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

OMB No. 1545-0052

2011

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

For calendar year 2011 or tax year beginning , and ending

Name of foundation

CALIFORNIA PHYSICIANS' SERVICE FDN
DBA BLUE SHIELD OF CALIFORNIA FDN

A Employer identification number

94-2822302

Number and street (or P.O. box number if mail is not delivered to street address)

50 BEALE STREET, FOURTEENTH FLOOR

Room/suite

B Telephone number

(415) 229-6080

City or town, state, and ZIP code

SAN FRANCISCO, CA 94105

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name changeH 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)

\$ 61,993,650. (Part I, column (d) must be on cash basis.)

J Accounting method: ☐ Cash ☒ Accrual☐ Other (specify)C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐Foreign organizations meeting the 85% test,
2. check here and attach computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

Revenue

Operating and Administrative Expenses

1	Contributions, gifts, grants, etc., received	38,195,000.			
2	Check ☐ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	217,698.	217,698.		STATEMENT 2
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)	344,727.			STATEMENT 1
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a	38,540,000.	19,396,117.		
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	38,757,425.	19,613,815.		
12	Total. Add lines 1 through 11	56,500.	0.		56,500.
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	28,775.	0.		28,775.
b	Accounting fees	3,681,210.	29,349.		3,749,966.
c	Other professional fees				
17	Interest	189,750.	0.		0.
18	Taxes				
19	Depreciation and depletion				
20	Occupancy	133,642.	0.		135,120.
21	Travel, conferences, and meetings	20,207.	0.		20,207.
22	Printing and publications	501,792.	0.		543,504.
23	Other expenses				
24	Total operating and administrative expenses. Add lines 13 through 23	4,611,876.	29,349.		4,534,072.
25	Contributions, gifts, grants paid	27,480,000.			24,522,346.
26	Total expenses and disbursements. Add lines 24 and 25	32,091,876.	29,349.		29,056,418.
27	Subtract line 26 from line 12:	6,665,549.			
a	Excess of revenue over expenses and disbursements		19,584,466.		
b	Net investment income (if negative, enter -0-)			N/A	
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.		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		610,336.	741,436.	741,436.
	2	Savings and temporary cash investments		40,553,034.	46,035,792.	46,035,792.
	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				
	7	Other notes and loans receivable ▶				
		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				
	b	Investments - corporate stock STMT 10		7,974,658.	8,143,581.	8,143,581.
	c	Investments - corporate bonds				
Liabilities	11	Investments - land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other STMT 11		3,729,108.	7,042,049.	7,042,049.
	14	Land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation ▶				
	15	Other assets (describe ▶ STATEMENT 12)		14,385.	30,792.	30,792.
	16	Total assets (to be completed by all filers)		52,881,521.	61,993,650.	61,993,650.
	17	Accounts payable and accrued expenses		378,823.	251,719.	
	18	Grants payable		6,716,699.	9,674,353.	
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ EXCISE TAX PAYABLE)		137,462.	49,274.	
	23	Total liabilities (add lines 17 through 22)		7,232,984.	9,975,346.	
Foundations that follow SFAS 117, check here ☒	24	Unrestricted		45,648,537.	52,018,304.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ☐					
	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		45,648,537.	52,018,304.	
31	Total liabilities and net assets/fund balances		52,881,521.	61,993,650.		

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	45,648,537.
2	Enter amount from Part I, line 27a	2	6,665,549.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	2,437,472.
4	Add lines 1, 2, and 3	4	54,751,558.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	2,733,254.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	52,018,304.

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 PUBLICLY TRADED SECURITIES	P		
b PUBLICLY TRADED SECURITIES	D		
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 308,223.		273.	307,950.
b 38,231,777.		19,143,610.	19,088,167.
c			
d			
e			
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			307,950.
b			19,088,167.
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	19,396,117.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2010	32,343,808.	40,425,723.	.800080
2009	38,831,352.	50,303,453.	.771942
2008	34,986,979.	58,021,425.	.603001
2007	34,119,855.	51,493,578.	.662604
2006	25,326,819.	48,742,986.	.519599

2 Total of line 1, column (d)	2	3.357226
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	.671445
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	42,953,810.
5 Multiply line 4 by line 3	5	28,841,121.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	195,845.
7 Add lines 5 and 6	7	29,036,966.
8 Enter qualifying distributions from Part XII, line 4	8	29,056,418.

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	195,845.
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	195,845.
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	195,845.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	155,763.	
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	155,763.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	1,890.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	41,972.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ Refunded ☒	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► WWW.BLUESHIELDCAFOUNDATION.ORG				
14	The books are in care of ► CALIFORNIA PHYSICIANS' SRVC FDN Telephone no. ► (415) 229-6080 Located at ► 50 BEALE STREET, FOURTEENTH FLOOR, SAN FRANCISCO, ZIP+4 ► 94105			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes	☐ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☒ Yes	☐ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes	☒ No
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2011 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 2011.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☒ 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** ☒ **X**

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? **SEE STATEMENT 14** ☒ Yes ☐ No

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

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

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

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

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		56,500.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
JEMMOTT ROLLINS GROUP, INC. - 453 S. SPRING STREET, SUITE 1028, LOS ANGELES, CA 90013	CONSULTING	600,120.
LANGER RESEARCH ASSOCIATES - 7 WEST 66TH STREET, 7TH FLOOR, NEW YORK, NY 10023	CONSULTING	346,065.
REGENTS OF THE UNIVERSITY OF CALIFORNIA - 1855 FOLSOM STREET, MCB 425 BOX 0897, SAN	CONSULTING	302,864.
FENTON COMMUNICATIONS - 1000 VERMONT AVENUE, NW SUITE 200, WASHINGTON, DC 20005	CONSULTING	191,524.
RDP CONSULTING 666 OAKLAND AVENUE #301, OAKLAND, CA 94611	CONSULTING	165,560.
Total number of others receiving over \$50,000 for professional services		17

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 PLEASE SEE ATTACHMENT D	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2011)

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	11,907,407.
b	Average of monthly cash balances	1b	31,700,522.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	43,607,929.
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	43,607,929.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	654,119.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	42,953,810.
6	Minimum investment return. Enter 5% of line 5	6	2,147,691.

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

1	Minimum investment return from Part X, line 6	1	2,147,691.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	195,845.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	195,845.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,951,846.
4	Recoveries of amounts treated as qualifying distributions	4	101,110.
5	Add lines 3 and 4	5	2,052,956.
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	2,052,956.

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	29,056,418.
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	29,056,418.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	195,845.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	28,860,573.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				2,052,956.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	23,314,965.			
b From 2007	31,936,235.			
c From 2008	32,183,548.			
d From 2009	36,374,273.			
e From 2010	30,655,372.			
f Total of lines 3a through e	154,464,393.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 29,056,418.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				2,052,956.
e Remaining amount distributed out of corpus	27,003,462.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	181,467,855.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	23,314,965.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	158,152,890.			
10 Analysis of line 9:				
a Excess from 2007	31,936,235.			
b Excess from 2008	32,183,548.			
c Excess from 2009	36,374,273.			
d Excess from 2010	30,655,372.			
e Excess from 2011	27,003,462.			

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

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year				Prior 3 years	(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008		
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed						
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).)

NONE

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

NONE

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 15

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

- c** Any submission deadlines:

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

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 ATTACHMENTS A AND 16 C/O 50 BEALE STREET, 14TH FLOOR SAN FRANCISCO, CA 94105	NONE	SEE ATTACHMENTS A AND 16	SEE ATTACHMENT A	24,522,346.
Total			▶ 3a	24,522,346.
b Approved for future payment				
SEE ATTACHMENTS B AND 16 C/O 50 BEALE STREET, 14TH FLOOR SAN FRANCISCO, CA 94105	NONE	SEE ATTACHMENTS B AND 16	SEE ATTACHMENT B	9,474,353.
Total			▶ 3b	9,474,353.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	217,698.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	344,727.		
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.		562,425.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	562,425.

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

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

[illegible]

Part XVII

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

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

[illegible]

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

- b** If "Yes," complete the following schedule.

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

PRESIDENT AND
CEO

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 ☐ self-employed

PTIN

LYNN HENLEY

Preparer's signature
Reginald C. Henley
KENNEDY LLP

Date
5/9/12

P00356034

Firm's name ► **ARMANINO MCKENNA LLP**

Firm's EIN ► 94-6214841

Firm's address ► 12667 ALCOSTA BOULEVARD, SUITE 500
SAN RAMON, CA 94583-4427

Phone no. 925-790-2600

Form **990-PF** (2011)

COPY

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

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2011

Name of the organization

CALIFORNIA PHYSICIANS' SERVICE FDN
DBA BLUE SHIELD OF CALIFORNIA FDN

Employer identification number

94-2822302

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 foundationCheck 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 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 to 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 Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

CALIFORNIA PHYSICIANS' SERVICE FDN
DBA BLUE SHIELD OF CALIFORNIA FDN

Employer identification number

94-2822302

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	BLUE SHIELD OF CALIFORNIA 50 BEALE STREET, 14TH FLOOR SAN FRANCISCO, CA 94105	\$ 38,195,000.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Employer identification number

94-2822302

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	STOCK PORTFOLIO SEE ATTACHMENT C	\$ 38,195,000.	12/31/11
(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
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization

Employer identification number

CALIFORNIA PHYSICIANS' SERVICE FDN**DBA BLUE SHIELD OF CALIFORNIA FDN****94-2822302**

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.) ► \$ _____

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
308,223.	273.	0.	0.	307,950.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES	DONATED			
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
38,231,777.	38,195,000.	0.	0.	36,777.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	344,727.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST PROGRAM FUND X9761	7,579.	0.	7,579.
NORTHERN TRUST RESERVE A X9760	49,744.	0.	49,744.
NORTHERN TRUST RESERVE EQUITY X7358	160,375.	0.	160,375.
TOTAL TO FM 990-PF, PART I, LN 4	217,698.	0.	217,698.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	28,775.	0.		28,775.
TO FORM 990-PF, PG 1, LN 16B	28,775.	0.		28,775.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROGRAM CONSULTING & EVALUATION	3,651,861.	0.		3,749,966.
INVESTMENT MANAGEMENT FEES	29,349.	29,349.		0.
TO FORM 990-PF, PG 1, LN 16C	3,681,210.	29,349.		3,749,966.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX EXPENSE	189,750.	0.		0.
TO FORM 990-PF, PG 1, LN 18	189,750.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONTRACT STAFF	3,500.	0.		3,500.
STAFF DEVELOPMENT	13,630.	0.		13,630.
MEMBERSHIP	205,264.	0.		205,264.
SUBSCRIPTIONS & DUES	9,481.	0.		9,481.
BOARD EXPENSES	23,046.	0.		23,046.

OFFICE EXPENSES	242,171.	0.	244,551.
BANK FEES	2,069.	0.	2,069.
LICENSES & FEES	2,631.	0.	2,631.
OTHER ACCRUED EXPENSES	0.	0.	25,142.
SOFTWARE EXPENSE	0.	0.	14,190.
TO FORM 990-PF, PG 1, LN 23	501,792.	0.	543,504.

FOOTNOTES

STATEMENT

7

FORM 990-PF, PART III - OTHER INCREASES AND DECREASES IN NET
ASSETS OR FUND BALANCES:

CALIFORNIA PHYSICIAN'S SERVICE (DBA BLUE SHIELD OF CALIFORNIA, INC.), A SUBSTANTIAL CONTRIBUTOR, PAID THE FOUNDATION'S STAFFING COST AND MUCH OF ITS ADMINISTRATIVE COSTS. CALIFORNIA PHYSICIANS' SERVICE (DBA BLUE SHIELD OF CALIFORNIA, INC.) RECEIVED NO REIMBURSEMENT OR COMPENSATION FOR THESE COSTS, WHICH WERE RECORDED AS AN IN-KIND GIFT BY THE FOUNDATION. THE ESTIMATED VALUE OF THE ADMINISTRATIVE COSTS AND PERSONNEL PROVIDED TO THE FOUNDATION WAS APPROXIMATELY:

