAL HOME LOAN BANK	X		0.	0.
FEDERAL HOME LOAN MTG CORP	X		0.	0.
FNMA	X		783,188.	783,188.
FNMA	X		795,938.	795,938.
FNMA	X		250,515.	250,515.
FNMA	X		253,227.	253,227.
FEDERAL FARM CREDIT BANK	X		999,590.	999,590.
FEDERAL HOME LOAN BANK	X		253,800.	253,800.
FEDERAL HOME LOAN BANK	X		0.	0.
FEDERAL HOME LOAN BANK	X		0.	0.
FEDERAL HOME LOAN BANK	X		1,998,120.	1,998,120.
FEDERAL HOME LOAN BANK	X		1,997,480.	1,997,480.
FEDERAL HOME LOAN BANK	X		0.	0.
FEDERAL HOME LOAN BANK	X		0.	0.
FEDERAL HOME LOAN BANK	X		0.	0.
FNMA	X		999,340.	999,340.
FNMA	X		1,005,080.	1,005,080.
FNMA	X		0.	0.
GOVERNOR MIFFLIN PA SCH DIST		X	0.	0.
ILLINOIS ST		X	0.	0.
LUCAS COUNTY OHIO		X	0.	0.
MOUNT PLEASANT PA AREA SCH DIS		X	0.	0.
QUAKERTOWN PA CMNTY SCH DIST		X	0.	0.
FEDERAL HOME LOAN BANK	X		500,470.	500,470.
FNMA	X		300,072.	300,072.
FNMA	X		258,888.	258,888.
FEDERAL HOME LOAN BANK	X		500,825.	500,825.

HIGHMARK FOUNDATION

25-1876666

FNMA	X	1,998,580.	1,998,580.
FNMA	X	1,998,021.	1,998,021.
TOTAL U.S. GOVERNMENT OBLIGATIONS		15,466,454.	15,466,454.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			
TOTAL TO FORM 990-PF, PART II, LINE 10A		15,466,454.	15,466,454.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MONSANTO CO NEW COM	1,008,447.	1,008,447.
SCHLUMBERGER LTD COM	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,008,447.	1,008,447.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMERICAN HONDA FINANCE	0.	0.
BECTON DICKINSON	521,850.	521,850.
DISNEY WALT CO	269,095.	269,095.
GENERAL ELECTRIC CAP CORP	235,760.	235,760.
MEDTRONIC INC	264,005.	264,005.
PNC FUNDING CORP	1,000,140.	1,000,140.
ROCHE HOLDINGS INC	0.	0.
SLM CORP	0.	0.
BLUE CROSS BLUE SHIELD FLA	0.	0.
ABBEY NATIONAL N AMERICA LLC	0.	0.
ABBEY NATIONAL N AMERICA LLC	0.	0.
CREDIT AGRICOLE NORTH AMERICA	0.	0.
JOHN DEERE CAPITAL CORP	0.	0.
GENERAL ELECTRIC CAPITAL CORP	0.	0.
GENERAL ELECTRIC CAPITAL CORP	0.	0.
HSBC FINANCE CORP	0.	0.
HSBC FINANCE CORP	0.	0.
MORGAN STANLEY	0.	0.
MORGAN STANLEY	0.	0.
HEWLETT PACKARD CO.	493,615.	493,615.
PROCTER & GAMBLE CO	251,200.	251,200.
USAA CAPITAL CORP	249,245.	249,245.
COLGATE-PALMOLIVE CO	528,995.	528,995.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,813,905.	3,813,905.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BP CAPITAL MARKETS PLC	FMV	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

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

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.

FORM 990-PF	CASH DEEMED CHARITABLE EXPLANATION STATEMENT	STATEMENT 12
	PART X, LINE 4	

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. HIGHMARK FOUNDATION CONTRIBUTES \$16.9 MILLION EACH YEAR TO SUPPORT THESE CAUSES. ON AVERAGE, THIS REPRESENTS APPROXIMATELY 53% 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 \$1,602,932, WHICH REPRESENTS THE AVERAGE AMOUNT OF CONTRIBUTIONS MADE EACH MONTH.

