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

OMB No. 1545-0052

2012

Open to Public Inspection

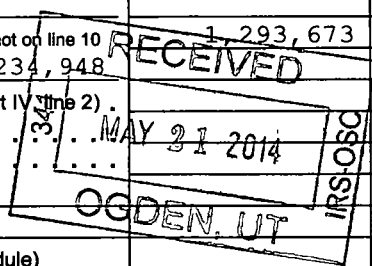
Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning **JULY 1**, 2012, and ending **JUNE 30**, 2013

Name of foundation Blue Cross and Blue Shield of North Carolina Foundation		A Employer identification number 56-2226009
Number and street (or P.O. box number if mail is not delivered to street address) PO Box 2291		B Telephone number (see instructions) 919-765-4104
City or town, state, and ZIP code Durham, NC 27702		
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 108,599,272 J Accounting method: ☐ Cash ☒ Accrual Other (specify) _____ (Part I, column (d) must be on cash basis.)		

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	3,262,544	3,262,544		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,293,673			
	b Gross sales price for all assets on line 6a	6,234,948			
	7 Capital gain net income (from Part IV, line 2)		1,293,673		
	8 Net short-term capital gain				
	9 Income modifications				
	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	4,556,217	4,556,217			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	44,644			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,550,701	91,926		534,360
	24 Total operating and administrative expenses. Add lines 13 through 23	1,595,345	91,926		534,360
	25 Contributions, gifts, grants paid	3,535,311			12,570,885
26 Total expenses and disbursements. Add lines 24 and 25	5,130,656	91,926		13,105,245	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-574,439				
b Net investment income (if negative, enter -0-)		4,464,291			
c Adjusted net income (if negative, enter -0-)					



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		9,451,581	6,554,852	6,554,852
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)	11,313,070	7,808,050	7,808,050	
	b	Investments - corporate stock (attach schedule)	50,019,748	59,221,218	59,221,218	
	c	Investments - corporate bonds (attach schedule)	40,549,290	34,506,730	34,506,730	
	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 ▶ SEE STATEMENT 6)	535,440	508,422	508,422		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	111,869,129	108,599,272	108,599,272		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable	13,097,057	4,061,485		
	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 ▶ SEE STATEMENT 7)	158,819	533,246		
23	Total liabilities (add lines 17 through 22)	13,255,876	4,594,731			
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	89,040,898	94,106,835		
	25	Temporarily restricted	9,572,355	9,897,706		
	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)	98,613,253	104,004,541		
	31	Total liabilities and net assets/fund balances (see instructions)	111,869,129	108,599,272		

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	98,613,253
2	Enter amount from Part I, line 27a	2	-574,439
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	6,156,761
4	Add lines 1, 2, and 3	4	104,195,575
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	191,034
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	104,004,541

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE STATEMENT 10					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	16,013,680	109,871,953	0.1457
2010	11,033,679	107,967,319	0.1022
2009	8,748,312	103,592,997	0.0844
2008	9,164,686	98,791,720	0.0928
2007	7,711,572	100,709,334	0.0766
2 Total of line 1, column (d)			0.5017
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			0.1003
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		110,816,435	
5 Multiply line 4 by line 3		11,114,888	
6 Enter 1% of net investment income (1% of Part I, line 27b)		44,643	
7 Add lines 5 and 6		11,159,531	
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.		13,105,245	

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)		1	44,643
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b.			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2.		3	44,643
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	44,643
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012.	6a	40,755	
b Exempt foreign organizations - tax withheld at source.	6b		
c Tax paid with application for extension of time to file (Form 8868).	6c	4,000	
d Backup withholding erroneously withheld.	6d		
7 Total credits and payments. Add lines 6a through 6d.	7	44,755	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed.	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.	10	112	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 112 Refunded ☐	11		

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 the 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 ☒ \$ 0 (2) On foundation managers. ☒ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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?		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.		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) ☒ NORTH CAROLINA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

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 <u>www.bcbsncfoundation.org</u>	13	X	
14	The books are in care of <u>KATHY HIGGINS</u> Telephone no <u>919-765-4104</u> Located at <u>P.O. BOX 2291, DURHAM, NC</u> ZIP+4 <u>27702</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> N/A			
16	At any time during calendar year 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 <u></u>	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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years <u></u> ☐ Yes ☒ No		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 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)? ☐ Yes ☒ No **5b** N/A

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11				

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BLUE CROSS AND BLUE SHIELD OF NORTH CAROLINA P.O. BOX 2291, DURHAM, NC 27702	PROFESSIONAL SERVICES	699,486

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 SEE STATEMENT 12	
	233,673
2 SEE STATEMENT 13	
	159,118
3 SEE STATEMENT 14	
	108,119
4 SEE STATEMENT 15	
	17,442

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	105,015,589
b	Average of monthly cash balances	1b	6,979,984
c	Fair market value of all other assets (see instructions)	1c	508,422
d	Total (add lines 1a, b, and c)	1d	112,503,995
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	112,503,995
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,687,560
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	110,816,435
6	Minimum investment return. Enter 5% of line 5	6	5,540,822

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

1	Minimum investment return from Part X, line 6	1	5,540,822
2a	Tax on investment income for 2012 from Part VI, line 5	2a	44,643
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	44,643
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,496,179
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	5,496,179
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,496,179

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	13,105,245
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	13,105,245
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	44,643
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,060,602

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				5,496,179
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years. 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	2,894,975			
b From 2008	4,547,717			
c From 2009	3,590,813			
d From 2010	5,735,025			
e From 2011	10,489,728			
f Total of lines 3a through e	27,258,258			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 13,105,245				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions).				
d Applied to 2012 distributable amount				5,496,179
e Remaining amount distributed out of corpus	7,609,066			
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	34,867,324			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
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).	2,894,975			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	31,972,349			
10 Analysis of line 9:				
a Excess from 2008	4,547,717			
b Excess from 2009	3,590,813			
c Excess from 2010	5,735,025			
d Excess from 2011	10,489,728			
e Excess from 2012	7,609,066			

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

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

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplemental 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:

SEE STATEMENT 16

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

SEE STATEMENT 17

c Any submission deadlines:

SEE STATEMENT 17

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

FOR THE HEALTH AND WELL BEING OF NORTH CAROLINIANS

JSA

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 18				12,570,885
Total			▶ 3a	12,570,885
b Approved for future payment SEE STATEMENT 19				4,061,485
Total			▶ 3b	4,061,485

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 (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	3,262,544	
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	1,293,673	
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)				4,556,217	
13	Total. Add line 12, columns (b), (d), and (e)					4,556,217

(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

- | | | | | |
|----------|--|--------------|------------|-----------|
| 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? | | Yes | No |
| | | | | |
| 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
- b** If "Yes," complete the following schedule.

(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.

Signature of officer or trustee

5/13/14
Date

▶ VP Finance
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed	PTIN
---	------

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no.

Blue Cross and Blue Shield of North Carolina Foundation
EIN 56-2226009
Attachment for Form 990-PF for taxable year ended 6/30/13

Statement 1

Part I, Line 18 - Taxes

2012 Excise Tax Expense	\$44,644
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Statement 2

Part I, Line 23 - Other Expenses

	(a)	(b)	(d)
Program Expenses - Healthy Community Institute Workshop	\$154,706		\$159,118
Program Expenses - Breast Health Program	17,442		17,442
Program Expenses - Be Active Kids	368,461		233,673
Program Expenses - 5 Good Ideas	12,445		8,500
Sponsorships	6,508		7,508
Education & Technical Assistance	147,021		108,119
Investment Charges	42,722	42,722	
Donated Services	0	49,204	
Professional Services	699,486		
Other Expenses	101,910		
Total Other Expenses	<u>\$1,550,701</u>	<u>\$91,926</u>	<u>\$534,360</u>

Blue Cross and Blue Shield of North Carolina Foundation
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Statement 3

Part II, Line 10a - Investments - Govt. Obligations (Market Value Valuation)

Federal Hm Ln Bk 5 1/4% Due 12/9/2022 JD9	4,760,080
Federal Home Loan Bank 2 5/8% Due 9/13/2013 MS13	1,004,970
FHLMC 4 1/2% Due 1/15/2014 JJ15	1,023,150
FNMA 2 1/2% Due 5/15/2014 MN15	1,019,850
Total Investments - Govt. Obligations at Market Value	<u>7,808,050</u>

Statement 4

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

AT&T Inc	10,755.00 common shares	380,727
American Elec Pwr Inc	4,793.00 common shares	214,631
Amgen Inc	2,098.00 common shares	206,989
Apple Computer Inc	347.00 common shares	137,596
Baxter Intl Inc	1,384.00 common shares	95,870
Bristol Myers Squibb Co	4,982.00 common shares	222,646
CA, Inc	5,639.00 common shares	161,388
Capital One Finl Corp	2,371.00 common shares	148,923
Cardinal Health Inc	4,214.00 common shares	198,901
Centurytel Inc	9,010.00 common shares	318,504
ChevronTexaco Corp	2,859.00 common shares	338,334
Cisco Sys Inc	6,609.00 common shares	160,830
Comcast Corp	6,199.00 common shares	258,808
Conagra Inc	8,140.00 common shares	284,330
ConocoPhillips	3,452.00 common shares	208,846
DTE Energy Co	2,827.00 common shares	189,437
Discover Financial Services	3,830.00 common shares	182,461
Duke Energy	3,701.00 common shares	249,818
Eastman Chem Co	2,480.00 common shares	173,625
Firstenergy Corp	5,772.00 common shares	215,526
Gannett Inc	3,229.00 common shares	78,981
General Elec Co	18,112.00 common shares	420,017
Genuine Parts Co	3,462.00 common shares	270,278
Home Depot Inc	3,158.00 common shares	244,650
Intel Corp	9,925.00 common shares	240,483
JP Morgan Chase & Co	5,161.00 common shares	272,449
Johnson & Johnson	3,503.00 common shares	300,768
KLA Tencor Corp	3,564.00 common shares	198,622
Kimberly Clark Corp	3,050.00 common shares	296,277
Kraft Foods Group Inc	5,620.00 common shares	313,989
Leggett & Platt Inc	7,553.00 common shares	234,823
Lockheed Martin Corp	2,482.00 common shares	269,198
Macy's Inc	1,427.00 common shares	68,496
Marathon Oil Corp	7,298.00 common shares	252,365
Marathon Petroleum Corp	2,872.00 common shares	204,084
Mattel Inc	1,476.00 common shares	66,878
Medtronic Inc	2,679.00 common shares	137,888
Merck & Co Inc	7,717.00 common shares	358,455
Microsoft Corp	5,368.00 common shares	185,438
Nucor Corp	3,137.00 common shares	135,895
Ppg Inds Inc	1,187.00 common shares	173,789
Pepsico Inc	2,708.00 common shares	221,487
Pfizer Inc	15,331.00 common shares	429,421

Blue Cross and Blue Shield of North Carolina Foundation
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Statement 4, continued

Prudential Financial Inc	2,790.00 common shares	203,754
SLM Corp	14,143.00 common shares	323,309
Spectra Energy Corp	6,583.00 common shares	226,850
Symantec Corp	5,990.00 common shares	134,655
Time Warner Cable Inc	2,871.00 common shares	322,930
US Bancorp Del	4,032.00 common shares	145,757
United Parcel Service	2,305.00 common shares	199,336
Ventas Inc	2,178.00 common shares	151,284
Verizon Communications	5,209.00 common shares	262,221
Wal Mart Stores Inc	3,715.00 common shares	276,730
Waste Management Inc	5,678.00 common shares	228,994
Wells Fargo & Co	7,852.00 common shares	324,052
Williams Cos Inc	7,717.00 common shares	250,571
Accenture Plc Ireland	960.00 common shares	69,082
Eaton Corp	2,822.00 common shares	185,716
ACE LTD	2,073.00 common shares	185,492
Lyondellbasell Industries	2,291.00 common shares	151,802
Columbia Acorn	53,781.47 shares	2,299,696
DFA	64,536.23 shares	1,696,657
Dodge and Cox	89,360.31 shares	3,262,545
KBW Bank	64,400.00 shares	2,181,872
KBW Bank	85,250.00 shares	2,448,380
Utilities Select Sector	68,195.00 shares	2,566,178
Thornburg	74,821.60 shares	2,100,991
Vanguard	28,000.00 shares	1,578,360
Vanguard Large Cap	56,153.01 shares	8,258,985
Vanguard	66,000.00 shares	5,524,200
Vanguard	294,135.38 shares	7,653,403
Wells Fargo Fds Tr	206,252.02 shares	6,284,499
Total Investments - Corporate Stock at Market Value		<u>59,221,218</u>

Statement 5

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

Amerisourcebergen Corp 3 1/2% Due 11/15/2021 MN15	1,007,170
Atlantic City Electric First Mortgage Bond 4.35% Due 4/1/2021 AO1	1,094,940
Bank of America Sub Notes 5.3% Due 3/15/2017 MS15	542,290
Baxter Intl Inc Notes 5 3/8% Due 6/1/2018 JD1	1,148,890
Campbell Soup Co Sr Notes 4 1/4% Due 4/15/2021 AO15	1,045,930
Caterpillar Financial Svcs Notes 5 1/2% Due 3/15/2016 MS15	1,112,070
Dominion Resources Inc VA Sr Notes 4.45% Due 3/15/2021 MS15	1,079,130
Duke Energy Sr notes 5.05% Due 9/15/2019 MS15	1,119,190
Duke Energy Carolinas Notes 5.1% Due 4/15/2018 AO15	1,137,640
Duke Energy Carolinas Notes 3 9% Due 6/15/2021 JD15	1,061,170
GE Capital Corp Sr Notes 5 5/8% Due 5/1/2018 MN1	1,147,000
GE Capital Corp Sr notes 6% Due 8/7/2019 FA7	1,160,930
GlaxoSmithKline Notes 5.65% Due 5/15/2018 MN15	1,159,740
Goldman Sachs Group Inc Notes 5 1/8% Due 1/15/2015 JJ15	1,054,860
Highmark Inc Notes 4 3/4% Due 5/15/2021 MN15	2,354,250
Home Depot Inc Sr Notes 5.4% Due 3/1/2016 MS1	1,114,290
Honeywell Intl Inc Notes 5.4% Due 3/15/2016 MS15	1,111,400
Johnson Ctls Inc Sr Notes 5 1/2% Due 1/15/2016 JJ15	1,098,690
Lilly Eli & Co Bonds 5.2% Due 3/15/2017 MS15	1,118,380
Medtronic Inc Sr Notes 4 1/8% Due 3/15/2021 MS15	1,064,180
Merck & Co Inc Notes 4 3/4% Due 3/1/2015 MS1	1,067,930

Blue Cross and Blue Shield of North Carolina Foundation
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Statement 5, continued

Merrill Lynch & Co MTN 5% Due 1/15/2015 JJ15	1,052,980
Metlife Notes 5% Due 6/15/2015 JD15	1,072,770
Microsoft Corp Sr Notes 2 1/2% Due 2/8/2016 FA8	1,041,390
Praxair Inc Sr Notes 4 05% Due 3/15/2021 MS15	1,066,130
State Street Corp Sr Notess 4 3/8% Due 3/7/2021 MS7	1,082,340
Thermo Electron Corp Sr Notes 2.05% Due 2/21/2014 FA21	1,007,610
Wal Mart Stores Inc Sr Notes 4 1/4% Due 4/15/2021 AO15	1,090,640
Washington Mutual Bank Sub Notes 5 1/8% Due 1/15/2015 JJ15	100
Wells Fargo & Co Bond Stp % Due 6/15/2016 MS15	1,068,420
Wells Fargo & Company Notes 4 6% Due 4/1/2021 AO1	1,089,710
Wyeth Notes 5.45% Due 4/1/2017 AO1	1,134,570
Total Investments - Corporate Bonds at Market Value	<u>34,506,730</u>

Blue Cross and Blue Shield of North Carolina Foundation
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Statement 6

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

	Beginning	Ending
Excise Taxes Receivable	\$3,255	\$0
Interest Receivable	513,522	501,963
Sales Tax Refund Receivable	18,663	6,459
Total Other Assets	<u>\$535,440</u>	<u>\$508,422</u>

Statement 7

Part II, Line 22 - Other Liabilities

	Beginning	Ending
Deferred Tax Liability	\$67,900	\$258,935
Accrued Program Expenses	68,229	208,360
Accrued Expenses	22,690	62,063
Excise Taxes Liability	0	3,888
Total Other Liabilities	<u>\$158,819</u>	<u>\$533,246</u>

Statement 8

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

Unrealized Gain on Investments	6,156,761
Total Other Increases	<u>\$6,156,761</u>

Statement 9

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

Change in Deferred Taxes on Investments	191,034
Total Other Decreases	<u>\$191,034</u>

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

(a) Description of Property Sold	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or Other Basis	(h) Gain or (Loss)
Vanguard Large Cap Fund	P	12/21/07	10/22/12	8,500		8,765	(265)
Vanguard Large Cap Fund	P	12/21/07	1/23/13	34,685		34,343	341
Vanguard Large Cap Fund	P	6/29/12	1/23/13	33,663		30,023	3,640
Vanguard Large Cap Fund	P	9/27/12	1/23/13	14,056		13,606	450
Vanguard Large Cap Fund	P	12/26/12	1/23/13	18,512		17,564	948
Vanguard Large Cap Fund	P	12/26/12	1/23/13	35,744		33,915	1,830
Archer Daniels Midland Co	P	1/5/12	7/6/12	42,649		43,792	(1,143)
Archer Daniels Midland Co	P	2/23/12	7/6/12	50,975		57,168	(6,193)
Archer Daniels Midland Co	P	5/7/12	7/6/12	29,452		33,976	(4,524)
Bristol Myers Squibb Co	P	10/23/08	8/23/12	59,588		33,585	26,003
Cardinal Health Inc	P	7/29/10	8/23/12	4,547		3,723	825
Cardinal Health Inc	P	5/4/11	8/23/12	25,305		28,409	(3,104)
Centurytel Inc	P	7/29/11	12/7/12	7,248		7,163	85
Centurytel Inc	P	8/23/12	12/7/12	27,444		30,272	(2,829)
Coca Cola Co	P	2/1/06	5/17/13	147,039		71,047	75,991
Coca Cola Co	P	3/6/09	5/17/13	1,708		777	930
Conagra Inc	P	11/2/11	12/7/12	14,578		12,492	2,086
ConocoPhillips	P	5/7/12	12/7/12	39,052		34,043	5,008
ConocoPhillips	P	2/1/06	1/10/13	466		393	73
DTE Energy Co	P	4/23/10	1/10/13	61,013		44,929	16,084
Du Pont E I De Nemours & Co	P	12/2/11	3/18/13	65,319		52,034	13,285
Du Pont E I De Nemours & Co	P	7/29/10	11/1/12	51,614		46,589	5,025
Du Pont E I De Nemours & Co	P	8/30/10	11/1/12	50,579		45,544	5,035
Du Pont E I De Nemours & Co	P	1/18/10	11/1/12	18,900		20,217	(1,317)
Du Pont E I De Nemours & Co	P	12/3/10	11/1/12	17,955		19,599	(1,644)
Freeport-Mcmoran Copper & Go	P	12/7/11	11/1/12	7,020		7,828	(808)
General Dynamics Corp	P	2/23/12	12/7/12	82,909		114,293	(31,385)
Heinz H J Co	P	7/29/10	12/7/12	75,082		69,710	5,371
Heinz H J Co	P	2/1/06	2/15/13	147,605		69,609	77,996
Heinz H J Co	P	3/6/09	2/15/13	1,444		621	822
Heinz H J Co	P	7/29/10	2/15/13	84,593		52,470	32,124
Kimberly Clark Corp	P	6/30/06	1/10/13	9,244		6,722	2,522
Kimberly Clark Corp	P	7/21/08	1/10/13	27,563		17,895	9,668
Kraft Foods Inc	P	2/23/12	10/2/12	172,489		172,489	0
Kraft Foods Inc	P	5/7/12	10/2/12	35,085		35,085	0
L Brands Inc	P	4/23/10	5/17/13	137,793		78,345	59,448
L Brands Inc	P	7/15/11	5/17/13	18,359		14,568	3,791

Blue Cross and Blue Shield of North Carolina Foundation
 EIN 56-2226009
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Statement 10
Part IV, Capital Gains and Losses for Tax on Investment Income

(a) Description of Property Sold	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or Other Basis	(h) Gain or (Loss)
Limited Inc	P	7/15/11	8/23/12	29,501		24,347	5,155
Limited Inc	P	4/23/10	3/28/13	78,345		78,345	0
Limited Inc	P	7/15/11	3/28/13	14,568		14,568	0
Marathon Petroleum Corp	P	7/29/10	7/6/12	8,967		5,624	3,342
Marathon Petroleum Corp	P	11/17/11	7/6/12	19,639		14,907	4,732
Marsh & McLennan Cos Inc	P	2/15/11	3/18/13	145,559		120,667	24,892
Marsh & McLennan Cos Inc	P	3/16/11	3/18/13	91,502		73,124	18,378
Microchip Tech	P	7/16/09	7/2/12	102,612		77,713	24,899
Microchip Tech	P	10/22/10	7/2/12	44,514		42,282	2,232
Mondelez International Inc	P	2/23/12	10/2/12	60,315		60,315	0
Mondelez International Inc	P	5/7/12	10/2/12	12,268		12,268	0
Mondelez International Inc	P	2/23/12	2/15/13	120,415		112,174	8,242
Mondelez International Inc	P	5/7/12	2/15/13	23,620		22,817	804
Mondelez International Inc	P	1/20/09	8/23/12	27,728		22,711	5,017
NYSE Euronext	P	7/29/10	8/23/12	20,642		23,420	(2,778)
NYSE Euronext	P	12/6/11	8/23/12	28,909		32,000	(3,091)
NYSE Euronext	P	3/19/12	8/23/12	3,800		4,431	(631)
Oneok Inc	P	10/4/11	5/17/13	150,820		97,484	53,337
Oneok Inc	P	12/2/11	5/17/13	25,333		21,682	3,651
Ppg Inds Inc	P	7/29/10	12/7/12	28,358		16,042	12,316
Ppg Inds Inc	P	12/3/10	12/7/12	30,549		20,203	10,346
PP&L Corp	P	3/16/11	7/6/12	89,377		78,683	10,693
PP&L Corp	P	4/18/11	7/6/12	22,727		21,903	823
PP&L Corp	P	8/17/11	7/6/12	34,354		33,864	491
PP&L Corp	P	12/2/11	7/6/12	50,071		53,711	(3,640)
Pepco Holdings Inc	P	5/7/12	1/10/13	236,726		235,021	1,705
Pitney Bowes Inc	P	7/21/08	1/10/13	2,148		5,798	(3,650)
Pitney Bowes Inc	P	1/20/09	1/10/13	13,368		26,219	(12,851)
Pitney Bowes Inc	P	3/6/09	1/10/13	239		357	(118)
Pitney Bowes Inc	P	7/29/10	1/10/13	29,661		61,056	(31,396)
Pitney Bowes Inc	P	2/14/11	1/10/13	25,029		54,699	(29,670)
Pitney Bowes Inc	P	7/29/10	8/23/12	4,973		3,467	1,506
Public Storage	P	1/27/11	8/23/12	42,055		31,900	10,155
Public Storage	P	7/29/10	2/15/13	150,188		98,958	51,230
Public Storage	P	5/7/12	6/21/13	86,177		86,180	(3)
Simon Property Group Inc	P	8/23/12	6/21/13	45,569		46,611	(1,042)
Simon Property Group Inc	P	2/16/11	6/21/13	90,744		71,826	18,918
Spectra Energy Corp	P	4/19/11	6/21/13	40,552		33,050	7,503
Spectra Energy Corp	P	5/7/12	10/9/12	90,580		115,200	(24,620)

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

(a) Description of Property Sold	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or Other Basis	(h) Gain or (Loss)
US Bancorp Del	P	7/31/03	12/7/12	59,632		46,243	13,389
United Health Group	P	11/2/11	1/17/13	86,751		75,669	11,082
United Health Group	P	12/14/11	1/17/13	35,594		31,814	3,780
United Health Group	P	1/13/12	1/17/13	10,770		10,408	362
United Health Group	P	10/9/12	1/17/13	45,718		48,529	(2,811)
V F Corp	P	4/23/10	1/17/13	110,437		64,056	46,381
V F Corp	P	8/30/10	1/17/13	93,149		45,919	47,230
Western Union Co	P	10/20/11	10/9/12	104,304		95,417	8,887
ACE LTD	P	7/29/10	1/10/13	10,641		6,938	3,703
ACE LTD	P	11/8/10	1/10/13	26,805		20,222	6,583
ACE LTD	P	1/13/12	1/10/13	12,428		10,543	1,885
St Jude Med Inc 4 7/8% Due 7/15/2019	P	7/23/09	5/2/13	1,856,445		1,486,929	369,516
Subtotal				6,234,948		5,261,917	973,031
DFA Capital Gain Distr	P			N/A		N/A	37,004
Wells Fargo Capital Gain Distr	P			N/A		N/A	283,638
Total Capital Gain/(Loss)							1,293,673

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Statement 11

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

(a)	(b)	(c)	(d)	(e)
J Bradley Wilson 5901 Chapel Hill Road Chapel Hill, NC 27707	Director 1	None	None	None
Daniel E Glaser 5901 Chapel Hill Road Chapel Hill, NC 27707	Director 0.5	None	None	None
John T Roos 5901 Chapel Hill Road Chapel Hill, NC 27707	Director 0.5	None	None	None
Kathy Higgins 5901 Chapel Hill Road Chapel Hill, NC 27707	President 15	None	None	None
Lisa Carey 5901 Chapel Hill Road Chapel Hill, NC 27707	Director 0.5	None	None	None
Maureen O'Connor 5901 Chapel Hill Road Chapel Hill, NC 27707	Director 0.5	None	None	None
Steve Cherrier 5901 Chapel Hill Road Chapel Hill, NC 27707	Treasurer 0.5	None	None	None
L. Steven Nelson 5901 Chapel Hill Road Chapel Hill, NC 27707	Director 0.5	None	None	None
Stran Summers 5901 Chapel Hill Road Chapel Hill, NC 27707	VP, Finance 1.5	None	None	None
Danielle Breslin 5901 Chapel Hill Road Chapel Hill, NC 27707	VP, Operations 40	None	None	None
N. King Prather 5901 Chapel Hill Road Chapel Hill, NC 27707	Secretary 0.5	None	None	None
Gerald Petkau 5901 Chapel Hill Road Chapel Hill, NC 27707	Director 0.5	None	None	None

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Statement 12

Part IX-A, Line 1 – Direct Charitable Activities

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

Expenses - \$233,672.67

Statement 13

Part IX-A, Line 2 – Direct Charitable Activities

The Blue Cross and Blue Shield of North Carolina Foundation Healthy Community Institute for Non Profit Excellence provides training to strengthen the organizational capacity of non-profit organizations in North Carolina. It is a special two-day intensive course that engages three to four person teams from non-profit organizations in a comprehensive board and staff-training curriculum. More than 1,150 organizations across the state have attended the Institute since its inception.

Expenses - \$159,118 13

Statement 14

Part IX-A, Line 3 – Direct Charitable Activities

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

Expenses - \$108,118 96

Statement 15

Part IX-A, Line 4 – Direct Charitable Activities

The Breast Health Program is dedicated to educating North Carolinians about the importance of early detection of breast cancer. The Button Chair is the focal point of the Breast Health Program and is a unique mobile exhibit that educates the public about breast health awareness. The Button Chair exhibit is available free of charge to any organization within North Carolina interested in educating visitors about breast health.

Expenses - \$17,441 65

Statement 16

Part XV, Line 2a

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

Statement 17

Part XV, Line 2b & 2c

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

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Alamance County Health Department 319-B N Graham Hopedale Rd, Suite B Burlington, NC 27217	None	Public Charity	Improve quality of care and customer service at Alamance County Health Department	\$4,000
Alexander County Health Department 338 1st Avenue SW Taylorsville, NC 28681	None	Public Charity	Improve continuity of care for low-income pregnant women being served by the Alexander County Health Department prenatal clinic through the purchase of an ultrasound machine	\$10,000
Alexander County Partnership for Children PO Box 1661 Taylorsville, NC 28681	None	Public Charity	Increase physical activity for more than 200 child care providers in Alexander and Wilkes counties through a coordinated physical activity and wellness program.	\$5,000
Alliance Medical Ministry, Inc 101 Donald Ross Drive Raleigh, NC 27610	None	Public Charity	Increase efficiency of the Alliance medical team through enhanced training and dynamic health information tools	\$9,500
Appalachian District Health Department PO Box 309 Sparta, NC 28675	None	Public Charity	Increase capacity to provide comprehensive primary care in Ashe, Alleghany and Watauga counties through the purchase of EKG machines	\$8,500
Appalachian Sustainable Agriculture Project 306 West Haywood Street, Suite 200 Asheville, NC 28801	None	Public Charity	Increase access to healthy, local food in Ashe, Henderson, and Macon counties by improving or developing systems for food procurement, distribution, and marketing systems as well as assisting educational, institutional, and retail sites to access and serve this food on a long-term sustainable basis	\$99,791
Asheville Design Center, Inc 90 Montford Ave, Suite 2 Asheville, NC 28801	None	Public Charity	Increase the amount of physical activity for 200+ children of Buncombe County's Pisgah View public housing community	\$5,000
Beaufort/Hyde Partnership for Children 979 Washington Square Mall Washington, NC 27889	None	Public Charity	Increase the daily physical activity of children ages 2-5 in 75% of child care centers in Beaufort County with a maximum enrollment of 12 children through the purchase of portable play equipment	\$4,000
Bertie County YMCA, Inc PO Box 834 Windsor, NC 27983	None	Public Charity	Increase the amount of physical activity for adults 35 and older who are at high risk of heart disease, obesity, high blood pressure and diabetes in Bertie County by focusing on exercise and nutrition education classes	\$5,000
Bethlehem Missionary Baptist Church PO Box 2168 Laurinburg, NC 28352	None	Public Charity	Increase consumption of fresh fruits and vegetables through food preparation and cooking skills demonstrations	\$2,500
Blue Ridge Parkway Foundation, Inc 717 S Marshall Street, Suite 105B Winston-Salem, NC 27101-5065	None	Public Charity	Increase physical activity and improve nutritional choices for children and families in North Carolina through the establishment of a National Training and Technical Assistance Center in Asheville and through the expansion of the Kids in Parks program throughout state and local parks	\$250,000

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Bridge II Sports 4122 Bennett Memorial Rd., Suite 109 Durham, NC 27705	None	Public Charity	Expand and strengthen the Bridge II Sports Board to better meet the demands of a growing organization and expand funding base through development of a fee for service program model.	\$50,000
Calvary Ministries of the Westend Community, Inc PO Box 51398 Durham, NC 27717	None	Public Charity	Increase access to fresh, healthy food for program participants ranging from preschool to seniors at a holistic community center in Durham.	\$5,000
CARE Rng 601 East 5th Street, Suite 140 Charlotte, NC 28202	None	Public Charity	Improve birth and long-term health outcomes for low-income first-time mothers and their children in Mecklenburg County through the implementation of an evidence-based nurse visitation program.	\$183,000
Care Share Health Alliance 222 North Person Street, Suite 112 Raleigh, NC 27601	None	Public Charity	Increase access to care and improve health for low-income, uninsured North Carolinians by providing technical support to establish or grow collaborative networks of care in communities statewide	\$100,000
Carteret County Partnership for Children 3328-A Bridges Street Morehead City, NC 28557	None	Public Charity	Increase the amount of physical activity and intake of healthy foods for 100 child care providers in Carteret County by purchasing and installing exercise equipment at the partnership office	\$5,000
Church of God of Prophecy Bible Place PO Box 174 Morven, NC 28119	None	Public Charity	Increase access to local healthy foods by expanding church kitchen, improving policies, and increasing consumption of fruits and vegetables during summer school program and after school program.	\$5,000
Clay County Health Department PO Box 55 Hayesville, NC 28904	None	Public Charity	Increase capacity and quality of dental clinic services in Clay, Cherokee and Graham counties through the purchase of digital x-ray and other dental equipment	\$10,000
Columbus County Health Department PO Box 810 Whiteville, NC 28472	None	Public Charity	Increase capacity for the Columbus County Dental Clinic through the purchase of new equipment	\$5,000
Community Foundation of Western North Carolina PO Box 7667 Asheville, NC 28802	None	Public Charity	Increase access to capacity building and technical assistance for select nonprofits and grantees to develop leaders, build management skills and plan for sustainability that enables nonprofit organizations to be stronger, more effective and therefore better equipped to achieve their missions	\$115,000
DentaQuest Institute 2400 Computer Drive Westborough, MA 02019	None	Public Charity	Improve quality of care by ensuring that identified safety net dental clinics in North Carolina will receive appropriate and customized technical assistance as needed for their dental programs	\$5,000
Diabetes Management Solutions 1100 Navaho Drive, Suite 249 Raleigh, NC 27609	None	Public Charity	Sustain diabetes self-management program in Eastern North Carolina through development of contract or fee-for-service model.	\$125,000
Durham Public Schools Hub Farm 302 Morris Street Durham, NC 27701	None	Public Charity	Increase physical activity and healthy food awareness among Durham's youth by creating an integrated, multi-use trail system for the Durham Public Schools Hub Farm.	\$5,000

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<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
East Carolina University, Office of Sponsored Research 2200 South Charles Boulevard, Room 2906 Greenville, NC 27858	None	Public Charity	Decrease the prevalence of obesity in ten rural eastern North Carolina middle schools through the MATCH (Motivating Adolescents with Technology to Choose Health) program. Refine and package the program so that it can be easily replicated in any area of the state by the end of the three-year investment	\$102,303
Eblen Charnes 50 Westgate Parkway Asheville, NC 28806	None	Public Charity	Increase efficiency of providing free dental sealants to second-grade students in Buncombe County through the replacement and upgrade of dental curing lights	\$9,000
Executive Service Corps of The Greater Triangle Inc PO Box 51152 Durham, NC 27717	None	Public Charity	Increase board member knowledge and awareness of board governance best practices to improve board engagement	\$25,000
Farmont Park Baptist Church 3001 West English Road High Point, NC 27262	None	Public Charity	Increase access to fresh, local produce through the purchase of kitchen equipment allowing the CTLC Healthy Lifestyles program to reach adults and children in the greater High Point area by incorporating healthy foods and lifestyle training into the tutoring, GED, and literacy programs	\$5,000
Faith Community Christian Center PO Box 3536 Lumberton, NC 28359	None	Public Charity	Initiate and promote healthy eating among youth through the development and use of a community garden emphasizing nutrition education which will include preparing fresh foods through cooking and canning	\$5,000
First Baptist Church Mayodan 101 South 1st Avenue Mayodan, NC 27027	None	Public Charity	Increase access to healthy food by providing fresh garden produce to the citizens of Western Rockingham County who cannot afford to purchase the produce	\$3,000
First Baptist Church 504 West 2nd Street Lumberton, NC 28358	None	Public Charity	Expand ongoing initiatives to improve access to healthy food for kids, youth, adults and seniors by increasing the capacity to prepare, produce, store and distribute fresh, locally grown food.	\$5,000
Gaston County Health Department 991 West Hudson Boulevard Gastonia, NC 28052	None	Public Charity	Increase capacity for children to receive ongoing primary dental care at the Gaston County Public Health Dental Clinic through the implementation of scheduling technology	\$1,500
Gates County Cooperative Extension Service PO Box 46 Gatesville, NC 27938	None	Public Charity	Increase physical activity of K-12th grade youth in a limited resource county with the establishment of a bike program conducted afterschool and use of interagency collaboration to increase access to bike riding utilizing shared spaces	\$5,000
Greater St. Matthews PO Box 83 Wadesboro, NC 28170	None	Public Charity	Increase access to healthy foods by partnering with local farmers to provide locally grown produce and incorporate cooking classes into the afterschool program	\$5,000
Haliwa-Sapona Indian Tribe PO Box 99 Hollister, NC 27844	None	Public Charity	Increase physical activity for the more than 2500 citizens of the Hollister Community in Halifax County by building a trail connecting the community center and tribal school and integrating trail use with wellness programming at the community center	\$5,000

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Hardin Park School 361 Jefferson Hwy Boone, NC 28607	None	Public Charity	Increase daily physical activity for all students attending Hardin Park Elementary by creating an inclusive playground accessible to more than 800 students on a daily basis and open to the community year-round.	\$5,000
Laurinburg Presbyterian Church 600 West Church Street Laurinburg, NC 28352	None	Public Charity	Increase access to healthy food through community garden outreach by reducing costs and adding scholarship plots, increasing sustainable production by introducing bee hives, and unifying diverse stakeholders through youth service learning	\$5,000
Lincoln Community Health Center, Inc 1301 Fayetteville Street Durham, NC 27707-2325	None	Public Charity	Increase access to care by updating provider staffing, appointment scheduling, telephone system and call center in order to meet patient demand for services and exploring the implementation of a volume and value based provider incentive program.	\$18,000
Mattamuskeet Senior Center PO Box 188 Swan Quarter, NC 27885	None	Public Charity	Increase physical activity by expanding the selection of exercise equipment for the Mattamuskeet Senior Center allowing for an increase in exercise classes for senior citizens who have mobility issues due to arthritis	\$5,000
Mecklenburg Partnership for Children 601 E 5th Street, Suite 500 Charlotte, NC 28202	None	Public Charity	Increase physical activity by creating an outdoor learning environment at the Learning Garden Child Development Center in Mecklenburg County, one of four 'regional outdoor labs' part of the Preventing Obesity by Design3 (POD3) project developed by the Natural Learning Initiative (NLI) at NC State University	\$5,000
MGR Foundation 6348 N Milwaukee Ave Chicago, IL 60646	None	Public Charity	Increase access to healthy foods by implementing GREEN Community Schools and promoting environmental awareness and fully integrating sustainable practices in struggling local communities in the Charlotte Mecklenburg School District	\$421,200
Mount Airy Museum of Regional History Inc 301 North Main Street Mount Airy, NC 27030	None	Public Charity	Increase physical activity by creating a Geocaching Track Trail system along the Ararat and Emily B Taylor Greenways in Mount Airy integrating the use of STEM technologies in history and physical education and encouraging a healthier lifestyle	\$5,000
Mount Zion A.M.E. Zion Church PO Box 1027 Fayetteville, NC 28311	None	Public Charity	Improve the healthfulness of food served at church functions three times a week and improve quality of food provided to school children through the backpack program.	\$5,000
N.C. Center for Nonprofits 1110 Navaho Drive, Suite 200 Raleigh, NC 27609-7322	None	Public Charity	Provide products and services to increase the knowledge and capacity of nonprofit organizations throughout North Carolina.	\$50,000
New Hanover Community Health Center Inc 925 North Fourth Street Wilmington, NC 28401	None	Public Charity	Increase access to comprehensive dental treatment for low-income and uninsured individuals in New Hanover and surrounding counties through the implementation of digital x-ray	\$10,000

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North Carolina Academy of Family Physicians Foundation 1303 Annapolis Drive Raleigh, NC 27608	None	Public Charity	Increase the number of North Carolina-trained family physicians practicing in the state by increasing medical students' exposure to practicing family physicians and access to professional development opportunities including a 3-year mentoring and scholarship program.	\$549,000
North Carolina Association of Free Clinics PO Box 25893 Winston-Salem, NC 27114	None	Public Charity	Improve health outcomes at free clinics statewide by providing technical assistance and support to increase clinic understanding and use of quality improvement methods	\$180,000
North Carolina Association of Free Clinics PO Box 25893 Winston-Salem, NC 27114	None	Public Charity	Support existing NCAFC member free clinics and pharmacies and the creation of new free clinics in underserved counties. The focus is on the stability and sustainability of all member clinics	\$4,000,000
North Carolina Community Health Center Association 4917 Waters Edge Drive, Suite 165 Raleigh, NC 27606	None	Public Charity	Annual award in honor and recognition of Robert J. Greczyn, Jr. given to a North Carolina Community Health Center provider or administrator who demonstrates exemplary commitment to the health of North Carolinians	\$30,000
North Carolina Community Health Center Association 4917 Waters Edge Drive, Suite 165 Raleigh, NC 27606	None	Public Charity	Facilitate data-driven clinical, administrative and contractual decision making in community health centers through the development of an informatics center	\$150,000
North Carolina Community Health Center Association 4917 Waters Edge Drive, Suite 165 Raleigh, NC 27606	None	Public Charity	Develop and expand the knowledge and capabilities of community health center board members through a facilitated board training series to improve the governing efficacy, financial literacy, and viability of North Carolina's Community Health Centers	\$55,000
North Carolina Congress of Parents and Teachers 3501 Glenwood Avenue Raleigh, NC 27612	None	Public Charity	Improve school health policies and environments in at least 600 schools across North Carolina by expanding the NC PTA parent involvement initiative to include parent advocacy around school-based health and wellness	\$92,067
North Carolina Council of Churches 27 Horne Street Raleigh, NC 27607	None	Public Charity	Increase physical activity, consumption of fruits and vegetables, and healthy lifestyles through the promotion of health as a faith issue in congregations across the state	\$255,100
North Carolina Dental Health Fund 1600 Evans Rd Cary, NC 27513	None	Public Charity	Provide high quality, free dental services to uninsured North Carolinians through a portable, volunteer-run clinic	\$10,000
North Carolina Institute of Medicine 630 Davis Drive, Suite 100 Morrisville, NC 27560	None	Public Charity	Identify workable solutions to important health problems facing the state by bringing together stakeholder groups to study and make recommendations about health issues	\$250,000
North Carolina Partnership for Children, Inc. 1100 Wake Forest Road Raleigh, NC 27604	None	Public Charity	Improve the health of young children, ages 0-5, and child care workers through a statewide strategy of comprehensive coordinated early childhood obesity prevention outreach and technical assistance that will address change at the individual, programmatic, built environment and policy levels	\$1,000,000

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North Carolina Public Health Foundation PO Box 18763 Raleigh, NC 27619	None	Public Charity	Collaboration between leaders in public health and health care to build the expertise and capacity for proven quality improvement methodologies statewide	\$250,000
North Carolina Schweitzer Fellows Program PO Box 1636 Davidson, NC 28036	None	Public Charity	Increase access to health care by supporting future health care leaders in direct, oral health-related service projects in underserved communities across North Carolina.	\$54,000
North Carolina State Natural Resources Foundation Inc Campus Box 8010, 3036 Biltmore Hall Raleigh, NC 27695-8010	None	Public Charity	Increase the organizational capacity of the North Carolina Recreation and Park Association to support creation of active communities in North Carolina.	\$25,000
North Carolina State University Center for Environmental Farming Systems Campus Box 7609 Raleigh, NC 27695	None	Public Charity	Increase access to healthy food through establishment of a statewide local food system that serves as a sustainable, replicable model to drive improved health and rural economic development	\$1,000,000
North Carolina State University 2701 Sullivan Drive Campus Box 7214 Raleigh, NC 27695	None	Public Charity	Increase knowledge, environments, and access to healthy food for children in New Hanover, Warren, Wake, Wayne, Guilford, Moore and Gaston counties by establishing Food Corps leadership, building and enhancing school gardens, and strengthening Farm to School programming	\$70,120
North Carolina State University Natural Learning Initiative, College of Design Campus Box 7701 Raleigh, NC 27695	None	Public Charity	Increase physical activity and healthy eating habits in child care by scaling-up POD through the development of local networks of subject matter experts and POD sites across North Carolina.	\$267,000
Odysseus 6348 N Milwaukee Ave Chicago, IL 60646	None	Public Charity	Increase access to healthy foods for vulnerable populations across North Carolina by assisting local farms to become more economically viable	\$900,000
Office of Rural Health and Community Care, NC DHHS 2009 Mail Service Center Raleigh, NC 27699-2009	None	Public Charity	Improve provider retention and financial stability of safety net dental practices by improving managerial efficiency and effectiveness through practice assessment and technical assistance support	\$85,140
Office of Rural Health and Community Care, NC DHHS 2009 Mail Service Center Raleigh, NC 27699-2009	None	Public Charity	Improve access to preventive dental services statewide for approximately 100,000 children ages 1-20 receiving Medicaid, and for more than 21,000 children ages 1-18 receiving NC Health Choice	\$61,500
Old Zion Wesleyan Church 10144 Swamp Fox Highway East Tabor City, NC 28463	None	Public Charity	Increase access to quality, healthy food through the expansion of food ministry by adding healthy food to the food pantry, establishing a community garden, and teaching food preservation classes	\$5,000
Partnership for Children of the Foothills P O Box 823 Spartanburg, NC 28160	None	Public Charity	Increase daily physical activity of children ages 2-5 at three child care centers in Rutherford, Polk and McDowell counties by redesigning the outdoor play environment with natural elements	\$5,000

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Pathway To Peace Ministries 11775 NC 109 South Peachland, NC 28133	None	Public Charity	Increase the consumption of fruit and vegetables through the expansion of the ministry's garden and health ministry programs for Pathway to Peace participants in Anson County	\$5,000
Pender Alliance for Teen Health PO Box 1057 Hampstead, NC 28443	None	Public Charity	Increase access to comprehensive primary and mental health care for students at Pender County school-based health centers through the purchase of equipment	\$10,000
Penslow Health Clinic Inc PO Box 159 Holly Ridge, NC 28445	None	Public Charity	Improve quality of care at a rural health center in Onslow County through the implementation of EHR-interfacable EKG machine, ophthalmoscopes, otoscopes, and thermometers	\$9,000
Piney Grove Baptist Church 278 Piney Grove Church Road Mount Airy, NC 27030	None	Public Charity	Improve the access and availability to healthy foods for those in need, including a large Hispanic and underserved population.	\$5,000
Playworks Education Energized 119 Market Street Durham, NC 27701	None	Public Charity	Increase the physical activity for elementary age students throughout fifteen pre existing partner, low-income schools in Durham (7500 children), utilizing a coach with play equipment and redesigning the outdoor playground space with members of the community	\$5,000
Polk County Community Health & Wellness Center Inc P O Box 130 Columbus, NC 28722-0130	None	Public Charity	Increase capacity for comprehensive medical care for low income residents at risk of chronic health conditions at Polk Wellness Center	\$7,500
Prevention Institute 221 Oak Street Oakland, CA 94607	None	Public Charity	Complete planning for implementation of community-centered health homes, fostering stronger integration between health care and community prevention, in order to prevent and control obesity and diabetes in North Carolina.	\$145,500
Raleigh-Wake County Dental Society Community Dental Health Inc 4901 Leigh Drive Raleigh, NC 27616-2852	None	Public Charity	Increase oral health services for low income uninsured patients in Wake County by expanding donated services at Wake Smiles Clinic and private dentists' offices	\$150,000
Rockingham County Schools 511 Harrington Highway Eden, NC 27288	None	Public Charity	Increase capacity to provide dental screenings and treatment for children in Rockingham County through the development of a portable volunteer dental program.	\$7,000
Sacred Pathways Inc PO Box 84 Pembroke, NC 28372	None	Public Charity	Increase consumption of fresh fruit and vegetables by expanding the food pantry, providing adequate food storage and procuring kitchen utensils and equipment for onsite feeding and food box distribution.	\$5,000
Shalom Community Christian Church Disciples of Christ 2227 Pincroft Road Greensboro, NC 27407	None	Public Charity	Increase access to fresh fruit and vegetables through a Community Garden for summer campers and community neighbors	\$5,000

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St James Baptist Church 536 W Florida Street Greensboro, NC 27406	None	Public Charity	Increase access to locally grown fresh produce and other healthy foods by establishing a community garden and purchasing equipment to assist with proper food storage and distribution.	\$5,000
Stanly County Health Department 1000 N First Street, Suite 3 Albemarle, NC 28001	None	Public Charity	Increase capacity and improve quality of dental services for underserved Stanly County children through the addition of local endodontic services and the purchase of new dental equipment	\$10,000
Starmount Presbyterian Church 3501 West Market Street Greensboro, NC 27403	None	Public Charity	Increase access to healthy foods by expanding the community garden to assist people suffering from food insecurity in Guilford County	\$2,000
The Rensselaerville Institute 2 Oakwood Place Delmar, NY 12054	None	Public Charity	Expand Community Sparkplugs program to an additional 10 projects and develop a support program for the existing 30 Community Sparkplugs	\$150,000
Toe River Health District 861 Greenwood Rd. Spruce Pine, NC 28777	None	Public Charity	Increase capacity by reducing wait time for primary care appointments at Yancey and Mitchell County Health Departments through the purchase of new equipment	\$8,000
Total Christian Ministries 800 Mall Drive, Suite B Greenville, NC 27834-8594	None	Public Charity	Improve the capacity to provide challenging physical activities for targeted African Americans with cardiovascular disease and/or risks currently participating in four established exercise classes at churches in Pitt County	\$2,600
Town of Burgaw 109 N Walker St Burgaw, NC 28425	None	Public Charity	Increase regular physical activity for all residents of Burgaw, specifically 2-5 year olds, by expanding bicycle and pedestrian links through town, furnishing developmentally appropriate playground facilities, and developing community wide wellness initiative	\$5,000
Trinity Church Nursery School of Trinity Episcopal Church 1305 Main Street Scotland Neck, NC 27874	None	Public Charity	Increase physical activity and healthy eating by enhancing the outdoor play space and implementing policy changes at a preschool serving an economically depressed, rural community in Halifax County	\$3,000
Troy/Montgomery Senior Center 315 North Main Street Troy, NC 27371	None	Public Charity	Increase physical activity through the purchase of exercise equipment to serve a county wide senior population in an economically distressed rural community to enhance an 'Excellent' rated Senior Center and provide more exercise opportunities to a larger group of citizens	\$5,000
Union County Community Action, Inc PO Box 1029 Monroe, NC 28111	None	Public Charity	Increase physical activity and enhance active learning for low-income children in Union County, age 6 months to 5 years, by procuring portable play equipment for the playground and inside the classroom.	\$5,000
United Metropolitan Baptist Church 450 Metropolitan Drive Winston-Salem, NC 27101	None	Public Charity	Increase access to fresh vegetables by expanding the community garden and providing healthy nutritional choices for underserved Forsyth County communities and sick and shut-in members	\$5,000

Blue Cross and Blue Shield of North Carolina Foundation
EIN 56-2226009
Attachment for Form 990-PF for taxable year ended 6/30/13

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
University of North Carolina at Chapel Hill Office of Sponsored Research (OSR) 104 Airport Drive, Suite 2200, CB #1350 Chapel Hill, NC 27599-1350	None	Public Charity	Increase access to healthy local food in Orange, Durham, and Lenoir counties by addressing both farmer and consumer barriers to selling/consuming healthy local food as well leveraging a successful and growing aggregation/distribution system to reach smaller producers and food insecure communities	\$90,457
University of North Carolina at Chapel Hill Office of Sponsored Research (OSR) 104 Airport Drive, Suite 2200, CB #1350 Chapel Hill, NC 27599-1350	None	Public Charity	Increase opportunities for family medicine residents to gain experience with low income and vulnerable populations through the creation of a curriculum, and two new residency positions at a Community Health Center	\$85,000
University of North Carolina at Chapel Hill Office of Sponsored Research (OSR) 104 Airport Drive, Suite 2200, CB #1350 Chapel Hill, NC 27599-1350	None	Public Charity	Prevent oral disease in children through a prenatal provider education program that increases at-home oral health care and dental service utilization among low-income, high-risk pregnant women.	\$49,000
University of North Carolina at Chapel Hill Office of Sponsored Research (OSR) 104 Airport Drive, Suite 2200, CB #1350 Chapel Hill, NC 27599-1350	None	Public Charity	Increase pedestrian access to the NC Museum of Art and surrounding parklands by conducting a health impact assessment for Raleigh's Blue Ridge Road Corridor and implementing those quantified outcomes into the City of Raleigh's master plan.	\$61,607
University of North Carolina at Chapel Hill Office of Sponsored Research (OSR) 104 Airport Drive, Suite 2200, CB #1350 Chapel Hill, NC 27599-1350	None	Public Charity	Create a tool to provide direct access to the Nutrition and Physical Activity Self Assessment for Child Care (NAP SACC) through a web-based, interactive program, and a virtual consultant so that more child care providers in NC will have access to this resource, which has been effective in changing policies, practices, and environments to improve physical activity and healthy eating in child care	\$200,000
University of North Carolina Wilmington 601 S College Road Wilmington, NC 28403-5991	None	Public Charity	Increase access to, demand for, and purchase of healthy local food in Robeson, New Hanover, Brunswick, Pender, and Onslow counties by expanding an existing "Buy Local" campaign, increasing the number of farmers in an existing farmers' cooperative, and increasing outlets and institutions procuring and serving healthy local food.	\$100,000
Ward Street Mission 1619 W Ward Avenue High Point, NC 27260	None	Public Charity	Provide local, fresh food in a low-income inner city quadrant by building individual, home-based, raised-bed fruit and vegetable gardens, as well as cultivating and maintaining community gardens at the Ward Street Mission United Methodist Church.	\$5,000
Ware Creek Community Development Program Inc 2144 Maules Point Road Blounts Creek, NC 27814	None	Public Charity	Increase the physical activity of local residents by providing equipment for a rural community center where no public recreational facilities exist	\$5,000

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<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Warren County Cooperative Extension 158 Rafters Lane Warrenton, NC 27589	None	Public Charity	Provide school children and low-income consumers in Warren County and the surrounding region with convenient, affordable access to healthy, local food using a comprehensive farm-to-fork approach, including producer capacity-building, processing/distribution infrastructure improvements, and consumer outreach/education.	\$100,000
Western North Carolina Community Health Services Inc PO Box 338 Asheville, NC 28802	None	Public Charity	Improve quality of care by providing spirometry testing to low-income individuals in Buncombe County through the purchase of new equipment	\$5,000
Youth Empowered Solutions 4418 Lousburg Road, Suite 131 Raleigh, NC 27616-4335	None	Public Charity	Increase the impact of Youth Empowered Solutions to engage youth to impact policies that reduce childhood obesity and to develop and scale their youth empowerment consulting division	\$300,000
YWCA of Asheville 185 South French Broad Avenue Asheville, NC 28801	None	Public Charity	Expand the availability of adaptive equipment for use by participants of the YWCA of Asheville's Diabetes Wellness and Prevention Program.	\$5,000
Total				\$12,570,885

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Bridge II Sports 4122 Bennett Memorial Rd., Suite 109 Durham, NC 27705	None	Public Charity	Expand and strengthen the Bridge II Sports Board to better meet the demands of a growing organization and expand funding base through development of a fee for service program model.	\$49,370
Community Foundation of Western North Carolina PO Box 7667 Asheville, NC 28802	None	Public Charity	Increase access to capacity building and technical assistance for select nonprofits and grantees to develop leaders, build management skills and plan for sustainability that enables nonprofit organizations to be stronger, more effective and therefore better equipped to achieve their missions	\$135,000
Farmer Foodshare PO Box 2873 Chapel Hill, NC 27515	None	Public Charity	Build capacity and move the organizational infrastructure from start-up to sustainable for future programmatic growth in the areas of supporting farmers, feeding communities healthy food and creating food-access jobs	\$300,000
MGR Foundation 6348 N Milwaukee Ave Chicago, IL 60646	None	Public Charity	Increase access to healthy foods by implementing GREEN Community Schools and promoting environmental awareness and fully integrating sustainable practices in struggling local communities in the Charlotte Mecklenburg School District	\$140,400

Blue Cross and Blue Shield of North Carolina Foundation
EIN 56-2226009
Attachment for Form 990-PF for taxable year ended 6/30/13

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
North Carolina Academy of Family Physicians Foundation 1303 Annapolis Drive Raleigh, NC 27608	None	Public Charity	Increase the number of North Carolina-trained family physicians practicing in the state by increasing medical students' exposure to practicing family physicians and access to professional development opportunities including a 3-year mentoring and scholarship program.	\$353,695
North Carolina Community Health Center Association 4917 Waters Edge Drive, Suite 165 Raleigh, NC 27606	None	Public Charity	Annual award in honor and recognition of Robert J Greczyn, Jr given to a North Carolina Community Health Center provider or administrator who demonstrates exemplary commitment to the health of North Carolinians	\$166,416
North Carolina Congress of Parents and Teachers 3501 Glenwood Avenue Raleigh, NC 27612	None	Public Charity	Improve school health policies and environments in at least 600 schools across North Carolina by expanding the NC PTA parent involvement initiative to include parent advocacy around school-based health and wellness	\$92,066
North Carolina Council of Churches 27 Horne Street Raleigh, NC 27607	None	Public Charity	Increase physical activity, consumption of fruits and vegetables, and healthy lifestyles through the promotion of health as a faith issue in congregations across the state.	\$255,100
North Carolina Dental Health Fund 1600 Evans Rd Cary, NC 27513	None	Public Charity	Provide high quality, free dental services to uninsured North Carolinians through a portable, volunteer-run clinic	\$55,472
North Carolina Schweitzer Fellows Program PO Box 1636 Davidson, NC 28036	None	Public Charity	Increase access to health care by supporting future health care leaders in direct, oral health-related service projects in underserved communities across North Carolina.	\$46,000
North Carolina State University Center for Environmental Farming Systems Campus Box 7609 Raleigh, NC 27695	None	Public Charity	Increase access to healthy food through establishment of a statewide local food system that serves as a sustainable, replicable model to drive improved health and rural economic development	\$484,262
North Carolina State University Natural Learning Initiative, College of Design Campus Box 7701 Raleigh, NC 27695	None	Public Charity	Increase physical activity and healthy eating habits in child care by scaling-up POD through the development of local networks of subject matter experts and POD sites across North Carolina.	\$273,000
Odysseus 6348 N Milwaukee Ave Chicago, IL 60646	None	Public Charity	Increase access to healthy foods for vulnerable populations across North Carolina by assisting local farms to become more economically viable	\$545,278
Office of Rural Health and Community Care, NC DHHS 2009 Mail Service Center Raleigh, NC 27699-2009	None	Public Charity	Improve provider retention and financial stability of safety net dental practices by improving managerial efficiency and effectiveness through practice assessment and technical assistance support	\$86,720
Prince of Peace Lutheran Church 1100 Curtis Street Greensboro, NC 27406	None	Public Charity	Increase access to and consumption of local, healthy foods for residents in the Warnersville neighborhood through a community-based, integrated urban garden and farmer's market program.	\$5,000

Blue Cross and Blue Shield of North Carolina Foundation
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Attachment for Form 990-PF for taxable year ended 6/30/13

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Raleigh-Wake County Dental Society Community Dental Health Inc 4901 Leigh Drive Raleigh, NC 27616-2852	None	Public Charity	Increase oral health services for low income uninsured patients in Wake County by expanding donated services at Wake Smiles Clinic and private dentists' offices	\$200,000
St. Anne's Episcopal Church 2690 Fairlawn Drive Winston-Salem, NC 27106	None	Public Charity	Improve the nutritional health of children in the Child Care Center, and their families, by serving fresh fruits and vegetables, some from the community garden, at least 6 times weekly	\$5,000
The Conservation Fund PO Box 271 Chapel Hill, NC 27516	None	Public Charity	Advance healthy eating and active living in economically and socially distressed communities across North Carolina by building skills in 40 grassroots organizations through leadership training and network connections	\$296,853
University of North Carolina at Chapel Hill Office of Sponsored Research (OSR) 104 Airport Drive, Suite 2200, CB #1350 Chapel Hill, NC 27599-1350	None	Public Charity	Create a tool to provide direct access to the Nutrition and Physical Activity Self Assessment for Child Care (NAP SACC) through a web-based, interactive program, and a virtual consultant so that more child care providers in NC will have access to this resource, which has been effective in changing policies, practices, and environments to improve physical activity and healthy eating in child care	\$200,000
Youth Empowered Solutions 4418 Lousburg Road, Suite 131 Raleigh, NC 27616-4335	None	Public Charity	Increase the impact of Youth Empowered Solutions to engage youth to impact policies that reduce childhood obesity and to develop and scale their youth empowerment consulting division	\$296,853
NCDA & CS Food Distribution PO Box 659 Butner, NC 27509-0659	None	Public Charity	Increase the number of school districts participating in the NC Farm to School Program by expanding the capacity of the NC Department of Agriculture & Consumer Services through the purchase of five tractor-trailers	\$75,000
Total				\$4,061,485

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	Blue Cross and Blue Shield of North Carolina Foundation	56-2226009
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	PO Box 2291	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Durham, NC 27702	

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

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 ► KATHY HIGGINS

Telephone No. ► 919-765-4104

FAX No. ► _____

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year 20 ____ or
- ☒ tax year beginning JULY 1, 20 12, and ending JUNE 30, 20 13.

- 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 \$	44,755
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 \$	40,755
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 \$	4,000

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev 1-2013)

- 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 File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.		Enter filer's identifying number, see instructions	
	Blue Cross and Blue Shield of North Carolina Foundation		Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P.O. box, see instructions.		56-2226009	
	PO Box 2291		Social security number (SSN)	
City, town or post office, state, and ZIP code. For a foreign address, see instructions.				
Durham, NC 27702				

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

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

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

- The books are in the care of **KATHY HIGGINS**
Telephone No. **919-765-4104** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4** I request an additional 3-month extension of time until **MAY 15**, 20 **14**.
- 5** For calendar year _____, or other tax year beginning **JULY 1**, 20 **12**, and ending **JUNE 30**, 20 **13**.
- 6** If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7** State in detail why you need the extension **ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	44,755
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 \$	44,755
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 **S. Stran Summer** Title **VP** Date **2/3/14**