2,437,472.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
IN-KIND GIFTS OF PERSONNEL, ADMINISTRATIVE SERVICES, AND FACILITIES	2,437,472.
TOTAL TO FORM 990-PF, PART III, LINE 3	2,437,472.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
UNREALIZED GAIN/LOSS ON INVESTMENTS	295,782.
IN-KIND GIFTS OF PERSONNEL, ADMINISTRATIVE SERVICES, AND FACILITIES	2,437,472.
TOTAL TO FORM 990-PF, PART III, LINE 5	2,733,254.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK-SEE ATTACHMENT F	8,143,581.	8,143,581.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,143,581.	8,143,581.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME FUNDS-SEE ATTACHMENT G	FMV	7,042,049.	7,042,049.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,042,049.	7,042,049.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INVESTMENT INCOME	14,385.	16,602.	16,602.
PREPAID EXPENSE	0.	14,190.	14,190.
TO FORM 990-PF, PART II, LINE 15	14,385.	30,792.	30,792.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 13
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PETER LONG C/O BLUE SHIELD OF CA FOUNDATION, 50 BEALE STREET, FOURTEENTH FLOOR SAN FRANCISCO, CA 94105	PRESIDENT 1.00	0.	0.	0.
DAVE KEARS C/O BLUE SHIELD OF CA FOUNDATION, 50 BEALE STREET, FOURTEENTH FLOOR SAN FRANCISCO, CA 94105	CHAIR 1.00	10,500.	0.	0.
ANTONIA HERNANDEZ C/O BLUE SHIELD OF CA FOUNDATION, 50 BEALE STREET, FOURTEENTH FLOOR SAN FRANCISCO, CA 94105	VICE CHAIR 1.00	9,500.	0.	0.
VIVIAN CLECAK C/O BLUE SHIELD OF CA FOUNDATION, 50 BEALE STREET, FOURTEENTH FLOOR SAN FRANCISCO, CA 94105	TRUSTEE 1.00	9,000.	0.	0.
TOM EPSTEIN C/O BLUE SHIELD OF CA FOUNDATION, 50 BEALE STREET, FOURTEENTH FLOOR SAN FRANCISCO, CA 94105	TRUSTEE 1.00	0.	0.	0.
FRANK GILLIAM C/O BLUE SHIELD OF CA FOUNDATION, 50 BEALE STREET, FOURTEENTH FLOOR SAN FRANCISCO, CA 94105	TRUSTEE 1.00	9,000.	0.	0.

BILL HAUCK	TRUSTEE			
C/O BLUE SHIELD OF CA FOUNDATION, 50 BEALE STREET, FOURTEENTH FLOOR SAN FRANCISCO, CA 94105	1.00	9,500.	0.	0.
 SANDRA HERNANDEZ	 TRUSTEE			
C/O BLUE SHIELD OF CA FOUNDATION, 50 BEALE STREET, FOURTEENTH FLOOR SAN FRANCISCO, CA 94105	1.00	9,000.	0.	0.
 MARIANNE JACKSON	 TRUSTEE			
C/O BLUE SHIELD OF CA FOUNDATION, 50 BEALE STREET, FOURTEENTH FLOOR SAN FRANCISCO, CA 94105	1.00	0.	0.	0.
 TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>56,500.</u>	<u>0.</u>	<u>0.</u>

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 14

GRANTEE'S NAME

PLEASE SEE ATTACHMENT E, PAGES 1 THROUGH 7

GRANTEE'S ADDRESSPLEASE SEE ATTACHMENT E
ATTACHMENT E, CA 94105

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
1,366,671.	12/31/11	1,012,819.

PURPOSE OF GRANT

PLEASE SEE ATTACHMENT E

DATES OF REPORTS BY GRANTEE

PLEASE SEE ATTACHMENT E

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 15
	PART XV, LINES 2A THROUGH 2D	

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BLUE SHIELD OF CALIFORNIA FOUNDATION
50 BEALE STREET
SAN FRANCISCO, CA 94105

TELEPHONE NUMBER

415-229-5785

FORM AND CONTENT OF APPLICATIONS

GO TO OUR WEBSITE: WWW.BLUESHIELDCAFOUNDATION.ORG/GRANTS/WHAT-WE-FUND

ANY SUBMISSION DEADLINES

SEE WEBSITE FOR CURRENT DEADLINES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE BLUE SHIELD OF CALIFORNIA FOUNDATION IS COMMITTED TO MAKING HEALTH CARE EFFECTIVE, SAFE, AND ACCESSIBLE FOR ALL CALIFORNIANS, PARTICULARLY UNDERSERVED PEOPLE, AND TO ENDING DOMESTIC VIOLENCE. WE PROVIDE GRANT AWARDS TO ORGANIZATIONS WHO SERVE CALIFORNIANS, AND ARE PURSUING ACTIVITIES DIRECTLY RELATED TO ONE OF OUR THREE PROGRAM AREAS OF FUNDING: 1) HEALTH CARE AND COVERAGE, 2) HEALTH AND TECHNOLOGY, 3) BLUE SHIELD AGAINST VIOLENCE.

Underpayment of Estimated Tax by Corporations

▶ See separate instructions.
▶ Attach to the corporation's tax return.

FORM 990-PF

2011

Name **CALIFORNIA PHYSICIANS' SERVICE FDN**
DBA BLUE SHIELD OF CALIFORNIA FDNEmployer identification number
94-2822302

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1	Total tax (see instructions)	1	195,845.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1		
2b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method		
2c	Credit for federal tax paid on fuels (see instructions)		
2d	Total. Add lines 2a through 2c		
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty	3	195,845.
4	Enter the tax shown on the corporation's 2010 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	166,375.
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	166,375.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty (see instructions).

- 6 ☐ The corporation is using the adjusted seasonal installment method.
- 7 ☐ The corporation is using the annualized income installment method.
- 8 ☒ The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	05/15/11	06/15/11	09/15/11	12/15/11
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column.	41,594.	56,329.	48,961.	48,961.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15		5,763.	100,000.	50,000.
Complete lines 12 through 18 of one column before going to the next column.				
12 Enter amount, if any, from line 18 of the preceding column				
13 Add lines 11 and 12		5,763.	100,000.	50,000.
14 Add amounts on lines 16 and 17 of the preceding column		41,594.	92,160.	41,121.
15 Subtract line 14 from line 13. If zero or less, enter -0-	0.	0.	7,840.	8,879.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-		35,831.	0.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	41,594.	56,329.	41,121.	40,082.
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column				

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2011 and before 7/1/2011	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 4\%}{365}$	22	\$	\$	\$
23 Number of days on line 20 after 06/30/2011 and before 10/1/2011	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 4\%}{365}$	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2011 and before 1/1/2012	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 3\%}{365}$	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2011 and before 4/1/2012	27	SEE ATTACHED WORKSHEET		
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 3\%}{366}$	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2012 and before 7/1/2012	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{366}$	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2012 and before 10/01/2012	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{366}$	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2012 and before 1/1/2013	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{366}$	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2012 and before 2/16/2013	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$	36	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120; line 33; or the comparable line for other income tax returns	38	\$	1,890.	

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

FORM 990-PF

[illegible]

Penalty Due (Sum of Column F).										1,890.
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* Date of estimated tax payment, withholding credit date or installment due date.

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
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a. Paid during the year

Blue Cross Blue Shield of Massachusetts Foundation 401 Park Drive, Landmark Center, Boston, MA 02215-3326	N/A	Private Foundation	02/04/2011 Health Coverage Fellowship	\$17,000.00
CompassPoint Nonprofit Services 731 Market Street, Suite 200, San Francisco, CA 94103-2005	N/A	Nonprofit, non-foundation	02/04/2011 An Intermediary to Implement the Blue Shield Against Violence Strong Field Project Leadership Program	\$139,465.00
Contra Costa Health Plan (CCHP) a Division of Contra Costa Health Services (CCHS) 50 Douglas Drive, Suite 310A, Martinez, CA 94553-4003	N/A	Nonprofit, non-foundation	02/04/2011 2010 County Coverage Expansion Planning, Round Two	\$75,000.00
Jenesse Center, Inc. P.O. Box 8476, Los Angeles, CA 90008	N/A	Nonprofit, non-foundation	02/04/2011 Dissemination of Findings and Recommendations from the California Statewide Leadership Group on Domestic Violence and Child Well-being	\$50,000.00
National Center on Family Homelessness Inc. 200 Reservoir Street, Suite 200, Needham Heights, MA 02494-3196	N/A	Nonprofit, non-foundation	02/04/2011 Central Valley Community Circles of Support	\$60,000.00
Placer County Health and Human Services 11484 B Avenue, Auburn, CA 95603	N/A	Government/tribal/public entity	02/04/2011 2010 County Coverage Expansion Planning	\$54,000.00
San Francisco Department of Public Health 101 Grove Street, San Francisco, CA 94102	N/A	Government/tribal/public entity	02/04/2011 Healthy San Francisco Program Evaluation	\$100,000.00
San Joaquin County Health Care Services Agency Post Office Box 1020, Stockton, CA 95201	N/A	Government/tribal/public entity	02/04/2011 2010 County Coverage Expansion Planning, Round Two	\$95,000.00
Swords to Plowshares Veterans Rights Organization 1060 Howard Street, San Francisco, CA 94103	N/A	Nonprofit, non-foundation	02/04/2011 Veteran Family Violence: Increasing Awareness and Access to Service	\$125,073.00
Tides Center P.O. Box 29907, San Francisco, CA 94129	N/A	Nonprofit, non-foundation	02/04/2011 The Children's Partnership: Advancing the modernization of California's eligibility, enrollment, and retention (EER) systems	\$21,000.00
Women's Foundation of California 340 Pine Street, Suite 302, San Francisco, CA 94104	N/A	Nonprofit, non-foundation	02/04/2011 An intermediary to implement the Blue Shield Against Violence Strong Field Project grants program	\$51,221.00
San Mateo County Health System 225 37th Avenue, San Mateo, CA 94403	N/A	Government/tribal/public entity	02/28/2011 Evaluation of Resource Use Associated with the Redesigned Innovative Care Clinic and Coverage Products to Reach Previously Uninsured Adults	\$66,666.00
Small Business Majority Foundation, Inc. 4000 Bridgeway, Suite 101, Sausalito, CA, CA 94965	N/A	Nonprofit, non-foundation	03/09/2011 California Small Business Healthcare Outreach	\$100,000.00

Attachment A

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				
Tides Center P.O. Box 29907, San Francisco, CA 94129	N/A	Nonprofit, non-foundation	03/09/2011 General Operating Support for the project Latino Coalition for a Healthy California	\$20,000.00
Blue Star Families, Inc. PO Box 322, Falls Church, VA 22040	N/A	Nonprofit, non-foundation	04/01/2011 Celebrity Public Service Announcements to Promote Wellness and Prevent Violence in Military Families	\$50,000.00
County of Orange 405 W. 5th St., #681, Santa Ana, CA 92701	N/A	Government/tribal/public entity	04/01/2011 2010 County Coverage Expansion Planning, Round Two	\$50,000.00
National Family Justice Center Alliance 707 Broadway, Ste. 700, San Diego, CA 92101	N/A	Nonprofit, non-foundation	04/01/2011 California Family Justice Initiative Phase II	\$529,600.00
Nonprofit Finance Fund 70 West 36th Street, 11th Floor, New York, NY 10018-0000	N/A	Nonprofit, non-foundation	04/01/2011 Enhancing the Financial Management of California's Domestic Violence Organizations	\$165,000.00
Project HOPE - The People-to-People Health Foundation, Inc. 255 Carter Hall Lane, Millwood, VA 22646	N/A	Nonprofit, non-foundation	04/01/2011 State-Based Learning on the Impact of Health Reform on the Safety Net	\$175,000.00
Shasta Community Health Center 1035 Placer Street, Redding, CA 96001	N/A	Nonprofit, non-foundation	04/01/2011 Evaluating the Effectiveness of Community Health Center Electronic Medical Record Scribes	\$138,000.00
TechSoup Global 435 Brannan Street, Suite 100, San Francisco, CA 94107-1780	N/A	Nonprofit, non-foundation	04/01/2011 Technology Capacity Building for the Domestic Violence Field	\$150,000.00
Tides Center P.O. Box 29907, San Francisco, CA 94129	N/A	Nonprofit, non-foundation	04/01/2011 Community Clinic Initiative: Clinic Innovations under Health Reform	\$1,800,000.00
Inter-Tribal Council of California, Inc. 3425 Arden Way, Sacramento, CA 95825-1221	N/A	Nonprofit, non-foundation	04/15/2011 ITCC Tribal Family Justice Center	\$20,000.00
National Girls Health and Justice Institute 522 Alicia Street, Santa Fe, NM 87501	N/A	Nonprofit, non-foundation	04/15/2011 Girls Health Screen, Los Angeles	\$25,000.00
Tides Center P.O. Box 29907, San Francisco, CA 94129	N/A	Nonprofit, non-foundation	04/15/2011 The Children's Partnership: Modernizing Enrollment for California's Consumers, A Health Reform Roadmap	\$125,561.00
California Association of Public Hospitals and Health Systems 70 Washington Street, Suite 215, Oakland, CA 94607-3795	N/A	Trade and professional associations, business leagues, and chambers of commerce	04/29/2011 Preparing Public Hospitals and the Safety Net for Healthcare Reform	\$124,788.00
California Primary Care Association 1231 I Street, Suite 400, Sacramento, CA 95814	N/A	Nonprofit, non-foundation	04/29/2011 Preparing Community Clinics and the Safety Net for Health Reform	\$175,000.00
County of San Luis Obispo 2191 Johnson Ave., San Luis Obispo, CA 93401	N/A	Government/tribal/public entity	04/29/2011 2010 County Coverage Expansion Planning	\$45,000.00

Attachment A

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				
Santa Cruz County Health Services Agency 1080 Emeline Ave., Santa Cruz, CA 95060	N/A	Government/ tribal/public entity	04/29/2011 2010 County Coverage Expansion Planning	\$62,500.00
The Regents of the University of California, San Francisco 3333 California St., Ste. 410, San Francisco, CA 94118	N/A	Nonprofit, non- foundation	04/29/2011 Clinic Leadership Institute, Cohort 3	\$491,204.00
National Committee for Responsive Philanthropy 1331 H Street NW, Suite 200, Washington, DC 20005	N/A	Nonprofit, non- foundation	05/16/2011 Post publication outreach for NCRP's report "Towards Transformative Change in Health Care: High Impact Strategies for Philanthropy"	\$5,000.00
The Center to Promote HealthCare Access, Inc. d/b/a Social Interest Solutions 1333 Broadway, Suite 1020, Oakland, CA 94612	N/A	Nonprofit, non- foundation	05/16/2011 Building a Bridge to Enrollment in California	\$100,000.00
The Regents of the University of California, San Francisco 3333 California St., Ste. 410, San Francisco, CA 94118	N/A	Nonprofit, non- foundation	05/16/2011 The University of California Health Care Safety Net Research Collaborative	\$116,613.00
Regents of the University of California, Los Angeles 11000 Kinross Avenue, Suite 211, Los Angeles, CA 90095-1406	N/A	Nonprofit, non- foundation	05/31/2011 Healthcare Reform Implementation: Partnership to Host a Symposium Series	\$25,000.00
The Regents of the University of California (Berkeley) c/o Sponsored Projects Office, 2150 Shattuck Avenue, Suite 313, Berkeley, CA 94704-5940	N/A	Nonprofit, non- foundation	05/31/2011 The California Healthcare- Associated Infection Prevention Initiative (CHAIP) Program Evaluation	\$172,792.00
Insure the Uninsured Project 2444 Wilshire Blvd. Suite 412, Santa Monica, CA 90403	N/A	Nonprofit, non- foundation	06/08/2011 Expanding Coverage in California	\$287,500.00
California Partnership to End Domestic Violence PO Box 1798, Sacramento, CA 95812-1798	N/A	Nonprofit, non- foundation	06/10/2011 Strengthening Statewide Domestic Violence Capacity	\$219,000.00
Joyful Heart Foundation 32 West 22 Street, 4th Floor, New York, NY 10010	N/A	Nonprofit, non- foundation	06/10/2011 Domestic Violence/Sexual Assault Branding Project: Phase One Implementation	\$50,000.00
Kern Medical Center 1700 Mt. Vernon Avenue, Bakersfield, CA 93306	N/A	Government/ tribal/public entity	06/10/2011 2010 County Coverage Expansion Planning, Round Two	\$50,000.00
Small Business Majority Foundation, Inc. 4000 Bridgeway, Suite 101, Sausalito, CA, CA 94965	N/A	Nonprofit, non- foundation	06/10/2011 California Small Business Healthcare Education and Implementation Project	\$150,000.00
The California Health Care Safety - Net Institute 70 Washington Street, Suite 215, Oakland, CA 94607-3795	N/A	Nonprofit, non- foundation	06/10/2011 California Public Hospital Cost Containment Collaborative	\$237,212.00
American Red Cross Bay Area 85 2nd Street, 8th Floor, San Francisco, CA 94105	N/A	Nonprofit, non- foundation	06/24/2011 2011 U.S. Tornado Relief Efforts (2011 Spring Storms)	\$25,000.00

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				
Asian Women's Shelter 3543 18th Street, #19, San Francisco, CA 94110	N/A	Nonprofit, non- foundation	06/24/2011 Executive Leadership Transition Project	\$23,000.00
CompassPoint Nonprofit Services 731 Market Street, Suite 200, San Francisco, CA 94103-2005	N/A	Nonprofit, non- foundation	06/24/2011 An Intermediary to Implement the Blue Shield Against Violence Strong Field Project Leadership Program - Cohort II	\$400,000.00
County of Sacramento 7001A East Parkway Suite 550, Sacramento, CA 95823-2501	N/A	Government/ tribal/public entity	06/24/2011 2010 County Coverage Expansion Planning	\$112,500.00
Nonprofit Finance Fund 70 West 36th Street, 11th Floor, New York, NY 10018-0000	N/A	Nonprofit, non- foundation	06/24/2011 Building Financial Knowledge and Capacity among California's Domestic Violence Organizations	\$212,500.00
Scholarship America, Inc. One Scholarship Way, Saint Peter, MN 56082	None*	Nonprofit, non- foundation	06/24/2011 2011 BSCF Scholarship Awards	\$49,000.00
The Regents of the University of California, San Francisco 3333 California St., Ste. 410, San Francisco, CA 94118	N/A	Nonprofit, non- foundation	06/24/2011 Clinic Leadership Institute Emerging Leaders, Cohort 5	\$1,049,722.00
Women's Foundation of California 340 Pine Street, Suite 302, San Francisco, CA 94104	N/A	Nonprofit, non- foundation	06/24/2011 An Intermediary to Implement the Blue Shield Against Violence Strong Field Project Organizational Strengths Grants Program - Cohort I Enhancements and Cohort II Implementation	\$169,901.00
California Partnership to End Domestic Violence PO Box 1798, Sacramento, CA 95812-1798	N/A	Nonprofit, non- foundation	07/27/2011 Involvement with BSCF's 2011 Brand Survey	\$3,000.00
California Primary Care Association 1231 I Street, Suite 400, Sacramento, CA 95814	N/A	Nonprofit, non- foundation	07/27/2011 Involvement with BSCF's 2011 Brand Survey	\$3,000.00
CompassPoint Nonprofit Services 731 Market Street, Suite 200, San Francisco, CA 94103-2005	N/A	Nonprofit, non- foundation	07/27/2011 An Intermediary to Implement the Blue Shield Against Violence Strong Field Project Leadership Program	\$139,465.00
County of Fresno 1221 Fulton Mall, Fresno, CA 93721	N/A	Government/ tribal/public entity	07/27/2011 2010 County Coverage Expansion Planning	\$82,500.00
The Regents of the University of California, San Francisco 3333 California St., Ste. 410, San Francisco, CA 94118	N/A	Nonprofit, non- foundation	07/27/2011 Clinic Leadership Institute, Cohort 4	\$477,205.00
Women's Foundation of California 340 Pine Street, Suite 302, San Francisco, CA 94104	N/A	Nonprofit, non- foundation	07/27/2011 An intermediary to implement the Blue Shield Against Violence Strong Field Project grants program	\$51,221.00
Access, Inc. 2612 Daniel Avenue, San Diego, CA 92111	N/A	Nonprofit, non- foundation	08/10/2011 VAWA Healthcare Advocacy Project	\$15,000.00
Alameda Health Consortium 101 Callan Ave., Suite 300, San Leandro, CA 94577	N/A	Nonprofit, non- foundation	08/10/2011 2010 Clinic Consortia Preparing Clinics for Health Reform Implementation	\$75,000.00

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				
Alliance for Rural Community Health 1165 South Dora Street, Suite A3, Ukiah, CA 95482	N/A	Supporting Organization, Type 1	08/10/2011 2010 Clinic Consortia Preparing Clinics for Health Reform Implementation	\$35,590.00
California Consortium for Urban Indian Health, Inc. 1004A O'Reilly Ave, San Francisco, CA 94129	N/A	Nonprofit, non-foundation	08/10/2011 2010 Clinic Consortia Preparing Clinics for Health Reform Implementation	\$40,000.00
Coalition of Orange County Community Clinics 17701 Cowan, Suite 220, Irvine, CA 92614-6057	N/A	Nonprofit, non-foundation	08/10/2011 2010 Clinic Consortia Preparing Clinics for Health Reform Implementation	\$67,500.00
Community Clinic Association of Los Angeles County 1055 Wilshire Boulevard, Suite 1400, Los Angeles, CA 90017	N/A	Nonprofit, non-foundation	08/10/2011 2010 Clinic Consortia Preparing Clinics for Health Reform Implementation	\$73,585.00
Council of Community Clinics P.O. Box 880969, San Diego, CA 92168	N/A	Nonprofit, non-foundation	08/10/2011 2010 Clinic Consortia Preparing Clinics for Health Reform Implementation	\$100,000.00
County of Yolo 625 Court Street, Woodland, CA 95695	N/A	Government/tribal/public entity	08/10/2011 2010 County Coverage Expansion Planning	\$62,500.00
Health Alliance of Northern California 2280 Benton Drive, Building C, Suite C, Redding, CA 96003	N/A	Supporting Organization, Type 3, functionally integrated	08/10/2011 2010 Clinic Consortia Preparing Clinics for Health Reform Implementation	\$47,750.00
Health Improvement Partnership of Santa Cruz County, Inc. 1600 Green Hills Road, Suite 101, Scotts Valley, CA 95066	N/A	Nonprofit, non-foundation	08/10/2011 2010 Clinic Consortia Preparing Clinics for Health Reform Implementation	\$50,000.00
Placer County Health and Human Services 11484 B Avenue, Auburn, CA 95603	N/A	Government/tribal/public entity	08/10/2011 2010 County Coverage Expansion Planning	\$54,000.00
Public Policy Institute of California 500 WASHINGTON ST STE 600, SAN FRANCISCO, CA 94111-2932	N/A	Nonprofit, advance ruling period	08/10/2011 California Health Policy Research for Affordable Care Act Implementation	\$100,000.00
Redwood Community Health Coalition PO Box 751090, Petaluma, CA 94975-1090	N/A	Nonprofit, non-foundation	08/10/2011 2010 Clinic Consortia Preparing Clinics for Health Reform Implementation	\$95,000.00
Riverside County Regional Medical Center 26520 Cactus Ave, Moreno Valley, CA 92555-3911	N/A	Government/tribal/public entity	08/10/2011 2010 County Coverage Expansion Planning	\$112,500.00
San Francisco Community Clinic Consortium 1550 Bryant Street, Suite 450, San Francisco, CA 94103	N/A	Nonprofit, non-foundation	08/10/2011 2010 Clinic Consortia Preparing Clinics for Health Reform Implementation	\$100,000.00
Southside Coalition of Community Health Centers P.O. Box 862017, Los Angeles, CA 90086-2017	N/A	Nonprofit, non-foundation	08/10/2011 2010 Clinic Consortia Preparing Clinics for Health Reform Implementation	\$51,110.00
API Wellness Center 730 Polk ST FL 4, San Francisco, CA 94109-7813	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$30,000.00

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
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a. Paid during the year

Alliance Health Clinic 5952 EL CAJON BLVD, SAN DIEGO, CA 92115-3828	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Alliance Medical Center 1381 University Avenue, Healdsburg, CA 95448-3314	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$25,000.00
Alta Family Health Clinic, Inc. 888 North Alta Avenue, Dinuba, CA 93618-3089	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
American Indian Healing Center, Inc. 12456 East Washington Blvd., Whittier, CA 90602	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$35,000.00
Anderson Valley Health Center, Inc. P.O. Box 338, 13500 Airport Road, Boonville, CA 95415	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$25,000.00
Antelope Valley Community Clinic 45074 10th Street West Suite 109, Lancaster, CA 93534-7051	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$25,000.00
Arroyo Vista Family Health Foundation 6000 North Figueroa Street, Los Angeles, CA 90042	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Asian Americans for Community Involvement of Santa Clara County, Inc. 2400 Moorpark Avenue, Suite 300, San Jose, CA 95128	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$15,000.00
Asian Health Services 818 Webster Street, Oakland, CA 94607	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Asian Pacific Health Care Venture, Inc. 1530 Hillhurst Avenue, Suite 200, Los Angeles, CA 90027	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$30,000.00
Avenal Community Health Center 1000 Skyline Blvd., P.O. Box 700, Avenal, CA 93204	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$35,000.00
Axis Community Health, Inc. 4361 Railroad Avenue, Pleasanton, CA 94566	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
BAART Community Healthcare 1111 Market Street, San Francisco, CA 94103	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Berkeley Community Health Project 2339 Durant Avenue, Berkeley, CA 94704-1506	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$50,000.00
Bienvenidos Children's Center, Inc. 316 West 2nd Street, Suite 800, Los Angeles, CA 90012	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$15,000.00
Big Sur Health Center 46896 Highway 1, Big Sur, CA 93920	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$35,000.00

Attachment A

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				
Board of Trustee of the Glide Foundation 330 Ellis Street #311, SAN FRANCISCO, CA 94102-2735	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$25,000.00
Brookside Community Health Center, Inc. 2023 Vale Road, Suite 107, San Pablo, CA 94806	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$25,000.00
Buddhist Tzu Chi Medical Foundation 1000 S GARFIELD AVE, ALHAMBRA, CA 91801-4709	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$50,000.00
Camino Health Center 30300 Camino Capistrano, San Juan Capistrano, CA 92675	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$25,000.00
Casa Pacifica Centers for Children and Families 1722 South Lewis Road, Camarillo, CA 93012	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$15,000.00
Catalyst Foundation for AIDS Awareness and Care 44758 Elm Avenue, Lancaster, CA 93534	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$50,000.00
Center for Community Health and Well Being, Inc. 1900 T Street, Sacramento, CA 95811	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Central City Community Health Center 5233 E. Beverly Blvd., Los Angeles, CA 90022	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$25,000.00
Central Neighborhood Health Foundation 2707 S Central Avenue, Los Angeles, CA 90011-5527	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Centro Medico Community Clinic, Inc. 1307 W 6th Street, Ste. 113, Corona, CA 92882-1642	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Centro de Salud de la Comunidad de San Ysidro, Inc. 1275 30th Street, San Diego, CA 92154	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Chapa-De Indian Health Program, Inc. 11670 Atwood Road, Auburn, CA 95603	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$30,000.00
Chico Feminist Women's Health Center, dba, Women's Health Specialists 1750 Wright Street Suite 4, Sacramento, CA 95825	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Chinatown Service Center 767 N. Hill Street, Suite 200, Los Angeles, CA 90012-2381	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$25,000.00
Cleaver Family Wellness Clinic 4368 Santa Anita Avenue, El Monte, CA 91731	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$50,000.00

Attachment A

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				
Clinica Msr. Oscar A. Romero 2032 Marengo Street, Los Angeles, CA 90033-1319	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$15,000.00
Clinica Sierra Vista 1430 Truxtun Avenue, Suite 400, Bakersfield, CA 93301	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Clinica de Salud del Valle de Salinas 440 Airport Boulevard, Salinas, CA 93905	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Clinicas Del Camino Real, Inc. 200 S. Wells Road, Suite 200, Ventura, CA 93004	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Clinicas de Salud del Pueblo, Inc. 1166 K Street, Brawley, CA 92227	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Coalinga Valley Health Clinics, Inc. PO BOX 495, COALINGA, CA 93210-0495	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Coastal Health Alliance P.O. Box 910, Point Reyes Station, CA 94956	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$35,000.00
CommuniCare Health Centers P.O. Box 1260, Davis, CA 95617	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Community Action Partnership of Kern 300 - 19th Street, Bakersfield, CA 93301	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$15,000.00
Community Action Partnership of San Luis Obispo County, Inc. 1030 Southwood Drive, San Luis Obispo, CA 93401	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Community Health Alliance of Pasadena 837 S. Fair Oaks, #204, Pasadena, CA 91105	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Community Health Centers of the Central Coast, Inc. 150 Tejas Place, P.O. Box 430, Nipomo, CA 93444	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Community Health Clinic Ole 1141 Pear Tree Lane, Suite 100, Napa, CA 94558	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$30,000.00
Community Health Systems, Inc. 22675 Alessandro Blvd., Moreno Valley, CA 92553	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Community Medical Centers, Inc. P.O. Box 779, Stockton, CA 95201	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00

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				
Comprehensive Community Health Centers, Inc. 801 S. Chevy Chase Dr, #20, Glendale, CA 91205	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Compton Central Health Clinic, Inc. 201 N Central Ave, Compton, CA 90220-1425	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Conejo Free Clinic 80 East Hillcrest Drive, Suite 102, Thousand Oaks, CA 91360	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$40,000.00
Consolidated Tribal Health Project, Inc. P.O. Box 387, Calipella, CA 95418	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Coppertower Family Medical Center 100 West Third Street, Cloverdale, CA 95425	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$35,000.00
Curry Senior Center 333 Turk Street, San Francisco, CA 94102	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Darin M. Camarena Health Centers, Inc. P.O. Box 299, Madera, CA 93639	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Del Norte Clinics, Inc. Administration - 935 Market Street, Yuba City, CA 95991	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
East Valley Community Clinic, Inc. 2470 Alvin Avenue, Suite 80, San Jose, CA 95121	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
East Valley Community Health Center, Inc 420 South Glendora Avenue, West Covina, CA 91790	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Effort Inc. 1820 J Street, Sacramento, CA 95811	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$15,000.00
Eisner Pediatric & Family Medical Center 1530 South Olive Street, Los Angeles, CA 90015	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$15,000.00
El Dorado County Community Health Center 4327 Golden Center Drive, Placerville, CA 95667	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Family Health Care Centers of Greater Los Angeles, Inc. 6501 South Garfield Avenue, Bell Gardens, CA 90201	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Family Health Centers of San Diego 823 Gateway Center Way, San Diego, CA 92102-4541	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00

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				
Family HealthCare Network 305 East Center Avenue, Visalia, CA 93291	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Feather River Tribal Health Inc 2145 Fifth Avenue, Oroville, CA 95965-5870	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Free Clinic of Simi Valley 2060 Tapo Street, Simi Valley, CA 93063	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$50,000.00
Friends of Family Health Center 501 S IDAHO ST STE 100, LA HABRA, CA 90631-0000	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Gardner Family Health Network, Inc. 160 E Virginia Street, suite 100, San Jose, CA 95112	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Garfield Health Center 210 N GARFIELD AVE STE 203, MONTEREY PARK, CA 91754-1746	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Golden Valley Health Centers 737 West Childs Avenue, Merced, CA 95341	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Greenville Rancheria P.O. Box 279 / 410 Main Street, Greenville, CA 95947	N/A	Government/ tribal/public entity	08/24/2011 2011 Community Clinic and Core Support Initiative	\$15,000.00
Haight Ashbury Free Clinics, Inc. P.O. Box 29917, San Francisco, CA 94129	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$35,000.00
Harbor Community Clinic 593 West 6th Street, San Pedro, CA 90731-2521	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$35,000.00
Health and Life Organization, Inc. 7275 E Southgate Dr. STE 204, Sacramento, CA 95823-2629	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Hill Country Community Clinic, Inc. PO Box 228, Round Mountain, CA 96084	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Hollywood Sunset Free Clinic 3324 W. Sunset Boulevard, Los Angeles, CA 90026	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$35,000.00
Hurtt Family Health Clinic, Inc. One Hope Drive, Tustin, CA 92782	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$50,000.00
I'SOT Inc. DBA Canby Family Practice Clinic 670 County Road 83, Canby, CA 96015	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Imperial Beach Community Clinic PO Box 459, Imperial Beach, CA 91933-0459	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$35,000.00

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
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a. Paid during the year

Indian Health Center of Santa Clara Valley 1333 Meridian Avenue, San Jose, CA 95125	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Indian Health Council 50100 Golsh Road, Valley Center, CA 92082	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Inland Behavioral & Health Services 1963 North E Street, San Bernardino, CA 92405	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$25,000.00
JWCH Institute, Inc. 1910 W. Sunset Boulevard, Suite 650, Los Angeles, CA 90026	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Jewish Community Free Clinic 490 City Center Drive, Rohnert Park, CA 94928	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$30,000.00
Karuk Tribe P.O. Box 1016, Happy Camp, CA 96039	N/A	Government/ tribal/public entity	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Kids Come First 1501A South Bon View Avenue, Ontario, CA 91761	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$35,000.00
Korean Health Education Information and Research 3727 West 6th St., Suite 210, Los Angeles, CA 90020	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$50,000.00
La Clínica de La Raza, Inc. P. O. Box 22210, Oakland, CA 94623-2210	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
La Maestra Family Clinic, Inc. 4060 Fairmount Avenue, San Diego, CA 92105	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$15,000.00
Laguna Beach Community Clinic 362 Third Street, Laguna Beach, CA 92651	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$35,000.00
Lestonnac Free Clinic 1215 East Chapman Avenue, Orange, CA 92666	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$50,000.00
Lifelong Medical Care P.O. Box 11247, Berkeley, CA 94712	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$15,000.00
Livingston Community Health Services 1140 Main Street, Livingston, CA 95334	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$25,000.00
Long Valley Health Center P.O. Box 870, Laytonville, CA 95454	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$35,000.00
Los Angeles Christian Health Centers 311 Winston Street, Los Angeles, CA 90013	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$50,000.00

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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				
Los Angeles Gay and Lesbian Community Services Center 1625 Schrader Blvd, Los Angeles, CA 90028-6213	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$30,000.00
Lyon-Martin Womens Health Service, Inc. 1748 Market Street, Suite 201, San Francisco, CA 94102	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$50,000.00
MACT Health Board, INC PO Box 939, Angels Camp, CA 95222	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$25,000.00
MEND-Meet Each Need with Dignity 10641 N. San Fernando Road, Pacoima, CA 91331	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$30,000.00
MMC for Children & Families 3701 J Street, Suite 201, Sacramento, CA 95816	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Marin Community Clinic 6090 Redwood Blvd., Suite G, Novato, CA 94945	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Martha's Village and Kitchen, Inc. 83-791 Date Avenue, Indio, CA 92201-4737	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$50,000.00
Mathiesen Memorial Health Clinic 18144 Seco Street, Jamestown, CA 95327	N/A	Government/tribal/public entity	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
MayView Community Health Center, Inc 270 Grant Avenue, Palo Alto, CA 94306	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$35,000.00
McCloud Healthcare Clinic Inc. PO BOX 1143, MCCLOUD, CA 96057-1143	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Mendocino Coast Clinics, Inc. 205 SOUTH ST, FORT BRAGG, CA 95437-5540	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$25,000.00
Mendocino Community Health Clinic, Inc. 333 Laws Avenue, Ukiah, CA 95482-6540	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Mission Area Health Associates, dba Mission Neighborhood Health Center 240 Shotwell Street, San Francisco, CA 94110	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Mission City Community Network, Inc. 15206 Parthenia Street, North Hills, CA 91343	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Mobile Medical Office PO Box 2020, Eureka, CA 95502-2020	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00

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				
Mountain Health & Community Services, Inc. 31115 Highway 94, Campo, CA 91906	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$25,000.00
Mountain Valleys Health Centers, Inc. PO Box 277, Bieber, CA 96009	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$25,000.00
National Health Services, Inc. P.O. Box 1060, Shafter, CA 93263	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Native American Health Center, