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 , and ending

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

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 52,866,831

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,395,434	1,385,654		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	1,027,363			
	b Gross sales price for all assets on line 6a 7,245,621				
	7 Capital gain net income (from Part IV, line 2)		285,519		
	8 Net short-term capital gain				
	9 Income modifications			196,404	
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	2,422,797	1,671,173	196,404	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	163,411			
	14 Other employee salaries and wages	18,290			
	15 Pension plans, employee benefits	14,323			
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Stmt 1	11,963			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 2	166,539	17,548		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) Stmt 3	184,825	147,264		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	559,351	164 812	0	0
	25 Contributions, gifts, grants paid	2,272,910			2,272,910
	26 **Total expenses and disbursements** Add lines 24 and 25	2,832,261	164,812	0	2,272,910
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-409,464			
	b **Net investment income** (if negative, enter -0-)		1,506,361		
	c **Adjusted net income** (if negative, enter -0-)			196,404	

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Form **990-PF** (2012)

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Part II		**Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	67,382	8,940	8,940
	2	Savings and temporary cash investments	15,111,604	309,748	309,748
	3	Accounts receivable ▶ 257,324			
		Less allowance for doubtful accounts ▶	171,777	257,324	257,324
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule) Stmt 4	1,996,105	9,709,826	9,709,826
	b	Investments—corporate stock (attach schedule)	30,329,714	36,432,740	36,432,740
	c	Investments—corporate bonds (attach schedule)	4,737,202	6,148,253	6,148,253
	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 ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	52,413,784	52,866,831	52,866,831
Liabilities	17	Accounts payable and accrued expenses	57,492	83,111	
	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 ▶ Deferred tax liability)		130,609	
	23	**Total liabilities** (add lines 17 through 22)	57,492	213,720	
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	52,356,292	52,653,111	
	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 instructions)	52,356,292	52,653,111	
	31	**Total liabilities and net assets/fund balances** (see instructions)	52,413,784	52,866,831	

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	52,356,292
2	Enter amount from Part I, line 27a	2	-409,464
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement 5	3	706,283
4	Add lines 1, 2, and 3	4	52,653,111
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	52,653,111

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Attached Statement 6			
b	See Attached Statement 6			
c	See Attached Statement 6			
d	See Attached Statement 6			
e	See Attached Statement 6			

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

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				0
b				0
c				0
d				0
e				0

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	285,519
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	285,519

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	2,003,296	41,118,268	0 048720
2010	1,713,295	38,659,325	0 044318
2009	1,565,977	32,945,611	0 047532
2008	1,056,320	39,494,309	0 026746
2007	1,388,488	39,454,970	0 035192

2	**Total** of line 1, column (d)	2	0 202508
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 040502
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	52,430,745
5	Multiply line 4 by line 3	5	2,123,550
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	15,064
7	Add lines 5 and 6	7	2,138,614
8	Enter qualifying distributions from Part XII, line 4	8	2,272,910

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________________ (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	15,064
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	15,064
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	15,064
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	56,406		
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	56,406
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	0
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	41,342
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶		41,342	**Refunded** ▶ 11	0

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ARKANSAS			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW BLUEANDYOUFOUNDATIONARKANSAS.ORG

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

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ 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	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20_____ , 20_____ , 20_____ , 20_____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement 7	Stmt ~~.00~~	7 ~~0~~		
	.00	0		
	00	0		
	00	0		

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3	
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	53,177,279
	b	Average of monthly cash balances			1b	51,904
	c	Fair market value of all other assets (see instructions)			1c	
	d	**Total** (add lines 1a, b, and c)			1d	53,229,183
	e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2		Acquisition indebtedness applicable to line 1 assets			2	
3		Subtract line 2 from line 1d			3	53,229,183
4		Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)			4	798,438
5		**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	52,430,745
6		**Minimum investment return.** Enter 5% of line 5			6	2,621,537

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

1		Minimum investment return from Part X, line 6			1	2,621,537
2a		Tax on investment income for 2012 from Part VI, line 5	2a	15,064		
	b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
	c	Add lines 2a and 2b			2c	15,064
3		Distributable amount before adjustments Subtract line 2c from line 1			3	2,606,473
4		Recoveries of amounts treated as qualifying distributions			4	196,404
5		Add lines 3 and 4			5	2,802,877
6		Deduction from distributable amount (see instructions)			6	
7		**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	2,802,877

Part XII Qualifying Distributions (see instructions)

1		Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
	a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	2,272,910
	b	Program-related investments—total from Part IX-B	1b	
2		Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3		Amounts set aside for specific charitable projects that satisfy the		
	a	Suitability test (prior IRS approval required)	3a	
	b	Cash distribution test (attach the required schedule)	3b	
4		**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,272,910
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	15,064
6		**Adjusted qualifying distributions** Subtract line 5 from line 4	6	2,257,846

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				2,802,877
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			2,028 266	
b Total for prior years 20____, 20____, 20____				
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 ▶ $ 2,272,910				
a Applied to 2011, but not more than line 2a			2 028 266	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				244,644
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
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				2,558,233
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
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) N/A

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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

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

SEE ATTACHED STATEMENT 8

c Any submission deadlines

SEE ATTACHED STATEMENT 9

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

SEE ATTACHED STATEMENT 9

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 dunng the year*				
SEE ATTACHED STATEMENT 10				2,272,910
Total			▶ 3a	2,272,910
b *Approved for future payment*				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
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	1,395,434	
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	1,027,363	
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		2,422,797	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,422,797

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

(a) Line no	(b) Amount involved	(c) Name of 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) is based on all information of which preparer has any knowledge

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

Patrick O'Sullivan | 8/15/13 | EXECUTIVE DIRECTOR

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Kevin Horn		8/8/2013		P00372843
Firm's name ▶ BKD LLP			Firm's EIN ▶ 44-0160260	
Firm's address ▶ PO BOX 3667, LITTLE ROCK, AR 72203			Phone no (501) 372-1040	

Stmt 1

Part I, Line 16b (990-PF) - Accounting Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		11,963	0	0	0
	Description				
1	BKD AUDIT FEES	9,653			
2	BKD TAX FEES	2,310			

Stmt 2

Part I, Line 18 (990-PF) - Taxes

		166,539	17,548	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	DEFERRED TAX ON PORTFOLIO GAINS	130,609			
2	EXCISE TAX ESTIMATE CURRENT YEAR	31,008			
3	EXCISE TAX PRIOR YR ADJ TO ACTUAL	-25,770			
4	FOREIGN TAX WITHHOLDING	17,548	17,548		
5	PAYROLL TAX	13,144			

Stmt 3

Part I, Line 23 (990-PF) - Other Expenses

		184,825	147,264	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	CORPORATE DUES	750			
2	PRINTING & POSTAGE	1,298			
3	BANK FEES	36,896	36,896		
4	PORTFOLIO MGMT	110,368	110,368		
5	MISC	35,513			

Stmt
4 (1x2)

Blue and You Foundation for a Healthier Arkansas

STMT 4

Description	2011 Value	2012 Value
ALCOA INC	265,972 50	256,630 00
AMGEN INC	201,366 00	207,930 00
BJ SERVICES CO	119,798 00	122,451 00
BARRICK INTL BARBADOS	0 00	286,782 50
BRASCAN - 7 125%	256,012 50	0 00
BUNGE LTD FINANCE CORP	207,672 30	208,349 46
CSX CORP	100,997.00	0 00
CANADIAN NAT'L RAILWAY	417,016.00	403,152 00
CARGILL INC	413,476 00	200,516 00
CHEVRON	223,194.00	0 00
DIAMOND OFFSHORE DRILL	434,492 00	430,444 00
DOW CHEMICAL CO/THE	108,027.00	103,643 00
DUPONT IE NEMOUR	103,410.00	0 00
FAIRFAX FINANCIAL	134,387 50	0 00
FEDEX CORP 1995 PASS TST	69,302 32	46,928 34
GMAC MTN	246,875 00	0 00
INGERSOLL-RAND CO	184,446 00	183,615.00
IBM CORP	0 00	1,048,650 00
LEXMARK INTL INC	0 00	278,934.30
MONONGAHELA POWER CO	223,630 00	213,212 00
MURPHY OIL	101,554.00	0 00
PEPSICO INC	0 00	250,940 00
MERCK & CO INC	0 00	245,116 00
TECK RESOURCES LIMITED	0 00	214,262.00
TRANSOCEAN INC	307,052 70	302,634 00
VULCAN MATERIALS	204,520 00	204,000 00
WM WRIGLEY JR CO	414,000 00	426,864 00
XSTRATA FINANCE CANADA	0 00	513,200 00
Total Corporate Bonds	**4,737,200.82**	**6,148,253.60**
ARCH COAL INC	0 00	617,076 00
BARRICK GOLD CORP	0 00	875,250 00
BERKSHIRE HATHAWAY INC-CL B	804,965 00	1,269,255 00
CANADIAN PACIFIC	1,488,740 00	0 00
CENOVUS ENERGY INC	1,859,200 00	1,878,240 00
CHEVRON CORP	798,000 00	811,050 00
CONOCOPHILLIPS	1,952,916 00	1,942 665 00
DELL INC	0 00	567,840 00
DOW CHEMICAL CO/THE	1,380,480 00	1,551,811 20
ELI LILLY & CO	980,816 00	1,356,300 00
ENCANA CORP	1,037,680 00	1,501,760 00
EXELIS INC	238,015 00	366,275 00
FAIRFAX FINANCIAL HLDGS	0 00	448,084 05
FAIRFAX FINANCIAL HLDGS	0 00	142,500 00
FAIRFAX FINANCIAL HLDGS LTD	2 910,600 00	2 436,750 00
FIBREK	69,425 00	0 00
FORESTAR GROUP INC	864,422 00	990 114 89
GANNETT CO	312,858 00	421,434 00

Stmt
4 (2x2)

Blue and You Foundation for a Healthier Arkansas

STMT 4

Description	2011 Value	2012 Value
GENERAL MARITIME	990 35	0 00
GOODYEAR TIRE & RUBBER CO	878,540.00	856,220 00
HEWLETT-PACKARD CO	0.00	280,725 00
INMET MINING CORPORATION	841,544.00	978,308 00
LEUCADIA NATIONAL CORP	643,542.00	1,089,582 00
LEXMARK INTERNATIONAL INC-A	0 00	422,058 00
MEMC ELECTRONIC MATERIALS	68,595 40	55,886 10
MERCK & CO INC	1,066,910 00	1,731,762 00
MFC INDUSTRIAL LTD	133,891 00	432,296 55
NEWMONT MINING CORP	2,070,345 00	1,602,180 00
NOKIA CORP-SPON ADR	218,828 00	395,000 00
OVERSEAS SHIPPING GRP	624,103 00	0 00
PERMIAN BASIN ROYALTY TRUST	279,069 00	311,404 00
PFIZER INC	1,861,040 00	2,470,311 05
PHILIPS ELECTRONICS-NY SHR	532,130 00	674,116 00
PHILLIPS 66	0.00	711,540 00
PRECISION DRILLING CORP	219,564 00	177,192.00
RADIOSHACK CORP	0 00	108,968 00
RAYTHEON COMPANY	907,125 00	1,079,250 00
RESOLUTE FOREST PRODUCTS	0 00	26,149 00
SANOFI-ADR	730,800.00	947,600 00
SEAGATE TECHNOLOGY	1,066,000 00	693,576 00
TECK RESOURCES LTD-CLS B	1,970,640.00	2,035,600 00
TECUMSEH PRODUCTS CO-CLASS A	239,700 00	235,620 00
THOMPSON CREEK METALS CO INC	204,624 00	223,170 40
TRANSOCEAN LTD	476,036 00	844,074 00
TSAKOS ENERGY NAVIGATION LTD	113,429 40	88,987 50
VALERO ENERGY CORP	484,150 00	784,760 00
Total Corporate Stock	30,329,713.15	36,432,740.74
AUSTRALIAN GOVERNMENT	629,420 40	629,537 14
AUSTRALIAN GOVERNMENT	108,817 28	111,345 73
NEW ZEALAND GOVERNMENT	581,392 76	596,110 30
NEW ZEALAND GOVERNMENT	116,212 73	120,917 36
TREASURY BILL	0 00	6 999,510 00
TREASURY BILL	0 00	999,530 00
TREASURY BILL	299,997 00	0 00
MI TXB-ENVIR PROG-B	260,265 00	252,875 00
	1,996,105.17	9,709,825.52
GRAND TOTAL	37,063,019.14	52,290,819.86

Stmt 5

Part III (990-PF) - Changes in Net Assets or Fund Balances

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

1	Change in Unrealized Cap Gain	1	509,879
2	Recovery of py distributions	2	196,404
3	Total .	3	706,283

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

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						7,245,621	0	0	6,960 102	285 519	0	0	0	285,519
1	FEDEX		P	12/9/2008	1/10/2012	20,348			19 943	405	0	0	0	405
2	SEAGATE		P	9/16/2008	3/23/2012	667,814			281,944	385,870	0	0	0	385,870
3	GMAC		P	2/6/2007	3/21/2012	252,563			249 748	2,815	0	0	0	2,815
4	FIBREK		P	2/13/2006	5/10/2012	62,197			269 436	-207,239	0	0	0	207,239
5	GEN'L MARITIME		P	11/16/2010	5/23/2012	0			248 261	-248,261	0	0	0	-248,261
6	CHEVRON BOND		P	6/8/2009	6/1/2012	225 072			199,249	25,823	0	0	0	25,823
7	CANADIAN PACIFIC RAILWAY		P	12/30/2002	8/6/2012	1,820,817			454,614	1 366,203	0	0	0	1,366,203
8	SEAGATE		P	11/5/2008	8/9/2012	597,747			136,488	461,259	0	0	0	461,259
9	OVERSEAS		P	11/17/2010	10/22/2012	65,024			1,565,706	-1 500,682	0	0	0	-1,500,682
10	T BILL		P	1/13/2012	1/25/2012	999 697			999,765	-68	0	0	0	-68
11	T BILL		P	1/13/2012	2/13/2012	999,545			999,792	-247	0	0	0	-247
12	T BILL		P	9/13/2012	11/30/2012	999,726			999,639	87	0	0	0	87
13	GENERAL DYNAMICS CORP		P	1/13/2012	12/7/2012	535,071			535,517	-446	0	0	0	-446

Stmt 6

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account	Explanation
										163,411	12,431	0	
1	PATRICK O SULLIVAN	X	320 WEST CAPITOL SUITE 200	LITTLE ROCK	AR	72201		EXEC DIR	30 00	163,411	12 431		
2	ROBERT CABE	X	320 WEST CAPITOL SUITE 200	LITTLE ROCK	AR	72201		BOARD CHAIRMAN	0 25				
3	STEVE SHORT	X	320 WEST CAPITOL SUITE 200	LITTLE ROCK	AR	72201		TREASURE R	0 25				
4	LEE DOUGLASS	X	320 WEST CAPITOL SUITE 200	LITTLE ROCK	AR	72201		SECRETARY	0.25				
5	CAROLYN BLAKELY	X	320 WEST CAPITOL SUITE 200	LITTLE ROCK	AR	72201		BOARD MEMBER	0 25				
6	SYBIL HAMPTON	X	320 WEST CAPITOL SUITE 200	LITTLE ROCK	AR	72201		BOARD MEMBER	0 25				
7	MAHLON MAPIS MD	X	320 WEST CAPITOL SUITE 200	LITTLE ROCK	AR	72201		BOARD MEMBER	0 25				
8	MARK WHITE	X	320 WEST CAPITOL SUITE 200	LITTLE ROCK	AR	72201		BOARD MEMBER	0 25				
9	GEORGE MITCHELL MD	X	320 WEST CAPITOL SUITE 200	LITTLE ROCK	AR	72201		BOARD MEMBER	0.25				
10	MARLA JOHNSON	X	320 WEST CAPITOL SUITE 200	LITTLE ROCK	AR	72201		BOARD MEMBER	0.25				

Stmt 7

Statement 8:

Part XV:

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

Grant Application Requirements

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

1. **Executive Summary**
   - The Executive Summary is designed to provide information about your organization and a summary of your grant proposal, in a brief and consistent format
     It is important that the Executive Summary presented be a clear and concise statement that captures the essence of your proposed project.
     Include your most compelling points on why your project should be funded
   - Mission of your organization (suggested character count. 200 or less)
   - Project name
   - Requested dollar amount of grant
   - Why undertake this project. The need (Limit of 300 words)
   - Primary condition or health topic targeted
   - Project objectives (Limit of 1,500 words)
   - Activities or methods your project will implement (Limit of 1,500 words)
   - Number of people impacted
   - Target demographics
   - Target geographic area
   - How you will use the grant funds requested (Limit of 200 words)
   - Project Super Summary (Limit of 100 words)

2. **Project Details**
   - Timeline· Milestones throughout the year needed to achieve success (Limit of 500 words)
   - Geographic area to be served (Limit of 200 words)
   - Target population to be served (age, gender, etc) (Limit of 200 words)
   - Assumptions on which the project is based. (Limit of 500 words)
   - Barriers to success (Limit of 500 words)
   - Financial and human resources to be applied to the project, including expected support from the community or other organization. (Limit of 500 words)
   - Likelihood of project continuing after the grant period (including other potential funding sources) (Limit of 200 words)

3. **Evaluation of the Project**
   - How success will be measured (Limit of 500 words)
   - Data or measurement tools you will use to verify success (Limit of 300 words)
   - Timeline for evaluation (Limit of 300 words)
   - How project problems will be identified and corrected (Limit of 300 words)

4. **Project Budget**
   - The total project budget, including income sources and project expense items, requested from the Blue & You Foundation and other sources (Please note that grants will not be made to proposals that are principally for facilities and/or large equipment In making grants, please note that the Foundation disfavors funding of "indirect costs " Therefore, when applying, please omit "indirect costs" from your requests and budget)
   - Budget narrative explaining the project expense items requested (Limit of 500 words)

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

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

Statement 9:

Part XV:

Question 2c:
Any submission deadlines

Applications for regular grants must be submitted electronically, using the online application system, by midnight July 15, 2013. If you submit earlier than this date, you may still go back and change or edit your application, as long as it is done before midnight July 15, 2013. Paper applications will not be accepted. (Mini-grant applications may be submitted electronically anytime between April 1 and June 30.)

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

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

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

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

Stmt 10:

Stmt 10 (1x6)

Part XV - Supplementary Information
3 Grants and Contributions Paid During the Year or Approved for Future Payment

Organization	City	Project Summary	Amount
Arkansas Department of Emergency Management	North Little Rock	*AHELP at ADEM* seeks to create a worksite culture that supports the workforce to make healthy lifestyle choices for the 100 employees throughout Arkansas State. Funding is for incentive prizes in support of this goal	$1,000
Arkansas Hospice, Inc	North Little Rock	*The Virtual Dementia Tour (group edition) from Second Wind Dreams* provides an innovative tool to train our professional staff and allow anyone who takes the tour to better understand what it is like to be a demented patient Tours will be presented to all new staff and anyone wanting to learn what it's like to experience this illness	$1,000
Arkansas Voices for the Children Left Behind	Little Rock	*Health Literacy for Grandparent and Relative Caregivers* project seeks to print healthy lifestyle brochures for 350 families caring for children with incarcerated parents The funding is to print the brochures	$1,000
Arthritis Foundation Southeast Region, Inc	Little Rock	*Arthritis Foundation Certified Instructor Training* provides individuals with education and tools needed to conduct evidence-based exercise classes for up to 500 participants. Through aquatics, exercise, Tai Chi and Walk With Ease classes in East Arkansas, we will improve the physical and emotional health of adults living with arthritis	$1,000
Camp Aldersgate, Inc	Little Rock	*Seniors Day Out Program* at Camp Aldersgate seeks to maintain the health and wellness of approximately 60 senior adults in central Arkansas. Funding will be used to support the health/fitness components of the program	$1,000
CARTI Foundation	Little Rock	*CARTI Transportation Assistance Program* seeks to provide fuel vouchers to over 300 rural and low-income cancer patients who are receiving treatment at CARTI, statewide The funding is for the purchase of fuel vouchers which will be distributed directly to qualifying patients	$1,000
Christian Health Ministry of White County	Searcy	The *IT Upgrade Grant* seeks to assist in upgrading the patient database system to allow Christian Health Ministry to effectively track over 1,500 medical visits each year by adults ages 20-62 in White County This funding will be used to purchase software upgrade and computers as needed	$1,000
City of Cammack Village	Cammack Village	The *City Cammack Village Swimming Pool Wheelchair Access Project* seeks to install a wheelchair access lift to grant access to anyone that needs assistance getting into to our swimming pool in Pulaski County The funding is for the purchase of the portable wheelchair access lift	$1,000
Delta Community Based Services	Little Rock	*Daring 2 Strive Together, the Second Annual "At-Promise" Girls Empowerment Conference* seeks to promote healthy lifestyles among teen girls ages 12-18 and connect them with resources that are relevant to their health, safety and overall well-being We are targeting 300 girls statewide	$1,000
Delta Presents Outreach Foundation	Little Rock	*Take Control of your Health For Aspiring College-bound students* is to inform students of the importance of making healthy decisions, which can lead to personal, social and academic success Event is targeted to 20-30 black males, ages 17-18 in Pulaski county Thus, this event is purposed to help combat the "Freshman 15"	$1,000
Donald W Reynolds Cancer Support House	Fort Smith	The *SunSMART Program* seeks to educate 3,000 school-aged children in Sebastian and Crawford counties about protective behaviors that reduce damaging and dangerous sun and UV exposure Funding is for sunscreen packets	$1,000
Eagle Mountain Magnet Elementary	Batesville	*Tasty Treats from the Garden* seeks to provide the knowledge needed for every student to understand the importance of eating fresh fruits and vegetables on a daily basis Over 500 students and their families in Independence County will be impacted by the experiences gained from these nutrition activities	$1,000

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

Stmt 10: Stmt 10 (2x6)

Part XV - Supplementary Information
3 Grants and Contributions Paid During the Year or Approved for Future Payment

Organization	City	Project Summary	Amount
East Arkansas Area Agency on Aging	Jonesboro	*Jam Festival 2012* seeks to provide a sustainable fitness and health awareness program in St Francis and other surrounding counties in Arkansas Funding will assist with providing food, snacks, door prizes, t-shirts, or paying education professionals	$1,000
Elizabeth Richardson Center, Inc	Springdale	*Multi-sensory Environment* seeks to provide the maximum amount of independence for over 300 adults with disabilities ages 18-67 in Washington, Benton and Madison counties Funding will provide the equipment needed to build a multi-sensory room in which our clients can receive their therapies.	$1,000
Forrester-Davis Development Center, Inc.	Clarksville	*Health and Wellness* seeks to provide one Automated External Defibrillator in each of our four buildings in Johnson County to assist our clients in the event of an emergency needing an AED	$1,000
Friends of the Timberwolves, Inc.	Newark	*Healthy Habits* seeks to promote and encourage participation in the exercise and nutrition classes the county provides free of charge for all county residents. We hope to reach 3000 men and women, ages 18-75, all demographics in Independence County Funding is for promotion and encouragement for participants	$1,000
Hearth, Inc	Jonesboro	*Making My Family Food Dollar Count* seeks to educate 'at risk' families and individuals We hope to reach at least 30 individuals or heads of household from the northern and western side of Craighead County We will need to supply a gas stipend for volunteers and purchase food items that will be used for instructional purposes.	$1,000
Hip Hop Tumblers, Inc	Harrison	*Dance, Tumbling and Cheerleading Classes for Underprivileged Children* seeks to provide the opportunity for underprivileged children to participate in dance, tumbling and cheerleading classes This grant would fund 10 children in the Boone County area	$1,000
Historic Harrison Business Association	Harrison	*Spring HEALTH Fest* seeks to raise the awareness of the value of establishing a physical exercise habit in the lives of 3,000 residents from Boone, Carroll, Marion and Newton counties The funds will be used to market the events using billboards	$1,000
Hometown Health Coalition Network	Warren	*The Sheridan Middle School Activity Awareness Campaign* seeks to bring awareness and action to 1,567 Sheridan Middle School students, facility and families in Grant County, Arkansas The requested funding is to bring awareness, education and action to help reduce the rising rates of obesity among Sheridan Middle School students	$1,000
Hope Cancer Resources (Northwest Arkansas Radiation Therapy Institute)	Springdale	*Education for Life* seeks to educate at least 500 elementary and middle school students in Lincoln in Washington county about skin cancer and healthy lifestyle behaviors to lower the risk of skin cancer Funding is for educational materials and sunscreen for the students	$1,000
LifeHouse Ministries, Inc	Paragould	*Concepts of Sexual Health* seeks to continue teaching the medical facts regarding sexual health to our youth Partnerships are with the Concepts of Truth, the Human Development Resource Council (HDRC), Department of Human Services, Paragould High School and Crowley's Ridge Academy	$1,000
Marion County Hometown Health, Inc	Yellville	*Marion County Community Baby Shower* seeks to educate and empower young parents and families in Marion County Funding is to provide products and resources to the new moms and families	$1,000
Mid-Delta Health Systems, Inc	Clarendon	*Tobacco is Trouble* seeks to assist patients with quitting tobacco The funding will buy one month of Nicotine Replacement Therapy for 18 patients, ages 20-70, in Monroe, Lee, Arkansas, Phillips and Prairie Counties	$1,000

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

Stmt 10:

Stmt 10 (3x6)

Part XV - Supplementary Information
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Organization	City	Project Summary	Amount
Newton County Resource Council	Jasper	The *Summer Youth Program* seeks to operate a five-week summer day camp to serve 200 youth aged 6 to 18 in Newton County, providing physical activities, fitness, parenting and leadership skills Funding will help provide salaries and supplies for operating the program	$1,000
Northwest Arkansas Community College	Bentonville	*One Size Doesn't Fit All* project will provide a variety of age-level CPR manikins along with first aid and CPR and AED training materials for 12 high school students per medical professions class annually in Washington and Benton counties	$1,000
Old High Middle School	Bentonville	*Chair-Free Classrooms: Enhancing Student Learning and Focus through Active Sitting* seeks to obtain a classroom set of stability balls to promote fitness, focus, and movement in the science classroom	$1,000
Ozark Guidance, Inc	Springdale	*Join the Journey for Mental Wellness* will seek to de-mystify mental health challenges by using social media to shift the conversation about mental health from shame to an open transformational dialogue The goal is to promote understanding about mental health	$1,000
Ozarka College	Melbourne	The *Australian Walkabout Fitness Challenge· A Journey to a Healthier Life* seeks to engage at least 100 adults and 40 children from Fulton, Izard, Sharp, and Stone counties in a program that involves collectively walking 8,675 miles while learning to live and vacation in a healthy manner	$1,000
Paragould School District	Paragould	*Paragould High School Wellness Center* seeks to improve the overall well-being (mental and physical) for 50 male and female students in Greene County. Funding is for after-school fitness bootcamp	$1,000
Pediatrics Plus Community Connections	Conway	Plans are to offer *TOP Soccer* for children with disabilities at the I CAN! Arts and Resource Center in Saline County in the Fall of 2012 to approximately 20 children in Saline, Pulaski, Jefferson and Grant counties The objective is to help improve the overall health of children with special needs in these areas	$1,000
S W Chance	Maumelle	*Exposing people with disabilities to low fat, low sugar, heart healthy snacks and low impact exercise* seeks to positively influence 345 or more men and women with developmental disabilities, 18 years old and older, from all racial and ethnic backgrounds in Pulaski, Saline, and Lonoke Counties in Central Arkansas	$1,000
University of Central Arkansas	Conway	*Nutrition Magic Preschoolers and the USDA MyPlate* project seeks to provide instructional programming for pre-K children and their teachers and families	$1,000
Washington Regional Medical Foundation	Fayetteville	The *Washington Regional Cancer Support Home* seeks to minimize cancer-related mortality in Northwest Arkansas by providing cancer education to the public, screening clinics for low income persons, comfortable accommodations for patients seeking treatment, and support programs for patients	$1,000
Wildwood Park for the Arts	Little Rock	*Lily and the Apple Seed* seeks to encourage young audiences to make wise choices about their health and diets and seek out opportunities for artistic expression and education The funding of $1,000 will help better prepare the touring company members for workshop instruction in the classroom	$1,000
Cushman United Methodist Church	Cushman	*Helping Hands Food Pantry* will feed the hungry, impacting the lives of 1,200-1,500 people in Independence County and surrounding areas Funding will be used to purchase food and household products	$2,000
Food Bank of Northeast Arkansas, Inc	Jonesboro	*The Senior Pack Program* will provide increased nutritional value in the 26 food boxes provided annually to the recipients in Craighead, Greene, Jackson, Lawrence and Poinsett Counties	$5,000

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

Stmt 10:

Stmt 10 (4x6

Part XV - Supplementary Information
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Organization	City	Project Summary	Amount
Centers for Youth and Families	Little Rock	*Mental Health First Aid Training* will equip individuals of all ages, races and socioeconomic backgrounds in Arkansas with tools to address mental health needs and build stronger children, families and communities	$5,950
United Way of Garland County	Hot Springs	*Baby Safety Showers* will reach 160 maternity patients who are in their last trimester to educate them and their family members on infant and child safety Funding will furnish these maternity patients with safety items for their infants and other children in the home, to create a safer environment.	$12,716
Single Parent Scholarship Fund of Pulaski County	Little Rock	*Healthy Eating on a Shoestring Budget* will provide education to low-income, single-parent students on the role of nutrition, and the benefits of a healthy lifestyle by making affordable, positive choices Seventy single-parent Pulaski County families (240 individuals) will benefit.	$13,260
Samaritan House Community Center	Rogers	*Samaritan Health Clinic* will expand its dental program to offer a full range of dental services (extractions, restorative, preventive) for 250 uninsured adults in Benton and Washington Counties	$15,000
Magnolia Hospital Foundation	Magnolia	*The Magnolia Regional Medical Center Wellness Park* will promote fitness and healthy lifestyles by providing an area specifically targeting those needs for all ages Funding will be used to underwrite the cost of renovating the existing city park into a wellness park	$17,828
University of Arkansas Community College at Hope Foundation	Hope	*Project New Life Education* will purchase a Noelle S575 with birthing suite to be used by 300 Health Professions students representing Hempstead, Columbia, Clark, Union, Little River, Miller, Lafayette, Nevada, Pike, Sevier and Howard Counties	$33,000
Gaines House, Inc	Little Rock	*Uplifting the Health of Indigent Women* will provide funding for basic physical and mental health-care costs for women residing at Gaines House who have no other sources to pay for these services	$35,000
City of Lockesburg	Lockesburg	*Project Play* will provide a safe community park for the 735 residents of Lockesburg in Sevier County The funding is for improvements to the basketball court and adding playground equipment for the encouragement of physical activity	$40,000
Save the Children Federation, Inc	Maumelle	*After-School Healthy Choices* aims to improve the health of 500 youth ages 5-12 in Crittenden, Lee, Mississippi, Ouachita, Phillips, St Francis and Woodruff Counties through after-school physical activity, healthy snacks and health education programming	$40,000
Mississippi County, Arkansas Economic Opportunity Commission, Inc	Blytheville	*Healthy Futures* will provide 40 early childhood classroom teachers with training and curriculum materials for a comprehensive early childhood PE program and support for child nutrition Six hundred parents will receive the "We Can" parenting training to address childhood obesity	$41,660
Wynne Public Schools	Wynne	*The Exercise Station Project* will construct a series of exercise stations along walking/fitness trails to promote healthy lifestyles and decrease obesity among students	$42,900
CareLink	North Little Rock	*HomeMeds Program* will identify, assess and resolve medication problems by expanding an evidence-based medication management improvement system for 500 Medicaid home-care clients in six counties in Arkansas	$45,090
Brandon Burlsworth Foundation	Harrison	*The Eyes of a Champion Program* will provide free eye exams and glasses to 880 preschool through 12th grade students in Arkansas Funding will provide eye exams and glasses for underserved students, along with educational material to nurses, counselors and optometrists	$50,000

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

Stmt 10:

Stmt 10 (5x6

Part XV - Supplementary Information
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Organization	City	Project Summary	Amount
Our House, Inc	Little Rock	*Improving the Health of Homeless and Formerly Homeless Families in Central Arkansas* builds the partnerships, resources and evaluation systems that will significantly improve the health status and health-care access of the 1,000 homeless and formerly homeless clients served each year	$50,000
Pulaski Technical College Foundation	North Little Rock	*Creating State-of-the-Art Replicable Distance Education to Train Tomorrow's Health-Care Professionals* will implement a state-of-the-art model for distance education in anesthesia technology with enrollment of 10 students in the first year of instruction in Benton, Washington, Craighead, Jefferson, Saline, Pulaski and White Counties	$56,000
Waldron School District	Waldron	*The Waldron School District* will provide a Licensed Mental Health Therapist for students ages 5-18 in Scott County	$58,000
CAPCA, Inc.	Conway	*Oral Health & Healthy Nutrition for At-Risk Children Building Strong Bodies & Teeth* will provide oral health education, resources, dental services, healthy nutrition and education for 1,610 at-risk children in Faulkner, Cleburne, White and Desha Counties	$62,210
Greater Delta Alliance for Health, Inc.	DeWitt	*The Provider Education Program* will provide health literacy education to health-care providers throughout Southeast Arkansas and improve the communication gap between local providers and their patients The project will also promote the utilization of local health-care resources through a comprehensive resource directory of services	$71,576
Monticello School District	Monticello	*Healthier US Schools-Monticello* will use the 2012 USDA School Meal Requirements to educate students (grades K-8), their families, employees and Drew County residents about healthy eating and physical activity Funding is for Registered Dietitians to provide guidance and a healthy environment to the District and for a part-time gardener	$80,000
Community Health Centers of Arkansas, Inc	North Little Rock	*The Documentation/Data Entry Redesign Project* will use data to validate and drive quality improvement in Diabetes/Cardiovascular Disease measures via improved/proper electronic medical record utilization and use of the data warehouse This project will impact 154,577 patients across Arkansas	$82,917
University of Arkansas Foundation, Inc (UAMS Northwest)	Fayetteville	*The Northwest Arkansas Graduate Medical Education Consortium* will expand medical residency training in Internal Medicine with a total of 24 residents every three years (eight per year) Training will take place in Washington, Benton and Sebastian Counties	$98,000
Community First Wellness	Nashville	*Healthier Howard County* will provide direct health education and awareness programs to at least 1,000 youth and adults, encouraging healthy nutrition, promoting physical activity and increasing health literacy	$99,500
Arkansas Children's Hospital Foundation	Little Rock	*The Dental Sealant Program* will continue providing primary dental care and cavity protection to approximately 1,000 at-risk and medically challenged school-aged children in areas of need in south Arkansas and parts of the Delta	$100,000
St Bernards Development Foundation	Jonesboro	*Fit 4 Life Mission Possible on the Mile* will give skills and knowledge to 710 underserved children ages 3-12 in Craighead County to improve their nutrition and fitness for lifelong health	$112,860
University of Arkansas Foundation, Inc (UAMS)	Little Rock	*Education and Promotion of Physician Assistants in Arkansas* will serve Arkansas by increasing the number of PAs, particularly in medically underserved areas Funding will create awareness among physicians and communities about the benefits of PAs and assist in recruiting clinical preceptors and applicants for the UAMS PA Program	$117,000

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Stmt 10:

Stmt 10 (6x6

Part XV - Supplementary Information
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Organization	City	Project Summary	Amount
St Vincent Foundation	Little Rock	*Patient Care Simulation Laboratory* will establish a simulation lab with video recording technology Training focuses on individual skills plus teamwork in routine, complex medical situations and low-incidence, high-crisis situations	$125,051
Franklin County EMS	Ozark	*Cardiac Monitor Upgrade* will update four current cardiac monitors by purchasing new monitors to replace them This funding will be beneficial to all citizens of Franklin County who might need medical assistance.	$135,878
Arkansas Department of Health	Little Rock	*The Arkansas Stroke Registry* will improve the quality of care for all stroke patients treated in Arkansas hospitals.	$140,485
Arkansas Chapter, American Academy of Pediatrics Foundation	Little Rock	*Improving Patient Care Through Practice Transformation and Education* will build a statewide infrastructure to transform pediatric practices through learning collaboratives and quality improvement The project utilizes an existing Asthma Project, and national and local expertise to engage stakeholders and build Patient-Centered Medical Homes	$149,029
Arkansas Hunger Relief Alliance (AR Coalition for Obesity Prevention)	Little Rock	*Growing Healthy Communities: From the State Capital to the City Hall, Increasing Regional and Local Involvement* will train and fund regional and local projects that will increase access to healthy and affordable foods, increase opportunity for physical activity, and encourage policy change and advocacy throughout the state	$150,000
Youth Bridge, Inc	Fayetteville	*The Electronic Medical Record System* allows Youth Bridge to continue providing mental health, medical-related, and substance abuse services to 250 low-income youth on Medicaid from eight counties	$150,000
			$2,272,910

Form **8868**

(Rev January 2013)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

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

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

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

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

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

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

Enter filer's identifying number, see instructions

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

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
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

- The books are in the care of ▶

Telephone No ▶ FAX No ▶

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

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

▶ ☒ calendar year _____ or

▶ ☐ tax year beginning ______, and ending ______

2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 30,323
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 56,406
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions