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

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

OMB No 1545-0052

2012

Open to public inspection

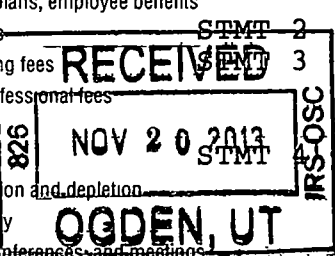
For calendar year 2012 or tax year beginning

, and ending

Name of foundation HIGHMARK FOUNDATION		A Employer identification number 25-1876666
Number and street (or P O box number if mail is not delivered to street address) 120 FIFTH AVENUE	Room/suite 922	B Telephone number 412-544-8894
City or town, state, and ZIP code PITTSBURGH, PA 15222		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 21,908,655.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		179,042.	179,042.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		256,793.			STATEMENT 1
b Gross sales price for all assets on line 6a		1,414,236.			
7 Capital gain net income (from Part IV, line 2)			963,139.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		435,835.	1,142,181.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees		4,250.	0.		3,125.
b Accounting fees		22,135.	0.		21,000.
c Other professional fees					
17 Interest					
18 Taxes		22,844.	0.		0.
19 Depreciation and depletion		4,447.	0.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		2,385,749.	0.		1,233,407.
24 Total operating and administrative expenses. Add lines 13 through 23		2,439,425.	0.		1,257,532.
25 Contributions, gifts, grants paid		3,155,015.			4,507,735.
26 Total expenses and disbursements. Add lines 24 and 25		5,594,440.	0.		5,765,267.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-5,158,605.			
b Net investment income (if negative, enter -0-)			1,142,181.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		6,366,124.	2,580,926.	2,580,926.
	3	Accounts receivable ▶	92,330.			
		Less: allowance for doubtful accounts ▶		57,354.	92,330.	92,330.
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		1,276,820.	555,342.	555,342.
	10a	Investments - U.S. and state government obligations STMT 7		15,466,454.	11,143,943.	11,143,943.
	b	Investments - corporate stock STMT 8		1,008,447.	0.	0.
	c	Investments - corporate bonds STMT 9		3,813,905.	7,519,065.	7,519,065.
Liabilities	11	Investments - land, buildings, and equipment basis ▶	44,476.			
		Less accumulated depreciation ▶	27,427.	21,497.	17,049.	17,049.
	12	Investments - mortgage loans				
	13	Investments - other				
	14	Land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶				
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers)		28,010,601.	21,908,655.	21,908,655.
	17	Accounts payable and accrued expenses		154,393.	610,360.	
	18	Grants payable		2,960,604.	1,607,884.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		3,114,997.	2,218,244.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	24	Unrestricted		24,895,604.	19,690,411.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>				
	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		24,895,604.	19,690,411.	
	31	Total liabilities and net assets/fund balances		28,010,601.	21,908,655.	

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	24,895,604.
2	Enter amount from Part I, line 27a	2	-5,158,605.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	19,736,999.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	46,588.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,690,411.

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 14,392 SHARES MONSANTO COMPANY		D	09/29/08	06/27/12
b 250,000 ECOLAB INC SR BOND		P	08/06/12	10/17/12
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 1,163,088.		201,214.	961,874.
b 251,148.		249,883.	1,265.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			961,874.
b			1,265.
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	963,139.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	18,014,942.	34,206,875.	.526647
2010	15,495,899.	32,290,636.	.479888
2009	21,516,021.	30,237,623.	.711565
2008	22,123,031.	33,166,226.	.667035
2007	20,716,340.	31,844,809.	.650541

2 Total of line 1, column (d)	2	3.035676
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	.607135
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	24,323,649.
5 Multiply line 4 by line 3	5	14,767,739.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,422.
7 Add lines 5 and 6	7	14,779,161.
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	5,765,267.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	22,844.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	22,844.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	22,844.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	44,266.	
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	44,266.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	21,422.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 8,000. Refunded <input type="checkbox"/>	11	13,422.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> PA, WV		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ HTTP : / / WWW . HIGHMARK FOUNDATION . ORG	13	X	
14	The books are in care of ▶ HIGHMARK FOUNDATION Telephone no. ▶ 412-544-6902 Located at ▶ 120 FIFTH AVENUE, SUITE 924, PITTSBURGH, PA ZIP+4 ▶ 15222			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ▶ <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____ , _____ , _____ , _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	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. ▶ _____ , _____ , _____ , _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 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)?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

If "Yes" to 6b, file Form 8870.

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

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.

(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 10		0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MULLEN P.O. BOX 7247-7279, PHILADELPHIA, PA 19170	EDUCATIONAL MESSAGING ON HIGHMAR	328,993.
WINDBER RESEARCH INSTITUTE 620 SEVENTH ST., WINDBER, PA 15963	BULLYING PREVENTION INSTITUTES	191,851.
PIPITONE GROUP 3933 PERRYVILLE AVENUE, PITTSBURGH, PA 15214	MARKETING SUPPORT FOR BULLYING PREVENT	121,073.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 SEE ATTACHED	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	18,618,016.
b	Average of monthly cash balances	1b	5,521,540.
c	Fair market value of all other assets	1c	664,721.
d	Total (add lines 1a, b, and c)	1d	24,804,277.
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	24,804,277.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) STMT 11	4	480,628.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24,323,649.
6	Minimum investment return. Enter 5% of line 5	6	1,216,182.

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

1	Minimum investment return from Part X, line 6	1	1,216,182.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	22,844.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	22,844.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,193,338.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,193,338.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,193,338.

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	5,765,267.
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	5,765,267.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,765,267.

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				1,193,338.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	19,329,696.			
b From 2008	20,595,370.			
c From 2009	20,195,370.			
d From 2010	14,247,185.			
e From 2011	16,347,061.			
f Total of lines 3a through e	90,714,682.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 5,765,267.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				1,193,338.
e Remaining amount distributed out of corpus	4,571,929.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	95,286,611.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	19,329,696.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	75,956,915.			
10 Analysis of line 9:				
a Excess from 2008	20,595,370.			
b Excess from 2009	20,195,370.			
c Excess from 2010	14,247,185.			
d Excess from 2011	16,347,061.			
e Excess from 2012	4,571,929.			

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				
ARMSTRONG COUNTY MEMORIAL HOSPITAL ONE NOLTE DRIVE KITTANNING, PA 16201	N/A	PUBLIC	TO FUND A PORTION OF SALARIES FOR A MID-LEVEL CERTIFIED DIABETIC EDUCATOR, PHYSICIAN CHAMPION AND	50,000.
AVONWORTH MIDDLE SCHOOL 256 JOSEPHS LANE PITTSBURGH, PA 15237	N/A	PUBLIC	TO SUPPORT FINANCIAL AWARDS TO 12 SUPER+ SCHOOL CHALLENGE SCHOOLS FOR DATA COLLECTION.	1,000.
BERKS VISITING NURSE ASSOCIATION 1170 BERKSHIRE BOULEVARD WYOMISSING, PA 19601	N/A	PUBLIC	TO EXPAND A CHRONIC CARE MANAGEMENT PROGRAM SERVING BERKS COUNTY NON-HOMEBOUND PATIENTS WITH	50,000.
BETHESDA MISSION P.O. BOX 3041 HARRISBURG, PA 17105	N/A	PUBLIC	TO EXPAND THE DENTAL AND MEDICAL HEALTH NEEDS OF THE MEDICALLY UNDERSERVED, UNDERINSURED AND	112,500.
BUTLER MEMORIAL HOSPITAL ONE HOSPITAL WAY BUTLER, PA 16001-4697	N/A	PUBLIC	TO SUPPORT THE MATERNAL SERVICES PROGRAM (MSP) WHICH PROVIDES A VARIETY OF COORDINATED SERVICES	150,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				4,507,735.
b Approved for future payment				
ACHIEVA 711 BINGHAM STREET PITTSBURGH, PA 15203	N/A	PUBLIC	TO SUPPORT THE PILOT WAITING LIST REDUCTION INITIATIVE: AN INNOVATIVE SOLUTION TO REDUCE WAITING LIST	150,000.
BERKS VISITING NURSE ASSOCIATION 1170 BERKSHIRE BOULEVARD WYOMISSING, PA 19610	N/A	PUBLIC	TO EXPAND A CHRONIC CARE MANAGEMENT PROGRAM SERVING BERKS COUNTY NON-HOMEBOUND PATIENTS WITH	50,000.
BETHESDA MISSION P.O. BOX 3041 HARRISBURG, PA 17105	N/A	PUBLIC	TO EXPAND THE DENTAL AND MEDICAL HEALTH NEEDS OF THE MEDICALLY UNDERSERVED, UNDERINSURED AND	57,500.
Total SEE CONTINUATION SHEET(S) ▶ 3b				1,608,815.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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	179,042.	
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	256,793.	
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.		435,835.	0.
13 Total. Add line 12, columns (b), (d), and (e)				435,835.	0.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]


