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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation	A Employer identification number
BLUE AND YOU FOUNDATION FOR A HEALTHIER ARKANSAS	71-0862108
Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 320 WEST CAPITOL AVE / 200	B Telephone number (see instructions): (501)378-2586
City or town, state, and ZIP code: LITTLE ROCK AR 72201	C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 52,413,784

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	15,000,000			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	1,267,233	1,259,165		
	5 a Gross rents		0		
	b Net rental income or (loss) 0				
	6 a Net gain or (loss) from sale of assets not on line 10	284,067			
	b Gross sales price for all assets on line 6a 6,510,701				
	7 Capital gain net income (from Part IV, line 2)		1,427,296		
	8 Net short-term capital gain			365	
	9 Income modifications			191,853	
	10 a Gross sales less returns and allowances 0				
	b Less Cost of goods sold 0				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)	0	0	0	
	12 Total. Add lines 1 through 11	16,551,300	2,686,461	192,218	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	178,356			
	14 Other employee salaries and wages	20,575			
	15 Pension plans, employee benefits	12,661			
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule) Stmt 1	11,462	0	0	0
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 2	71,321	19,305	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) Stmt 3	133,639	106,266	0	0
	24 **Total operating and administrative expenses.** Add lines 13 through 23	428,014	125,571	0	0
	25 Contributions, gifts, grants paid	2,028,905			2,028,905
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,456,919	125,571	0	2,028,905
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	14,094,381			
	b **Net investment income** (if negative, enter -0-)		2,560,890		
	c **Adjusted net income** (if negative, enter -0-)			192,218	

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash—non-interest-bearing	17,274	67,382	67,382
	2 Savings and temporary cash investments	107,772	15,111,604	15,111,604
	3 Accounts receivable ▶ 171,777			
	Less allowance for doubtful accounts ▶ 0	145,704	171,777	171,777
	4 Pledges receivable ▶ 0			
	Less allowance for doubtful accounts ▶ 0	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶ 0			
	Less allowance for doubtful accounts ▶ 0	0	0	0
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule) Stmt 4	2,546,375	1,996,105	1,996,105
	b Investments—corporate stock (attach schedule) Stmt 5	33,611,194	30,329,714	30,329,714
	c Investments—corporate bonds (attach schedule) Stmt 6	6,095,049	4,737,202	4,737,202
	11 Investments—land, buildings, and equipment basis ▶ 0			
	Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	0	0	0
	14 Land, buildings, and equipment basis ▶ 0			
	Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15 Other assets (describe ▶)	0	0	0
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	42,523,368	52,413,784	52,413,784
Liabilities	17 Accounts payable and accrued expenses	112,930	57,492	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ▶)	0	0	
	23 **Total liabilities** (add lines 17 through 22)	112,930	57,492	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	42,410,438	52,356,292	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds		0	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	42,410,438	52,356,292	
	31 **Total liabilities and net assets/fund balances** (see instructions)	42,523,368	52,413,784	

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	42,410,438
2	Enter amount from Part I, line 27a	2	14,094,381
3	Other increases not included in line 2 (itemize) ▶ RECOVERY OF PY DISTRIBUTIONS	3	191,853
4	Add lines 1, 2, and 3	4	56,696,672
5	Decreases not included in line 2 (itemize) ▶ CHG IN UNREALIZED CAPITAL GAINS	5	4,340,380
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	52,356,292

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	1,427,296
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	365

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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	1,713,295	38,659,325	0.044318
2009	1,565,977	32,945,611	0.047532
2008	1,056,320	39,494,309	0 026746
2007	1,388,488	39,454,970	0.035192
2006	1,274,109	33,341,113	0 038214

2	**Total** of line 1, column (d)	2	0.192002
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 038400
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	41,118,268
5	Multiply line 4 by line 3	5	1,578,941
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	25,609
7	Add lines 5 and 6	7	1,604,550
8	Enter qualifying distributions from Part XII, line 4	8	2,028,905

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)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	25,609	
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0	
3	Add lines 1 and 2	3	25,609	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	25,609	
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 82,015			
b	Exempt foreign organizations—tax withheld at source — 6b:			
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0			
d	Backup withholding erroneously withheld — 6d:			
7	Total credits and payments Add lines 6a through 6d	7	82,015	
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	56,406	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 56,406 **Refunded** ▶	11	0	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ _____ (2) On foundation managers ▶ $ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AR			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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?	13	X	

Website address ▶ www blueandyoufoundationarkansas org

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

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

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

			Yes	No
16	At any time during calendar year 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		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?	☐ Yes	☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No		
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years ▶ 20_____, 20_____, 20_____, 20_____	☐ Yes	☒ No		
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)			2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20_____, 20_____, 20_____, 20_____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No		
b	If "Yes," did it have excess business holdings in 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.)*			3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? (see instructions)	☐ Yes	☒ No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			5b N/A
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*	☐ Yes	☐ No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*			6b X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b

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

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

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

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

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

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

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

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

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

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

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

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	41,546,362
b	Average of monthly cash balances		1b	198,073
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	41,744,435
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	41,744,435
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	626,167
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 .		5	41,118,268
6	**Minimum investment return.** Enter 5% of line 5		6	2,055,913

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	2,055,913
2a	Tax on investment income for 2011 from Part VI, line 5	2a	25,609		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	25,609
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,030,304
4	Recoveries of amounts treated as qualifying distributions			4	191,853
5	Add lines 3 and 4			5	2,222,157
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	2,222,157

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	2,028,905
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,028,905
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	25,609
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,003,296

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				2,222,157
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			1,835,014	
b	Total for prior years 20 ____, 20 ____, 20 ____		0		
3	Excess distributions carryover, if any, to 2011				
a	From 2006 0				
b	From 2007 0				
c	From 2008 0				
d	From 2009 0				
e	From 2010 0				
f	Total of lines 3a through e	0			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 2,028,905				
a	Applied to 2010, but not more than line 2a			1,835,014	
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				193,891
e	Remaining amount distributed out of corpus	0			
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	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions		0		
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				2,028,266
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9				
a	Excess from 2007 0				
b	Excess from 2008 0				
c	Excess from 2009 0				
d	Excess from 2010 0				
e	Excess from 2011 0				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year (a) 2011	Prior 3 years (b) 2010	(c) 2009	(d) 2008	(e) Total
	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

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

SEE ATTACHED STATEMENT

c Any submission deadlines

SEE ATTACHED STATEMENT

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

SEE ATTACHED STATEMENT

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*				
ARKANSAS COMMUNITY FOUNDATION 1400 W MARKHAM ST 206 LITTLE ROCK AR 72201			55 MINI-GRANTS FOR COMMUNITY HEALTH IMPROV	55,000
UAMS AR CTR FOR HEALTH IMPROVEMENT 1401 W CAPITOL AVE ST 300 LITTLE ROCK AR 72201			12 RESEARCH STUDY FOR PRIMARY/SPECIALTY	432,438
GIRLS INCORPORATED OF FT SMITH PO BOX 1253 FORT SMITH AR 72902			"FRIENDLY PEERSUASION" AVOID SMOKING/DRINK/DRU	10,000
JONES CENTER FOR FAMILIES 922 E EMMA AVE SPRINGDALE AR 72764			"BREAKING DIABETE'S GRIP"DECR DEATH IN WASHINGTON CO	14,795
CRAWFORD SEBASTIAN COMMUNITY DEV FOUNI 4831 ARMOUR AVE FORT SMITH AR 72904			"TOOTH BE GONE" TO HELP LOW INCOME PATIENTS	30,000
PACES INC 2913 KING ST SUITE1 JONESBORO AR 72401			"HEALTHY BABIES" EDUCATE ON SHAKEN BABY SYNDROME	40,341
UAMS AHEC 460 WEST OAK STREET EL DORADO AR 71730			"SAFETY BABY SHOWERS" LOWER UNINTENTIONAL	42,316
AR HOSPITAL EDUCATION & RESEARCH TRUST 419 NATURAL RESOURCES DR LITTLE ROCK AR 72205			EDUCATION & TESTING FOR HOSPITAL TRUSTEES	50,000
NORTHWEST AR FREE HEALTH CTR 10 S COLLEGE AVE FAYETTEVILLE AR 72701			"PRESCRIPTION ASSISTANCE" ACCESS TO MEDS FOR	50,000
OUR HOUSE INC 302 E ROOSEVELT RD LITTLE ROCK AR 72206			"IMPROVING HEALTH OF HOMELESS"	52,785
CENTRAL AR AREA AGENCY PO BOX 5988 N LITTLE ROCK AR 72119			"CARELINK HOME MEDS" ASSESS HOME CARE	54,090
Total See Attached Statement			▶ 3a	2,028,905
b *Approved for future payment*				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513 or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,267,233	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	284,067	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		1,551,300	0
13 **Total** Add line 12, columns (b), (d), and (e)				13	1,551,300

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: Patrick O'Sullivan Date: 9/12/12 Title: EXECUTIVE DIRECTOR

May the IRS discuss this return with the preparer shown below (see instructions)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KEVIN HORN				P00372843

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ B.V.D, LLP 400 W. CAPITOL SUITE 2500 / P.O. BOX 3667 LITTLE ROCK, AR 72203-3667 44-0160260 | Phone no

Line 16b (990-PF) - Accounting Fees

		11,462	0	0	0
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	BKD LLP - AUDIT FEES	9,150			
2	BKD LLP - TAX FEES	2,312			
3					
4					
5					
6					
7					
8					
9					
10					

SCH 1

Line 18 (990-PF) - Taxes

		71,321	19,305	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20				
2	Tax on investment income	60,632	19,305		
3	Payroll tax	10,689			
4					
5					
6					
7					
8					
9					
10					

Sht 9

Line 23 (990-PF) - Other Expenses

		133,639	106,266	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Corporate Dues	375			
2	Printing & Postage	874			
3	Bank Fees	26,335	26,335		
4	Portfolio Management fee	79,931	79,931		
5	Misc Other	26,124			
6					
7					
8					
9					

Stmt 3

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

		2,546,375	1,996,105	2,546,375	1,996,105		
	Description	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	Check "X" if Federal Obligation	Check "X" if State/ Local Obligation
1	US T-BILL	0	299,997	0	299,997	X	
2	US TREASURY NOTE	2,290,310	1,435,843	2,290,310	1,435,843	X	
3	MUNICIPAL BONDS	256,065	260,265	256,065	260,265		X
4							
5							
6							
7							
8							
9							
10							
11							

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

	Description	Num Shares/ Face Value	33,611,194 Book Value Beg of Year	30,329,714 Book Value End of Year	33,611,194 FMV Beg of Year	30,329,714 FMV End of Year
1	BERKSHIRE HATHAWAY		845,160	804,965	845,160	804,965
2	CANADIAN PACIFIC		1,425,820	1,488,740	1,425,820	1,488,740
3	CONOCO PHILLIPS		1,825,080	1,952,916	1,825,080	1,952,916
4	DOW CHEMICAL		1,638,720	1,380,480	1,638,720	1,380,480
5	DUPONT		1,511,364	0	1,511,364	0
6	ELI LILY		826,944	980,816	826,944	980,816
7	ENCANA		1,630,720	1,037,680	1,630,720	1,037,680
8	FAIRFAX FINANCIAL		3,276,480	2,910,600	3,276,480	2,910,600
9	FORESTAR		1,102,667	864,422	1,102,667	864,422
10	GOODYEAR TIRE		734,700	878,540	734,700	878,540
11	LEUCADIA NATIONAL		496,060	643,542	496,060	643,542
12	MERCK & CO		1,019,932	1,066,910	1,019,932	1,066,910
13	NEWMONT MINING		2,119,335	2,070,345	2,119,335	2,070,345
14	PFIZER		1,505,860	1,861,040	1,505,860	1,861,040
15	RAYTHEON		868,875	907,125	868,875	907,125
16	SANOFI-AVENTIS		644,600	730,800	644,600	730,800
17	SEAGATE TECHNOLOGY		976,950	1,066,000	976,950	1,066,000
18	STEELCASE		555,982	0	555,982	0
19	TECK COMINCO		3,462,480	1,970,640	3,462,480	1,970,640
20	TECUMSEH PRODS		665,550	239,700	665,550	239,700
21	TEMPLE INLAND		390,816	0	390,816	0
22	TIMBERWEST FOREST		134,917	0	134,917	0
23	VALERO ENERGY		531,760	484,150	531,760	484,150
24	CENOVUS ENERGY		1,861,440	1,859,200	1,861,440	1,859,200
25	CHEVRON		684,375	798,000	684,375	798,000
26	MEMC ELECTRONIC MATERIALS		121,721	68,596	121,721	68,596
27	PHILLIPS ELECTRONICS		779,780	532,130	779,780	532,130
28	FIBREK		77,000	69,426	77,000	69,426
29	GENERAL MERITIME CORP		115,700	990	115,700	990
30	INMET MINING CORP		1,014,136	841,544	1,014,136	841,544
31	NOKIA		275,544	218,828	275,544	218,828
32	OVERSEAS SHIPHOLDING GRP		283,360	624,103	283,360	624,103
33	PRECISION DRILLING		207,366	219,564	207,366	219,564
34	EXCELIS			238,015		238,015
35	GANNETT			312,858		312,858
36	MFC INDUSTRIAL (TERRA NOVA)			133,891		133,891
37	PERMIAN BASIN ROYALTY TRUST			279,069		279,069
38	THOMPSON CREEK METALS			204,624		204,624
39	TRANSOCEAN			476,036		476,036
40	TSAKOS ENERGY NAVIGATION LTD			113,429		113,429
41						
42						
43						
44						

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

				6,095,049	4,737,202	6,095,049	4,737,202
	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	ALCOA			275,103	265,972	275,103	265,972
2	BELLSOUTH			312,744	0	312,744	0
3	BRASCAN - 7 125%			266,600	256,013	266,600	256,013
4	BURLINGTON			103,385	0	103,385	0
5	CANADIAN NATIONAL			426,332	417,016	426,332	417,016
6	CANADIAN PACIFIC			272,690	0	272,690	0
7	CARGILL 6.375%			214,292	204,634	214,292	204,634
8	DUPONT IE NEMOUR			106,579	103,410	106,579	103,410
9	FEDEX CORP			84,000	69,302	84,000	69,302
10	GMAC MTN			247,500	246,875	247,500	246,875
11	INGERSOIL RAND			164,958	184,446	164,958	184,446
12	MURPHY OIL			106,026	101,554	106,026	101,554
13	XSTRATA (FALCONBRIDGE)			201,700	0	201,700	0
14	PANCANADIAN PETRO (ENCANA)			418,132	0	418,132	0
15	PREMCOR (VALERO ENERGY)			371,313	0	371,313	0
16	WM WRIGLEY JR CO			414,844	414,000	414,844	414,000
17	BJ SERVICES CO			114,260	119,798	114,260	119,798
18	BUNGE LTD FIN CORP			208,120	207,672	208,120	207,672
19	CSX CORP			106,102	100,997	106,102	100,997
20	CARGILL 5.2%			215,776	208,842	215,776	208,842
21	CHEVRON			226,732	223,194	226,732	223,194
22	DIAMOND OFFSHORE			435,024	434,492	435,024	434,492
23	DOW CHEMICAL			109,200	108,027	109,200	108,027
24	NATIONAL RURAL UTILITIES			250,255	0	250,255	0
25	VULCAN MATERIALS			212,290	204,520	212,290	204,520
26	MONONGAHELA POWER			231,092	223,630	231,092	223,630
27	AMGEN				201,366		201,366
28	FAIRFAX FINANCIAL				134,387		134,387
29	TRANSOCEAN				307,055		307,055
30							

Stmt 6

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

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
	Totals					5,336,476	0	3,909,180	1,427 296	0	0	0	1,427,296
1	DUPONT		P	3/5/2009	1/27/2011	1 519,374	0	633,519	885,855			0	885,855
2	FAIRFAX		P	4/12/2002	4/19/2011	502,812	0	145,925	356,887			0	356,887
3	STEELCASE		P	2/1/2002	4/15/2011	589,040		688,488	-99,448			0	-99,448
4	TEMPLE-INLAND		P	3/27/2003	6/7/2011	540,359	0	208,610	331,749			0	331,749
5	TIMBERWEST		P	6/12/2003	7/18/2011	213,871	0	283,019	-69,148			0	-69,148
6	FED EX PAYDOWN		P			521	0		521			0	521
7	TBILL SALE BEFORE MATURITY		P	8/3/2011	8/22/2011	999,896	0	999,638	258			0	258
8	CANADIAN PAC NOTE		P	5/28/2008	9/30/2011	270,613	0	250,098	20,515			0	20,515
9	TBILL SALE BEFORE MATURITY		P	8/3/2011	11/14/2011	499,992		499,911	81			0	81
10	TBILL SALE BEFORE MATURITY		P	8/3/2011	12/2/2011	199 998	0	199,972	26			0	26

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours
1	PATRICK O'SULLIVAN		2217 MIDDLETON DR	N LITTLE ROCK	AR	72116		EXEC DIR	30 00
2	ROBERT CABE		1503 WETHERBORNE DR	LITTLE ROCK	AR	72211		BOARD CHAIR	0 25
3	STEVE SHORT		69 QUERCUS CIRCLE	LITTLE ROCK	AR	72223		TREASURER	0 25
4	LEE DOUGLASS		100 BRIGHTON COURT	N LITTLE ROCK	AR	72116		SECRETARY	0 25
5	CAROLYN BLAKELY		2105 MT VERNON CT	PINE BLUFF	AR	71603		BOARD MEMBER	0 25
6	SYBIL HAMPTON		1409 SOUTH ARCH ST	LITTLE ROCK	AR	72202		BOARD MEMBER	0 25
7	MAHLON MARIS MD		4337 HWY 392 WEST	HARRISON	AR	72601		BOARD MEMBER	0 25
8	MARK WHITE		71 VIGNE	LITTLE ROCK	AR	72223		BOARD MEMBER	0.25
9	GEORGE MITCHELL MD		1511 N FILLMORE	LITTLE ROCK	AR	72207		BOARD MEMBER	0.25
10	MARLA JOHNSON		2123 STATE STREET	LITTLE ROCK	AR	72206		BOARD MEMBER	0 25

Stmt 8 pg 1

Part

	178,356	10,770	0	
	Compensation	Benefits	Expense Account	Explanation
1	178,356	10,770		
2				
3				
4				
5				
6				
7				
8				
9				
10				

Stmt 8 Pg 2

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

Statement 9:

Part XV:

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

Grant Application Requirements

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

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

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

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

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

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

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

Statement 10:

Part XV:

Question 2c:
Any submission deadlines

Applications must be submitted electronically, using the new online application system, by midnight July 16. If you submit earlier than this date, you may still go back and change or edit your application, as long as it is done before midnight July 16. Paper application will no longer be accepted Public announcement of grants awarded will take place by December 31.

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

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

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

Form **8868**

(Rev January 2012)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**

OMB No 1545-1709

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

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

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

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

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

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

Enter filer's identifying number, see instructions

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

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	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

- The books are in the care of ► USABLE MUTUAL INSURANCE COMPANY

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

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for

► ☒ calendar year _____ 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	$
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	$
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

- 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).

Type or print / File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number, see instructions. Employer identification number (EIN) or
	BLUE & YOU FOUNDATION FOR A HEALTHIER ARKANSAS	X 71-0862108
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	320 WEST CAPITOL AVENUE, SUITE 200	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	LITTLE ROCK, AR 72201	

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

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.

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

4 I request an additional 3-month extension of time until 11/15, 20 12.

5 For calendar year 2011, or other tax year beginning _____, 20 _____, and ending _____, 20 _____.

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 REQUIRED TO ACCUMULATE THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$
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	$
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	$

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 ▶ Rochelle Bauer Title ▶ CPA Date ▶ 8/14/12

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

Recipient(s) paid during the year

Name
COMMUNITY FIRST WELLNESS
Street
1005 CHANEL LN
City: NASHVILLE | State: AR | Zip Code: 71852 | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: "HEALTHY HOWARD CO" HEALTH EDUCATION | Amount: 57,150

Name
GREATER DELTA ALLIANCE
Street
1641 S WHITEHEAD RD
City: DEWITT | State: AR | Zip Code: 72042 | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: "SE AR DIABETES PROJ-PHASE 2" TO IMPROVE HEALTH | Amount: 65,800

Name
AR CHILD ABUSE & NEGLECT
Street
415 N MCKINLEY SUITE 462
City: LITTLE ROCK | State: AR | Zip Code: 72212 | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: "BABY SAFETY SHOWERS" PROVIDE SAFETY KITS | Amount: 73,600

Name
PULASKI TECHNICAL COLLEGE
Street
3000 WEST SCENIC DRIVE
City: N LITTLE ROCK | State: AR | Zip Code: 72118 | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: TRAINING FOR FUTURE HEALTHCARE PROFESSIONALS | Amount: 76,400

Name
SOUTHERN AR UNIV TECH
Street
6415 SPELLMAN ROAD
City: CAMDEN | State: AR | Zip Code: 71701 | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: "CARING FOR OUR ELDERLY" RECRUITING WORKERS | Amount: 78,048

Name
MONTICELLO SCHOOL DISTRICT
Street
935 SCOGIN DRIVE
City: MONTICELLO | State: AR | Zip Code: 71655 | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: "HEALTHIER US SCHOOLS" MEETING FOODSVC REQUIR | Amount: 80,000

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

Recipient(s) paid during the year

Name
COMMUNITY HEALTH CENTER
Street
420 W 4TH ST STE A

City	State	Zip Code	Foreign Country
N LITTLE ROCK	AR	72114	

Relationship	Foundation Status

Purpose of grant/contribution	Amount
FACILITATE PATIENT CTR MED HOME ACCREDITATION	88,431

Name
COSSATOT COMMUNITY COLLEGE
Street
183 COLLEGE DRIVE

City	State	Zip Code	Foreign Country
DEQUEEN	AR	71846	

Relationship	Foundation Status

Purpose of grant/contribution	Amount
ENHANCE PRIMARY MEDICAL CARE TO UNDERSERVED	116,700

Name
AR CHAPTER AM ACADEMY OF PEDIATRICS
Street
223 BECKWOOD

City	State	Zip Code	Foreign Country
LITTLE ROCK	AR	72205	

Relationship	Foundation Status

Purpose of grant/contribution	Amount
"BREATHE EASY" ASTHMA CONTROL FOR 1,500 KIDS	122,511

Name
AR CHILDRENS HOSPITAL FOUNDATION
Street
1 CHILDRENS WAY

City	State	Zip Code	Foreign Country
LITTLE ROCK	AR	72202	

Relationship	Foundation Status

Purpose of grant/contribution	Amount
"SEAL THE STATE" DENTAL SEALANT PROG FOR UNINSURED	138,500

Name
ST FRANCIS HOUSE
Street
614 E EMMA AVE SUITE 300

City	State	Zip Code	Foreign Country
SPRINGDALE	AR	72764	

Relationship	Foundation Status

Purpose of grant/contribution	Amount
COMMUNITY CLINIC EXPANSION TO ADD'L 1,500 KIDS	150,000

Name
UAMS
Street
4301 W MARKHAM ST

City	State	Zip Code	Foreign Country
LITTLE ROCK	AR	72205	

Relationship	Foundation Status

Purpose of grant/contribution	Amount
"STRATEGY FOR A COLLEGE OF DENISTRY" TO IMPROVE # OF DENTISTS	150,000

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization	Employer identification number (EIN) or
	BLUE & YOU FOUNDATION FOR A HEALTHIER ARKANSAS	[X] 71-0862108
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* 320 WEST CAPITOL AVE SUITE 200	*Social security number (SSN)* [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions LITTLE ROCK AR 72201	

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

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.

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

4 I request an additional 3-month extension of time until 11/15/2012.

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 MORE TIME IS REQUESTED TO ACQUIRE ALL INFORMATIN NEEDED TO COMPLETE AND FILE AN ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$	25,609
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	$	82,015
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 ▶ Patrick O'Sullivan Title ▶ EXECUTIVE DIRECTOR Date ▶ 8/15/12