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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
TENNESSEE HEALTH FOUNDATION INC

A Employer identification number
20-0298456

Number and street (or P O box number if mail is not delivered to street address)
1 CAMERON HILL CIRCLE

Room/suite

B Telephone number (see instructions)
(423) 535-7350

City or town, state, and ZIP code
CHATTANOOGA, TN 37402

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 164,070,865

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

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

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

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)	28,000,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	4,457	265,521		
	4	Dividends and interest from securities	2,110,553	2,913,659		
	5a	Gross rents				
	b	Net rental income or (loss) _____				
	6a	Net gain or (loss) from sale of assets not on line 10	1,259,520			
	b	Gross sales price for all assets on line 6a _____				
	7	Capital gain net income (from Part IV, line 2)		15,854,161		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)		28,328		
	12	**Total.** Add lines 1 through 11	31,374,530	19,061,669		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	8,750	1,313		7,438
	c	Other professional fees (attach schedule)	221,720	221,720		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	195,711	66,879		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	570,194	46,847		569,584
	24	**Total operating and administrative expenses.** Add lines 13 through 23	996,375	336,759		577,022
	25	Contributions, gifts, grants paid	5,717,471			5,717,471
	26	**Total expenses and disbursements.** Add lines 24 and 25	6,713,846	336,759		6,294,493
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	24,660,684			
	b	**Net investment income** (if negative, enter -0-)		18,724,910		
	c	**Adjusted net income** (if negative, enter -0-)				

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			
	2 Savings and temporary cash investments	15,663,368	10,340,087	10,340,087
	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 page 15 of the 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			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	104,183,198	153,725,995	153,725,995
	c Investments—corporate bonds (attach schedule)			
	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 ▶)	9,101,284	4,783	4,783
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	128,947,850	164,070,865	164,070,865
Liabilities	17 Accounts payable and accrued expenses	2,165	4,236	
	18 Grants payable			
	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 ▶)	44,342	-267	
	23 **Total liabilities** (add lines 17 through 22)	46,507	3,969	
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	128,901,343	164,066,896	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	128,901,343	164,066,896	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	128,947,850	164,070,865	

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	128,901,343
2	Enter amount from Part I, line 27a	2	24,660,684
3	Other increases not included in line 2 (itemize) ▶	3	10,504,869
4	Add lines 1, 2, and 3	4	164,066,896
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	164,066,896

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)
1 a	CAPITAL GAIN ON CONTRIBUTED STOCKS	D		
b	SILCHESTER K-1 CAP GAINS	P		
c	SILCHESTER K-1 CAP GAINS	P		
d	MARKETABLE SECURITIES	P		
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				13,721,651
b				4,235
c				868,755
d				1,259,520
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				13,721,651
b				4,235
c				868,755
d				1,259,520
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	15,854,161
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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	5,278,257	115,203,888	0 045817
2010	4,246,999	103,465,432	0 041048
2009	4,194,354	87,277,228	0 048058
2008	3,302,145	88,399,801	0 037355
2007	2,427,801	79,614,291	0 030495

2	**Total** of line 1, column (d)	2	0 202773
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 040555
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	132,433,040
5	Multiply line 4 by line 3	5	5,370,822
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	187,249
7	Add lines 5 and 6	7	5,558,071
8	Enter qualifying distributions from Part XII, line 4	8	6,294,493

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

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

1a	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	187,249
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	187,249
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	187,249
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 170,022		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 20,000		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	190,022
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	2,773
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 2,773 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
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? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation .*	8b	Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶ BCBST COM/ABOUT/COMMUNITY/TN-HEALTH-FOUNDATION

14 The books are in care of ▶ T RALPH WOODARD JR Telephone no ▶ (423) 535-5192

Located at ▶ 1 CAMERON HILL CIRCLE CHATTANOOGA TN ZIP+4 ▶ 37402

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

16	At any time during calendar year 2012, 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	

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶ CA

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 page 20 of the instructions)?	1b		No
	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 2012?	1c		No
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2012?	4b		No

