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.
▶ Go to *www.irs.gov/Form990PF* for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018 , and ending 12-31-2018

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 ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), 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)* ▶$ 214,179,901

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

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

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

		(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	83,419	366,368		
4	Dividends and interest from securities	3,785,311	5,367,381		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	11,796,160			
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		13,168,416		
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)	0	-213,093		
12	**Total.** Add lines 1 through 11	15,664,890	18,689,072		
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)	12,000	1,800		10,200
c	Other professional fees (attach schedule)	961,528	1,284,510		0
17	Interest		60,278		
18	Taxes (attach schedule) (see instructions)	28,747	0		0
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	5,730,639	392,922		5,729,510
24	**Total operating and administrative expenses.** Add lines 13 through 23	6,732,914	1,739,510		5,739,710
25	Contributions, gifts, grants paid	3,387,200			3,387,200
26	**Total expenses and disbursements.** Add lines 24 and 25	10,120,114	1,739,510		9,126,910
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	5,544,776			
b	**Net investment income** (if negative, enter -0-)		16,949,562		
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	55,924	53,796	53,796
	2	Savings and temporary cash investments	3,534,521	4,077,023	4,077,023
	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)	207,135,211	188,769,732	188,769,732
	c	Investments—corporate bonds (attach schedule)	23,451,479	20,943,567	20,943,567
	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 ▶ ________)	2,405,027	335,783	335,783
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	236,582,162	214,179,901	214,179,901
Liabilities	17	Accounts payable and accrued expenses	109,339	152,510	
	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 ▶ ________)	53,319	44,347	
	23	**Total liabilities**(add lines 17 through 22)	162,658	196,857	
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	236,419,504	213,983,044	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	236,419,504	213,983,044	
	31	**Total liabilities and net assets/fund balances** (see instructions)	236,582,162	214,179,901	

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	236,419,504
2	Enter amount from Part I, line 27a	2	5,544,776
3	Other increases not included in line 2 (itemize) ▶ ________	3	0
4	Add lines 1, 2, and 3	4	241,964,280
5	Decreases not included in line 2 (itemize) ▶ ________	5	27,981,236
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	213,983,044

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

	(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	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	13,168,416
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 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))
2017	10,385,229	222,513,690	0 046672
2016	10,284,388	205,308,350	0 050092
2015	11,873,127	212,307,872	0 055924
2014	9,255,654	200,793,803	0 046095
2013	7,842,656	168,066,934	0 046664

2	**Total** of line 1, column (d)	2	0 245447
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0 049089
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	231,664,658
5	Multiply line 4 by line 3	5	11,372,186
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	169,496
7	Add lines 5 and 6	7	11,541,682
8	Enter qualifying distributions from Part XII, line 4	8	9,126,910

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

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

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**	338,991
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**	338,991
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**	338,991
6	Credits/Payments				
a	2018 estimated tax payments and 2017 overpayment credited to 2018	**6a**	255,509		
b	Exempt foreign organizations—tax withheld at source	**6b**			
c	Tax paid with application for extension of time to file (Form 8868)	**6c**	170,000		
d	Backup withholding erroneously withheld	**6d**	0		
7	Total credits and payments Add lines 6a through 6d			**7**	425,509
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			**8**	0
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**	86,518
11	Enter the amount of line 10 to be **Credited to 2019 estimated tax** ▶ 86,518 **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 Instructions for definition)	**1b**		**No**
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	**1c**		**No**
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	**2**		**No**
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	**3**		**No**
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	**4a**		**No**
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	**4b**		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	**5**		**No**
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	**6**	**Yes**	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	**7**	**Yes**	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	**8b**	**Yes**	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See the 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 ▶SEE STATEMENT FOR PART XV

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 |

			Yes	No
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes", enter the name of the foreign country ▶			

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 instructions	1b		
	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 2018?.	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?. ☐ 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 2018 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 2018).*	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 2018?	4b		No

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

				Yes	No
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 4945(d)(4)(A)? 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? *If "Yes," attach the statement required by Regulations section 53 4945-5(d)*	☐ Yes ☐ No			
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? *If "Yes" to 6b, file Form 8870*		**6b**		No
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**		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment during the year?	☐ 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 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 THE BLUECROSS BLUESHIELD OF TENNESSEE HEALTH FOUNDATION SHIFTED INVESTMENT FOCUS IN 2018 TO THE BLUECROSS HEALTHY PLACE SIGNATURE PROGRAM THE PROGRAM REQUESTS PROPOSALS FROM COMMUNITIES OF ALL SIZES THROUGHOUT TENNESSEE FOR COMMUNITY PROJECTS THAT WILL BRING CONNECTION AND OPPORTUNITIES FOR ACTIVITY TO THEIR TOWN, COMMUNITY, CITY, ETC THIS PROGRAM IS ALLOCATED APPROXIMATELY $8M (MORE THAN 75% OF ALL OF THE ANNUAL CHARITABLE GIVING FUNDS) RESULTING IN THIS TRULY BEING A SIGNATURE PROGRAM SUPPORTED WITH FUNDS AND RESOURCES	8,000,000
2 OTHER FUNDS ARE DISTRIBUTED THROUGHOUT THE YEAR/STATE FOR SPONSORSHIPS SUPPORTING EVENTS OF COMMUNITY NONPROFITS FOCUSED ON EDUCATION, DIVERSITY AND INCLUSION EFFORTS, DISEASE MANAGEMENT AND CHARITABLE CARE/CLINICS	1,100,000
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 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**	229,902,753
b	Average of monthly cash balances.			**1b**	5,289,793
c	Fair market value of all other assets (see instructions).			**1c**	0
d	**Total** (add lines 1a, b, and c).			**1d**	235,192,546
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**	235,192,546
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).			**4**	3,527,888
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			**5**	231,664,658
6	**Minimum investment return.** Enter 5% of line 5.			**6**	11,583,233

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**	11,583,233
2a	Tax on investment income for 2018 from Part VI, line 5.	**2a**	338,991		
b	Income tax for 2018 (This does not include the tax from Part VI). . .	**2b**			
c	Add lines 2a and 2b.			**2c**	338,991
3	Distributable amount before adjustments Subtract line 2c from line 1.			**3**	11,244,242
4	Recoveries of amounts treated as qualifying distributions.			**4**	0
5	Add lines 3 and 4.			**5**	11,244,242
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**	11,244,242

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**	9,126,910
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**	9,126,910
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b See instructions.	**5**	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	**6**	9,126,910

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				11,244,242
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			4,978,734	
b Total for prior years 20____ , 20____ , 20____		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015.				
d From 2016.				
e From 2017.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ $ 9,126,910				
a Applied to 2017, but not more than line 2a			4,978,734	
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 2018 distributable amount.				4,148,176
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2018	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 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				7,096,066
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2014. . . .				
b Excess from 2015. . . .				
c Excess from 2016. . . .				
d Excess from 2017. . . .				
e Excess from 2018. . . .				

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 2018, 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) 2018	**(b)** 2017	**(c)** 2016	**(d)** 2015	
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 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))

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 to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

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

SCOTT WILSON DIRECTOR
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/IN-THE-COMMUNITY/HEALTHY-PLACES/FUNDING-CRITERIA/

c Any submission deadlines

MAY, NOVEMBER FOR COMMUNITY TRUST FUNDING AND AUGUST FOR HEALTHY PLACE FUNDING

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

WWW BCBST COM/ABOUT/IN-THE-COMMUNITY/HEALTHY-PLACES/FUNDING-CRITERIA/

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**				
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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	83,419	
4 Dividends and interest from securities. . . .			14	3,785,311	
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	11,796,160	
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		15,664,890	0

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 15,664,890

(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) (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) (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee	Date	Title
******	2019-11-01	******

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
LUCAS WATSON		2019-11-01		P01808745

Firm's name ▶ LBMC 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)
1 SILCHESTER ST CAPITAL GAINS	P		
1 SILCHESTER LT CAPITAL GAINS	P		
SILCHESTER LT CAPITAL GAINS BOOK - TAX DIFFERENCE	P		
OTHER MARKETABLE SECURITIES	P		
IRM ST CAPITAL GAINS	P		
IRM LT CAPITAL GAINS	P		
IRM LT CAPITAL GAINS BOOK - TAX DIFFERENCE	P		
NORTHERN TRUST ST CAPITAL GAINS	P		
NORTHERN TRUST LT CAPITAL GAINS	P		
NORTHERN TRUST LT CAPITAL GAINS BOOK - TAX DIFFERENCE	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)
			251,615
			1,820,880
			-140,318
			10,797,446
			208,783
			-26,074
			-258,097
			483,030
			312,248
			-397,464

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	
			251,615
			1,820,880
			-140,318
			10,797,446
			208,783
			-26,074
			-258,097
			483,030
			312,248
			-397,464

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)
NEWBURY ST CAPITAL GAINS	P		
1 NEWBURY LT CAPITAL GAINS	P		
NEWBURY LT CAPITAL GAINS BOOK - TAX DIFFERENCE	P		
WHITEHORSE LT CAPITAL GAINS	P		
WHITEHORSE ST CAPITAL 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)
			55,286
			77,056
			-54,332
			38,045
			312

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	
			55,286
			77,056
			-54,332
			38,045
			312

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

(a) Name and address	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
MARTY G DICKENS 1 CAMERON HILL CIRCLE CHATTANOOGA, TN 37402	CHAIRPERSON 1 00	0	0	0
JAMES B BAKER 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
JD HICKEY 1 CAMERON HILL CIRCLE CHATTANOOGA, TN 37402	PRESIDENT & CEO, BOARD MEM 1 00	0	0	0
HERBERT H HILLIARD 1 CAMERON HILL CIRCLE CHATTANOOGA, TN 37402	BOARD MEMBER 1 00	0	0	0
LAMAR J PARTRIDGE 1 CAMERON HILL CIRCLE CHATTANOOGA, TN 37402	VICE CHAIRPERSON 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
MARTHA S WALLEN 1 CAMERON HILL CIRCLE CHATTANOOGA, TN 37402	BOARD MEMBER 1 00	0	0	0
BRUCE A BOSSE 1 CAMERON HILL CIRCLE CHATTANOOGA, TN 37402	BOARD MEMBER 1 00	0	0	0
MILES A BURDINE 1 CAMERON HILL CIRCLE CHATTANOOGA, TN 37402	BOARD MEMBER 1 00	0	0	0
LOTTIE F RYANS 1 CAMERON HILL CIRCLE CHATTANOOGA, TN 37402	BOARD MEMBER 1 00	0	0	0
JILL LANGSTON 1 CAMERON HILL CIRCLE CHATTANOOGA, TN 37402	SECRETARY 1 00	0	0	0
JAMES ROCHAT 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

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
ROY VAUGHN 1 CAMERON HILL CIRCLE CHATTANOOGA, TN 37402	EXECUTIVE DIRECTOR 1 00	0	0	0
TREY WHITE 1 CAMERON HILL CIRCLE CHATTANOOGA, TN 37402	CONTROLLER & CAO 1 00	0	0	0
CHELSEA JOHNSON 1 CAMERON HILL CIRCLE CHATTANOOGA, TN 37402	INTERIM DIRECTOR 20 00	0	0	0
JACK B MCCALLIE 1 CAMERON HILL CIRCLE CHATTANOOGA, TN 37402	BOARD MEMBER 1 00	0	0	0
DENNIS CULVER 1 CAMERON HILL CIRCLE CHATTANOOGA, TN 37402	TREASURER/CRO 1 00	0	0	0

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a *Paid during the year*				
AMERICAN RED CROSS 6921 MIDDLEBROOK PIKE KNOXVILLE, TN 37909	NONE	PC	HURRICANE RELIEF EFFORTS	50,000
CIRCLE OF SUCCESS LEARNING ACADEMY 867 S PKWY E MEMPHIS, TN 38106	NONE	PC	TEAM BLUE - PLAYGROUND BUILD	10,000
COFFEE COUNTY ANTI-DRUG COALITION INC 122 MCMINNVILLE HWY MANCHESTER, TN 37355	NONE	PC	COUNT IT! LOCK IT! DROP IT!	167,450
Total . . . . ▶ **3a**				3,387,200

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*				
COMMUNITY FOUNDATION OF GREATER MEMPHIS 1900 UNION AVE MEMPHIS, TN 38104	NONE	PC	MAINTENANCE FUND FOR BCHP AT DAVID CARNES PARK	900,000
COMMUNITY FOUNDATION OF MIDDLE TN INC 3833 CLEGHORN AVE 400 NASHVILLE, TN 37215	NONE	PC	2018 FAMILY FUND	150,000
DAYSPRING HEALTH INC 107 SOUTH MAIN STREET JELLICO, TN 37762	NONE	PC	WELLSPRING OB RECOVERY CENTER	200,000
Total . . . . ▶ **3a**				3,387,200

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*				
EAST TENNESSEE FOUNDATION 520 SUMMIT HILL KNOXVILLE, TN 37902	NONE	PC	BCHP MAINTENANCE FUND - KINGSPORT	50,000
EAST TENNESSEE STATE UNIVERSITY PO BOX 70692 JOHNSON CITY, TN 37614	NONE	PC	POWER OF WE SCHOLARSHIP WINNERS	20,000
EAST TN CHILDREN'S HOSPITAL ASSC INC 2018 W CLINCH AVENUE KNOXVILLE, TN 37916	NONE	PC	NAS UNIT - FINAL GRANT PAYMENT	200,000
Total . . . . ▶ **3a**				3,387,200

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*				
GIRLS INCORPORATED OF CHATTANOOGA 4505 BRAINERD RD CHATTANOOGA, TN 37411	NONE	PC	IMPACT PROGRAM FINAL GRANT PYMT	30,750
HEALING HANDS HEALTH CENTER INC 245 MIDWAY MEDICAL PARK BRISTOL, TN 37620	NONE	PC	PASSPORT TO HEALTH WELLNESS GRANT	166,000
INTERFAITH DENTAL CLINIC OF NASHVILLE 600 HILL AVE NASHVILLE, TN 37210	NONE	PC	A SMILE CHANGES EVERYTHING GRANT PAYMENT	25,000
Total . . . . ▶ **3a**				3,387,200

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*				
KNOXVILLE NEWS SENTINEL CHARITIES INC 232 NEWS SENTINEL DRIVE KNOXVILLE, TN 37921	NONE	PC	FREE FLU SHOT SATURDAY 2018	60,000
KPLAY SPORT COUNCIL 400 CLINCHFIELD ST 100 KINGSPORT, TN 37660	NONE	PC	KINGSPORT MIRACLE FIELD GRANT	250,000
NORTHSIDE NEIGHBORHOOD HOUSE 211 MINOR ST CHATTANOOGA, TN 37405	NONE	PC	HEALTHY FAMILIES PROGRAM FINAL GRANT PAYMENT	25,000
Total . . . . ▶ **3a**				3,387,200

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*				
NTL ASSC OF HEALTH SERVICES EXECUTIVES 1050 CONNECTICUT AVE NW WASHINGTON, DC 20036	NONE	SUPPORTING ORG UNSP	ADMINISTRATIVE FEE FOR POWER OF WE SCHOLARSHIP 2018	3,000
RHODES COLLEGE2000 N PARKWAY MEMPHIS, TN 38112	NONE	PC	POWER OF WE SCHOLARSHIP WINNER HORIUCHI SAKURA	10,000
THE ALS ASSOCIATION TN CHAPTER 4300 SIDCO DR SUITE 200 37204 NASHVILLE, TN 37204	NONE	PC	BOARD DIRECTED GIVING - MILES BURDINE	10,000
Total . . . . ▶ **3a**				3,387,200

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
THE COALITION FOR KIDS INC 2423 SUSANNAH STREET JOHNSON CITY, TN 37601	NONE	PC	THE GRADUATION EFFECT GRANT	35,000
THE RIVERCITY COMPANY 850 MARKET ST 2ND FLOOR CHATTANOOGA, TN 37402	NONE	SUPPORTING ORG UNSP	MILLER PARK RENOVATION	1,000,000
TN SCORE1207 18TH AVE S NASHVILLE, TN 37212	NONE	PC	2018-2019 STRATEGIC PLANNING	25,000
Total . . . . ▶ **3a**				3,387,200

TY 2018 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	12,000	1,800		10,200

TY 2018 Investments Corporate Bonds Schedule

Name: TENNESSEE HEALTH FOUNDATION INC

EIN: 20-0298456

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AASET 2017-1 TRUST 1A A 144A	253,584	253,584
AASET 2017-1 TRUST 1A B 144A	493,576	493,576
ACC TRUST 2018-1 1 A 144A	72,997	72,997
AMERICAN INTERNATIONAL GROUP	130,500	130,500
AREIT 2018-CRE1 TR CRE1 C 144A	392,040	392,040
ASCENTIUM EQUIPMENT	1,007,190	1,007,190
ASSURANT INC	71,250	71,250
ATTENTUS	32,421	32,421
AVANT LOANS FUNDING	206,146	206,146
BANC OF AMERICA COMMERC	42,081	42,081
BANK OF AMERICA CORP	159,673	159,673
BBCMS TRUST 2018-RR RRI D 144A	974,579	974,579
BDS 2018-FL2 FL2 C 144A	189,217	189,217
BNP PARIBAS	203,750	203,750
BNPP IP CLO 2014-II 2A CR 144A	289,500	289,500
BSPRT 2017-FL1 ISSU FL1 C 144A	725,865	725,865
BUSINESS LOAN EXPRESS	126,553	126,553
BXMT 2017-FL1 LTD	144,398	144,398
CHARLES SCHWAB CORP	372,441	372,441
CITIZENS FINANCIAL GROUP INC	46,750	46,750

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
COMM 2013-CCRE10 M CR10 D 144A	157,609	157,609
COMM 2014-PAT MORTG PAT B 144A	123,885	123,885
CORPORATE OFFICE PROPERTIES LP	77,753	77,753
CPS AUTO TRUST D C	217,227	217,227
CREDIT-BASED ASSET	312,518	312,518
CWHEQ REVOLVING	66,387	66,387
CYRUSONE LP	58,800	58,800
DELL EQUIPMENT FINANC	1,040,723	1,040,723
EMERA INC	147,282	147,282
ENBRIDGE ENERGY PARTNERS LP	53,900	53,900
ENBRIDGE INC	35,945	35,945
ENTERPRISE PRODUCTS OPERATING	59,920	59,920
FLAGSHIP CREDIT AUTO	253,670	253,670
FORTIVA RETAIL CRED ONE A 144A	325,661	325,661
FOURSIGHT CAPITAL	275,049	275,049
GLS AUTO RECEIVABLES	371,389	371,389
GS MORTGAGE SECURI 3PCK B 144A	574,684	574,684
GS MORTGAGE SECURI FBLU E 144A	452,179	452,179
GS MORTGAGE SECURI HART C 144A	124,037	124,037
GS MORTGAGE SECURI HART D 144A	285,929	285,929

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
HSBC HOLDINGS PLC	205,550	205,550
HULL STREET CLO LTD 1A CR 144A	588,000	588,000
JPMORGAN CHASE & CO	1,255,157	1,255,157
KEYCORP STUDENT LOAN TRUST	488,090	488,090
MARLETTE FUNDING TRUST	222,599	222,599
METLIFE INC	429,503	429,503
MITSUI SUMITOMO INSURANCE 144A	53,000	53,000
MOUNTAIN HAWK II CL 2A CR 144A	293,250	293,250
NATIONWIDE MUTUAL INS	121,198	121,198
NAVITAS EQUIPMENT	260,197	260,197
PRUDENTIAL FINANCIAL INC	571,892	571,892
RETL 2018-RVP RVP D 144A	387,207	387,207
RETL 2018-RVP RVP E 144A	111,548	111,548
SCF EQUIPMENT LEASING	332,911	332,911
SECURITIZED EQUIPMEN	484,217	484,217
SLM PRIVATE CREDIT STUDENT	295,549	295,549
SLM PRIVATE EDUCATION	270,070	270,070
SOUTHERN CALIFORNIA EDISON CO	142,875	142,875
SOUTHERN CO/THE	202,404	202,404
STONEMONT PORTFOLI MONT	839,938	839,938

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
THARALDSON HOTEL PO THL D 144A	118,438	118,438
TIDEWATER	327,414	327,414
TRANSCANADA TRUST	103,466	103,466
UBS COMMERCIAL MOR NYCH D 144A	241,585	241,585
VOYA FINANCIAL INC	128,753	128,753
WELLS FARGO & CO NEW	69,191	69,191
WESTGATE RESORTS	511,438	511,438
WHITEHORSE IX LTD 9A C 144A	293,250	293,250
CITIGROUP INC	26,465	26,465
FARM CREDIT BANK OF TEXAS	49,000	49,000
GENERAL ELECTRIC CO	125,492	125,492
HARTFORD FINANCIAL SERVICES GROUP	64,000	64,000
MORGAN STANLEY	254,112	254,112
NISOURCE INC	51,150	51,150
STATE STREET CORP	75,600	75,600

TY 2018 Investments Corporate Stock Schedule

Name: TENNESSEE HEALTH FOUNDATION INC
EIN: 20-0298456

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACHUSCHNET HOLDING CORP	648,240	648,240
AGRIBANK FCB	25,500	25,500
ALLIANZ ALPHA 250	8,602,047	8,602,047
ALLSTATE CORP	183,065	183,065
AMBARELLA INC	555,167	555,167
AMERICAN FINANCIAL GROUP INC	147,471	147,471
AMERICAN RENAL ASSOCIATES HOLD	301,432	301,432
ARES MANAGEMENT CORP	74,990	74,990
AT&T	108,993	108,993
AZZ INC	541,631	541,631
BANK OF AMERICA CORP	522,899	522,899
BANK OF NEW YORK MELLON CORP	210,169	210,169
BARINGS US LOAN FUND	13,558,934	13,558,934
BB&T CORP	415,788	415,788
CAPITAL ONE FINANCIAL CORP	17,213	17,213
CARDTRONICS PLC	636,142	636,142
CBOE HOLDINGS INC	643,232	643,232
CENTERPOINT ENERGY INC	73,031	73,031
CHARLES RIVER LABORATORIES INT	630,413	630,413
CHARLES SCHWAB CORP	144,753	144,753
CHEMED CORP	693,753	693,753
CHS INC	384,532	384,532
CITIGROUP INC	344,571	344,571
CMS ENERGY CORP	52,932	52,932
COBANK ACB	505,300	505,300
COMMERCIAL BANCSHARES INC/MO	79,279	79,279
DAIRY FARMERS OF AMERICA	244,972	244,972
DOMINION RESOURCES INC	38,082	38,082
DOUBLELINE TOTAL RETURN BOND F	4,374,810	4,374,810
DTE ENERGY CO	122,303	122,303

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DXP ENTERPRISES INC	297,108	297,108
EBAY INC	95,754	95,754
ELLIE MAE INC	462,303	462,303
ENSTAR GROUP LTD	74,693	74,693
ENVESTNET INC	633,420	633,420
EURONET WORLDWIDE INC	839,516	839,516
FARM CREDIT BANK OF TEXAS	135,300	135,300
FIRST REPUBLIC BANK	57,098	57,098
FOX FACTORY HOLDING CORP	615,486	615,486
GENERAL ELECTRIC CO	232,561	232,561
GENTHERM INC	788,765	788,765
GLOBUS MEDICAL INC A	518,408	518,408
GRAND CANYON EDUCATION INC	1,089,170	1,089,170
HARTFORD FINANCIAL SERVICES GROUP	101,942	101,942
HEALTHCARE SVCS GROUP INC	484,370	484,370
HERMAN MILLER INC	537,694	537,694
HMS HOLDING CORP	617,763	617,763
HURON CONSULTING GROUP INC	741,686	741,686
INTEGRYS HOLDING INC	172,645	172,645
INTL FCSTONE INC	591,352	591,352
IR&M CORE BOND FD II	4,776,132	4,776,132
IRIDIUM COMMUNICATIONS INC	814,697	814,697
ISHARES TR S&P 500 INDEX FD	50,662,428	50,662,428
KIMCO REALTY CORP	172,812	172,812
LAND O' LAKES INC 144A	48,750	48,750
LAUREATE EDUCATION INC	615,681	615,681
M&T BANK CORP	60,640	60,640
MAINSTAY CONVERTIBLE FUND	10,386,663	10,386,663
MARKETAXESS HOLDINGS INC	893,207	893,207
MARRIOTT VACATIONS WORLDWIDE	615,200	615,200

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MAXIMUS INC	844,152	844,152
METLIFE INC	273,760	273,760
MORGAN STANLEY	259,898	259,898
NATIONAL RETAIL PROPERTIES INC	105,202	105,202
NEWBURY PARTNERS LP	3,393,377	3,393,377
NEXTERA ENERGY CAPITAL HOLDING	36,640	36,640
NISOURCE INC	49,164	49,164
NORTHERN TRUST COMMON RUSSELL 1000	12,153,130	12,153,130
PNC FINANCIAL SERVICES GROUP	277,664	277,664
PPL CAPITAL FUNDING INC	194,572	194,572
PRIMORIS SERVICES CORP	492,119	492,119
PS BUSINESS PARKS INC	165,809	165,809
PUBLIC STORAGE	283,676	283,676
RE/MAX HOLDINGS INC	520,259	520,259
REGIONS FINANCIAL CORP	77,314	77,314
REINSURANCE GROUP OF AMERICA	183,159	183,159
RENAISSANCERE HOLDINGS LTD	67,673	67,673
REV GROUP INC	335,186	335,186
RLI CORP	569,926	569,926
SCE TRUST IV	41,000	41,000
SCE TRUST VI	78,073	78,073
SHUTTERSTOCK INC	523,801	523,801
SILCHESTER INTL EQUITY TRUST	40,761,491	40,761,491
SILICON LABORATORIES INC	567,038	567,038
SL GREEN REALTY CORP	78,213	78,213
SOTHEBY'S	591,212	591,212
SOUTHERN CO/THE	319,577	319,577
STATE STREET CORP	458,832	458,832
TCF FINANCIAL CORP	536,365	536,365
TEMPUR SEALY INTERNATIONAL INC	494,523	494,523

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
THERMON GROUP HOLDINGS INC	527,016	527,016
THOR INDUSTRIES INC	369,356	369,356
TIVITY HEALTH INC	507,935	507,935
UNIVERSAL HEALTH SERVICES INC	441,063	441,063
UNUM GROUP	90,680	90,680
US BANCORP	253,096	253,096
US SILICA HOLDINGS INC	361,889	361,889
VEREIT INC	147,236	147,236
VIRTU FINANCIAL INC	1,209,252	1,209,252
VORNADO REALTY TRUST	110,436	110,436
WADDELL & REED FINANCIAL INC	462,902	462,902
WELLS FARGO & CO	407,691	407,691
WELLS FARGO CAPITAL X	146,615	146,615
WELLS FARGO REAL ESTATE INVEST	52,605	52,605
WHITEHORSE LIQUIDITY PARTNERS	5,242,432	5,242,432
WR BERKLEY CORP	151,716	151,716
ENBRIDGE INC	194,205	194,205
JPMORGAN CHASE & CO	202,656	202,656
PRUDENTIAL FINANCIAL INC	95,821	95,821
VOYA FINANCIAL INC	47,437	47,437

TY 2018 Other Assets Schedule

Name: TENNESSEE HEALTH FOUNDATION INC

EIN: 20-0298456

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
EQ/MMF INTEREST RECEIVABLE	134,527	159,388	159,388
BOND INTEREST RECEIVABLE	89,340	105,051	105,051
INTEREST SALES RECEIVABLE	2,181,160	2,835	2,835
OVERPAYMENT OF EXCISE TAX		68,509	68,509

TY 2018 Other Decreases Schedule

Name: TENNESSEE HEALTH FOUNDATION INC

EIN: 20-0298456

Description	Amount
UNREALIZED LOSS	27,981,236

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TY 2018 Other Expenses Schedule

Name: TENNESSEE HEALTH FOUNDATION INC

EIN: 20-0298456

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROGRAM SUPPORT	5,729,510	0		5,729,510
DUES	500	0		0
TRAVEL	629	0		0
OTHER DEDUCTIONS	0	392,922		0

TY 2018 Other Income Schedule

Name: TENNESSEE HEALTH FOUNDATION INC

EIN: 20-0298456

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME FROM PASS THROUGH		-213,093	

TY 2018 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	20,744	0
ESCHEATS PAYABLE	246	0
INVESTMENT PURCHASES PAYABLE	32,329	44,347

TY 2018 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	961,288	1,127,730		0
FOREIGN TAXES FROM PASS THROUGH	240	156,780		0

TY 2018 Taxes Schedule

Name: TENNESSEE HEALTH FOUNDATION INC

EIN: 20-0298456

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	28,747	0		0