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


- | | | Yes | No |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		May the IRS discuss this return with the preparer shown below (see instr. 1)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	 Signature of officer or trustee	10-25-03 Date	

Paid Preparer Use Only	Print/Type preparer's name EUGENE J. LOGAN	Preparer's signature  EUGENE J. LOGAN CPA	Date 10/1/13	Check <input type="checkbox"/> if self-employed	PTIN P00227231
	Firm's name ▶ ALPERN ROSENTHAL			Firm's EIN ▶ 25-1724342	
	Firm's address ▶ 339 SIXTH AVENUE, 8TH FL PITTSBURGH, PA 15222-2525			Phone no. 412-281-2501	

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

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

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

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

Type or print	Enter filer's identifying number, see instructions	
Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or	
HIGHMARK FOUNDATION	25-1876666	
Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)	
120 FIFTH AVENUE, NO. 922		
City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
PITTSBURGH, PA 15222		

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

HIGHMARK FOUNDATION

• The books are in the care of **120 FIFTH AVENUE, SUITE 924 - PITTSBURGH, PA 15222**

Telephone No. **412-544-6902**

FAX No.

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**

5 For calendar year **2012**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

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

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	22,844.
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	\$	44,266.
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 **CPA**

Date **2/26/13**

Form 8868 (Rev. 1-2013)