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**		
	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			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

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

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 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services. . . . . ▶ 0

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 SHAPE THE STATE PROGRAM FOCUSES ON COMBATING CHILDHOOD OBESITY THROUGH PHYSICAL ACTIVITY AND NUTRITION MORE THAN 88,000 CHILDREN AT ALMOST 200 SCHOOL SITES HAVE PARTICIPATED	569,584
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions **3**	

Total. Add lines 1 through 3. . . . . ▶ 0

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	128,108,570
b	Average of monthly cash balances		1b	6,341,217
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	134,449,787
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	0
3	Subtract line 2 from line 1d		3	134,449,787
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	2,016,747
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	132,433,040
6	**Minimum investment return.** Enter 5% of line 5		6	6,621,652

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	6,621,652
2a	Tax on investment income for 2012 from Part VI, line 5	2a 187,249		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	187,249
3	Distributable amount before adjustments Subtract line 2c from line 1		3	6,434,403
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	6,434,403
6	Deduction from distributable amount (see instructions)		6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	6,434,403

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	6,294,493
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	6,294,493
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	187,249
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	6,107,244

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				6,434,403
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			5,249,016	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 6,294,493				
a Applied to 2011, but not more than line 2a			5,249,016	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2012 distributable amount				1,045,477
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012	0			0
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				5,388,926
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a 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 organization 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))

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

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 or e-mail of the person to whom applications should be addressed

DAWN WEBER FOUNDATION MANAGER
1 CAMERON HILL CIRCLE
CHATTANOOGA,TN 37402
(423) 535-7163

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

WWW BCBST COM/ABOUT/COMMUNITY/TN-HEALTH-FOUNDATION/

c Any submission deadlines

SUBMISSIONS MUST BE WITHIN 3 CYCLES JAN,MAY,SEP

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

WWW BCBST COM/ABOUT/COMMUNITY/TN-HEALTH-FOUNDATION/

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . . ▶ **3a**				5,717,471
b *Approved for future payment*				
Total . . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) 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			14	4,457	
4 Dividends and interest from securities			14	2,110,553	
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			14	1,259,520	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		3,374,530	0
13 **Total.** Add line 12, columns (b), (d), and (e)					13 3,374,530

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2013-09-19	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
PATRICIA K COSGROVE	PATRICIA K COSGROVE			P00025712

Firm's name ▶ LATTIMORE BLACK MORGAN & CAIN PC

Firm's EIN ▶ 62-1199757

Firm's address ▶ 605 CHESTNUT STREET SUITE 1100 CHATTANOOGA, TN 37450

Phone no (423) 756-6585

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491262004013

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

Schedule of Contributors
▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization
TENNESSEE HEALTH FOUNDATION INC

Employer identification number
20-0298456

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
TENNESSEE HEALTH FOUNDATION INC

Employer identification number
20-0298456

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BLUECROSS BLUESHIELD OF TENNESSEE INC 1 CAMERON HILL CIRCLE CHATTANOOGA, TN 374022520	$ 21,349	☑ Person ☐ Payroll ☐ Noncash (Complete Part II if there is a noncash contribution)
2	BLUECROSS BLUESHIELD OF TENNESSEE INC 1 CAMERON HILL CIRCLE CHATTANOOGA, TN 374022520	$ 27,978,651	☐ 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)

Name of organization	**Employer identification number**
TENNESSEE HEALTH FOUNDATION INC	20-0298456

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	PUBLICLY TRADED SECURITIES	$ 27,978,651	2012-12-31

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

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

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

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

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

Name of organization
TENNESSEE HEALTH FOUNDATION INC

Employer identification number
20-0298456

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

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

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

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

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

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

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

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
LAMAR J PARTRIDGE 1 CAMERON HILL CIRCLE CHATTANOOGA,TN 37402	CHAIRPERSON 1 00	0	0	0
BETTY W DEVINNEY 1 CAMERON HILL CIRCLE CHATTANOOGA,TN 37402	VICE CHAIRPERSON 1 00	0	0	0
VICKY B GREGG 1 CAMERON HILL CIRCLE CHATTANOOGA,TN 37402	CEO/BOARD MEMBER 1 00	0	0	0
SHELIA D CLEMONS 1 CAMERON HILL CIRCLE CHATTANOOGA,TN 37402	SECRETARY 1 00	0	0	0
JILL OAKS 1 CAMERON HILL CIRCLE CHATTANOOGA,TN 37402	ASSISTANT SECRETARY 1 00	0	0	0
BRIAN STANA 1 CAMERON HILL CIRCLE CHATTANOOGA,TN 37402	TREASURER 1 00	0	0	0
ALAINE ZACHARY 1 CAMERON HILL CIRCLE CHATTANOOGA,TN 37402	ASSISTANT TREASURER 1 00	0	0	0
JOHN GIBLIN 1 CAMERON HILL CIRCLE CHATTANOOGA,TN 37402	CFO 1 00	0	0	0
HULET M CHANEY 1 CAMERON HILL CIRCLE CHATTANOOGA,TN 37402	BOARD MEMBER 1 00	0	0	0
MARTY G DICKENS 1 CAMERON HILL CIRCLE CHATTANOOGA,TN 37402	BOARD MEMBER 1 00	0	0	0
HERBERT H HILLIARD 1 CAMERON HILL CIRCLE CHATTANOOGA,TN 37402	BOARD MEMBER 1 00	0	0	0
T RALPH WOODARD JR 1 CAMERON HILL CIRCLE CHATTANOOGA,TN 37402	CONTROLLER/CAO 1 00	0	0	0
PAUL E STANTON 1 CAMERON HILL CIRCLE CHATTANOOGA,TN 37402	BOARD MEMBER 1 00	0	0	0
WILLIAM M GRACEY 1 CAMERON HILL CIRCLE CHATTANOOGA,TN 37402	PRESIDENT/COO 1 00	0	0	0
EMILY J REYNOLDS 1 CAMERON HILL CIRCLE CHATTANOOGA,TN 37402	BOARD MEMBER 1 00	0	0	0
JAMES M PHILLIPS 1 CAMERON HILL CIRCLE CHATTANOOGA,TN 37402	BOARD MEMBER 1 00	0	0	0
CALVIN ANDERSON 1 CAMERON HILL CIRCLE CHATTANOOGA,TN 37402	EXECUTIVE DIRECTOR 1 00	0	0	0
REGINALD W COOPWOOD 1 CAMERON HILL CIRCLE CHATTANOOGA,TN 37402	BOARD MEMBER 1 00	0	0	0
JAMES B BAKER 1 CAMERON HILL CIRCLE CHATTANOOGA,TN 37402	BOARD MEMBER 1 00	0	0	0
KATHY BINGHAM 1 CAMERON HILL CIRCLE CHATTANOOGA,TN 37402	FOUNDATION MANAGER 20 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICAN RED CROSS GREATER CHATTANOOGA AREA CHAPTER 801 MCCALLIE AVE CHATTANOOGA,TN 37403	NONE	509(A)(1)	CHATTANOOGA AREA TORNADO RELIEF EFFORTS	25,000
AMERICAN WAY MIDDLE 3805 AMERICAN WAY MEMPHIS,TN 38118	NONE	509(A)(1)	SHAPE THE STATE GRANT	1,000
BACHMAN MEMORIAL HOME INC 414 BRYMER CREEK ROAD MCDONALD,TN 37353	NONE	509(A)(1)	SHAPE THE STATE GRANT	1,477
BLEDSOE COUNTY BOARD OF EDUCATION 478 SPRING ST PIKEVILLE,TN 37367	NONE	509(A)(1)	SHAPE THE STATE GRANT	1,792
CANNON COUNTY BOARD OF EDUCATION 301 W MAIN STSTE 100 WOODBURY,TN 37190	NONE	509(A)(1)	SHAPE THE STATE GRANT	1,930
CHESTER COUNTY JUNIOR HIGH SCHOOL 930E MAIN ST HENDERSON,TN 38340	NONE	509(A)(1)	SHAPE THE STATE GRANT	1,000
CHILD & FAMILY TENNESSEE 901 EAST SUMMIT HILL DRIVE 200 KNOXVILLE,TN 37915	NONE	509(A)(1)	2012 TEAM BLUE BENEFICIARY - STATE WIDE INITIATIVE	10,000
CHILDREN'S HOME-CHAMBLISS SHELTER 315 GILLESPIE ROAD CHATTANOOGA,TN 37411	NONE	509(A)(1)	2012 TEAM BLUE BENEFICIARY - STATE WIDE INITIATIVE	10,000
CLAIBORNE GOUNTY BOARD OF EDUCATION 1403 TAZEWELL ROAD TAZEWELL,TN 37879	NONE	509(A)(1)	SHAPE THE STATE GRANT	3,769
COMMUNITY HEALTH FOUNDATIONREGIONAL OBSTETRICAL CONSULTANTS 902 MCCALLIE AVE CHATTANOOGA,TN 37403	NONE	509(A)(1)	STORC - SOLUTIONS TO OBSTETRICS IN RURAL COUNTIES PROGRAM	357,042
CREATIVE DISCOVERY MUSEUM 321 CHESTNUT ST CHATTANOOGA,TN 37402	NONE	509(A)(1)	GOOD FOR YOU TRAVELING EXHIBIT	25,000
CUMMINGS SCHOOL 1037 CUMMINGS STREET MEMPHIS,TN 38106	NONE	509(A)(1)	SHAPE THE STATE GRANT	2,245
EXCHANGE CLUB-CARL PERKINS CENTER 341 REDDEN STREET HUNTINGDON,TN 38344	NONE	509(A)(1)	2012 TEAM BLUE BENEFICIARY STATE WIDE INITIATIVE	10,000
FAITH FAMILY MEDICAL CLINIC 326 21ST AVENUE NORTH NASHVILLE,TN 37205	NONE	509(A)(1)	2012 VOLUNTEER CLINIC SUPPORT	8,000
FIRST ASSEMBLY OF GOD - HOUSTON COUNTY CHRISTIAN ACADEMY 270 ARLINGTON STREET ERIN,TN 37061	NONE	509(A)(1)	SHAPE THE STATE GRANT	1,575

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
FRIENDS IN NEED HEALTH CENTER INC 1105 W STONE DR KINGSPORT,TN 37660	NONE	509(A)(1)	MATCHING GRANT PROJECT	100,000
GIRLS INC OF MEMPHIS 2670 UNION AVE EXT STE 606 MEMPHIS,TN 38112	NONE	509(A)(1)	NO BABY TEEN PREGNANCY PREVENTION CAMPAIGN	25,000
GRACE MEDICAL CLINIC 100 COVEY DRIVE FRANKLIN,TN 37067	NONE	509(A)(1)	2012 VOLUNTEER CLINIC SUPPORT	5,000
GREENEVILLE CITY SCHOOLS PO BOX 1420 GREENEVILLE,TN 37744	NONE	509(A)(1)	SHAPE THE STATE GRANT	1,560
HAMILTON COUNTY GOVERNMENT 117 E 7TH ST 500 CHATTANOOGA,TN 37402	NONE	509(A)(1)	RIVERWALK PROJECT	250,000
HEALING HANDS HEALTH CENTER 210 MEMORIAL DRIVE BRISTOL,TN 37620	NONE	509(A)(1)	2012 VOLUNTEER CLINIC SUPPORT	4,000
HEAVENLY HOST LUTHERAN SCHOOL 777 S WILLOW AVENUE COOKEVILLE,TN 38501	NONE	509(A)(1)	SHAPE THE STATE GRANT	1,341
HOPE FAMILY HEALTH SERVICES 12124 TENNESSEE 52 WESTMORELAND,TN 37186	NONE	509(A)(1)	2012 VOLUNTEER CLINIC SUPPORT	6,000
INTERFAITH HEALTH CLINIC 315 GILL AVENUE KNOXVILLE,TN 37917	NONE	509(A)(1)	2012 VOLUNTEER CLINIC SUPPORT	8,000
KNOXVILLE AREA PROJECT ACCESS 115 SUBURBAN ROAD SOUTHWEST KNOXVILLE,TN 37923	NONE	509(A)(1)	EMERGENCY ROOM UTILIZATION INITIATIVE EXPANSION	100,000
KNOXVILLE NEWS SENTINEL CHARITIES INC 2332 NEWS SENTINEL DRIVE KNOXVILLE,TN 37921	NONE	509(A)(1)	FREE FLU SHOT SATURDAY PROGRAM	60,000
LAMPLIGHTER MONTESSORI 8563 FAY ROAD CORDOVA,TN 38018	NONE	509(A)(1)	SHAPE THE STATE GRANT	1,000
LENIOR CITY INTERMEDIATE MIDDLE SCHOOL 2141 HARRISON AVENUE LENOIR CITY,TN 37771	NONE	509(A)(1)	SHAPE THE STATE GRANT	1,742
MEDICAL FOUNDATION OF CHATTANOOGA 1917 EAST THIRD STREET CHATTANOOGA,TN 37404	NONE	509(A)(1)	HEALTH KIDS HEALTH COMMUNITIES	30,000
MERCY HEALTH PARTNERS FOUNDATION 900 E OAK HILL AVE KNOXVILLE,TN 379174505	NONE	509(A)(1)	2012 VOLUNTEER CLINIC SUPPORT	8,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
METHODIST HEALTHCARE FOUNDATION PO BOX 42048 MEMPHIS,TN 381742048	NONE	509(A)(1)	SICKLE CELL CENTER OF MEMPHIS	50,000
MILAN SPECIAL SCHOOL DISTRICT 1165 S MAIN STREET MILAN,TN 38358	NONE	509(A)(1)	SHAPE THE STATE GRANT	2,005
MONROE HARDING 1120 GLENDALE LANE NASHVILLE,TN 37204	NONE	509(A)(1)	2012 TEAM BLUE BENEFICIARY - STATE WIDE INITIATIVE	10,000
MT JULIET CHRISTIAN ACADEMY 735 N MT JULIET ROAD MT JULIET,TN 37122	NONE	509(A)(1)	SHAPE THE STATE GRANT	1,313
MTN HOPE GOOD SHEPHERD CLINIC 312 PRINCE STREET SEVIERVILLE,TN 37862	NONE	509(A)(1)	2012 VOLUNTEER CLINIC SUPPORT	8,000
NATIONAL CIVIL RIGHTS MUSEUM 450 MULBERRY MEMPHIS,TN 38103	NONE	509(A)(1)	RENOVATION PROJECT	100,000
ONEIDA SPECIAL SCHOOL DISTRICT PO BOX 4819 ONEIDA,TN 37841	NONE	509(A)(1)	SHAPE THE STATE GRANT	1,617
PARTNERS FOR HEALING 109 W BLACKWELL ST TULLAHOMA,TN 37388	NONE	509(A)(1)	2012 VOLUNTEER CLINIC SUPPORT	5,000
PORTER LEATH CHILDREN'S HOME 868 NORTH MANASSAS STREET MEMPHIS,TN 38107	NONE	509(A)(1)	2012 TEAM BLUE BENEFICIARY - STATE WIDE INITIATIVE	10,000
PRIMARY CARE & HOPE CLINIC 1453 A HOPE WAY MURFREESBORO,TN 37129	NONE	509(A)(1)	2012 VOLUNTEER CLINIC SUPPORT	6,000
PUTNAM COUNTY BOARD OF EDUCATION 1400 EAST SPRING STREET COOKEVILLE,TN 38506	NONE	509(A)(1)	SHAPE THE STATE GRANT	1,444
ROCK SPRINGS MIDDLE 3301 ROCK SPRINGS ROAD SMYRNA,TN 37167	NONE	509(A)(1)	SHAPE THE STATE GRANT	1,253
SE SUCCESS SCHOOL 5396 MEDENHALL SQUARE MALL MEMPHIS,TN 38115	NONE	509(A)(1)	SHAPE THE STATE GRANT	1,000
SALVUS CENTER INC 556 HARTSVILLE PIKE GALLATIN,TN 37066	NONE	509(A)(1)	2012 VOLUNTEER CLINIC SUPPORT	5,000
SILOAM FAMILY HEALTH CENTER 820 GALE LANE NASHVILLE,TN 37204	NONE	509(A)(1)	2012 VOLUNTEER CLINIC SUPPORT	10,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
THE CHURCH HEALTH CENTER 1210 PEABODY AVE MEMPHIS,TN 38104	NONE	509(A)(1)	2ND OF 3 DIABETIC OBESITY WEIGHT LOSS	84,000
TN HOSPITAL EDUCATION & RESEARCH FDN 500 INTERSTATE BLVD SOUTH NASHVILLE,TN 37210	NONE	509(A)(2)	TN PATIENT SAFETY PROGRAM	507,885
TN HOSPITAL EDUCATION & RESEARCH FDN 500 INTERSTATE BLVD SOUTH NASHVILLE,TN 37210	NONE	509(A)(2)	TN SURGICAL QUALITY IMPROVEMENT PROJECT	935,050
TN PHARMACISTS RESEARCH & EDUCATION FDN 500 CHURCH STREET SUITE 650 NASHVILLE,TN 37219	NONE	509(A)(1)	PHARMACISTS PROVIDED DIABETES CARE PROGRAM	195,969
TN SCORE 1207 18TH AVE SOUTH 326 NASHVILLE,TN 37212	NONE	509(A)(1)	STATE COLLABORATIVE ON REFORMING EDUCATION	100,000
TUSCULUM UNIVERSITY PO BOX 5048 GREENEVILLE,TN 37743	NONE	509(A)(1)	SIMULATION CENTER - NURSING	263,996
UNIVERSITY OF TN 62 SOUTH DUNLAP MEMPHIS,TN 38163	NONE	509(A)(1)	TEAMWORK - FOCUSED INTERDISCIPLINARY SIMULATIONS PROGRAM	944,993
UNIVERSITY OF TN 910 MADISON AVE STE 827 MEMPHIS,TN 38163	NONE	509(A)(1)	BLUES PROJECT, PHASE III	1,392,261
VAN BUREN COUNTY BOARD OF EDUCATION 293 SPARTA STREET SPENCER,TN 38585	NONE	509(A)(1)	SHAPE THE STATE GRANT	2,012
VOLUNTEERS IN MEDICINE 5705 MARLIN RD CHATTANOOGA,TN 37411	NONE	509(A)(1)	2012 VOLUNTEER CLINIC SUPPORT	5,000
WEAKLEY COUNTY BOARD OF EDUCATION 8319 HIGHWAY 22 SUITE A DRESDEN,TN 38225	NONE	509(A)(1)	SHAPE THE STATE GRANT	1,200
WEST MIDDLE SCHOOL 317 DENMARK-JACKSON ROAD DENMARK,TN 38391	NONE	509(A)(1)	SHAPE THE STATE GRANT	1,000
YOUTH VILLAGES 3915 BRISTOL HIGHWAY JOHNSON CITY,TN 37601	NONE	509(A)(1)	2012 TEAM BLUE BENEFICIARTY - STATE WIDE INITIATIVE	10,000
Total . . . . . ▶ **3a**				5,717,471

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TY 2012 Accounting Fees Schedule

Name: TENNESSEE HEALTH FOUNDATION INC

EIN: 20-0298456

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT & TAX SERVICE EXP	8,750	1,313		7,438

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TY 2012 General Explanation Attachment

Name: TENNESSEE HEALTH FOUNDATION INC

EIN: 20-0298456

Identifier	Return Reference	Explanation
		FORM 990PF, PART XV INFORMATION REGARDING FOUNDATION MANAGERS==========THE DIRECTORS AND OFFICERS OF THE FOUNDATION ARE DIRECTORSOR OFFICERS OR EMPLOYEES OF BLUECROSS BLUESHIELD OFTENNESSEE, INC , WHICH IS THEIR PRIMARY SUPPORTER ANDSUBSTANTIAL CONTRIBUTOR TO THE FOUNDATION A LISTING OFTHESE INDIVIDUALS IS CONTAINED IN STATEMENT 12 FORFORM 990-PF

Identifier	Return Reference	Explanation
		PART XV 3B - FUTURE CONTRIBUTIONS==========NO FUTURE COMMITMENTS CONSIDERED UNCONDITIONAL

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TY 2012 Investments Corporate Stock Schedule

Name: TENNESSEE HEALTH FOUNDATION INC

EIN: 20-0298456

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PIMCO TOTAL RETURN FD-INST	45,311,308	45,311,308
ISHARES S&P 500 INDEX FUNDS	18,403,653	18,403,653
ISHARES S&P SMALLCAP 600	8,370,602	8,370,602
AURORA OFFSHORE FD LTD II CL A	13,541,480	13,541,480
SELECTINVEST MULTISTRATEGY LTD	993,662	993,662
ABS OFFSHORE SPC GLOBAL PORT	11,021,315	11,021,315
SILCHESTER INT'L EQUITY TRUST	24,467,440	24,467,440
EATON VANCE PARAMETRIC TAX-MGD EMERGING MARKETS FUND	13,452,884	13,452,884
ISHARES BARCLAYS 0-5 YEAR TIPS	11,265,510	11,265,510
GAMMA CONVERTIBLE FUND	6,898,141	6,898,141

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TY 2012 Other Assets Schedule

Name: TENNESSEE HEALTH FOUNDATION INC

EIN: 20-0298456

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED BOND INTEREST RECEIVABLE	1,284	4,783	4,783
INVESTMENT RECEIVABLE	9,100,000		

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TY 2012 Other Expenses Schedule

Name: TENNESSEE HEALTH FOUNDATION INC

EIN: 20-0298456

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PUBLIC RELATIONS	569,584	0		569,584
DUES	500	0		0
MISC INVESTMENT EXP	110	46,847		0

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TY 2012 Other Increases Schedule

Name: TENNESSEE HEALTH FOUNDATION INC

EIN: 20-0298456

Description	Amount
UNREALIZED GAIN	10,504,869

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TY 2012 Other Liabilities Schedule

Name: TENNESSEE HEALTH FOUNDATION INC

EIN: 20-0298456

Description	Beginning of Year - Book Value	End of Year - Book Value
FRANCHISE & EXCISE TAX PAYABLE	44,342	-267

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TY 2012 Other Professional Fees Schedule

Name: TENNESSEE HEALTH FOUNDATION INC

EIN: 20-0298456

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	221,720	221,720		0

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TY 2012 Taxes Schedule

Name: TENNESSEE HEALTH FOUNDATION INC

EIN: 20-0298456

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX AND LICENSE	320	66,879		0
EXCISE TAX	195,391	0		0