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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
TENNESSEE HEALTH FOUNDATION INC

A Employer identification number
20-0298456

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

Room/suite

B Telephone number (see instructions)
(423) 535-7163

City or town, state or province, country, and ZIP or foreign postal code
CHATTANOOGA, TN 37402

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 203,665,743

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	27,000,000			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,864	430,145		
	4 Dividends and interest from securities	1,235,505	2,205,379		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	5,450,447			
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV, line 2)		19,547,550		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)		208,379		
	12 **Total.** Add lines 1 through 11	33,687,816	22,391,453		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	8,450	1,268		7,182
	c Other professional fees (attach schedule)	300,263	300,263		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	252,033	98,382		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	518,643	81,531		517,461
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,079,389	481,444		524,643
	25 Contributions, gifts, grants paid	7,537,113			7,537,113
	26 **Total expenses and disbursements.** Add lines 24 and 25	8,616,502	481,444		8,061,756
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	25,071,314			
	b **Net investment income** (if negative, enter -0-)		21,910,009		
	c **Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		34,421	34,421
	2 Savings and temporary cash investments	10,340,087	8,258,198	8,258,198
	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			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	153,725,995	190,771,218	190,771,218
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15 Other assets (describe ▶ _____)	4,783	4,601,906	4,601,906
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	164,070,865	203,665,743	203,665,743
Liabilities	17 Accounts payable and accrued expenses	4,236	18,152	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)	-267	-8,556	
	23 **Total liabilities** (add lines 17 through 22)	3,969	9,596	
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	164,066,896	203,656,147	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	164,066,896	203,656,147	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	164,070,865	203,665,743	

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	164,066,896
2	Enter amount from Part I, line 27a	2	25,071,314
3	Other increases not included in line 2 (itemize) ▶ _____	3	14,517,937
4	Add lines 1, 2, and 3	4	203,656,147
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	203,656,147

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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	19,547,550
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	6,107,244	132,433,040	0 046116
2011	5,278,257	115,203,888	0 045817
2010	4,246,999	103,465,432	0 041048
2009	4,194,354	87,277,228	0 048058
2008	3,302,145	88,399,801	0 037355

2	**Total** of line 1, column (d)	2	0 218394
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 043679
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	168,066,934
5	Multiply line 4 by line 3	5	7,340,996
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	219,100
7	Add lines 5 and 6	7	7,560,096
8	Enter qualifying distributions from Part XII, line 4	8	8,061,756

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	219,100
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	219,100
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	219,100
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 242,773		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	242,773
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	264
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	23,409
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 23,409 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b,** attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	Yes	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation .*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

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

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

14 The books are in care of ▶ TREY WHITE Telephone no ▶ (423) 535-7036

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

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

16	At any time during calendar year 2013, 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 instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶ CA	16	Yes	No

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☑ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

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

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 SHAPE THE STATE PROGRAM FOCUSES ON COMBATING CHILDHOOD OBESITY THROUGH PHYSICAL ACTIVITY AND NUTRITION MORE THAN 88,000 CHILDREN AT ALMOST 200 SCHOOL SITES HAVE PARTICIPATED	517,461
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions **3**	
Total. Add lines 1 through 3 . . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	165,576,608
b	Average of monthly cash balances		1b	5,049,721
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	170,626,329
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	0
3	Subtract line 2 from line 1d		3	170,626,329
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	2,559,395
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	168,066,934
6	**Minimum investment return.** Enter 5% of line 5		6	8,403,347

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	8,403,347
2a	Tax on investment income for 2013 from Part VI, line 5	2a 219,100		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	219,100
3	Distributable amount before adjustments Subtract line 2c from line 1		3	8,184,247
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	8,184,247
6	Deduction from distributable amount (see instructions)		6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	8,184,247

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	8,061,756
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	8,061,756
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	219,100
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	7,842,656

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				8,184,247
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			5,388,926	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 8,061,756				
a Applied to 2012, but not more than line 2a			5,388,926	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				2,672,830
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013	0			0
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				5,511,417
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

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

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

c Any submission deadlines

SUBMISSIONS MUST BE WITHIN 3 CYCLES JAN,MAY,SEP

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

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . . ▶ **3a**				7,537,113
b *Approved for future payment*				
Total . . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,864	
4 Dividends and interest from securities			14	1,235,505	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	5,450,447	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		6,687,816	0
13 **Total.** Add line 12, columns (b), (d), and (e)					13 6,687,816

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2014-09-12 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
BECKY G MURPHY		2014-09-12		P01029295

Firm's name ▶	LATTIMORE BLACK MORGAN & CAIN PC	Firm's EIN ▶	62-1199757
Firm's address ▶	605 CHESTNUT STREET SUITE 1100 CHATTANOOGA, TN 37450	Phone no	(423) 756-6585

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CAPITAL GAIN ON CONTRIBUTED STOCKS	D		
SILCHESTER ST CAPITAL GAINS	P		
SILCHESTER LT CAP GAINS BOOK-TAX DIFFERENCE	P		
SILCHESTER LT CAPITAL GAINS	P		
MISCELLANEOUS OTHER INVESTMENTS	P		
GAMMA ST CAPITAL GAINS	P		
GAMMA LT CAPITAL GAINS	P		
OTHER MARKETABLE SECURITIES GAINS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
			12,838,884
			156,391
			685,856
			1,152,684
			335
			45,064
			370,908
			4,297,428

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			12,838,884
			156,391
			685,856
			1,152,684
			335
			45,064
			370,908
			4,297,428

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

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AVERY TRACE MIDDLE SCHOOL 230 RAIDER DR COOKEVILLE,TN 38501	NONE	509(A)(1)	SHAPE THE STATE GRANT WINNER	1,000
BURCHFIELD SCHOOL 1112 W 3RD AVENUE ONEIDA,TN 37841	NONE	509(A)(1)	SHAPE THE STATE GRANT WINNER	1,000
CHILHOWEE MIDDLE SCHOOL 216 SCHOOLHOUSE HILL ROAD BENTON,TN 37307	NONE	509(A)(1)	SHAPE THE STATE GRANT WINNER	1,000
COMMUNITY FOUNDATIONREGIONAL OBSTETRICAL CONSULTANTS 902 MCCALLIE AVE CHATTANOOGA,TN 37403	NONE	509(A)(1)	STORC - SOLUTIONS TO OBSTETRICS IN RURAL COUNTIES PROGRAM	617,074
COUNTRY MUSIC HALL OF FAME AND MUSEUM 222 FIFTH AVENUE SOUTH NASHVILLE,TN 37203	NONE	509(A)(1)	BCBST LEARNING LAB	100,000
DICKSON COMMUNITY CLINIC 111 HIGHWAY 70 E DICKSON,TN 37055	NONE	509(A)(1)	VOLUNTEER CLINIC SUPPORT	3,000
DYER SCHOOL 322 E COLLEGE STREET DYER,TN 38330	NONE	509(A)(1)	SHAPE THE STATE GRANT WINNER	1,000
EAST NASHVILLE MAGNET SCHOOL 110 GALLATIN STREET NASHVILLE,TN 37206	NONE	509(A)(1)	SHAPE THE STATE GRANT WINNER	1,000
EXCHANGE CLUB CARL PERKINS CENTER PO BOX 447 JACKSON,TN 38302	NONE	509(A)(1)	TEAM BLUE BENEFICIARY - STATE-WIDE INITIATIVE	10,000
FAITH FAMILY MEDICAL CLINIC 326 21ST AVENUE NORTH NASHVILLE,TN 37205	NONE	509(A)(1)	VOLUNTEER CLINIC SUPPORT	225,000
FRIENDS IN NEED HEALTH CENTER INC 1105 W STONE DR KINGSPORT,TN 37660	NONE	509(A)(1)	MATCHING GRANT PROJECT	108,000
GIRLS INC OF CHATTANOOGA 709 SOUTH GREENWOOD AVENUE CHATTANOOGA,TN 37404	NONE	509(A)(1)	INFANT MORTALITY PUBLIC AWARENESS CAMPAIGN FOR TENNESSEE (IMPACT) PROGRAM	50,497
GOVERNORS FOUNDATION FOR HEALTH AND WELLNESS 511 UNION ST SUITE 720 NASHVILLE,TN 37219	NONE	509(A)(1)	HEALTHIER TENNESSEE	1,000,000
GREENFIELD 319 WEST MAIN STREET GREENFIELD,TN 38230	NONE	509(A)(1)	SHAPE THE STATE GRANT WINNER	1,000
HARDIN COUNTY MIDDLE SCHOOL 299 LACEFIELD DR SAVANNAH,TN 38372	NONE	509(A)(1)	SHAPE THE STATE GRANT WINNER	1,000
Total . . . . . ▶ **3a**				7,537,113

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
HELEN ROSS MCNABB CENTER 201 WEST SPRINGDALE AVENUE KNOXVILLE,TN 37917	NONE	509(A)(1)	GEOGRAPHIC EXPANSION - BEHAVIORAL HEALTH PROGRAMS	83,333
HOPE FAMILY HEALTH SERVICES 2 WESTMORELAND TN 37186 12124 TENNESSEE 52 WESTMORELAND,TN 37186	NONE	509(A)(1)	VOLUNTEER CLINIC SUPPORT	6,000
INTERFAITH HEALTH CLINIC 315 GILL AVENUE KNOXVILLE,TN 37917	NONE	509(A)(1)	VOLUNTEER CLINIC SUPPORT	8,000
KNOXVILLE AREA PROJECT ACCESS 115 SUBURBAN ROAD SOUTHWEST KNOXVILLE,TN 37923	NONE	509(A)(1)	EMERGENCY ROOM UTILIZATION INITIATIVE EXPANSION	100,000
KNOXVILLE NEWS SENTINEL CHARITIES INC 2332 NEWS SENTINEL DR KNOXVILLE,TN 37921	NONE	509(A)(1)	FREE FLU SHOT SATURDAY PROGRAM	60,000
LEBONHEUR CHILDREN'S HOSPITAL 50 N DUNLAP ST MEMPHIS,TN 38103	NONE	509(A)(1)	PEDIFLIGHT CRASH MEMORIAL DONATION	10,500
MEIGS MIDDLE SCHOOL 564 N MAIN ST DECATUR,TN 37322	NONE	509(A)(1)	SHAPE THE STATE GRANT WINNER	1,000
METHODIST HEALTHCARE FOUNDATION PO BOX 42048 MEMPHIS,TN 38174	NONE	509(A)(1)	SICKLE CELL CENTER OF MEMPHIS	50,000
MORRISON ELEMENTARY SCHOOL 500 SOUTH FAIR STREET MORRISON,TN 37357	NONE	509(A)(1)	SHAPE THE STATE GRANT WINNER	1,000
MOUNTAIN STATES FOUNDATION 2335 KNOB CREEK ROAD SUITE 101 JOHNSON CITY,TN 37604	NONE	509(A)(1)	COMMUNITY BENEFIT INITIATIVES	250,000
MTN HOPE GOOD SHEPHERD CLINIC 312 PRINCE ST SEVIERVILLE,TN 37862	NONE	509(A)(1)	VOLUNTEER CLINIC SUPPORT	8,000
NATIONAL CIVIL RIGHTS MUSEUM MEMPHIS TN 38103 450 MULBERRY MEMPHIS,TN 38103	NONE	509(A)(1)	RENOVATION PROJECT	100,000
NEW CENTER ELEMENTARY 2701 OLD NEWPORT HIGHWAY SEVIERVILLE,TN 37876	NONE	509(A)(1)	SHAPE THE STATE GRANT WINNER	1,000
NORRIS MIDDLE SCHOOL 5 NORRIS SQUARE PO BOX 980 NORRIS,TN 37828	NONE	509(A)(1)	SHAPE THE STATE GRANT WINNER	1,000
NORTHEAST MIDDLE SCHOOL 2665 CHRISTMASVILLE RD JACKSON,TN 38305	NONE	509(A)(1)	SHAPE THE STATE GRANT WINNER	1,000
Total . . . . . ▶ **3a**				7,537,113

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ONE FUND BOSTON PO BOX 990009 BOSTON,MA 02199	NONE	509(A)(1)	BOSTON BOMBING CONTRIBUTION	10,000
ORCHARD KNOB MIDDLE SCHOOL 500 NORTH HIGHLAND PARK AVE CHATTANOOGA,TN 37840	NONE	509(A)(1)	SHAPE THE STATE GRANT WINNER	1,000
PETROS-JOYNER SCHOOL (K-8) 125 PETROS-JOYNER SCHOOL ROAD OLIVER SPRINGS,TN 37840	NONE	509(A)(1)	SHAPE THE STATE GRANT WINNER	1,000
PRIMARY CARE & HOPE CLINIC MURFREESBORO TN 37129 1453A HOPE WAY MURFREESBORO,TN 37129	NONE	509(A)(1)	VOLUNTEER CLINIC SUPPORT	6,000
RICHARD HARDY MEMORIAL SCHOOL SOUTH PITTSBURG TN 37380 1620 HAMILTON AVENUE SOUTH PITTSBURG,TN 37380	NONE	509(A)(1)	SHAPE THE STATE GRANT WINNER	1,000
RIDGEVIEW PSYCHIATRIC CENTER 110 NORTH TENNESSEE AVENUE LAFOLLETTE,TN 37766	NONE	509(A)(1)	MOTHERS AND INFANTS SOBER TOGETHER (MIST) PROGRAM	145,228
ROCKVALE MIDDLE 6543 HWY 99 ROCKVALE,TN 37153	NONE	509(A)(1)	SHAPE THE STATE GRANT WINNER	1,000
RONALD MCDONALD HOUSE CHARITIES OF NASHVILLE 2144 FAIRFAX AVENUE NASHVILLE,TN 37212	NONE	509(A)(1)	TEAM BLUE BENEFICIARY - STATE-WIDE INITIATIVE	10,000
RONALD MCDONALD HOUSE OF CHATTANOOGA 200 CENTRAL AVENUE CHATTANOOGA,TN 37403	NONE	509(A)(1)	TEAM BLUE BENEFICIARY - STATE-WIDE INITIATIVE	10,000
RONALD MCDONALD HOUSE OF JOHNSON CITY 418 N STATE OF FRANKLIN RD JOHNSON CITY,TN 37604	NONE	509(A)(1)	TEAM BLUE BENEFICIARY - STATE-WIDE INITIATIVE	10,000
RONALD MCDONALD HOUSE OF KNOXVILLE 1705 W CLINCH AVE SW KNOXVILLE,TN 37916	NONE	509(A)(1)	TEAM BLUE BENEFICIARY - STATE-WIDE INITIATIVE	10,000
RONALD MCDONALD HOUSE OF MEMPHIS 535 ALABAMA AVENUE MEMPHIS,TN 38105	NONE	509(A)(1)	TEAM BLUE BENEFICIARY - STATE-WIDE INITIATIVE	10,000
RUTHERFORD SCHOOL 108 WEST KNOX STREET RUTHERFORD,TN 38369	NONE	509(A)(1)	SHAPE THE STATE GRANT WINNER	1,000
SHELBY COUNTY BOOKS FROM BIRTH 5865 RIDGEWAY CENTER PKWY MEMPHIS,TN 37204	NONE	509(A)(1)	PROGRAM SUPPORT	200,000
SILOAM FAMILY HEALTH CENTER 820 GALE LN NASHVILLE,TN 37204	NONE	509(A)(1)	VOLUNTEER CLINIC SUPPORT	10,000
Total . . . . . ▶ **3a**				7,537,113

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SMYRNA MIDDLE SCHOOL 712 HAZELWOOD DRIVE SMYRNA,TN 37167	NONE	509(A)(1)	SHAPE THE STATE GRANT WINNER	1,000
TN HOSPITAL EDUCATION & RESEARCH FDN 500 INTERSTATE BLVD SOUTH NASHVILLE,TN 37210	NONE	509(A)(1)	TN SURGICAL QUALITY IMPROVEMENT PROJECT	1,060,800
UNIVERSITY OF MEMPHIS SCHOOL OF PUBLIC HEALTH 106 ROBISON HALL MEMPHIS,TN 38152	NONE	509(A)(1)	FITKIDS PROGRAM	275,000
UNIVERSITY OF TN AT CHATTANOOGA SCHOOL OF NURSING 615 MCCALLIE AVENUE DEPT 5605 CHATTANOOGA,TN 37403	NONE	509(A)(1)	GERONTOLOGY CHAIR, SCHOOL OF NURSING	500,000
UNIVERSITY OF TN 62 SOUTH DUNLAP MEMPHIS,TN 38163	NONE	509(A)(1)	TEAMWORK-FOCUSED INTERDISCIPLINARY SIMULATIONS PROGRAM	973,420
UNIVERSITY OF TN 910 MADISON AVE STE 827 MEMPHIS,TN 38163	NONE	509(A)(1)	BLUES PROJECT, PHASE III (HAMILTON CO & SHELBY CO)	1,392,261
URBAN LEAGUE OF CHATTANOOGA 730 E MARTIN LUTHER KING BLVD CHATTANOOGA,TN 37411	NONE	509(A)(1)	FIT4LIFE PROGRAM	100,000
VOLUNTEERS IN MEDICINE 5705 MARLIN RD CHATTANOOGA,TN 37729	NONE	509(A)(1)	VOLUNTEER CLINIC SUPPORT	5,000
WHITE OAK ELEMENTARY 5634 WHITE OAK ROAD DUFF,TN 37729	NONE	509(A)(1)	SHAPE THE STATE GRANT WINNER	1,000
WINFREE BRYANT MIDDLE SCHOOL 1213 LEEVILLE PIKE LEBANON,TN 38506	NONE	509(A)(1)	SHAPE THE STATE GRANT WINNER	1,000
Total . . . . . ▶ **3a**				7,537,113

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491255006144

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

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization
TENNESSEE HEALTH FOUNDATION INC

Employer identification number
20-0298456

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of $5,000 or more during the year . . . . . ▶ $ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
TENNESSEE HEALTH FOUNDATION INC

Employer identification number
20-0298456

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BLUECROSS BLUESHIELD OF TENNESSEE INC 1 CAMERON HILL CIRCLE CHATTANOOGA, TN 374022520	$ 299,849	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	BLUECROSS BLUESHIELD OF TENNESSEE INC 1 CAMERON HILL CIRCLE CHATTANOOGA, TN 374022520	$ 26,700,151	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
TENNESSEE HEALTH FOUNDATION INC

Employer identification number
20-0298456

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	PUBLICLY TRADED SECURITIES	$ 26,700,151	2013-12-12

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

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

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

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

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

Name of organization
TENNESSEE HEALTH FOUNDATION INC

Employer identification number
20-0298456

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

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TY 2013 Accounting Fees Schedule

Name: TENNESSEE HEALTH FOUNDATION INC

EIN: 20-0298456

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT & TAX SERVICE EXP	8,450	1,268		7,182

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TY 2013 General Explanation Attachment

Name: TENNESSEE HEALTH FOUNDATION INC

EIN: 20-0298456

Identifier	Return Reference	Explanation
	FORM 990PF, PART XV	FORM 990PF, PART XV INFORMATION REGARDING FOUNDATION MANAGERS==========THE DIRECTORS AND OFFICERS OF THE FOUNDATION ARE DIRECTORS OR OFFICERS OR EMPLOYEES OF BLUECROSS BLUESHIELD OF TENNESSEE, INC , WHICH IS THEIR PRIMARY SUPPORTER AND SUBSTANTIAL CONTRIBUTOR TO THE FOUNDATION A LISTING OF THESE INDIVIDUALS IS CONTAINED IN STATEMENT 11 FOR FORM 990-PF

Identifier	Return Reference	Explanation
	FORM 990PF, PART XV 3B	PART XV 3B - FUTURE CONTRIBUTIONS==========NO FUTURE COMMITMENTS CONSIDERED UNCONDITIONAL

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TY 2013 Investments Corporate Stock Schedule

Name: TENNESSEE HEALTH FOUNDATION INC

EIN: 20-0298456

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PIMCO TOTAL RETURN FD-INST	12,331,944	12,331,944
PIMCO BOND FUND	24,400,651	24,400,651
ISHARES S&P 500 INDEX FUNDS	17,240,945	17,240,945
ISHARES S&P SMALLCAP 600	10,339,740	10,339,740
ISHARES MSCI EAFE ETF	8,943,629	8,943,629
AURORA OFFSHORE FD LTD II CL A	19,696,203	19,696,203
SELECTINVEST MULTISTRATEGY LTD	426,231	426,231
ABS OFFSHORE SPC GLOBAL PORT	15,308,513	15,308,513
SILCHESTER INT'L EQUITY TRUST	33,818,282	33,818,282
EATON VANCE PARAMETRIC TAX-MGD EMERGING MARKETS FUND	16,252,892	16,252,892
ISHARES BARCLAYS 0-5 YEAR TIPS	14,117,750	14,117,750
GAMMA CONVERTIBLE FUND	12,506,304	12,506,304
BABSON FLOATING RATE INCOME	5,388,134	5,388,134

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TY 2013 Other Assets Schedule

Name: TENNESSEE HEALTH FOUNDATION INC

EIN: 20-0298456

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED BOND INTEREST RECEIVABLE	4,783	0	0
EQ/MMF INTEREST RECEIVABLE	0	1,906	1,906
INVESTMENT RECEIVABLE	0	4,600,000	4,600,000

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TY 2013 Other Expenses Schedule

Name: TENNESSEE HEALTH FOUNDATION INC

EIN: 20-0298456

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROGRAM SUPPORT	517,461	0		517,461
DUES	500	0		0
OTHER PASSTHROUGH INVESTMENT EXPENSES	0	81,531		0
MISCELLANEOUS EXPENSE	187	0		0
LATE FEES AND PENALTIES	495	0		0

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TY 2013 Other Increases Schedule

Name: TENNESSEE HEALTH FOUNDATION INC

EIN: 20-0298456

Description	Amount
UNREALIZED GAIN	14,517,937

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TY 2013 Other Liabilities Schedule

Name: TENNESSEE HEALTH FOUNDATION INC

EIN: 20-0298456

Description	Beginning of Year - Book Value	End of Year - Book Value
FRANCHISE & EXCISE TAX PAYABLE	-267	-8,556

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TY 2013 Other Professional Fees Schedule

Name: TENNESSEE HEALTH FOUNDATION INC

EIN: 20-0298456

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	300,263	300,263		0

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TY 2013 Taxes Schedule

Name: TENNESSEE HEALTH FOUNDATION INC

EIN: 20-0298456

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX AND LICENSE	322	0		0
FOREIGN TAXES FROM PASS THROUGH	0	98,382		0
EXCISE TAX	251,711	0		0