HIGHMARK FOUNDATION

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CATHOLIC CHARITIES, DIOCESE OF PITTSBURGH, INC. 212 NINTH STREET PITTSBURGH, PA 15222	N/A	PUBLIC	TO INCREASE ACCESS TO PRIMARY HEALTH, DENTAL AND SPECIALTY CARE FOR UNDERSERVED POPULATIONS IN	500,000.
CENTRAL OUTREACH RESOURCE AND REFERRAL CENTER 1860 CENTRE AVENUE PITTSBURGH, PA 15219	N/A	PUBLIC	TO ESTABLISH THE COOL PROGRAM: A COMPREHENSIVE INITIATIVE TO INCREASE HIV/AIDS TESTING IN	50,000.
CENTRAL SUSQUEHANNA INTERMEDIATE UNIT - CENTER FOR SAFE SCHOOLS 275 GRANDVIEW AVENUE, SUITE 200 CAMP HILL, PA 17011	N/A	PUBLIC	SPONSORSHIP FOR "KEEPING OUR CHILDREN SAFE: STRATEGIES FOR SCHOOLS AND COMMUNITIES"	7,500.
CENTRAL SUSQUEHANNA INTERMEDIATE UNIT 275 GRANDVIEW AVENUE, SUITE 200 CAMP HILL, PA 17011	N/A	PUBLIC	TO STRENGTHEN AND PROMOTE SUSTAINABILITY OF BULLYING PREVENTION EFFORTS IN PENNSYLVANIA.	591,000.
CHATHAM UNIVERSITY WOODLAND ROAD PITTSBURGH, PA 15232	N/A	PUBLIC	TO FUND THE INTEGRATION OF SIMULATION TRAINING IN CHATHAM'S ACADEMIC PROGRAMS.	60,250.
CHILDREN'S INSTITUTE 1405 SHADY AVENUE PITTSBURGH, PA 15217	N/A	PUBLIC	PRESENTING SPONSOR FOR FARM TO SCHOOL TO COMMUNITY CONFERENCE.	15,000.
CHILDREN'S INSTITUTE 1405 SHADY AVENUE PITTSBURGH, PA 15217	N/A	PUBLIC	SPONSORSHIP TO SUPPORT FRAGRANCE FREE, AN EDUCATIONAL PROGRAM WITH AN EMPHASIS ON FRAGRANCES IN THE	12,500.
CITY OF HARRISBURG 10 NORTH SECOND STREET SUITE 401 HARRISBURG, PA 17101-1686	N/A	PUBLIC	TO FUND THE IRONKID CHALLENGE LET'S MOVE PROGRAM, WHICH REQUIRES CHILDREN TO REGISTER FOR	25,000.
CITY OF PARKERSBURG #1 GOVERNMENT SQUARE PARKERSBURG, WV 26101	N/A	PUBLIC	ADVERTISE AND PROMOTE CARD USE AT LOCAL FARMERS MARKET TO INCREASE HEALTHY FOOD ACCESS TO UNDERSERVED	5,000.
COMMUNITY HEALTH CLINIC OF BUTLER COUNTY 103 BONNIE DRIVE BUTLER, PA 16002	N/A	PUBLIC	TO PROVIDE CONTINUED SUPPORT OF A MULTIFACETED DIABETES MANAGEMENT PROGRAM THAT PROVIDES	50,000.
Total from continuation sheets				4,144,235.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CORRY AREA FREE CLINIC 612 SMITH STREET CORY, PA 16407	N/A	PUBLIC	TO SUPPORT CORRY AREA FREE CLINIC.	71,099.
EDUCATING TEENS ABOUT HIV/AIDS 1425 PENNSYLVANIA AVENUE PITTSBURGH, PA 15233	N/A	PUBLIC	TO SUPPORT LIVE LIFE WITHOUT THE DISEASE SERIES THAT FOCUSES ON ADOLESCENT HEALTH AND PROMOTES HEALTHY	50,000.
EVERY CHILD, INC. 6401 PENN AVENUE, SUITE 300 PITTSBURGH, PA 15206	N/A	PUBLIC	TO SUPPORT THE DOULA PREGNANCY AND PARENTING SUPPORT PROGRAM.	52,500.
FAMILY FIRST HEALTH 116 SOUTH GEORGE STREET YORK, PA 17401	N/A	PUBLIC	TO INCREASE DENTAL CARE FOR THE UNDERSERVED IN RURAL ADAMS COUNTY.	100,000.
FAMILY HOSPICE AND FAMILY CARE 50 MOFFETT ST. PITTSBURGH, PA 15243	N/A	PUBLIC	TO FUND A FULL-TIME COORDINATOR AND TWO PART-TIME PROGRAM SUPPORT PEOPLE FOR THEIR TRANSITIONS	31,226.
FAMILY RESOURCES STEVENSON BUILDING 141 SOUTH HIGHLAND AVENUE PITTSBURGH, PA 15206	N/A	PUBLIC	TO IMPLEMENT THE EVIDENCE-BASED PROGRAM CALLED RE-CHARGE, AN AFTERSCHOOL PROGRAM TO PRACTICE GOOD	39,359.
FORBES HEALTH FOUNDATION 2570 HAYMAKER ROAD MONROEVILLE, PA 15146	N/A	PUBLIC	TO ESTABLISH REDEFINING VALUE IN CARE: A PATIENT FOCUSED AND PHYSICIAN LED INITIATIVE	80,000.
GATEWAY S.D.-GATEWAY MIDDLE SCHOOL 4450 OLD WILLIAM PENN HIGHWAY MONROEVILLE, PA 15146	N/A	PUBLIC	TO SUPPORT FINANCIAL AWARDS TO 12 SUPER+ SCHOOL CHALLENGE SCHOOLS FOR DATA COLLECTION.	1,000.
GRANTMAKERS IN HEALTH 1100 CONNECTICUT AVENUE, N.W. WASHINGTON, DC 20036	N/A	PUBLIC	SPONSORSHIP OF THE GRANTMAKERS IN HEALTH ISSUES DIALOGUE, RETURNING THE MOUTH TO THE BODY: INTEGRATING	5,000.
HOLY FAMILY INSTITUTE 8235 OHIO RIVER BOULEVARD PITTSBURGH, PA 15202-1594	N/A	PUBLIC	TO SUPPORT A PLANNING GRANT TO ASSIST WITH THE CREATION OF THE HEALTHY YOUTH AND FAMILY LIVING PROGRAM.	12,324.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HOLY FAMILY INSTITUTE 8235 OHIO RIVER BOULEVARD PITTSBURGH, PA 15202-1594	N/A	PUBLIC	TO ESTABLISH THE HEALTHY FOR LIFE PROGRAM FOCUSED ON OVERCOMING BARRIERS TO HEALTHY EATING FACED	114,120.
HOSANNA HOUSE 807 WALLACE AVENUE WILKINSBURG, PA 15221	N/A	PUBLIC	TO FUND A YEAR-ROUND SUMMER SWIMMING PROGRAM DESIGNED TO INCREASE PROVIDING PHYSICAL ACTIVITY AND	30,000.
HOSPITAL COUNCIL OF WESTERN PENNSYLVANIA 500 COMMONWEALTH DRIVE WARRENDALE, PA 15086	N/A	PUBLIC	TO FUND A BASELINE HEALTH LITERACY CONSUMER SURVEY TO BE ADMINISTERED TO APPROXIMATELY 1,000	45,000.
JEWISH HEALTHCARE FOUNDATION 650 SMITHFIELD STREET SUITE 2440 PITTSBURGH, PA 15222	N/A	PUBLIC	TO SUPPORT THE SALARY OF A PART-TIME EXECUTIVE DIRECTOR OF THE PENNSYLVANIA HEALTH FUNDERS	15,000.
JOHN J. KANE REGIONAL CENTERS 955 RIVERMONT DRIVE PITTSBURGH, PA 15207	N/A	PUBLIC	EFFECTIVE IDENTIFICATION, PREVENTION AND TREATMENT OF IN-HOUSE PRESSURE ULCERS	100,000.
KIDSPEACE 1650 BROADWAY DRIVE BETHLEHEM, PA 18015	N/A	PUBLIC	TO SUPPORT KIDSPEACE DENTAL CLINIC AND DENTAL EDUCATION PROGRAM.	75,000.
LAFAYETTE ELEMENTARY SCHOOL 1000 ST. JOSEPH STREET LANCASTER, PA 17602	N/A	PUBLIC	SCHOLARSHIP AWARD FOR THE OLWEUS QUALITY ASSURANCE SYSTEM PERFORMANCE.	2,500.
LANCASTER COUNTY MEDICAL FOUNDATION 137 EAST WALNUT STREET LANCASTER, PA 17602	N/A	PUBLIC	TO SUPPORT THE SALARY OF A PRESCRIPTION ASSISTANT COORDINATOR FOR PROJECT ACCESS LANCASTER COUNTY TO	36,280.
LANCASTER RECREATION COMMISSION 525 FAIRVIEW AVENUE LANCASTER, PA 17603	N/A	PUBLIC	TO FUND THE HEALTHY SNACK (SMART NUTRITION AND ACTIVITY CHOICES FOR KIDS) PROGRAM.	37,500.
LAUREL HIGHLANDS SENIOR HIGH SCHOOL 304 BAILEY AVENUE UNIONTOWN, PA 15401	N/A	PUBLIC	TO SUPPORT FINANCIAL AWARDS TO 12 SUPER+ SCHOOL CHALLENGE SCHOOLS FOR DATA COLLECTION.	500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LEMOYNE COMMUNITY CENTER 200 FORREST AVENUE WASHINGTON, PA 15301	N/A	PUBLIC	TO CREATE NUTRAFIT, A PHYSICAL FITNESS AND NUTRITION PROGRAM FOR UNDERSERVED WASHINGTON COUNTY YOUTH AND	50,000.
MONONGAHELA VALLEY HOSPITAL, INC. 1163 COUNTRY CLUB ROAD MONONGAHELA, PA 15063-1095	N/A	PUBLIC	TO FUND THE SALARY OF A CLINICAL PHARMACIST TO SUPPORT CARE TRANSITION AND REDUCE HOSPITAL READMISSIONS.	145,860.
MT. CARMEL JR/SR HIGH 600 WEST FIFTH STREET MT. CARMEL, PA 17851	N/A	PUBLIC	TO SUPPORT FINANCIAL AWARDS TO 12 SUPER+ SCHOOL CHALLENGE SCHOOLS FOR DATA COLLECTION.	750.
NESHANNOCK SCHOOL DISTRICT - JR-SR H. S. 3834 MITCHELL ROAD NEW CASTLE, PA 16105	N/A	PUBLIC	TO SUPPORT FINANCIAL AWARDS TO 12 SUPER+ SCHOOL CHALLENGE SCHOOLS FOR DATA COLLECTION.	500.
NORTH SIDE CHRISTIAN HEALTH CENTER 816 MIDDLE STREET PITTSBURGH, PA 15212	N/A	PUBLIC	TO FUND THE SALARIES OF MEDICAL AND DENTAL PROFESSIONALS TO SUPPORT THE INTEGRATION OF ORAL	125,000.
NORTHEASTERN HIGH SCHOOL 300 HIGH STREET MANCHESTER, PA 17345	N/A	PUBLIC	TO SUPPORT FINANCIAL AWARDS TO 12 SUPER+ SCHOOL CHALLENGE SCHOOLS FOR DATA COLLECTION.	750.
NORTHERN LEBANON MIDDLE SCHOOL 345 SCHOOL DRIVE, PO BOX 100 FREDERICKSBURG, PA 17026	N/A	PUBLIC	TO SUPPORT FINANCIAL AWARDS TO 12 SUPER+ SCHOOL CHALLENGE SCHOOLS FOR DATA COLLECTION.	500.
OLIVET BOYS & GIRLS CLUB 1161 PERSHING BLVD READING, PA 19611	N/A	PUBLIC	TO IMPLEMENT THE WANNA PLAY - A PROGRAM THAT INCREASES THE OVERALL FITNESS THROUGH PHYSICAL ACTIVITY AND	33,000.
PARK FOREST MIDDLE SCHOOL 2180 SCHOOL DRIVE STATE COLLEGE, PA 16803	N/A	PUBLIC	TO SUPPORT FINANCIAL AWARDS TO 12 SUPER+ SCHOOL CHALLENGE SCHOOLS FOR DATA COLLECTION.	1,000.
PENNSYLVANIA ACADEMY OF FAMILY PHYSICIANS FOUNDATION 2704 COMMERCE DRIVE, SUITE A HARRISBURG, PA 17110-9365	N/A	PUBLIC	LEAD SPONSORSHIP OF THE BULLYING AND CHILDHOOD OBESITY CONTINUING MEDICAL EDUCATION SERIES TO BE	30,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PENNSYLVANIA PUBLIC HEALTH ASSOCIATION 260 SOUTH BROAD STREET, 18TH FLOOR PHILADELPHIA, PA 19102	N/A	PUBLIC	TO SUPPORT THE CORPORATE PARTNERS IN PUBLIC HEALTH RECEPTION TO BE HELD IN CONJUNCTION WITH	5,000.
PENNSYLVANIA STATE UNIVERSITY 110 TECHNOLOGY CENTER BUILDING UNIVERSITY PARK, PA 16802	N/A	PUBLIC	TO SUPPORT THE CONTINUATION OF NRG POWERED BY CHOICE PROGRAM ACTIVITIES FOR 2008-2011.	180,126.
PLAINFIELD ELEMENTARY 539 SCHOOL ROAD NAZARETH, PA 18064	N/A	PUBLIC	TO SUPPORT FINANCIAL AWARDS TO 12 SUPER+ SCHOOL CHALLENGE SCHOOLS FOR DATA COLLECTION.	500.
PRIMARY HEALTH NETWORK 100 SHENANGO AVENUE SHARON, PA 16146	N/A	PUBLIC	TO FUND THE SALARY OF A DENTAL HYGIENIST TO WORK IN THREE DENTAL LOCATIONS.	41,775.
SACRED HEARTH HOSPITAL 421 CHEW STREET ALLENTOWN, PA 18102-3490	N/A	PUBLIC	TO SUSTAIN THE OPERATION OF FIVE SCHOOL-BASED HEALTH CENTERS LOCATED IN THE ALLENTOWN SCHOOL	60,000.
SALVATION ARMY 1122 GREEN STREET, POB 61798 HARRISBURG, PA 17106-1798	N/A	PUBLIC	TO EXPAND SERVICES TO THE AFTERSCHOOL AND YOUTH ENRICHMENT PROGRAM.	37,086.
SCHENLEY HEIGHTS YOUTH DEVELOPMENT CORPORATION 3171 EWART DRIVE PITTSBURGH, PA 15219	N/A	PUBLIC	TO EXPAND THE PHYSICAL ACTIVITY AND ENRICHMENT FOR YOUTH PROGRAM.	34,325.
SERRA CATHOLIC 200 HERSHEY DRIVE MCKEESPORT, PA 15132	N/A	PUBLIC	TO SUPPORT FINANCIAL AWARDS TO 12 SUPER+ SCHOOL CHALLENGE SCHOOLS FOR DATA COLLECTION.	1,000.
SOUTH HANOVER ELEMENTARY SCHOOL 15 WEST THIRD STREET HERSHEY, PA 17033	N/A	PUBLIC	TO SUPPORT FINANCIAL AWARDS TO 12 SUPER+ SCHOOL CHALLENGE SCHOOLS FOR DATA COLLECTION.	1,000.
SOUTHEAST LANCASTER HEALTH SERVICES 625 SOUTH DUKE STREET, POB 598 LANCASTER, PA 17608-0598	N/A	PUBLIC	TO FUND TWO EFDH IN ORDER TO INCREASE PATIENT VISITS, IMPROVE EFFICIENCIES, INCREASE DENTAL	50,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SPANISH AMERICAN CIVIC ASSOCIATION 545 PERSHING AVENUE LANCASTER, PA 17602	N/A	PUBLIC	TO SUPPORT THE CONTINUATION OF THE HIV/AIDS EARLY INTERVENTION PROGRAM THAT PROVIDES	37,500.
SQUIRREL HILL HEALTH CENTER 200 JHF DRIVE PITTSBURGH, PA 15217	N/A	PUBLIC	TO FUND A FULL TIME EXPANDED FUNCTION DENTAL HYGIENIST.	41,270.
STRONG WOMEN, STRONG GIRLS 1901 CENTRE AVENUE, SUITE 103 PITTSBURGH, PA 15219	N/A	PUBLIC	TO PILOT STRONG WOMEN STRONG GIRLS GET ACTIVE! PHYSICAL FITNESS AND NUTRITION CURRICULUM TO ADDRESS	116,200.
THE CHILDREN'S HOME & LEMIEUX FAMILY CENTER 5324 PENN AVENUE PITTSBURGH, PA 15224	N/A	PUBLIC	TO SUPPORT NURSING STAFF SALARIES AND NURSE EDUCATION FOR THE PEDIATRIC SPECIALTY HOSPITAL.	50,000.
TITUSVILLE MIDDLE SCHOOL 415 WATER STREET TITUSVILLE, PA 16354	N/A	PUBLIC	TO SUPPORT FINANCIAL AWARDS TO 12 SUPER+ SCHOOL CHALLENGE SCHOOLS FOR DATA COLLECTION.	1,000.
UNIONTOWN HOSPITAL 500 W. BERKLEY ST. UNIONTOWN, PA 15401	N/A	PUBLIC	TO SUPPORT THE SALARY OF THE WOUND CARE ASSOCIATE, PHYSICIAN, COMMUNITY AND PATIENT EDUCATION AND	52,690.
UNIVERSITY OF PITTSBURGH SCHOOL OF DENTAL MEDICINE 3501 TERRACE STREET PITTSBURGH, PA 15261-1933	N/A	PUBLIC	TO PURCHASE EQUIPMENT FOR TWO NEW OPERATORIES IN THE DEPARTMENT OF PEDIATRIC DENTISTRY.	175,000.
WESTMONT-HILLTOP MIDDLE SCHOOL 827 DIAMOND BLVD. JOHNSTOWN, PA 15905	N/A	PUBLIC	SCHOLARSHIP AWARD FOR THE OLWEUS QUALITY ASSURANCE SYSTEM PERFORMANCE	2,500.
WINDBER RESEARCH INSTITUTE 620 SEVENTH AVE. WINDBER, PA 15963	N/A	PUBLIC	TO CONTINUE ANALYSIS OF THE EVALUATION OUTCOMES AND REPORTING OF DATA RELATED TO HIGHMARK FOUNDATION'S	598,000.
YMCA OF GREATER PITTSBURGH 420 FT. DUQUESNE BOULEVARD PITTSBURGH, PA 15222	N/A	PUBLIC	TO PILOT A CHILDHOOD OBESITY PREVENTION PROGRAM, HEALTHY FAMILY HOME TRAINING CAMP SERVING 72	21,745.
Total from continuation sheets				

25-1876666

3 Grants and Contributions Paid During the Year (Continuation)

223631
05-01-12

HIGHMARK FOUNDATION

25-1876666

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CENTRAL OUTREACH RESOURCE AND REFERRAL CENTER 1860 CENTRE AVENUE PITTSBURGH, PA 15219	N/A	PUBLIC	TO ESTABLISH THE COOL PROGRAM: A COMPREHENSIVE INITIATIVE TO INCREASE HIV/AIDS TESTING IN	50,000.
CONGREGATIONS UNITED FOR NEIGHBORHOOD ACTION (CUNA) 317 NORTH 4TH STREET ALLENTOWN, PA 18102	N/A	PUBLIC	TO SUPPORT THE GREATER LEHIGH VALLEY SUPER UTILIZER AND NEIGHBORHOOD HOT SPOT MODEL TO REDUCE	142,830.
EDUCATING TEENS ABOUT HIV/AIDS 1425 PENNSYLVANIA AVENUE PITTSBURGH, PA 15233	N/A	PUBLIC	TO SUPPORT LIVE LIFE WITHOUT THE DISEASE SERIES THAT FOCUSES ON ADOLESCENT HEALTH AND PROMOTES HEALTHY	25,000.
FORBES HEALTH FOUNDATION 2570 HAYMAKER ROAD MONROEVILLE, PA 15146	N/A	PUBLIC	TO ESTABLISH REDEFINING VALUE IN CARE: A PATIENT FOCUSED AND PHYSICIAN LED INITIATIVE	70,000.
HOLY FAMILY INSTITUTE 8235 OHIO RIVER BOULEVARD PITTSBURGH, PA 15202	N/A	PUBLIC	TO ESTABLISH THE HEALTHY FOR LIFE PROGRAM FOCUSED ON OVERCOMING BARRIERS TO HEALTHY EATING FACED	70,880.
NORTH SIDE CHRISTIAN HEALTH CENTER 816 MIDDLE STREET PITTSBURGH, PA 15212	N/A	PUBLIC	TO FUND THE SALARIES OF MEDICAL AND DENTAL PROFESSIONALS TO SUPPORT THE INTEGRATION OF ORAL	125,000.
PENNSYLVANIA STATE UNIVERSITY 110 TECHNOLOGY CENTER BUILDING UNIVERSITY PARK, PA 16802	N/A	PUBLIC	TO SUPPORT THE CONTINUATION OF NRG POWERED BY CHOICE PROGRAM ACTIVITIES FOR 2008-2011.	680,955.
STRONG WOMEN STRONG GIRLS 1901 CENTRE AVENUE, SUITE 103 PITTSBURGH, PA 15219	N/A	PUBLIC	TO PILOT STRONG WOMEN STRONG GIRLS GET ACTIVE! PHYSICAL FITNESS AND NUTRITION CURRICULUM TO ADDRESS	86,650.
STRONG WOMEN STRONG GIRLS 1901 CENTRE AVENUE, SUITE 103 PITTSBURGH, PA 15219	N/A	PUBLIC	TO PILOT STRONG WOMEN STRONG GIRLS GET ACTIVE! PHYSICAL FITNESS AND NUTRITION CURRICULUM TO ADDRESS	25,000.
WEST VIRGINIA UNIVERSITY FOUNDATION ONE MEDICAL CENTER MORGANTOWN, WV 26506	N/A	PUBLIC	TO SUPPORT A PLANNING GRANT TO ASSIST WITH THE CREATION OF THE MCDOWELL CHOICES PROGRAM.	75,000.
Total from continuation sheets				1,351,315.

Part XV Supplementary Information

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

NAME OF RECIPIENT - ARMSTRONG COUNTY MEMORIAL HOSPITAL

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

NAME OF RECIPIENT - BERKS VISITING NURSE ASSOCIATION

TO EXPAND A CHRONIC CARE MANAGEMENT PROGRAM SERVING BERKS COUNTY
NON-HOMEBOUND PATIENTS WITH CONGESTIVE HEART FAILURE.

NAME OF RECIPIENT - BETHESDA MISSION

TO EXPAND THE DENTAL AND MEDICAL HEALTH NEEDS OF THE MEDICALLY
UNDERSERVED, UNDERINSURED AND UNINSURED IN THE CAPITAL REGION.

NAME OF RECIPIENT - BUTLER MEMORIAL HOSPITAL

TO SUPPORT THE MATERNAL SERVICES PROGRAM (MSP) WHICH PROVIDES A VARIETY
OF COORDINATED SERVICES TO LOW-INCOME AND UNINSURED WOMEN AND THEIR
CHILDREN FROM BIRTH THROUGH AGE FIVE.

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

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

NAME OF RECIPIENT - CENTRAL OUTREACH RESOURCE AND REFERRAL CENTER

TO ESTABLISH THE COOL PROGRAM: A COMPREHENSIVE INITIATIVE TO INCREASE
HIV/AIDS TESTING IN MINORITY AT RISK POPULATIONS.

Part XV | **Supplementary Information**

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

NAME OF RECIPIENT - CENTRAL SUSQUEHANNA INTERMEDIATE UNIT - CENTER FOR
SAFE SCHOOLS

SPONSORSHIP FOR "KEEPING OUR CHILDREN SAFE: STRATEGIES FOR SCHOOLS
AND COMMUNITIES" CONFERENCE TO BE HELD IN MAY 2012 IN HARRISBURG, PA.

NAME OF RECIPIENT - CHILDREN'S INSTITUTE

SPONSORSHIP TO SUPPORT FRAGRANCE FREE, AN EDUCATIONAL PROGRAM WITH AN
EMPHASIS ON FRAGRANCES IN THE WORKPLACE.

NAME OF RECIPIENT - CITY OF HARRISBURG

TO FUND THE IRONKID CHALLENGE LET'S MOVE PROGRAM, WHICH REQUIRES
CHILDREN TO REGISTER FOR PARTICIPATION AND TAKE PART IN PHYSICAL
ACTIVITIES AND ACHIEVE STANDARDS TO QUALIFY FOR IRONKID RECOGNITION.

NAME OF RECIPIENT - CITY OF PARKERSBURG

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

NAME OF RECIPIENT - COMMUNITY HEALTH CLINIC OF BUTLER COUNTY

TO PROVIDE CONTINUED SUPPORT OF A MULTIFACETED DIABETES MANAGEMENT
PROGRAM THAT PROVIDES HIGH-QUALITY EDUCATION, MEDICAL AND DENTAL
SERVICES TO UNINSURED DIABETICS IN BUTLER COUNTY.

NAME OF RECIPIENT - EDUCATING TEENS ABOUT HIV/AIDS

TO SUPPORT LIVE LIFE WITHOUT THE DISEASE SERIES THAT FOCUSES ON
ADOLESCENT HEALTH AND PROMOTES HEALTHY BEHAVIORS ACROSS LIFE STAGES.

NAME OF RECIPIENT - FAMILY HOSPICE AND FAMILY CARE

Part XV | **Supplementary Information**

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

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

NAME OF RECIPIENT - FAMILY RESOURCES

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

NAME OF RECIPIENT - FORBES HEALTH FOUNDATION

TO ESTABLISH REDEFINING VALUE IN CARE: A PATIENT FOCUSED AND PHYSICIAN
LED INITIATIVE DESIGNED TO DECREASE VARIATION IN CARE: ELIMINATE WASTE
AND ENHANCE PATIENT SATISFACTION.

NAME OF RECIPIENT - GRANTMAKERS IN HEALTH

SPONSORSHIP OF THE GRANTMAKERS IN HEALTH ISSUES DIALOGUE, RETURNING THE
MOUTH TO THE BODY: INTEGRATING ORAL HEALTH AND PRIMARY CARE TO BE HELD
IN WASHINGTON, DC ON APRIL 17, 2012.

NAME OF RECIPIENT - HOLY FAMILY INSTITUTE

TO ESTABLISH THE HEALTHY FOR LIFE PROGRAM FOCUSED ON OVERCOMING
BARRIERS TO HEALTHY EATING FACED BY YOUTH AGES 14-17 AND FAMILIES
IN-COMMUNITY FAMILY STABILIZATION PROGRAM AND YOUTH IN RESIDENTIAL
CARE.

NAME OF RECIPIENT - HOSANNA HOUSE

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

Part XV | **Supplementary Information**

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

NAME OF RECIPIENT - HOSPITAL COUNCIL OF WESTERN PENNSYLVANIA
TO FUND A BASELINE HEALTH LITERACY CONSUMER SURVEY TO BE ADMINISTERED
TO APPROXIMATELY 1,000 RESIDENTS OF ALLEGHENY COUNTY.

NAME OF RECIPIENT - JEWISH HEALTHCARE FOUNDATION
TO SUPPORT THE SALARY OF A PART-TIME EXECUTIVE DIRECTOR OF THE
PENNSYLVANIA HEALTH FUNDERS COLLABORATIVE.

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

NAME OF RECIPIENT - LEMOYNE COMMUNITY CENTER
TO CREATE NUTRAFIT, A PHYSICAL FITNESS AND NUTRITION PROGRAM FOR
UNDERSERVED WASHINGTON COUNTY YOUTH AND FAMILIES.

NAME OF RECIPIENT - NORTH SIDE CHRISTIAN HEALTH CENTER
TO FUND THE SALARIES OF MEDICAL AND DENTAL PROFESSIONALS TO SUPPORT THE
INTEGRATION OF ORAL HEALTH AND PRIMARY CARE.

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

NAME OF RECIPIENT - PENNSYLVANIA ACADEMY OF FAMILY PHYSICIANS FOUNDATION

Part XV Supplementary Information

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

LEAD SPONSORSHIP OF THE BULLYING AND CHILDHOOD OBESITY CONTINUING
MEDICAL EDUCATION SERIES TO BE HELD IN HERSHEY, PA AND FARMINGTON, PA
IN THE FALL OF 2011 AND SPRING OF 2012.

NAME OF RECIPIENT - PENNSYLVANIA PUBLIC HEALTH ASSOCIATION
TO SUPPORT THE CORPORATE PARTNERS IN PUBLIC HEALTH RECEPTION TO BE HELD
IN CONJUNCTION WITH THE PENNSYLVANIA PUBLIC HEALTH ASSOCIATION
CONFERENCE, "MOVING THE NEEDLE ON PUBLIC HEALTH OUTCOMES," IN
PITTSBURGH, PA ON OCTOBER 11, 2012.

NAME OF RECIPIENT - SACRED HEARTH HOSPITAL
TO SUSTAIN THE OPERATION OF FIVE SCHOOL-BASED HEALTH CENTERS LOCATED IN
THE ALLENTOWN SCHOOL DISTRICT.

NAME OF RECIPIENT - SOUTHEAST LANCASTER HEALTH SERVICES
TO FUND TWO EFDH IN ORDER TO INCREASE PATIENT VISITS, IMPROVE
EFFICIENCIES, INCREASE DENTAL EMERGENCY PATIENTS, IMPROVE DENTAL VISITS
AND INCREASE THE PERCENTAGE OF PREVENTIVE PROCEDURES.

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

NAME OF RECIPIENT - STRONG WOMEN, STRONG GIRLS
TO PILOT STRONG WOMEN STRONG GIRLS GET ACTIVE! PHYSICAL FITNESS AND
NUTRITION CURRICULUM TO ADDRESS OBESITY IN 40-50 AFRICAN AMERICAN GIRLS
IN GRADES 3-5.

Part XV | **Supplementary Information**

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

NAME OF RECIPIENT - UNIONTOWN HOSPITAL

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

NAME OF RECIPIENT - WINDBER RESEARCH INSTITUTE

TO CONTINUE ANALYSIS OF THE EVALUATION OUTCOMES AND REPORTING OF DATA
RELATED TO HIGHMARK FOUNDATION'S BULLYING PREVENTION EFFORTS.

NAME OF RECIPIENT - YMCA OF GREATER PITTSBURGH

TO PILOT A CHILDHOOD OBESITY PREVENTION PROGRAM, HEALTHY FAMILY HOME
TRAINING CAMP SERVING 72 FAMILIES RESIDING IN UNDERSERVED COMMUNITIES.

NAME OF RECIPIENT - YOUTH PLACES

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

Part XV | **Supplementary Information**

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

NAME OF RECIPIENT - ACHIEVA

TO SUPPORT THE PILOT WAITING LIST REDUCTION INITIATIVE: AN INNOVATIVE
SOLUTION TO REDUCE WAITING LIST FOR BASIC SUPPORTIVE AND HEALTH CARE
SERVICES.

NAME OF RECIPIENT - BERKS VISITING NURSE ASSOCIATION

TO EXPAND A CHRONIC CARE MANAGEMENT PROGRAM SERVING BERKS COUNTY
NON-HOMEBOUND PATIENTS WITH CONGESTIVE HEART FAILURE.

NAME OF RECIPIENT - BETHESDA MISSION

TO EXPAND THE DENTAL AND MEDICAL HEALTH NEEDS OF THE MEDICALLY
UNDERSERVED, UNDERINSURED AND UNINSURED IN THE CAPITAL REGION.

NAME OF RECIPIENT - CENTRAL OUTREACH RESOURCE AND REFERRAL CENTER

TO ESTABLISH THE COOL PROGRAM: A COMPREHENSIVE INITIATIVE TO INCREASE
HIV/AIDS TESTING IN MINORITY AT RISK POPULATIONS.

NAME OF RECIPIENT - CONGREGATIONS UNITED FOR NEIGHBORHOOD ACTION (CUNA)

TO SUPPORT THE GREATER LEHIGH VALLEY SUPER UTILIZER AND NEIGHBORHOOD
HOT SPOT MODEL TO REDUCE EMERGENCY ROOM USE AND HOSPITAL READMISSIONS
IN THE LEHIGH VALLEY.

NAME OF RECIPIENT - EDUCATING TEENS ABOUT HIV/AIDS

TO SUPPORT LIVE LIFE WITHOUT THE DISEASE SERIES THAT FOCUSES ON
ADOLESCENT HEALTH AND PROMOTES HEALTHY BEHAVIORS ACROSS LIFE STAGES.

NAME OF RECIPIENT - FORBES HEALTH FOUNDATION

TO ESTABLISH REDEFINING VALUE IN CARE: A PATIENT FOCUSED AND PHYSICIAN

Part XV | **Supplementary Information**

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

LED INITIATIVE DESIGNED TO DECREASE VARIATION IN CARE: ELIMINATE WASTE
AND ENHANCE PATIENT SATISFACTION.

NAME OF RECIPIENT - HOLY FAMILY INSTITUTE
TO ESTABLISH THE HEALTHY FOR LIFE PROGRAM FOCUSED ON OVERCOMING
BARRIERS TO HEALTHY EATING FACED BY YOUTH AGES 14-17 AND FAMILIES
IN-COMMUNITY FAMILY STABILIZATION PROGRAM AND YOUTH IN RESIDENTIAL
CARE.

NAME OF RECIPIENT - NORTH SIDE CHRISTIAN HEALTH CENTER
TO FUND THE SALARIES OF MEDICAL AND DENTAL PROFESSIONALS TO SUPPORT THE
INTEGRATION OF ORAL HEALTH AND PRIMARY CARE.

NAME OF RECIPIENT - STRONG WOMEN STRONG GIRLS
TO PILOT STRONG WOMEN STRONG GIRLS GET ACTIVE! PHYSICAL FITNESS AND
NUTRITION CURRICULUM TO ADDRESS OBESITY IN 40-50 AFRICAN AMERICAN GIRLS
IN GRADES 3-5.

NAME OF RECIPIENT - STRONG WOMEN STRONG GIRLS
TO PILOT STRONG WOMEN STRONG GIRLS GET ACTIVE! PHYSICAL FITNESS AND
NUTRITION CURRICULUM TO ADDRESS OBESITY IN 40-50 AFRICAN AMERICAN GIRLS
IN GRADES 3-5.

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
14,392 SHARES MONSANTO COMPANY	1,163,088.	907,560.	0.	0.	255,528.	09/29/08 06/27/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
250,000 ECOLAB INC SR BOND	251,148.	249,883.	0.	0.	1,265.	08/06/12 10/17/12

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	256,793.

FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	4,250.	0.		3,125.
TO FM 990-PF, PG 1, LN 16A	4,250.	0.		3,125.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	22,135.	0.		21,000.
TO FORM 990-PF, PG 1, LN 16B	22,135.	0.		21,000.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	22,844.	0.		0.
TO FORM 990-PF, PG 1, LN 18	22,844.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER FOUNDATION EXPENSES	5,963.	0.		5,963.
ETools FOR SCHOOLS USED IN HIGHMARK HEALTHY HIGH 5 PROGRAM	1,278,573.	0.		0.
OTHER HIGHMARK HEALTHY HIGH 5 PROGRAM RELATED EXPENSES	1,101,213.	0.		1,227,444.
TO FORM 990-PF, PG 1, LN 23	2,385,749.	0.		1,233,407.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
CHANGE IN UNREALIZED GAIN ON AVAILABLE-FOR-SALE INVESTMENTS	46,588.
TOTAL TO FORM 990-PF, PART III, LINE 5	46,588.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FNMA	X		755,573.	755,573.
FNMA	X		766,920.	766,920.
FNMA	X		251,758.	251,758.
FNMA	X		260,620.	260,620.
FEDERAL HOME LOAN BANK	X		301,329.	301,329.
FEDERAL HOME LOAN BANK	X		1,000,200.	1,000,200.
FEDERAL HOME LOAN BANK	X		1,000,300.	1,000,300.
FEDERAL FARM CREDIT BANK	X		1,000,070.	1,000,070.
FEDERAL FARM CREDIT BANK	X		1,500,045.	1,500,045.
FEDERAL HOME LOAN BANK	X		546,650.	546,650.
FEDERAL HOME LOAN BANK	X		504,225.	504,225.
FNMA	X		251,373.	251,373.
FNMA	X		1,000,150.	1,000,150.
FNMA	X		1,004,390.	1,004,390.
PRIOR YEAR U.S. OBLIGATIONS	X		0.	0.
FEDERAL HOME LOAN BANK	X		1,000,340.	1,000,340.
TOTAL U.S. GOVERNMENT OBLIGATIONS			11,143,943.	11,143,943.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			11,143,943.	11,143,943.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PRIOR YEAR COMMON STOCK	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	0.	0.

FORM 990-PF

CORPORATE BONDS

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BECTON DICKINSON	505,750.	505,750.
DISNEY WALT CO.	259,708.	259,708.
GENERAL ELECTRIC CAP CORP.	250,318.	250,318.
MEDTRONIC INC.	262,692.	262,692.
HEWLETT PACKARD CO.	499,995.	499,995.
USAA CAPITAL CORP.	251,118.	251,118.
COLGATE-PALMOLIVE CO.	534,195.	534,195.
AMERICAN HONDA FINANCE	754,230.	754,230.
ANHEUSER-BUSH INBEV	502,310.	502,310.
BERKSHIRE HATHAWAY	500,895.	500,895.
GENERAL ELECTRIC CO.	250,880.	250,880.
ILLINOIS TOOL WORKS	211,390.	211,390.
MERRILL LYNCH & CO.	520,325.	520,325.
PNC FUNDING GROUP	775,170.	775,170.
SIMON PROPERTY GROUP	259,313.	259,313.
3M COMPANY	153,837.	153,837.
TOYOTA MOTOR CREDIT CORP	251,778.	251,778.
UNITED HEALTH GROUP	250,818.	250,818.
BANK OF MONTREAL	262,060.	262,060.
VOLKSWAGEN INTL FIN	262,283.	262,283.
PRIOR YEAR CORPORATE BONDS	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,519,065.	7,519,065.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
C. MICHAEL BLACKWOOD 120 FIFTH AVENUE, FIFTH AVENUE PLACE PITTSBURGH, PA 15222	DIRECTOR 1.00	0.	0.	0.
JANINE K. COLINEAR 120 FIFTH AVENUE, FIFTH AVENUE PLACE PITTSBURGH, PA 15222	DIRECTOR/TREASURER 1.00	0.	0.	0.
THOMAS J. ROHNER, JR. M.D. 120 FIFTH AVENUE, FIFTH AVENUE PLACE PITTSBURGH, PA 15222	DIRECTOR 1.00	0.	0.	0.
DANIEL A. ONORATO 120 FIFTH AVENUE, FIFTH AVENUE PLACE PITTSBURGH, PA 15222	DIRECTOR/CHAIRPERSON 1.00	0.	0.	0.
DORIS CARSON WILLIAMS 120 FIFTH AVENUE, FIFTH AVENUE PLACE PITTSBURGH, PA 15222	DIRECTOR/VICE CHAIRPERSON 1.00	0.	0.	0.
YVONNE C. COOK 120 FIFTH AVENUE, FIFTH AVENUE PLACE PITTSBURGH, PA 15222	PRESIDENT 40.00	0.	0.	0.
EDWARD A. BITTNER, JR. 120 FIFTH AVENUE, FIFTH AVENUE PLACE PITTSBURGH, PA 15222	SECRETARY 1.00	0.	0.	0.
DAVID P. GAERTNER 120 FIFTH AVENUE, FIFTH AVENUE PLACE PITTSBURGH, PA 15222	ASSISTANT SECRETARY 1.00	0.	0.	0.
EVAN S. FRAZIER 120 FIFTH AVENUE, FIFTH AVENUE PLACE PITTSBURGH, PA 15222	DIRECTOR 1.00	0.	0.	0.

HIGHMARK FOUNDATION

25-1876666

JUDY SJOSTEDT
120 FIFTH AVENUE, FIFTH AVENUE
PLACE
PITTSBURGH, PA 15222

DIRECTOR

1.00

0.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0.

0.

0.

FORM 990-PF

CASH DEEMED CHARITABLE EXPLANATION STATEMENT
PART X, LINE 4

STATEMENT 11

HIGHMARK FOUNDATION IS A TAX-EXEMPT PRIVATE FOUNDATION REPORTING ON A CALENDAR-YEAR BASIS. HIGHMARK FOUNDATION WAS FORMED TO PROMOTE LIFELONG, HEALTHY BEHAVIORS IN CHILDREN AND ADOLESCENTS AGES 6-18 TO ENSURE THAT THEY HAVE HEALTHY BODIES AND MINDS. HIGHMARK FOUNDATION CONTRIBUTES \$17.2 MILLION EACH YEAR TO SUPPORT THESE CAUSES. ON AVERAGE, THIS REPRESENTS APPROXIMATELY 60% OF THEIR ASSET BALANCE. AS SUCH, HIGHMARK FOUNDATION NEEDS TO HAVE A LARGE AMOUNT OF CASH ON HAND ON A MONTHLY BASIS. WHEN COMPLETING PART X, LINE 4 OF ITS FORM 990PF, HIGHMARK FOUNDATION CALCULATED ITS CASH DEEMED HELD FOR CHARITABLE ACTIVITIES AS \$480,628, WHICH REPRESENTS THE AVERAGE AMOUNT OF CONTRIBUTIONS MADE EACH MONTH.

2012 Form 990-PF: Return of Private Foundation
Highmark Foundation
25-1876666

Part IX-A - Summary of Direct Charitable Activities

Since its inception in 2000, the Highmark Foundation has made a lasting impact in the communities Highmark served by taking the steps necessary to improve the overall health and well-being of its residents. Throughout 2012, the Foundation continued to stand behind its mission by awarding a series of grants, sponsorships and educational support, totaling more than \$5.3 million, and since 2000 awarding over \$100 million to charitable organizations and hospitals across Pennsylvania.

Highmark Foundation approaches grant making proactively, engaging the health care community and utilizing research to identify areas of need in which Foundation funding will make a profound difference. The foundation has also created urgency around many public health issues facing the region. It is achieving its mission by funding strategic and evidence-based health care initiatives that educate, protect and ultimately improve the overall well-being of the large population it serves.

A major portion of the Foundation's history is its unparalleled dedication to improving children's health throughout the region. The Foundation was a catalyst in addressing the childhood obesity epidemic facing our region and, ultimately, our nation. In 2006, the Foundation introduced Highmark Healthy High 5, a children's health promotion initiative that supported lifelong good health for children and adolescents ages 6-18. Two major focus areas from that initiative – bullying prevention and childhood obesity – still remain an integral part of the Foundation's work.

The Foundation also funds innovative health care programs for diverse populations. Whether the population is located in an urban, suburban or rural area, it supports programs that reach vulnerable or at-risk individuals such as the elderly, the poor, individuals with special needs and minority populations. These programs have included pilot projects, model programs, expansion plans and well-established initiatives.

Currently, the Highmark Foundation has four key funding categories in place for its grant making efforts:

- Chronic Disease
- Family Health
- Healthy Communities
- Service Delivery Systems

Finally, the Foundation has a three-pronged approach to its work.

- Public Health
- Systems Change
- Thought Leadership

Below is a list of the Foundation's largest direct charitable activities.

1. Innerlink Inc., - in partnership with the Highmark Foundation developed "Health eTools for Schools" a web-based portal that supports policy change within Pennsylvania schools and provides a secure method to calculate, track and report student body mass index (BMI) in a format required by the PA Department of Health. Health eTools for Schools also provides standards-based nutrition and physical activities introduced during core academic instructional time. \$1,278,573
2. Windber Research Institute – to continue analysis of the evaluation outcomes and reporting of data related to bullying Prevention efforts in Pennsylvania. \$ 598,000
3. Center for Schools and Communities – to strengthen and promote sustainability of bullying prevention efforts in Pennsylvania. \$ 591,000
4. North Side Christian Health Center – to fund the salaries of medical and dental professionals to support the integration of oral health and primary care. \$ 250,000

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Part XV Line 2a

For application submission, contact the representative in your area.

Area served

Contact

Western Pennsylvania

Christina L. Wilds, DrPH
Senior Program Officer
120 Fifth Avenue
FAP 1733
Pittsburgh, PA 15222
412-544-3243

Central Pennsylvania

Rosemary Browne
Program Officer
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West Virginia

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Part XV Line 2b

Proposal Process

The Foundation awards programmatic grants in the area of health to non-profit organizations and hospitals. The Foundation defines health broadly to include social, behavioral and other dimensions beyond illness or disease. The grant making process is performed primarily through invited proposals or requests for proposals. The Foundation awards grants in two ways:

1. Invited Proposals – are target specific audiences and activities identified by the Foundation. Unlike request for proposals (RFPs), these proposals involve the participation of a specific entity and may represent a longer-term commitment from both the grant recipient and the Foundation. All phases of the project must be acceptable to the Foundation prior to funding, including estimated costs, timelines and expected results.
2. Request for Proposals – will be issued periodically related to specific health topics. Organizations with demonstrated capacity or evidence of strong potential to mount successful projects with respect to the target health topics will be invited to submit a proposal in response to the RFP. A limited number of grants will be awarded based upon a competitive analysis of the proposals submitted. Grants will be awarded to the applicants deemed to be the most responsive to the RFP requirements.

Proposal Guidelines

To respond to an invited proposal, the following information is required:

1. Organizational overview (history, mission and contact information)
2. A brief statement of the problem
3. A description of the proposed project, including why it is important, its objectives, the target population(s), qualifications of staff, the impact on the community, project start and completion date and a timeline
4. A statement of how the project fits into other work being done in the community, region and/or field
5. A description of what constitutes success and how the organization plans to measure it
6. A description of how the program outcomes will be communicated to relevant audiences
7. The requested amount of funding, an itemized budget of the overall project and an indication of other prospective funding sources
8. General information, including contact person and telephone number
9. A statement declaring that the organization is a public charity as described in sections 501(C)(3) and 509(a)(1),(2) or (3) of the Internal Revenue Code of 1986

Upon receipt and review of the letter of inquiry, the Highmark Foundation will notify the applicant of the status of the request. If it is determined that the request is applicable and/or meets the criteria, the second step is the invitation to submit a formal grant application/proposal.

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Part XV Line 2d

The Highmark Foundation also makes multi-year grants to non-profit agencies and organizations in western and central PA; and West Virginia communities served by Highmark Inc defined as tax exempt under section 501(c)(3) and as public charities under section 509 (a). The Highmark Foundation has focused its attention on a variety of health issues including but not limited to dental/oral health care, health disparities, nursing shortage, and health literacy. In 2012, the Highmark Foundation awarded approximately \$3,153,000 to 27 non-profit organizations for traditional grants. Traditional grants are awarded in four priority areas listed below along with examples of grant funded programs.

- A **Chronic Disease** – Grants funded programs
 - Berks Visiting Nurse Assoc. – to expand a Chronic Care management Program for non-homebound patients with congestive heart failure
 - The Children's Institute – sponsorship to support Fragrance Free, an educational program with an emphasis on fragrances in the workplace
 - Community Health Clinic of Butler County – to provide continued support of a multifaceted diabetes management program that provides high-quality education, medical and dental services to uninsured diabetics in Butler County
- B. **Family Health** - Grants funded programs
 - Butler Memorial Hospital – to support the Maternal Services Program.
 - Holy Family Foundation – to establish the Healthy for Life Program focused on overcoming barriers to healthy eating faced by youth ages 14-17 and their families.
- C **Healthy Communities** – As the newest area of focus, the Foundation is currently working collaboratively with hospitals in the state's rural and neediest communities to support the outcomes from their Community Needs Assessment. In 2013, the Foundation will launch a Request for Proposals, "Addressing Community Health Needs through Hospital Partnerships. The goal is to provide grant funding and resources to encourage joint collaboration, develop interventions and evidence-based approaches to improve quality of care, improve the health of underserved populations and reduce costs
- D **Service Delivery Systems** – Grant funded programs:
 - Congregations United for Neighborhood Action – to support the Super Utilizer and Neighborhood Hot Spot model to reduce emergency room use and hospital readmissions
 - YMCA of Greater Pittsburgh – to pilot a childhood obesity prevention program, Healthy Family Home Training Camp serving 72 families in underserved communities
 - Forbes Health Foundation – to establish Redefining Value in Care. A patient focused and physician led initiative designed to decrease variation in care, eliminate waste and enhance patient satisfaction

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Part XV Line 2d (Continue)

The Foundation also considers numerous factors in deciding whether to fund a specific proposal, including but not limited to the following criteria

- Consistent with the Foundation's goals, strategies and focus.
- Creates models with potential application throughout the Foundation's footprint.
- Demonstrates new and sustainable ways to solve health problems
- Reduces long-term cost or duplication of services and resources.
- Incorporates sound methods of evaluation for long-term program success.
- Improves and assures access to quality health care for underserved populations in urban and rural areas
- Illustrates the effectiveness of early intervention and prevention health programs
- Seeks creative ways to leverage the Foundation's limited dollars.