2011 Form 990-PF: Return of Private Foundation
Highmark Foundation
25-1876666

Part IX-A - Summary of Direct Charitable Activities

In 2006, the Highmark Foundation launched "Highmark Healthy High 5", a five year \$100 million children's health promotion initiative to promote lifelong, healthy behaviors in children and adolescents ages 6-18 to ensure that they have healthy bodies and minds. Highmark Healthy High 5 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 2011 in these five areas in addition to five signature partners.

Bullying prevention programs have been implemented in 427 schools impacting over 210,000 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 HALT¹ 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.

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 January 2011. A total of 415,422 students in western and central Pennsylvania were enrolled in Health eTools.

LearntobeHealty.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. LearntobeHealty.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 was 126,589 individual student users, and 2,118 classroom accounts.

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 2011, a total of 2,059 children and adults attended peer support group programs from 20 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 were 15 KidShape sites located in western and central PA. In 2011, a total of 461 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 2011, a total of 399 challenge grants were awarded.

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Highmark Foundation
25-1876666

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 ended on December 31, 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

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.

2011 Form 990-PF: Return of Private Foundation
Highmark Foundation
25-1876666

Part XV, Line 2d

1. The Highmark Foundation also makes multi-year grants to non-profit agencies and organizations in western, central PA, and West Virginia communities served by Highmark Inc. defined as tax exempt under section 501(c)(3) and as public charities under section 509 (a). The Highmark Foundation has focused its attention on a variety of health issues including but not limited to: dental/oral health care, health disparities, nursing shortage, and health literacy. In 2011, the Highmark Foundation awarded \$1,744,309 (excluding School Challenge Grants) to 16 non-profit organizations for traditional grants. Traditional grants are awarded in four priority areas listed below along with examples of grant funded programs

a. Chronic Disease - No programs funded in this category in 2011

b. Communicable Disease - Grants funded programs:

- Spanish American Civic Association - to support the continuation of the HIV/AIDS Early Intervention Program

c. Family Health - Grants funded programs:

- Every Child, Inc - to support the Doula Pregnancy and Parenting Support program.
- Pennsylvania Academy of Family Physicians Foundation – to support the Bullying Prevention and Childhood Obesity continuing medical education series

d. Service Delivery Systems - Grant funded programs:

- Armstrong County Memorial Hospital - to fund a portion of salaries for a mid-level Certified Diabetic educator, physician champion and endocrinologist to improve inpatient diabetic hospital management and care.
- The Children's Home of Pittsburgh - to support nursing staff salaries and nurse education for the Pediatric Specialty Hospital.
- The Children's Institute - to support the Women for a Healthy Environment "Redefining Business and Beauty" event.
- Jewish Healthcare Foundation of Pittsburgh - to support the salary of a part-time Executive Director of the Pennsylvania Health Funders Collaborative.
- Lancaster County Medical Foundation - to support the salary of a Prescription Assistant Coordinator to Project Access Lancaster County to reduce barriers for participants applying for medication discounts through Prescription Assistance Programs
- Mon-Vale Health Resources, Inc , - to fund the salary of a clinical pharmacist to support care transition and reduce hospital readmissions
- Sacred Heart Hospital - to sustain the operation of five School-Based Health Centers located in the Allentown School District.
- The Uniontown Hospital - to support the salary of the wound Care Associate, physician, community and patient education and marketing strategies

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Highmark Foundation
25-1876666

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.

Composite Copy: March 1, 2012

**BYLAWS
of
HIGHMARK FOUNDATION
(a Pennsylvania nonprofit corporation)
Adopted: February 28, 2001
Amended: June 24, 2010
Amended: December 15, 2010
Amended: March 1, 2012**

Index to Bylaws

<u>Section</u>	<u>Page</u>
----------------	-------------

ARTICLE I - NAME AND PURPOSE

1.1	Name	1
1.2	Purpose	1

ARTICLE II - MEMBERS

2.1	Members	1
2.2	Voting Rights	2
2.3	Transfer of Membership Interest	2
2.4	Additional Members	2
2.5	Annual Meeting	2
2.6	Special Meetings	2
2.7	Place of Meeting	2
2.8	Notice of Meetings	3
2.9	Quorum	3
2.10	Proxies	3
2.11	Meetings by Telephone	3
2.12	Manner of Acting	4
2.13	Unanimous Action	4

ARTICLE III - DIRECTORS

3.1	Number, Election and Term of Office	4
3.2	Regular Meetings; Notice	5
3.3	Annual Meeting of the Board	5
3.4	Special Meetings; Notice	5
3.5	Organization	5
3.6	Meetings by Telephone	6
3.7	Presumption of Assent	6
3.8	Resignations	7
3.9	Committees	7
3.10	Vacancies	10
3.11	Removal	11
3.12	Personal Liability of Directors	11
3.13	Indemnification	11

ARTICLE IV - OFFICERS AND EMPLOYEES

4.1	Executive Officers	14
4.2	Additional Officers; Other Agents and Employees	14
4.3	The Chairperson	15
4.4	The Vice Chairperson	15
4.5	The President	15
4.6	The Vice Presidents	16
4.7	The Secretary and Assistant Secretaries	16
4.8	The Treasurer and Assistant Treasurers	16
4.9	Vacancies	17
4.10	Delegation of Duties	18

ARTICLE V - MISCELLANEOUS CORPORATE TRANSACTIONS AND DOCUMENTS

5.1	Execution of Notes, Checks, Contracts and Other Instruments	18
5.2	Voting Securities Owned by Corporation	18

ARTICLE VI - GENERAL PROVISIONS

6.1	Offices	19
6.2	Corporate Seal	19
6.3	Fiscal Year	19
6.4	Annual Report	19

ARTICLE VII - AMENDMENTS

7.1	Amendments	19
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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, by the Board of Directors or in the Sponsorship and Grants Policy.” **(Amended: March 1, 2012)**

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.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- 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 File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. HIGHMARK FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 25-1876666
	Number, street, and room or suite no. If a P.O. box, see instructions. 120 FIFTH AVENUE, NO. 922	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PITTSBURGH, PA 15222	

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	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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

HIGHMARK FOUNDATION

- The books are in the care of ► **120 FIFTH AVENUE, SUITE 924 - PITTSBURGH, PA 15222**
Telephone No. ► **412-544-7950** FAX No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2011** or
► ☐ tax year beginning , and ending

- 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	\$	45,167.
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	\$	86,729.
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	\$	0.

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

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

Form 8868 (Rev. 1-2012)

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

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

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

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

Enter filer's identifying number, see instructions	
Type or print Name of exempt organization or other filer, see instructions HIGHMARK FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 25-1876666
File by the due date for filing your return. See instructions Number, street, and room or suite no. If a P.O. box, see instructions. 120 FIFTH AVENUE, NO. 922	Social security number (SSN) <input type="checkbox"/>
City, town or post office, state, and ZIP code. For a foreign address, see instructions PITTSBURGH, PA 15222	

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		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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.

HIGHMARK FOUNDATION

- The books are in the care of **120 FIFTH AVENUE, SUITE 924 - PITTSBURGH, PA 15222**
Telephone No. **412-544-7950** FAX No.

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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012.**

5 For calendar year **2011**, 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

ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	42,463.
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	\$	86,729.
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 must be completed for Part II only.

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

Signature **[Signature]** Title **CPA**

Date **7/31/12**

Form 8868 (Rev. 1-2012)

Certified Article Number

7196 9008 9111 1989 3660

SENDERS RECORD

Department of the Treasury
Internal Revenue Service Center
Ogden, UT 84201-0045