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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

OMB No 1545-0052

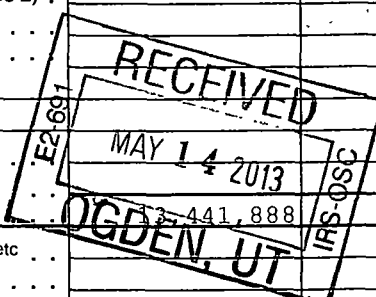
2011

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

For calendar year 2011 or tax year beginning JULY 1, 2011, and ending JUNE 30, 2012

Name of foundation Blue Cross and Blue Shield of North Carolina Foundation		A Employer identification number 56-2226009						
Number and street (or P O box number if mail is not delivered to street address) PO Box 2291		B Telephone number (see instructions) 919-765-4104						
City or town, state, and ZIP code Durham, NC 27702		C If exemption application is pending, check here ☐						
G Check all that apply: <table border="1" style="display:inline-table; vertical-align:top;"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ 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 ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
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) \$ 111,869,129		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐						
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____								

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)	10,000,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	3,211,313	3,224,414		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	230,575			
	b Gross sales price for all assets on line 6a 20,581,709				
	7 Capital gain net income (from Part IV, line 2)		4,094,156		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	13,441,888	7,318,570		
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	72,323			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,591,214	86,286		543,911
	24 Total operating and administrative expenses. Add lines 13 through 23	1,663,537	86,286		543,911
	25 Contributions, gifts, grants paid	10,427,610			15,542,092
26 Total expenses and disbursements. Add lines 24 and 25	12,091,147	86,286		16,086,003	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,350,741				
b Net investment income (if negative, enter -0-)		7,232,284			
c Adjusted net income (if negative, enter -0-)					



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		9,133,957	9,451,581	9,451,581
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) .	14,403,850	11,313,070	11,313,070	
	b	Investments - corporate stock (attach schedule)	51,258,774	50,019,748	50,019,748	
	c	Investments - corporate bonds (attach schedule)	38,909,260	40,549,290	40,549,290	
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ <u>SEE STATEMENT 6</u>)	576,966	535,440	535,440		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	114,282,807	111,869,129	111,869,129		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable	18,036,539	13,097,057		
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ <u>SEE STATEMENT 7</u>)	156,841	158,819		
23	Total liabilities (add lines 17 through 22)	18,193,380	13,255,876			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	86,316,750	89,040,898		
	25	Temporarily restricted	9,772,677	9,572,355		
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .				
	30	Total net assets or fund balances (see instructions)	96,089,427	98,613,253		
	31	Total liabilities and net assets/fund balances (see instructions)	114,282,807	111,869,129		

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	96,089,427
2	Enter amount from Part I, line 27a	2	1,350,741
3	Other increases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 8</u>	3	1,184,043
4	Add lines 1, 2, and 3	4	98,624,211
5	Decreases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 9</u>	5	10,958
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	98,613,253

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 STATEMENT 10					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
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		
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		

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	11,033,679	107,967,319	0.1022
2009	8,781,392	103,592,997	0.0848
2008	9,410,287	98,791,720	0.0953
2007	7,711,572	100,709,334	0.0766
2006	6,809,196	83,899,282	0.0812
2 Total of line 1, column (d)			2 0.4401
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 0.0880
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 109,871,953
5 Multiply line 4 by line 3			5 9,668,732
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 72,323
7 Add lines 5 and 6			7 9,741,055
8 Enter qualifying distributions from Part XII, line 4 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.			8 16,086,003

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	72,323
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	
3 Add lines 1 and 2		3	72,323
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	72,323
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	75,578	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	75,578	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,255	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒ 3,255 Refunded ☐	11		

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?		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)?		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ 0 (2) On foundation managers ☒ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
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
4 a 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T.		
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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ NORTH CAROLINA		
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?	13	X	
Website address <u>www.bcbsscncfoundation.org</u>				
14	The books are in care of <u>KATHY HIGGINS</u> Telephone no. <u>919-765-4104</u> Located at <u>P.O. BOX 2291, DURHAM, NC</u> ZIP + 4 <u>27702</u>			
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 <u>15</u> 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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>				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)? ☐	1b	X
Organizations relying on a current notice regarding disaster assistance check here ☐		
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? ☐ Yes ☒ No If "Yes," list the years <u></u>		
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 <u></u>		
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

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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)?**5b**

N/A

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?☐ 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**

X

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

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**

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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 STATEMENT 11				

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
BLUE CROSS AND BLUE SHIELD OF NORTH CAROLINA P.O. BOX 2291, DURHAM, NC 27702	PROFESSIONAL SERVICES	660,940
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 SEE STATEMENT 12	
	175,330
2 SEE STATEMENT 13	
	165,704
3 SEE STATEMENT 14	
	90,000
4 SEE STATEMENT 15	
	61,800

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 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	►

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	104,971,325
b	Average of monthly cash balances	1b	6,041,620
c	Fair market value of all other assets (see instructions)	1c	532,185
d	Total (add lines 1a, b, and c)	1d	111,545,130
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	111,545,130
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,673,177
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	109,871,953
6	Minimum investment return. Enter 5% of line 5	6	5,493,598

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	5,493,598
2a	Tax on investment income for 2011 from Part VI, line 5	2a	72,323
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	72,323
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,421,275
4	Recoveries of amounts treated as qualifying distributions	4	175,000
5	Add lines 3 and 4	5	5,596,275
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	5,596,275

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	16,086,003
b	Program-related investments - total from Part IX-B	1b	
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	16,086,003
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	72,323
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	16,013,680

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				5,596,275
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006	2,779,616			
b From 2007	2,894,975			
c From 2008	4,547,717			
d From 2009	3,590,813			
e From 2010	5,735,025			
f Total of lines 3a through e	19,548,146			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$	16,086,003			
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				5,596,275
e Remaining amount distributed out of corpus	10,489,728			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	30,037,874			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				
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)	2,779,616			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	27,258,258			
10 Analysis of line 9				
a Excess from 2007	2,894,975			
b Excess from 2008	4,547,717			
c Excess from 2009	3,590,813			
d Excess from 2010	5,735,025			
e Excess from 2011	10,489,728			

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

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 **N/A**

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

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:

SEE STATEMENT 16

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

SEE STATEMENT 17

c Any submission deadlines:

SEE STATEMENT 17

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

FOR THE HEALTH AND WELL BEING OF NORTH CAROLINIANS

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 18				15,542,092
Total			▶ 3a	15,542,092
b Approved for future payment SEE STATEMENT 19				13,097,057
Total			▶ 3b	13,097,057

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) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	3,211,313	
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	230,575	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue: a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				3,441,888	
13 Total. Add line 12, columns (b), (d), and (e)					3,441,888

(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.)



N/A

Schedule of Contributors

OMB No 1545-0047

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

2011

Name of the organization

Employer identification number

Blue Cross and Blue Shield of North Carolina Foundation

56-2226009

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).

Name of organization <u>Blue Cross and Blue Shield of North Carolina Foundation</u>	Employer identification number <u>56-2226009</u>
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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
<u>1</u>	<u>BLUE CROSS BLUE SHIELD OF NORTH CAROLINA</u> <u>PO BOX 2291</u> <u>DURHAM, NC 27702</u>	\$ <u>10,000,000</u>	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Employer identification number

56-2226009

Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>82,042.867 SHARES, VANGUARD MID CAP FUND</u> <u>20,650.49 SHARES, VANGUARD SMALL CAP FUND</u>	\$ <u>10,000,000</u>	<u>12/29/11</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> </u>	<u> </u> <u> </u> <u> </u>	\$ <u> </u>	<u> </u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> </u>	<u> </u> <u> </u> <u> </u>	\$ <u> </u>	<u> </u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> </u>	<u> </u> <u> </u> <u> </u>	\$ <u> </u>	<u> </u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> </u>	<u> </u> <u> </u> <u> </u>	\$ <u> </u>	<u> </u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> </u>	<u> </u> <u> </u> <u> </u>	\$ <u> </u>	<u> </u>

Name of organization

Employer identification number

Blue Cross and Blue Shield of North Carolina Foundation

56-2226009

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. See instructions.) ► \$ _____

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

Blue Cross and Blue Shield of North Carolina Foundation
EIN 56-2226009
Attachment for Form 990-PF for taxable year ended 6/30/12

Statement 1
Part I, Line 18 - Taxes

2011 Excise Tax Expense	\$72,323
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Statement 2
Part I, Line 23 - Other Expenses

	(a)	(b)	(d)
Program Expenses - Healthy Community Institute Workshop	\$161,258		\$165,704
Program Expenses - Breast Health Program	13,055		15,055
Program Expenses - Be Active Kids	174,536		175,330
Program Expenses - 5 Good Ideas	9,716		9,829
Sponsorships	26,193		26,193
Education & Technical Assistance	53,814		61,800
Inspired Communications Program	90,000		90,000
Investment Charges	36,914	36,914	
Donated Services	0	49,372	
Professional Services	660,940		
Other Expenses	364,788		
Total Other Expenses	<u>\$1,591,214</u>	<u>\$86,286</u>	<u>\$543,911</u>

Blue Cross and Blue Shield of North Carolina Foundation**EIN 56-2226009****Attachment for Form 990-PF for taxable year ended 6/30/12****Statement 3****Part II, Line 10a - Investments - Govt. Obligations (Market Value Valuation)**

Fed Hm Ln Bk 3 5/8% due 5/29/2013	2,061,020
Federal Farm Credit Bank 1 3/8% due 6/25/2013	1,011,120
Federal Hm Ln Bk 5 1/4% due 12/9/2022	3,193,775
Federal Hm Ln Bk 5 1/4% due 12/9/2022	1,916,265
Federal Home Loan Bank 2 5/8% due 9/13/2013	1,027,770
FHLMC 4 1/2% due 1/15/2014	1,063,430
FNMA 2 1/2% due 5/15/2014	1,039,690
Total Investments - Govt. Obligations at Market Value	<u>\$11,313,070</u>

Statement 4**Part II, Line 10b - Investments - Corporate Stock (Market Value Valuation)**

Archer Daniels Midland Co	1,506.00 common shares	44,457
Archer Daniels Midland Co	1,800.00 common shares	53,136
Archer Daniels Midland Co	1,040.00 common shares	30,701
Time Warner Cable Inc	1,615.00 common shares	132,592
Time Warner Cable Inc	312.00 common shares	25,615
Time Warner Cable Inc	444.00 common shares	36,452
Time Warner Cable Inc	500.00 common shares	41,050
Public Storage	1,034.00 common shares	149,320
Public Storage	296.00 common shares	42,745
Bristol Myers Squibb Co	6,788.00 common shares	244,029
Bristol Myers Squibb Co	40.00 common shares	1,438
Kraft Foods Inc	4,527.00 common shares	174,833
Kraft Foods Inc	888.00 common shares	34,295
United Health Group	1,611.00 common shares	94,244
United Health Group	661.00 common shares	38,669
United Health Group	200.00 common shares	11,700
Cardinal Health Inc	4,329.00 common shares	181,818
Cardinal Health Inc	640.00 common shares	26,880
Spectra Energy Corp	6,165.00 common shares	179,155
Spectra Energy Corp	3,148.00 common shares	91,481
Spectra Energy Corp	1,220.00 common shares	35,453
Centurytel Inc	4,513.00 common shares	178,218
Centurytel Inc	1,465.00 common shares	57,853
Centurytel Inc	583.00 common shares	23,023
SLM Corp	12,210.00 common shares	191,819
ConocoPhillips	8.00 common shares	447
ConocoPhillips	1,381.00 common shares	77,170
ConocoPhillips	1,820.00 common shares	101,702

Blue Cross and Blue Shield of North Carolina Foundation
EIN 56-2226009
Attachment for Form 990-PF for taxable year ended 6/30/12

Statement 4, continued

ConocoPhillips	366.00 common shares	20,452
ConocoPhillips	933.00 common shares	52,136
Coca Cola Co	1,722.00 common shares	134,643
Coca Cola Co	20.00 common shares	1,564
Simon Property Group Inc	556.00 common shares	86,547
Verizon Communications	2,580.00 common shares	114,655
Verizon Communications	1,183.00 common shares	52,573
Verizon Communications	85.00 common shares	3,777
Verizon Communications	20.00 common shares	889
Verizon Communications	20.00 common shares	889
Conagra Inc	3,263.00 common shares	84,610
Conagra Inc	2,061.00 common shares	53,442
Conagra Inc	2,077.00 common shares	53,857
Conagra Inc	1,231.00 common shares	31,920
Conagra Inc	1,318.00 common shares	34,176
DTE Energy Co	950.00 common shares	56,364
DTE Energy Co	1,135.00 common shares	67,340
DTE Energy Co	712.00 common shares	42,243
DTE Energy Co	1,020.00 common shares	60,517
Marathon Petroleum Corp	85.00 common shares	3,818
Marathon Petroleum Corp	335.00 common shares	15,048
Marathon Petroleum Corp	1,587.00 common shares	71,288
Marathon Petroleum Corp	1,070.00 common shares	48,064
Marathon Petroleum Corp	449.00 common shares	20,169
ACE LTD	2,204.00 common shares	163,383
ACE LTD	330.00 common shares	24,463
ACE LTD	153.00 common shares	11,342
Du Pont E I De Nemours & Co	1,147.00 common shares	58,004
Du Pont E I De Nemours & Co	1,124.00 common shares	56,841
Du Pont E I De Nemours & Co	420.00 common shares	21,239
Du Pont E I De Nemours & Co	399.00 common shares	20,177
Du Pont E I De Nemours & Co	156.00 common shares	7,889
Eastman Chem Co	1,920.00 common shares	96,710
Eastman Chem Co	560.00 common shares	28,207
Eaton Corp	2,822.00 common shares	111,836
Comcast Corp	4,431.00 common shares	141,659
Comcast Corp	913.00 common shares	29,189
Western Union Co	5,706.00 common shares	96,089
Pepco Holdings Inc	12,468.00 common shares	243,999
PP&L Corp	3,213.00 common shares	89,354
PP&L Corp	817.00 common shares	22,721
PP&L Corp	1,235.00 common shares	34,345
PP&L Corp	1,800.00 common shares	50,058
Prudential Financial Inc	2,175.00 common shares	105,335
Prudential Financial Inc	615.00 common shares	29,784

Blue Cross and Blue Shield of North Carolina Foundation**EIN 56-2226009****Attachment for Form 990-PF for taxable year ended 6/30/12****Statement 4, continued**

US Bancorp Del	2,374.00 common shares	76,348
US Bancorp Del	3,535.00 common shares	113,686
Firstenergy Corp	2,990.00 common shares	147,078
Firstenergy Corp	1,190.00 common shares	58,536
Freeport-Mcmoran Copper & Go	2,613.00 common shares	89,025
General Dynamics Corp	1,125.00 common shares	74,205
General Elec Co	12,392.00 common shares	258,249
General Elec Co	1,148.00 common shares	23,924
General Elec Co	2,932.00 common shares	61,103
Genuine Parts Co	2,880.00 common shares	173,520
Genuine Parts Co	582.00 common shares	35,066
Heinz H J Co	2,045.00 common shares	111,207
Heinz H J Co	20.00 common shares	1,088
Heinz H J Co	1,172.00 common shares	63,733
Home Depot Inc	3,155.00 common shares	167,183
Home Depot Inc	3.00 common shares	159
Intel Corp	6,248.00 common shares	166,509
Intel Corp	2,415.00 common shares	64,360
Intel Corp	1,262.00 common shares	33,632
Johnson & Johnson	1,020.00 common shares	68,911
Johnson & Johnson	1,273.00 common shares	86,004
Johnson & Johnson	1,190.00 common shares	80,396
Johnson & Johnson	20.00 common shares	1,351
KLA Tencor Corp	2,264.00 common shares	111,502
KLA Tencor Corp	1,300.00 common shares	64,025
Kimberly Clark Corp	109.00 common shares	9,131
Kimberly Clark Corp	910.00 common shares	76,231
Kimberly Clark Corp	2,445.00 common shares	204,818
Kimberly Clark Corp	20.00 common shares	1,675
NYSE Euronext	1,080.00 common shares	27,626
NYSE Euronext	804.00 common shares	20,566
NYSE Euronext	1,126.00 common shares	28,803
NYSE Euronext	148.00 common shares	3,786
Limited Inc	2,762.00 common shares	117,468
Limited Inc	983.00 common shares	41,807
Lockheed Martin Corp	360.00 common shares	31,349
Lockheed Martin Corp	684.00 common shares	59,563
Lockheed Martin Corp	1,060.00 common shares	92,305
Chevrontexaco Corp	2,859.00 common shares	301,625
Marsh & McLennan Cos Inc	3,961.00 common shares	127,663
Marsh & McLennan Cos Inc	2,490.00 common shares	80,253
Medtronic Inc	2,679.00 common shares	103,758
Merck & Co Inc	2,220.00 common shares	92,685
Merck & Co Inc	490.00 common shares	20,458
Merck & Co Inc	20.00 common shares	835

Blue Cross and Blue Shield of North Carolina Foundation
EIN 56-2226009
Attachment for Form 990-PF for taxable year ended 6/30/12

Statement 4, continued

Merck & Co Inc	731.00 common shares	30,519
Merck & Co Inc	722.00 common shares	30,144
Merck & Co Inc	1,532.00 common shares	63,961
Merck & Co Inc	881.00 common shares	36,782
Microsoft Corp	4,113.00 common shares	125,817
Microsoft Corp	1,255.00 common shares	38,390
Microchip Tech	3,135.00 common shares	103,706
Microchip Tech	1,360.00 common shares	44,989
United Parcel Service	2,305.00 common shares	181,542
Oneok Inc	3,072.00 common shares	129,976
Oneok Inc	516.00 common shares	21,832
Ppg Inds Inc	250.00 common shares	26,530
Ppg Inds Inc	485.00 common shares	51,468
Ppg Inds Inc	25.00 common shares	2,653
Ppg Inds Inc	660.00 common shares	70,039
Ppg Inds Inc	251.00 common shares	26,636
Pepsico Inc	1,084.00 common shares	76,595
Pepsico Inc	808.00 common shares	57,093
Pfizer Inc	9,745.00 common shares	224,135
Pfizer Inc	40.00 common shares	920
Pfizer Inc	1,504.00 common shares	34,592
Pitney Bowes Inc	180.00 common shares	2,695
Pitney Bowes Inc	1,120.00 common shares	16,766
Pitney Bowes Inc	20.00 common shares	299
Pitney Bowes Inc	2,485.00 common shares	37,200
Pitney Bowes Inc	2,097.00 common shares	31,392
AT&T Inc	3,211.89 common shares	114,536
AT&T Inc	1,950.00 common shares	69,537
AT&T Inc	4,162.11 common shares	148,421
AT&T Inc	20.00 common shares	713
Staples Inc	7,742.00 common shares	101,033
V F Corp	741.00 common shares	98,886
V F Corp	625.00 common shares	83,406
Wal Mart Stores Inc	1,705.00 common shares	118,873
Wal Mart Stores Inc	944.00 common shares	65,816
Wal Mart Stores Inc	1,066.00 common shares	74,322
Marathon Oil Corp	170.00 common shares	4,347
Marathon Oil Corp	670.00 common shares	17,132
Marathon Oil Corp	3,174.00 common shares	81,159
Marathon Oil Corp	2,140.00 common shares	54,720
Marathon Oil Corp	1,144.00 common shares	29,252
Waste Management Inc	1,483.00 common shares	49,532
Waste Management Inc	4,175.00 common shares	139,445
Waste Management Inc	20.00 common shares	668
Wells Fargo & Co	6,242.00 common shares	208,732

Blue Cross and Blue Shield of North Carolina Foundation
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Attachment for Form 990-PF for taxable year ended 6/30/12

Statement 4, continued

Williams Cos Inc	7,664.00 common shares	220,876
Williams Cos Inc	53.00 common shares	1,527
Utilities Select Sector	10,755.00 shares	397,827
Utilities Select Sector	10,300.00 shares	380,997
Utilities Select Sector	10,200.00 shares	377,298
Utilities Select Sector	10,300.00 shares	380,997
Utilities Select Sector	10,300.00 shares	380,997
Utilities Select Sector	8,500.00 shares	314,415
Utilities Select Sector	7,840.00 shares	290,002
KBW Bank	55,000.00 shares	1,505,900
KBW Bank	9,400.00 shares	257,372
Vanguard Mid-Cap Index Fund	48,556.21 shares	1,025,022
Vanguard Mid-Cap Index Fund	124,625.38 shares	2,630,842
Vanguard Mid-Cap Index Fund	2,404.09 shares	50,750
Vanguard Mid-Cap Index Fund	33,166.81 shares	700,151
Vanguard Mid-Cap Index Fund	3,548.58 shares	74,911
Vanguard Mid-Cap Index Fund	67.50 shares	1,425
Vanguard Mid-Cap Index Fund	30,721.97 shares	648,541
Vanguard Mid-Cap Index Fund	6,376.70 shares	134,612
Vanguard Mid-Cap Index Fund	250.43 shares	5,287
Vanguard Mid-Cap Index Fund	925.47 shares	19,537
Vanguard Mid-Cap Index Fund	2,491.42 shares	52,594
Vanguard Mid-Cap Index Fund	49.23 shares	1,039
Vanguard Mid-Cap Index Fund	2,569.84 shares	54,249
Vanguard Mid-Cap Index Fund	954.59 shares	20,151
Vanguard Mid-Cap Index Fund	28,818.44 shares	608,357
Vanguard Mid-Cap Index Fund	1,093.62 shares	23,086
Vanguard Mid-Cap Index Fund	3,337.88 shares	70,463
Wells Fargo Fds Tr	139,729.85 shares	3,658,127
Wells Fargo Fds Tr	7,297.60 shares	191,051
Wells Fargo Fds Tr	6,335.69 shares	165,868
Wells Fargo Fds Tr	28,757.06 shares	752,860
Wells Fargo Fds Tr	12,920.85 shares	338,268
KBW Bank	49,000.00 shares	1,079,960
KBW Bank	15,250.00 shares	336,110
KBW Bank	21,000.00 shares	462,840
Vanguard Small Cap Value ETF	63,500.00 shares	4,330,700
Vanguard Small Cap Value ETF	2,500.00 shares	170,500
Dodge and Cox	44,947.45 shares	1,357,862
Dodge and Cox	3,420.32 shares	103,328
Dodge and Cox	219.32 shares	6,626
Dodge and Cox	5,538.01 shares	167,303
Dodge and Cox	1,191.33 shares	35,990
Dodge and Cox	1,212.43 shares	36,628
Dodge and Cox	2,304.72 shares	69,626

Blue Cross and Blue Shield of North Carolina Foundation**EIN 56-2226009****Attachment for Form 990-PF for taxable year ended 6/30/12****Statement 4, continued**

Dodge and Cox	28,635.06 shares	865,065
Thornburg	57,192.37 shares	1,441,820
Thornburg	95.81 shares	2,415
Thornburg	370.95 shares	9,352
Thornburg	17,162.47 shares	432,666
Vanguard High Dividend Yield ETF	28,000.00 shares	1,347,360
DFA	47,102.48 shares	1,264,231
DFA	222.33 shares	5,967
DFA	706.40 shares	18,960
DFA	15,223.28 shares	408,593
Columbia Acorn	40,600.39 shares	1,506,274
Columbia Acorn	1,012.34 shares	37,558
Columbia Acorn	12,168.74 shares	451,460
Vanguard Institutional Index Fund	30,339.85 shares	3,784,593
Vanguard Institutional Index Fund	11,127.77 shares	1,388,078
Vanguard Institutional Index Fund	246.42 shares	30,738
Vanguard Institutional Index Fund	317.97 shares	39,664
Vanguard Institutional Index Fund	291.05 shares	36,306
Vanguard Institutional Index Fund	251.68 shares	31,395
Vanguard Institutional Index Fund	104.00 shares	12,973
Vanguard Institutional Index Fund	195.07 shares	24,333
Vanguard Institutional Index Fund	423.91 shares	52,879
Vanguard Institutional Index Fund	357.50 shares	44,595
Vanguard Institutional Index Fund	286.90 shares	35,788
Vanguard Institutional Index Fund	267.77 shares	33,402
Vanguard Institutional Index Fund	125.19 shares	15,616
Vanguard Institutional Index Fund	234.82 shares	29,291
Vanguard Institutional Index Fund	224.32 shares	27,982
Vanguard Institutional Index Fund	95.79 shares	11,949
Vanguard Institutional Index Fund	179.67 shares	22,412
Vanguard Institutional Index Fund	282.38 shares	35,224
Vanguard Institutional Index Fund	94.25 shares	11,757
Vanguard Institutional Index Fund	176.79 shares	22,053
Vanguard Institutional Index Fund	8,494.01 shares	1,059,543
Vanguard Institutional Index Fund	81.92 shares	10,219
Vanguard Institutional Index Fund	191.13 shares	23,842
Vanguard Institutional Index Fund	288.96 shares	36,045
Vanguard Institutional Index Fund	347.18 shares	43,307
Vanguard Institutional Index Fund	110.40 shares	13,771
Vanguard Institutional Index Fund	257.57 shares	32,129
Vanguard Institutional Index Fund	280.81 shares	35,028
Vanguard Institutional Index Fund	288.14 shares	35,943
Total Investments - Corporate Stock at Market Value		<u>\$50,019,748</u>

Blue Cross and Blue Shield of North Carolina Foundation
EIN 56-2226009
Attachment for Form 990-PF for taxable year ended 6/30/12

Statement 5

Part II, Line 10c - Investments - Corporate Bonds (Market Value Valuation)

Amerisourcebergen Corp 3 1/2% due 11/15/2021	1,046,920
Atlantic City Electric 4 35% due 4/1/2021	1,130,970
Bank of America 5.3% due 3/15/2017	520,565
Baxter Intl Inc 5 3/8% due 6/1/2018	1,190,710
Campbell Soup Co 4 1/4% due 4/15/2021	1,132,910
Caterpillar Financial Svcs 5 1/2% due 3/15/2016	1,151,350
Dominion Resources Inc VA 4 45% due 3/15/2021	1,137,260
Duke Energy 5.05% due 9/15/2019	1,166,200
Duke Energy Carolinas 5.1% due 4/15/2018	1,182,040
Duke Energy Carolinas 3.9% due 6/15/2021	1,114,970
GE Capital Corp 5 5/8% due 5/1/2018	1,149,540
GE Capital Corp 6% due 8/7/2019	1,170,080
GlaxoSmithKline 5.65% due 5/15/2018	1,208,830
Goldman Sachs Group Inc 5 1/8% due 1/15/2015	1,044,050
Highmark Inc 4 3/4% due 5/15/2021	1,571,250
Highmark Inc 4 3/4% due 5/15/2021	1,047,500
Home Depot Inc 5.4% due 3/1/2016	1,152,820
Honeywell Intl Inc 5.4% due 3/15/2016	1,145,420
JP Morgan Chase & Co 4 3/4% due 5/1/2013	1,031,010
Johnson Ctls Inc 5 1/2% due 1/15/2016	1,124,050
Lilly Eli & Co 5.2% due 3/15/2017	1,172,000
Medtronic Inc 4 1/8% due 3/15/2021	1,117,960
Merck & Co Inc 4 3/4% due 3/1/2015	1,104,860
Merrill Lynch & Co 5% due 1/15/2015	1,034,650
Metlife 5% due 6/15/2015	1,099,400
Microsoft Corp 2 1/2% due 2/8/2016	1,059,300
Nucor Corp 5% due 6/1/2013	1,038,590
Praxair Inc 4 05% due 3/15/2021	1,111,330
St Jude Med Inc 4 7/8% due 7/15/2019	1,143,190
St Jude Med Inc 4 7/8% due 7/15/2019	571,595
State Street Corp 4 3/8% due 3/7/2021	1,136,160
Thermo Electron Corp 2 05% due 2/21/2014	1,021,960
US Ctrl Federal Credit Union 1 9% due 10/19/2012	1,005,040
Wal Mart Stores Inc 4 1/4% due 4/15/2021	1,153,310
Washington Mutual Bank 5 1/8% due 1/15/2015	1,500
Wells Fargo & Co Stp% due 6/15/2016	1,064,400
Wells Fargo & Company 4.6% due 4/1/2021	1,115,640
Wyeth 5.45% due 4/1/2017	1,179,960
Total Investments - Corporate Bonds at Market Value	<u>\$40,549,290</u>

Blue Cross and Blue Shield of North Carolina Foundation
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Attachment for Form 990-PF for taxable year ended 6/30/12

Statement 6

Part II, Line 15 - Other Assets (Market Value Valuation)

	Beginning	Ending
Excise Taxes Receivable	\$8,378	\$3,255
Interest Receivable	555,436	513,522
Sales Tax Refund Receivable	13,152	18,663
Total Other Assets	<u>\$576,966</u>	<u>\$535,440</u>

Statement 7

Part II, Line 22 - Other Liabilities

	Beginning	Ending
Deferred Tax Liability	\$56,943	\$67,900
Accrued Program Expenses	71,114	68,229
Accrued Expenses	28,784	22,690
Total Other Liabilities	<u>\$156,841</u>	<u>\$158,819</u>

Statement 8

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

Unrealized Gain on Investments	1,184,043
Total Other Increases	<u>\$1,184,043</u>

Statement 9

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

Change in Deferred Taxes on Investments	10,958
Total Other Decreases	<u>\$10,958</u>

Statement 10
Part IV, Capital Gains and Losses for Tax on Investment Income

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Description of Property Sold	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis	Gain or (Loss)
Dodge and Cox	P	3/20/06	5/2/12	1,000,000		1,195,114	(195,114)
ING Mayflower Intl Value Fund	D	Various	9/28/11	107,000		195,623	(88,623)
ING Mayflower Intl Value Fund	D	Various	12/15/11	139,000		255,948	(116,948)
ING Mayflower Intl Value Fund	D	Various	3/26/12	50,150		83,926	(33,776)
ING Mayflower Intl Value Fund	D	Various	6/27/12	179,063		265,116	(86,053)
Vanguard Large Cap Fund	P	2/13/07	5/2/12	1,000,000		1,028,575	(28,575)
Vanguard Mid-Cap Index Fund	D	Various	12/29/11	8,000,000		4,995,618	3,004,382
Vanguard Small Cap Value ETF	D	Various	12/29/11	2,000,000		1,216,052	783,948
Vanguard Small Cap Value ETF	P	1/27/11	5/2/12	713,215		704,492	8,723
Vanguard Small Cap Value ETF	P	1/27/12	5/2/12	276,977		269,948	7,029
Vanguard Mid-Cap Index Fund	P	2/13/07	5/2/12	864,702		808,140	56,562
Vanguard Mid-Cap Index Fund	P	3/21/07	5/2/12	1,320		1,237	82
Vanguard Mid-Cap Index Fund	P	3/22/11	5/2/12	252		240	11
Vanguard Mid-Cap Index Fund	P	3/22/11	5/2/12	768		733	35
Vanguard Mid-Cap Index Fund	P	1/27/12	5/2/12	132,290		125,000	7,290
Vanguard Mid-Cap Index Fund	P	3/21/12	5/2/12	668		669	(1)
Wells Fargo Fds Tr	P	2/12/07	5/2/12	178,095		146,119	31,975
Wells Fargo Fds Tr	P	1/31/11	5/2/12	570,612		500,000	70,612
Wells Fargo Fds Tr	P	12/9/11	5/2/12	251,293		219,657	31,636
AT&T Inc	P	7/31/03	7/29/11	3,149		2,566	583
AT&T Inc	P	7/16/09	7/29/11	51,526		42,036	9,490
Avery Dennison Corp	P	1/20/09	1/12/12	33,656		33,045	610
Avery Dennison Corp	P	10/22/10	1/12/12	38,183		50,123	(11,940)
Becton Dickinson & Co	P	7/16/09	12/14/11	90,475		89,174	1,301
Blackrock	P	1/26/11	10/4/11	77,491		106,696	(29,205)
Blackrock	P	3/16/11	10/4/11	57,725		73,450	(15,725)
Bristol Myers Squibb Co	P	7/21/08	1/5/12	25,188		16,599	8,589
Bristol Myers Squibb Co	P	10/23/08	1/5/12	2,096		1,128	968
Chevrontexaco Corp	P	7/31/03	11/17/11	80,143		28,974	51,168
Chevrontexaco Corp	P	7/31/03	12/15/11	31,707		11,648	20,059
Chubb Corp	P	1/12/12	3/19/12	210,961		211,913	(952)
Coca Cola Co	P	2/1/06	2/23/12	31,306		18,690	12,616
Coca Cola Co	P	7/16/09	2/23/12	83,622		61,108	22,513
ConocoPhillips	P	2/1/06	12/14/11	14,947		14,167	780
ConocoPhillips	P	2/14/11	12/14/11	1,730		1,829	(99)

Statement 10
Part IV, Capital Gains and Losses for Tax on Investment Income

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Description of Property Sold	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis	Gain or (Loss)
ConocoPhillips	P	11/17/11	12/14/11	15,639		15,956	(317)
ConocoPhillips	P	2/1/06	1/13/12	33,224		30,892	2,332
Consolidated Edison Inc	P	7/16/09	8/25/11	126,409		84,596	41,813
Consolidated Edison Inc	P	8/17/11	8/25/11	35,748		34,700	1,048
Donnelley R R & Sons Co	P	4/18/11	11/2/11	70,860		86,707	(15,847)
Du Pont E I De Nemours & Co	P	1/27/11	1/5/12	22,021		23,986	(1,965)
Emerson Elec Co	P	1/12/12	5/7/12	72,984		73,853	(868)
Freeport-Mcmoran Copper & Go	P	12/10/10	8/17/11	42,444		51,469	(9,025)
Freeport-Mcmoran Copper & Go	P	1/12/11	8/17/11	39,558		51,731	(12,173)
Freeport-Mcmoran Copper & Go	P	1/18/11	8/17/11	20,756		26,412	(5,656)
General Elec Co	P	4/23/10	10/10/11	51,899		61,963	(10,064)
Harris Corp Del	P	7/29/10	7/15/11	21,337		22,770	(1,433)
Harris Corp Del	P	7/29/10	10/20/11	53,648		67,677	(14,029)
Harris Corp Del	P	10/22/10	10/20/11	40,442		49,271	(8,828)
Heinz H J Co	P	7/29/10	3/19/12	5,004		4,208	795
Heinz H J Co	P	10/10/11	3/19/12	53,442		51,154	2,288
Home Depot Inc	P	7/16/09	5/7/12	114,749		53,374	61,375
Johnson & Johnson	P	1/8/08	12/14/11	10,105		10,686	(581)
Johnson & Johnson	P	10/23/08	12/14/11	21,790		21,594	196
Johnson & Johnson	P	7/27/07	3/19/12	36,210		33,576	2,634
Johnson & Johnson	P	10/23/08	3/19/12	23,078		22,219	859
Kimberly Clark Corp	P	6/30/06	11/2/11	53,075		47,178	5,896
Meadwestvaco Corp	P	6/7/10	2/23/12	60,100		44,752	15,348
Meadwestvaco Corp	P	11/17/11	2/23/12	51,732		49,554	2,178
Mettlife	P	7/16/09	9/7/11	49,524		49,050	474
Mettlife	P	7/29/10	9/7/11	35,316		46,290	(10,974)
Microchip Tech	P	10/22/10	2/23/12	9,598		8,208	1,390
Microchip Tech	P	7/15/11	2/23/12	25,121		22,333	2,788
NYSE Euronext	P	3/19/12	5/7/12	46,155		54,341	(8,187)
News Corp	P	1/18/11	7/11/11	114,241		106,071	8,170
Pepsico Inc	P	10/5/10	12/2/11	32,249		33,760	(1,511)
Phillips 66	P	2/1/06	5/7/12	120		132	(12)
Phillips 66	P	10/6/09	5/7/12	20,707		16,884	3,823
Phillips 66	P	4/23/10	5/7/12	27,289		26,132	1,157
Phillips 66	P	7/29/10	5/7/12	5,488		5,022	466
Phillips 66	P	9/20/10	5/7/12	13,990		13,158	832

Statement 10
Part IV, Capital Gains and Losses for Tax on Investment Income

(a) Description of Property Sold	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or Other Basis	(h) Gain or (Loss)
Procter & Gamble Co	P	1/20/09	2/23/12	59,201		52,145	7,056
Procter & Gamble Co	P	7/29/10	2/23/12	25,720		24,027	1,693
Procter & Gamble Co	P	12/14/11	2/23/12	32,100		31,510	590
Procter & Gamble Co	P	1/20/09	5/7/12	69,007		62,284	6,722
Procter & Gamble Co	P	3/6/09	5/7/12	1,284		912	372
Procter & Gamble Co	P	2/1/06	12/2/11	156,963		126,925	30,038
Progress Energy Inc	P	3/6/09	12/2/11	1,073		655	418
Progress Energy Inc	P	7/16/09	12/2/11	74,859		52,282	22,577
Progress Energy Inc	P	6/7/10	3/19/12	155,612		89,554	66,058
Simon Property Group Inc	P	1/27/11	3/19/12	44,542		31,219	13,324
Simon Property Group Inc	P	10/23/09	1/12/12	177,156		152,897	24,259
Travelers Cos	P	12/15/11	1/12/12	32,791		31,227	1,564
Travelers Cos	P	7/31/03	12/6/11	65,193		61,345	3,848
US Bancorp Del	P	7/31/03	12/15/11	32,234		30,697	1,537
US Bancorp Del	P	7/16/09	5/7/12	57,699		37,614	20,085
United Parcel Service	P	4/23/10	7/15/11	109,862		84,630	25,232
V F Corp	P	4/19/11	12/14/11	31,939		31,627	312
Williams Cos Inc	P	2/15/11	1/3/12	6		5	1
WPX Energy Inc.	P	2/15/11	1/5/12	44,250		38,574	5,677
WPX Energy Inc.	P	4/19/11	1/5/12	306		301	5
WPX Energy Inc.	P	8/25/11	5/7/12	179,556		160,559	18,997
Xcel Energy Inc	P	12/2/11	5/7/12	54,753		53,489	1,264
Xcel Energy Inc	P	4/23/10	10/10/11	36,901		36,924	(23)
Eaton Corp	P	12/3/10	10/10/11	15,421		19,457	(4,036)
Eaton Corp	P	5/8/08	6/29/12	1,024,617		1,001,614	23,003
AT&T Inc	P	12/31/02	8/19/11	173,151		168,799	4,352
National Rural Utilities	P	12/31/02	10/21/11	170,155		167,193	2,962
National Rural Utilities	P			20,581,709		16,725,477	3,856,232
Subtotal				N/A		N/A	18,267
DFA Capital Gains Distr.	P			N/A		N/A	219,657
Wells Fargo Fds Tr Capital Gains Distr.	P			N/A		N/A	4,094,156
Total Capital Gain/(Loss)							

Blue Cross and Blue Shield of North Carolina Foundation
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Statement 11

Part VIII, Line 1 - List of Officers, directors, trustees, foundation managers

(a) J. Bradley Wilson 5901 Chapel Hill Road Chapel Hill, NC 27707	(b) Director 1	(c) None	(d) None	(e) None
Daniel E. Glaser 5901 Chapel Hill Road Chapel Hill, NC 27707	Director 0.5	None	None	None
John T. Roos 5901 Chapel Hill Road Chapel Hill, NC 27707	Director 0.5	None	None	None
Kathy Higgins 5901 Chapel Hill Road Chapel Hill, NC 27707	President 20	None	None	None
Maureen O'Connor 5901 Chapel Hill Road Chapel Hill, NC 27707	Director 0.5	None	None	None
Steve Cherrier 5901 Chapel Hill Road Chapel Hill, NC 27707	Treasurer 0.5	None	None	None
L. Steven Nelson 5901 Chapel Hill Road Chapel Hill, NC 27707	Director 0.5	None	None	None
Stran Summers 5901 Chapel Hill Road Chapel Hill, NC 27707	VP, Finance 1.5	None	None	None
Danielle Breslin 5901 Chapel Hill Road Chapel Hill, NC 27707	VP, Operations 40	None	None	None
N. King Prather 5901 Chapel Hill Road Chapel Hill, NC 27707	Secretary 0.5	None	None	None
Gerald Petkau 5901 Chapel Hill Road Chapel Hill, NC 27707	Director 0.5	None	None	None

Blue Cross and Blue Shield of North Carolina Foundation
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Statement 12

Part IX-A, Line 1 – Direct Charitable Activities

Be Active Kids teaches preschool children about the importance of physical activity. Day care providers are given hands-on training, along with a free kit containing teaching materials and curriculum guides. The program is available in all 100 counties in North Carolina.

Expenses - \$175,329.72

Statement 13

Part IX-A, Line 2 – Direct Charitable Activities

The Blue Cross and Blue Shield of North Carolina Foundation Healthy Community Institute for Non Profit Excellence provides training to strengthen the organizational capacity of non-profit organizations in North Carolina. It is a special two-day intensive course that engages three to four person teams from non-profit organizations in a comprehensive board and staff-training curriculum. Nearly 1,000 organizations across the state have attended the Institute since its inception.

Expenses \$165,703.51

Statement 14

Part IX-A, Line 3 – Direct Charitable Activities

The Inspired Communications Program supported grantee organizations featured in videos used to tell the story of the Foundation's impact across North Carolina. The videos, along with written stories and a blog, can be found at www.inspirednc.org.

Expenses - \$90,000.00

Statement 15

Part IX-A, Line 4 – Direct Charitable Activities

The Blue Cross and Blue Shield of North Carolina Foundation provides education and technical assistance to grantees and other charitable organizations. This would include, but is not limited to, educational conferences and seminars, and providing expert advice and related assistance to enhance the grantees' ability to achieve desired outcomes.

Expenses - \$61,799.70

Statement 16

Part XV, Line 2a

Grant Review Committee
Blue Cross and Blue Shield of North Carolina Foundation
P.O. Box 2291
Durham, NC 27702
(919) 765-7347

Blue Cross and Blue Shield of North Carolina Foundation
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Statement 17
Part XV, Line 2b & 2c

The Foundation has different funding categories, each with its own set of application requirements, review processes, and deadlines. All of the information related to the various funding opportunities is posted on the website at www.bcbsncfoundation.org. The website is frequently updated with the current information.

Statement 18
Part XV, Line 3a
Grants and Contributions Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Advocates for Healthy Citizens 703 South Marietta Street Gastonia, NC 28052	None	Public Charity	Improve the overall health of 3,500 low-income, uninsured Gaston County residents through the expansion of comprehensive primary care and specialty care clinic services	\$138,000
Anathoth Community Garden PO Box 138 Cedar Grove, North Carolina 27231	None	Public Charity	Increase access to healthy, nutritious food for people at risk of food insecurity in the Cedar Grove, NC community by purchasing materials and building a walk-in cooler	\$5,000
Appalachian State University PO Box 32068 Boone, NC 28608	None	Public Charity	Increase the amount of physical activity for young children in childcare centers and pre-schools in western North Carolina counties by providing portable equipment for loan, enhancing opportunities for indoor play, and building provider/center capacity to establish policy that meets NAPSACC physical activity standards for children and staff	\$5,000
Appalachian Sustainable Agriculture Project 306 West Haywood Street, Suite 200 Asheville, NC 28801	None	Public Charity	Increase access to healthy, local food in Ashe, Henderson, and Macon counties by improving or developing systems for food procurement, distribution, and marketing systems as well as assisting educational, institutional, and retail sites to access and serve this food on a long-term sustainable basis	\$99,809
Blue Ridge Community Health Services, Inc. PO Box 5151 Hendersonville, NC 28793	None	Public Charity	Increase access to dental education and treatment for 2nd grade children in Henderson County through a program which transports children to the dental clinic during the school day	\$81,600
Blue Ridge Parkway Foundation, Inc 717 S. Marshall Street, Suite 105B Winston-Salem, NC 27101-5065	None	Public Charity	Increase physical activity and improve nutritional choices for children and families in North Carolina through the establishment of a National Training and Technical Assistance Center in Asheville and through the expansion of the Kids in Parks program throughout state and local parks	\$451,000
Brush Creek Elementary School 265 Upper Brush Creek Rd Marshall, North Carolina 28753	None	Public Charity	Increase access to fresh, healthy food for 500 elementary school children in Madison County through the introduction of a salad bar and fruit bar into the school cafeteria	\$5,000

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<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Buncombe County Health Center P O Box 7407 Asheville, NC 28802	None	Public Charity	Improve birth and long-term health outcomes for 300 low-income first-time mothers and their children in Buncombe County through the implementation of an evidence-based nurse home visitation program	\$42,000
Caldwell County Cooperative Extension 120 Hospital Ave Suite 1 Lenoir, NC 28645	None	Public Charity	Increase knowledge to act strategically based on assessment results and create the plan for enhancing the local food economy	\$40,000
Cancer Services of Gaston County Inc 306 S Columbia St Gastonia, NC 28054	None	Public Charity	Increase effectiveness and improve organizational infrastructure to ensure long-term financial stability, board leadership, staff development, and program impact through additional training and establishing a fund development plan	\$20,500
Cape Fear HealthNet, Inc 3329-E Wrightsville Avenue Wilmington, NC 28403	None	Public Charity	Reduce emergency department use by low-income, uninsured residents through a collaborative episodic care program	\$180,000
CARE Ring 601 East 5th Street, Suite 140 Charlotte, NC 28202	None	Public Charity	Improve birth and long-term health outcomes for low income first-time mothers and their children in Mecklenburg County through the implementation of an evidence-based nurse visitation program	\$173,000
Care Share Health Alliance 222 North Person Street, Suite 112 Raleigh, NC 27601	None	Public Charity	Increase access to care and improve health for low-income, uninsured North Carolinians by providing technical support to establish or grow collaborative networks of care in communities statewide	\$240,000
The Caring Community Foundation, Inc PO Box 1364 Cary, NC 27512	None	Public Charity	Build and maintain a comprehensive volunteer management infrastructure that is contributing to the sustainability strategy developed by the board with help from a consultant for future growth of Caring Community Foundation's reach and impact	\$25,000
Community Foundation of Western North Carolina PO Box 7667 Asheville, NC 28802	None	Public Charity	Increase access to capacity building and technical assistance for select nonprofits and grantees to develop leaders, build management skills and plan for sustainability that enables nonprofit organizations to be stronger, more effective and therefore better equipped to achieve their missions	\$100,000
Common Ground of Eastern North Carolina Inc PO Box 1121 Kinston, NC 28503	None	Public Charity	Increase access to healthy food by constructing a neighborhood food resource garden hub and natural playscape where children and their families can exercise and learn to grow, harvest, prepare and eat healthy food	\$5,000

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<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Communities In Schools of Moore County, Inc PO Box 223 Pinehurst, NC 28374	None	Public Charity	Increase healthy eating behaviors in elementary school children and families in rural Moore County by providing staff to expand the First School Garden classroom curriculum, family involvement, teacher training, and development of the GO Team to include the 5-4-3-2-1-GO! message	\$19,900
Communities In Schools of Moore County, Inc PO Box 223 Pinehurst, NC 28374	None	Public Charity	Increase local partners' capacity and develop a regional plan to increase access to healthy, local foods	\$50,000
Community Care of North Carolina 2300 Rexwoods Drive, Suite 200 Raleigh, NC 27607	None	Public Charity	Improve quality of care by supporting transformation in rural primary care practices using undergraduate student workforce to facilitate achievement of NCQA standards for primary care medical homes	\$20,000
Community Nutrition Partnership 133 Windsor Circle Chapel Hill, North Carolina 27516	None	Public Charity	Increase access to fresh, local fruits and vegetables by delivering affordable produce to 100 families in underserved communities in Orange, Durham, and Wake counties through a partially refrigerated Veggie Van	\$5,000
DentaQuest Institute 2400 Computer Drive Westborough, MA 01581	None	Public Charity	Improve efficiency, effectiveness and financial sustainability of safety-net dental programs in North Carolina	\$53,000
Down East Partnership For Children P O Box 1245 Rocky Mount, NC 27802	None	Public Charity	Increase outdoor activity for young children participating in the agency's programs and families in the surrounding neighborhoods through the establishment of an outdoor toddler play environment within Down East Partnership for Children's Discovery Park	\$5,000
East Carolina University, Office of Sponsored Research 2200 South Charles Boulevard, Room 2906 Greenville, NC 27858	None	Public Charity	Decrease the prevalence of obesity in ten rural eastern North Carolina middle schools through the MATCH (Motivating Adolescents with Technology to Choose Health) program Refine and package the program so that it can be easily replicated in any area of the state by the end of the three-year investment	\$138,543
Elon Homes for Children, Inc 1717 Sharon Road West Charlotte, NC 28210	None	Public Charity	Increase participation in physical activities among the 200 high risk, low income Kindergarten - 12th grade students attending Kennedy Charter Public School	\$5,000
The Family Violence Prevention Center, Inc 1012 Oberlin Rd , Ste 100 Raleigh, NC 27605	None	Public Charity	Create long-term financial sustainability for the Solace Center by building partnerships and awareness, diversifying revenues and making the case for increased community support and funding	\$25,000

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<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Farmer Foodshare PO Box 2873 Chapel Hill, NC 27515	None	Public Charity	Core mission investment to build capacity and move the organizational infrastructure from start-up to sustainable for future programmatic growth in the areas of supporting farmers, feeding communities healthy food and creating food-access jobs	\$150,000
Forest Hills Global Elementary School Parent Teacher Association 602 Colonial Dr Wilmington, NC 28403	None	Public Charity	Increase the amount of, and improve the quality of, physical activity at a diverse New Hanover County elementary school through the purchase of content-based equipment and the development of a comprehensive plan to incorporate movement throughout the school day	\$5,000
Foundation for Nursing Excellence 3700 National Drive, Suite 206 Raleigh, NC 27612-4878	None	Public Charity	Continuation of evidence-based Transition to Practice Project and building capacity of the organization	\$65,000
Gaston College Preparatory 320 Pleasant Hill Road Gaston, North Carolina 27832	None	Public Charity	Increase fresh produce consumption for 90 kindergartners and their families from Halifax, Northampton, and Warren counties through school gardening and cooking classes	\$5,000
Gaston County Cooperative Extension PO Box 1578 Gastonia, NC 28053-1578	None	Public Charity	Increase knowledge to act strategically based on study results and create the regional plan for increasing access to fresh, local produce	\$35,000
Gaston Family Health Services 991 W Hudson Boulevard Gastonia, NC 28052	None	Public Charity	Increase access to dental education and treatment for Medicaid and uninsured children with oral health issues in Gaston and Iredell counties by busing them to the community dental clinic for examination, treatment and education	\$95,700
Greene County Health Care, Inc 7 Professional Drive Snow Hill, NC 28580	None	Public Charity	Reduce health care disparities and improve the quality and safety of health care through the implementation of an integrated health IT system that supports the Advanced Health Care Home Model at seven Rural Health Centers in North Carolina	\$195,950
Greene Lamp 309 Summit Ave Kinston, NC 28501	None	Public Charity	Increase the consumption of healthy foods for 300 low-income families with children by purchasing equipment for food preparation and demonstration as well as training local childcare providers in Greene and Lenoir counties	\$5,000
Guilford County Advisory Council/NC Cooperative Extension Service 3309 Burlington Road Greensboro, NC 27405	None	Public Charity	Increase access to healthy foods by connecting fresh produce from local Guilford County gardens to agencies serving those facing food insecurity through the purchase of a walk-in cooler	\$2,500

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Henderson County Health Department 1200 Spartanburg Highway, Suite 100 Hendersonville, NC 28792	None	Public Charity	Reduce incidence of disease and untreated dental decay in Henderson County children age 0-5 through a comprehensive dental health program	\$84,000
Hispanics in Philanthropy 55 Second Street, Suite 1500 San Francisco, CA 94114	None	Public Charity	Expand the collaborative grantmaking initiative to increase the capacity of Latino-led nonprofits in NC	\$100,000
Housing for New Hope Inc 18 West Colony Place, Suite 250 Durham, NC 27705	None	Public Charity	Increase organizational capacity to track outcomes, develop partnerships and plan for sustainability through a homeless resource plan to improve health conditions and adherence to discharge plan for homeless patients	\$50,000
Intermountain Children's Services, Inc PO Box 338 Spruce Pine, North Carolina 28777	None	Public Charity	Increase access to fresh healthy food for 218 low-income, preschool-aged children in Avery, Mitchell, Watauga and Yancey counties through the purchase of commercial cooking equipment	\$4,900
Kinston/Lenoir County Parks & Recreation Department 405 N Mclewean Street Kinston, NC 28502	None	Public Charity	Increase physical activity by creating a mobile game wagon to use in summer camps, low income housing areas and family reunions that will promote physical activities while teaching young and old the rules of outdoor games	\$5,000
Lenoir County Farmers Market 1791 Highway 11/55 Kinston, NC 28504	None	Public Charity	Increase access to healthy food by expanding a Community Sparkplugs Farmers Market Cooking initiative through the purchase of a commercial refrigerator and cooking utensils	\$5,000
Living Water Ministries of Pinetops, Inc PO Box 215 Pinetops, NC 27864	None	Public Charity	Improve healthy foods consumption during children's church and at church-sponsored functions in Edgecombe County through the purchase of new kitchen equipment as well as development of a church garden	\$3,000
Madison County Health Department 493 Medical Park Drive Marshall, NC 28753	None	Public Charity	Increase access to fresh fruits and vegetables by providing gardening equipment and supplies for a community garden and providing hands-on gardening and nutrition education at a local elementary school	\$5,000
Martin-Tyrrell-Washington District Health Department 198 NC Highway 45 North Plymouth, NC 27962	None	Public Charity	Increase the number of child dental health encounters and patients served in Martin, Tyrrell and Washington counties through case management support and increasing capacity in dental operatories	\$101,100
The Methodist Home For Children Inc 1041 Washington Street Raleigh, NC 27605	None	Public Charity	Increase daily physical activity for children ages 9 months through 5 years at a Wake County Childcare Center by providing equipment for more challenging outdoor activities and more strenuous indoor activities when weather does not permit outdoor play	\$5,000

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<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
MGR Foundation 6348 N Milwaukee Ave Chicago, IL 60646	None	Public Charity	Increase access to healthy foods by implementing GREEN Community Schools and promoting environmental awareness and fully integrate sustainable practices in struggling local communities in the Charlotte Mecklenburg School District	\$140,400
Martin-Tyrrell-Washington District Health Department 198 NC Highway 45 North Plymouth, NC 27962	None	Public Charity	Increase healthy eating among Washington County residents with a garden demonstration project that teaches them to grow, preserve, prepare, and enjoy fresh, locally-grown produce	\$4,500
N C Center for Nonprofits 1110 Navaho Drive, Suite 200 Raleigh, NC 27609-7322	None	Public Charity	Increase organizational sustainability by leadership planning and development related to succession plans through an intensive two-day workshop with follow-up coaching and evaluation	\$10,000
N C Center for Nonprofits 1110 Navaho Drive, Suite 200 Raleigh, NC 27609-7322	None	Public Charity	Provide products and services to increase the knowledge and capacity of nonprofit organizations throughout North Carolina	\$50,000
NC Congress of Parents and Teachers 3501 Glenwood Avenue Raleigh, NC 27612	None	Public Charity	Improve school health policies and environments in at least 600 schools across North Carolina by expanding the NC PTA parent involvement initiative to include parent advocacy around school-based health and wellness	\$105,867
NC MedAssist 601 E 5th St, Suite 350 Charlotte, NC 28202	None	Public Charity	Increase capacity for providing free medications to low-income, uninsured North Carolina residents of all ages to improve health outcomes and reduce reliance on the emergency room for primary care	\$200,000
NCDA & CS Food Distribution PO Box 659 Butner, NC 27509-0659	None	Public Charity	Increase the number of school districts participating in the NC Farm to School Program by expanding the capacity of the NC Department of Agriculture & Consumer Services through the purchase of five tractor-trailers	\$1,131,000
North Carolina Academy of Family Physicians Foundation 1303 Annapolis Drive Raleigh, NC 27608	None	Public Charity	Increase the number of North Carolina-trained family physicians practicing in the state by increasing medical students' exposure to practicing family physicians and access to professional development opportunities including a 3-year mentoring and scholarship program	\$149,700
North Carolina Agricultural & Technical State University 1601 East Market Street Greensboro, NC 27411	None	Public Charity	Increase access to fresh fruits and vegetables for families served by Ashley Elementary School and its associated programs through the addition of a greenhouse to an existing school garden	\$5,000

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<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
North Carolina Association of Free Clinics PO Box 25893 Winston-Salem, NC 27114	None	Public Charity	Support existing NCAFC member free clinics and pharmacies and the creation of new free clinics in underserved counties. The focus is on the stability and sustainability of all member clinics.	\$2,000,000
North Carolina Community Health Center Association 4917 Waters Edge Drive, Suite 165 Raleigh, NC 27606	None	Public Charity	Annual award in honor and recognition of Robert J. Greczyn, Jr. given to a North Carolina Community Health Center provider or administrator who demonstrates exemplary commitment to the health of North Carolinians.	\$30,000
North Carolina Community Health Center Association 4917 Waters Edge Drive, Suite 165 Raleigh, NC 27606	None	Public Charity	Facilitate data-driven clinical, administrative and contractual decision making in community health centers through the development of an informatics center.	\$300,000
North Carolina Council of Churches 27 Home Street Raleigh, NC 27607	None	Public Charity	Increase physical activity, consumption of fruits and vegetables, and healthy lifestyles through smoking cessation programs and the promotion of health as a faith issue in congregations across the state.	\$255,100
North Carolina Dental Health Fund 1600 Evans Rd Cary, NC 27513	None	Public Charity	Increase the number of high quality, free dental services provided to uninsured North Carolinians through the expansion of a portable, volunteer-run clinic.	\$50,000
North Carolina Department of Transportation 1 S. Wilmington Street Raleigh, NC 27601	None	Public Charity	Promote positive health outcomes by integrating health considerations into the North Carolina Statewide Bicycle and Pedestrian Plan.	\$150,000
North Carolina Institute of Medicine 630 Davis Drive, Suite 100 Morrisville, NC 27560	None	Public Charity	Identify workable solutions to important health problems facing the state by bringing together stakeholder groups to study and make recommendations about health issues.	\$500,000
North Carolina Institute of Medicine 630 Davis Drive, Suite 100 Morrisville, NC 27560	None	Public Charity	Establish an early childhood obesity prevention task force to create a broad based, long-term blueprint that will provide a roadmap for NC's investments and efforts to increase the percent of healthy weight among children birth to five and those who care for them.	\$188,400
North Carolina New Schools Project 4600 Marriott Drive, Suite 510 Raleigh, NC 27612	None	Public Charity	Create a statewide affinity cluster of schools focused on health and life sciences as a pilot program for potential expansion into other affinity cluster models.	\$420,000
North Carolina Partnership for Children, Inc. 1100 Wake Forest Road Raleigh, NC 27604	None	Public Charity	Improve the health of young children, ages 0-5, and child care workers through a statewide strategy of comprehensive coordinated early childhood obesity prevention outreach and technical assistance that will address change at the individual, programmatic, built environment and policy levels.	\$1,000,000

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North Carolina Public Health Foundation PO Box 18763 Raleigh, NC 27619	None	Public Charity	Collaboration between leaders in public health and health care to build the expertise and capacity for proven quality improvement methodologies statewide	\$250,000
North Carolina Schweitzer Fellows Program PO Box 1636 Davidson, NC 28036	None	Public Charity	Address access to oral health care and the importance of oral health education and prevention interventions by supporting future health care leaders in direct, oral health-related service projects in underserved communities in NC	\$40,000
North Carolina State University 2701 Sullivan Drive, Suite 240 Raleigh, NC 27695	None	Public Charity	Increase access to healthy food through establishment of a statewide local food system that serves as a sustainable, replicable model to drive improved health and rural economic development	\$1,000,000
North Carolina State University 2701 Sullivan Drive, Suite 240 Raleigh, NC 27695	None	Public Charity	Increase knowledge, environments, and access to healthy food for children in New Hanover, Warren, Wake, Wayne, Guilford, Moore and Gaston counties by establishing Food Corps leadership, building and enhancing school gardens, and strengthening Farm to School programming	\$125,150
North Carolina State University 2701 Sullivan Drive, Suite 240 Raleigh, NC 27695	None	Public Charity	Increase knowledge and awareness to build the critical state and local infrastructure necessary to create a collaborative youth-led food movement	\$75,000
North Carolina State University 2701 Sullivan Drive, Suite 240 Raleigh, NC 27695	None	Public Charity	Increase physical activity and healthy eating habits in child care by scaling-up POD through the development of local networks of subject matter experts and POD sites across North Carolina	\$268,000
North Carolina State University Foundation, Inc Campus Box 7007, Holladay Hall Raleigh, NC 27695-7007	None	Public Charity	Improve health policy decision making through the development of interactive, data-driven tools and forums that develop consensus and enhance collaboration	\$345,000
Office of Rural Health and Community Care, NC DHHS 2009 Mail Service Center Raleigh, NC 27699-2009	None	Public Charity	Increase access to preventative and primary health services for 1,650 farmworkers and their families in the Piedmont/Triad Region by implementing a farmworker health outreach program and increasing the accessibility of local health care providers	\$97,998
Office of Rural Health and Community Care, NC DHHS 2009 Mail Service Center Raleigh, NC 27699-2009	None	Public Charity	Improve provider retention and financial stability of safety net dental practices by improving managerial efficiency and effectiveness through practice assessment and technical assistance support.	\$85,140

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Piedmont Health Services, Inc 299 Lloyd St Carrboro, NC 27510	None	Public Charity	Increase utilization of preventive oral health services by children age 0-12 in Alamance, Caswell, Chatham, Orange and Lee counties	\$100,000
Pinewood Elementary School 805 Seneca Place Charlotte, NC 28210	None	Public Charity	Increase the consumption rate of vegetables and fruit for 500 students age 4-11 in Mecklenburg County by using the school garden's produce in a mobile cooking/farmer's market cart	\$5,000
Pink Hill Area Preservation And Development Committee 301 S Pine Street Pink Hill, North Carolina 28572	None	Public Charity	Increase awareness and consumption of healthy foods for at least 150 people of all ages by expanding and improving Fit For Life program through the purchase of needed equipment	\$5,000
Pitt County Health Department 201 Government Circle Greenville, NC 27834	None	Public Charity	Improve birth and long-term health outcomes for low income first-time mothers and their children in Pitt County through the implementation of an evidence-based nurse visitation program	\$67,768
Public Health Authority of Cabarrus County 1307 S Cannon Blvd Kannapolis, NC 28083	None	Public Charity	Increase children's utilization of dental services in Cabarrus County by strengthening community infrastructure to support access to oral health services and providing case management support.	\$89,500
Scotland County Parks and Recreation PO Box 489 Laurensburg, NC 28353	None	Public Charity	Improve physical activity in Scotland County	\$5,000
Scotland County Partnership for Children and Families Inc P O Box 586 Laurensburg, NC 28353	None	Public Charity	Increase physical activity for children ages 3-13 at 15 child care facilities in Scotland County, as part of the Be Active and Active Schools projects by providing material to create an active outdoor learning environment	\$4,731
Southeastern Efforts Developing Sustainable Spaces 706 Gilbert St Durham, NC 27701	None	Public Charity	Increase access to fresh produce raised by the SEEDS youth leaders in food desert areas of Durham	\$3,900
Southside United Health Center 3009-A Waughtown Street Winston-Salem, NC 27107-1634	None	Public Charity	Double capacity of medical home for adults living in a medically underserved area of Winston-Salem	\$260,000
Sow Much Good, Inc PO Box 68 Cornelius, NC, 28031	None	Public Charity	Increase ability of families to access, prepare and consume healthy foods through neighborhood farm stands in food desert communities of Mecklenburg county	\$5,000

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SWARM 106 South George Street Goldsboro, NC 27530	None	Public Charity	Increase access to healthy, local produce in Wayne County through the development of a one acre urban farm	\$5,000
University of North Carolina Asheville Foundation, Inc One University Heights/CPO #1800 Asheville, NC 28804	None	Public Charity	Continue partnership that seeks to discover the best practices about health and wellness and broadly communicating those to the public through undergraduate research, internships, and equipment support for the North Carolina Center for Health and Wellness	\$1,000,000
University of North Carolina at Chapel Hill 104 Airport Dr Suite 2200, CB 1350 Chapel Hill, NC 27599-1350	None	Public Charity	Increase access to healthy local food in Orange, Durham, and Lenoir counties by addressing both farmer and consumer barriers to selling/consuming healthy local food as well leveraging a successful and growing aggregation/distribution system to reach smaller producers and food insecure communities	\$109,043
University of North Carolina at Chapel Hill 104 Airport Dr Suite 2200, CB 1350 Chapel Hill, NC 27599-1350	None	Public Charity	Increase opportunities for family medicine residents to gain experience with low income and vulnerable populations through the creation of a curriculum, and two new residency positions at a Community Health Center	\$243,000
University of North Carolina at Chapel Hill 104 Airport Dr Suite 2200, CB 1350 Chapel Hill, NC 27599-1350	None	Public Charity	Prevent oral disease in children through a prenatal provider education program that increases at-home oral health care and dental service utilization among low-income, high-risk pregnant women	\$100,000
University of North Carolina at Chapel Hill 104 Airport Dr Suite 2200, CB 1350 Chapel Hill, NC 27599-1350	None	Public Charity	Increase pedestrian access to the NC Museum of Art and surrounding parklands by conducting a health impact assessment for Raleigh's Blue Ridge Road Corridor and implementing those quantified outcomes into the City of Raleigh's master plan	\$88,393
University of North Carolina at Chapel Hill 104 Airport Dr Suite 2200, CB 1350 Chapel Hill, NC 27599-1350	None	Public Charity	Create a tool to provide direct access to the Nutrition and Physical activity Self Assessment for Child Care (NAP SACC) through a web-based, interactive program, and a virtual consultant so that more child care providers in NC will have access to this resource, which has been effective in changing policies, practices, and environments to improve physical activity and healthy eating in child care	\$200,000

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University of North Carolina Wilmington 601 S College Road Wilmington, NC 28403-5991	None	Public Charity	Increase access to, demand for, and purchase of healthy local food in Robeson, New Hanover, Brunswick, Pender, and Onslow counties by expanding an existing "Buy Local" campaign, increasing the number of farmers in an existing farmers' cooperative, and increasing outlets and institutions procuring and serving healthy local food	\$100,000
Wake County Medical Society Community Health Foundation 2500 Blue Ridge Road, Suite 330 Raleigh, NC 27607	None	Public Charity	Increase access to medical care for uninsured and underinsured adults in Wake County through implementation of a web-based coordination of care tool in hospitals and community clinics	\$360,000
Warren County Cooperative Extension 158 Rafters Lane Warrenton, NC 27589	None	Public Charity	Provide school children and low-income consumers in Warren County and the surrounding region with convenient, affordable access to healthy, local food using a comprehensive farm-to-fork approach, including producer capacity-building, processing/distribution infrastructure improvements, and consumer outreach/education	\$100,000
Youth Empowered Solutions 4418 Lousburg Road, Suite 131 Raleigh, NC 27616-4335	None	Public Charity	Increase the effectiveness of youth advocates in obesity prevention and expand organizational capacity of Youth Empowered Solutions to sustain youth advocacy strategies through organizational restructuring and implementation of a fee-for-service business model	\$855,000
YWCA of Asheville 185 South French Broad Avenue Asheville, NC 28801	None	Public Charity	Improve the healthfulness of food served to the 200 children enrolled in child care and after school programs by purchasing equipment that helps in the preparation of healthy food and with classroom nutrition instruction	\$5,000
Total				\$15,542,092

Statement 19
Part XV, Line 3b
Grants and Contributions Approved for Future Payment

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Appalachian Sustainable Agriculture Project 306 West Haywood Street, Suite 200 Asheville, NC 28801	None	Public Charity	Increase access to healthy, local food in Ashe, Henderson, and Macon counties by improving or developing systems for food procurement, distribution, and marketing systems as well as assisting educational, institutional, and retail sites to access and serve this food on a long-term sustainable basis	\$99,791

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Blue Ridge Parkway Foundation, Inc 717 S. Marshall Street, Suite 105B Winston-Salem, NC 27101-5065	None	Public Charity	Increase physical activity and improve nutritional choices for children and families in North Carolina through the establishment of a National Training and Technical Assistance Center in Asheville and through the expansion of the Kids in Parks program throughout state and local parks	\$250,000
Calvary Ministries of the Westend Community, Inc PO Box 51398 Durham, NC 27717	None	Public Charity	Increase access to fresh, healthy food for program participants ranging from preschool to seniors at a holistic community center in Durham	\$5,000
CARE Ring 601 East 5th Street, Suite 140 Charlotte, NC 28202	None	Public Charity	Improve birth and long-term health outcomes for low income first-time mothers and their children in Mecklenburg County through the implementation of an evidence-based nurse visitation program	\$183,000
Care Share Health Alliance 222 North Person Street, Suite 112 Raleigh, NC 27601	None	Public Charity	Increase access to care and improve health for low-income, uninsured North Carolinians by providing technical support to establish or grow collaborative networks of care in communities statewide	\$100,000
Community Foundation of Western North Carolina PO Box 7667 Asheville, NC 28802	None	Public Charity	Increase access to capacity building and technical assistance for select nonprofits and grantees to develop leaders, build management skills and plan for sustainability that enables nonprofit organizations to be stronger, more effective and therefore better equipped to achieve their missions	\$238,320
Diabetes Management Solutions 1100 Navaho Drive, Suite 249 Raleigh, NC 27609	None	Public Charity	Sustain diabetes self-management program in Eastern North Carolina through development of contract or fee-for-service model	\$125,000
East Carolina University, Office of Sponsored Research 2200 South Charles Boulevard, Room 2906 Greenville, NC 27858	None	Public Charity	Decrease the prevalence of obesity in ten rural eastern North Carolina middle schools through the MATCH (Motivating Adolescents with Technology to Choose Health) program. Refine and package the program so that it can be easily replicated in any area of the state by the end of the three-year investment	\$102,303
Farmer Foodshare PO Box 2873 Chapel Hill, NC 27515	None	Public Charity	Core mission investment to build capacity and move the organizational infrastructure from start-up to sustainable for future programmatic growth in the areas of supporting farmers, feeding communities healthy food and creating food-access jobs	\$295,278
MGR Foundation 6348 N. Milwaukee Ave Chicago, IL 60646	None	Public Charity	Increase access to healthy foods by implementing GREEN Community Schools and promoting environmental awareness and fully integrate sustainable practices in struggling local communities in the Charlotte Mecklenburg School District	\$535,636

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N C Center for Nonprofits 1110 Navaho Drive, Suite 200 Raleigh, NC 27609-7322	None	Public Charity	Provide products and services to increase the knowledge and capacity of nonprofit organizations throughout North Carolina	\$50,000
NC Congress of Parents and Teachers 3501 Glenwood Avenue Raleigh, NC 27612	None	Public Charity	Improve school health policies and environments in at least 600 schools across North Carolina by expanding the NC PTA parent involvement initiative to include parent advocacy around school-based health and wellness	\$181,235
NCDA & CS Food Distribution PO Box 659 Butner, NC 27509-0659	None	Public Charity	Increase the number of school districts participating in the NC Farm to School Program by expanding the capacity of the NC Department of Agriculture & Consumer Services through the purchase of five tractor-trailers	\$75,000
North Carolina Academy of Family Physicians Foundation 1303 Annapolis Drive Raleigh, NC 27608	None	Public Charity	Increase the number of North Carolina-trained family physicians practicing in the state by increasing medical students' exposure to practicing family physicians and access to professional development opportunities including a 3-year mentoring and scholarship program	\$880,219
North Carolina Association of Free Clinics PO Box 25893 Winston-Salem, NC 27114	None	Public Charity	Support existing NCAFC member free clinics and pharmacies and the creation of new free clinics in underserved counties. The focus is on the stability and sustainability of all member clinics	\$3,904,762
North Carolina Association of Free Clinics PO Box 25893 Winston-Salem, NC 27114	None	Public Charity	Improve health outcomes at free clinics statewide by providing technical assistance and support to increase clinic understanding and use of quality improvement methods	\$180,000
North Carolina Community Health Center Association 4917 Waters Edge Drive, Suite 165 Raleigh, NC 27606	None	Public Charity	Annual award in honor and recognition of Robert J Greczyn, Jr given to a North Carolina Community Health Center provider or administrator who demonstrates exemplary commitment to the health of North Carolinians	\$191,178
North Carolina Community Health Center Association 4917 Waters Edge Drive, Suite 165 Raleigh, NC 27606	None	Public Charity	Facilitate data-driven clinical, administrative and contractual decision making in community health centers through the development of an informatics center	\$150,000
North Carolina Council of Churches 27 Home Street Raleigh, NC 27607	None	Public Charity	Increase physical activity, consumption of fruits and vegetables, and healthy lifestyles through smoking cessation programs and the promotion of health as a faith issue in congregations across the state	\$502,170
North Carolina Institute of Medicine 630 Davis Drive, Suite 100 Morrisville, NC 27560	None	Public Charity	Identify workable solutions to important health problems facing the state by bringing together stakeholder groups to study and make recommendations about health issues	\$250,000

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<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
North Carolina Partnership for Children, Inc 1100 Wake Forest Road Raleigh, NC 27604	None	Public Charity	Improve the health of young children, ages 0-5, and child care workers through a statewide strategy of comprehensive coordinated early childhood obesity prevention outreach and technical assistance that will address change at the individual, programmatic, built environment and policy levels	\$1,000,000
North Carolina Public Health Foundation PO Box 18763 Raleigh, NC 27619	None	Public Charity	Collaboration between leaders in public health and health care to build the expertise and capacity for proven quality improvement methodologies statewide	\$250,000
North Carolina State University 2701 Sullivan Drive, Suite 240 Raleigh, NC 27695	None	Public Charity	Increase knowledge, environments, and access to healthy food for children in New Hanover, Warren, Wake, Wayne, Guilford, Moore and Gaston counties by establishing Food Corps leadership, building and enhancing school gardens, and strengthening Farm to School programming	\$70,120
North Carolina State University 2701 Sullivan Drive, Suite 240 Raleigh, NC 27695	None	Public Charity	Increase physical activity and healthy eating habits in child care by scaling-up POD through the development of local networks of subject matter experts and POD sites across North Carolina	\$531,407
North Carolina State University 2701 Sullivan Drive, Suite 240 Raleigh, NC 27695	None	Public Charity	Increase access to healthy food through establishment of a statewide local food system that serves as a sustainable, replicable model to drive improved health and rural economic development	\$1,446,739
Office of Rural Health and Community Care, NC DHHS 2009 Mail Service Center Raleigh, NC 27699-2009	None	Public Charity	Improve provider retention and financial stability of safety net dental practices by improving managerial efficiency and effectiveness through practice assessment and technical assistance support	\$169,130
Raleigh-Wake County Dental Society Community Dental Health Inc 4901 Leigh Drive Raleigh, NC 27616	None	Public Charity	Increase oral health services for low income uninsured patients in Wake County by expanding donated services at Wake Smiles Clinic and private dentists' offices	\$350,000
The Rensselaerville Institute 2 Oakwood Place Delmar, NY 12054	None	Public Charity	Expand Community Sparkplugs program to an additional 10 projects and develop a support program for the existing 30 Community Sparkplugs	\$150,000
University of North Carolina at Chapel Hill 104 Airport Dr Suite 2200, CB 1350 Chapel Hill, NC 27599-1350	None	Public Charity	Increase opportunities for family medicine residents to gain experience with low income and vulnerable populations through the creation of a curriculum, and two new residency positions at a Community Health Center	\$85,000
University of North Carolina at Chapel Hill 104 Airport Dr Suite 2200, CB 1350 Chapel Hill, NC 27599-1350	None	Public Charity	Increase pedestrian access to the NC Museum of Art and surrounding parklands by conducting a health impact assessment for Raleigh's Blue Ridge Road Corridor and implementing those quantified outcomes into the City of Raleigh's master plan	\$61,607

Blue Cross and Blue Shield of North Carolina Foundation
EIN 56-2226009
Attachment for Form 990-PF for taxable year ended 6/30/12

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
University of North Carolina at Chapel Hill 104 Airport Dr Suite 2200, CB 1350 Chapel Hill, NC 27599-1350	None	Public Charity	Increase access to healthy local food in Orange, Durham, and Lenoir counties by addressing both farmer and consumer barriers to selling/consuming healthy local food as well leveraging a successful and growing aggregation/distribution system to reach smaller producers and food insecure communities	\$90,457
University of North Carolina at Chapel Hill 104 Airport Dr Suite 2200, CB 1350 Chapel Hill, NC 27599-1350	None	Public Charity	Create a tool to provide direct access to the Nutrition and Physical activity Self Assessment for Child Care (NAP SACC) through a web-based, interactive program, and a virtual consultant so that more child care providers in NC will have access to this resource, which has been effective in changing policies, practices, and environments to improve physical activity and healthy eating in child care	\$393,705
University of North Carolina Wilmington 601 S College Road Wilmington, NC 28403-5991	None	Public Charity	Increase access to, demand for, and purchase of healthy local food in Robeson, New Hanover, Brunswick, Pender, and Onslow counties by expanding an existing "Buy Local" campaign, increasing the number of farmers in an existing farmers' cooperative, and increasing outlets and institutions procuring and serving healthy local food	\$100,000
Warren County Cooperative Extension 158 Rafters Lane Warrenton, NC 27589	None	Public Charity	Provide school children and low-income consumers in Warren County and the surrounding region with convenient, affordable access to healthy, local food using a comprehensive farm-to-fork approach, including producer capacity-building, processing/distribution infrastructure improvements, and consumer outreach/education	\$100,000
Total				\$13,097,057

**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 ☒ **X**
- 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**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

Blue Cross and Blue Shield of North Carolina Foundation

☐ 56-2226009

Number, street, and room or suite no. If a P.O. box, see instructions

☐ Social security number (SSN)

PO Box 2291

City, town or post office, state, and ZIP code For a foreign address, see instructions.

Durham, NC 27702

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	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 ► KATHY HIGGINS

Telephone No. ► 919-765-4104

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 FEBRUARY 15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year 20 ____ or
- ☒ tax year beginning JULY 1, 20 11, and ending JUNE 30, 20 12.

- 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 \$	72,323
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 \$	75,578
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.

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).

Type or print	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	BLUE CROSS AND BLUE SHIELD OF NORTH CAROLINA FOUNDATION	56-2226009
	Number, street, and room or suite no. If a P O box, see instructions.	Social security number (SSN)
File by the due date for filing your return. See instructions	PO BOX 2291	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	DURHAM, NC 27702	

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

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

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

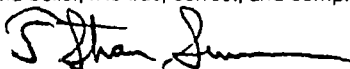
- The books are in the care of **KATHY HIGGINS**
Telephone No. **919-765-4104** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. 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 **MAY 15**, 20 **13**.
- 5 For calendar year _____, or other tax year beginning **JULY 1**, 20 **11**, and ending **JUNE 30**, 20 **12**.
- 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 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	\$	72,323
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	\$	75,578
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 Title **Vice President**Date **1/23/13**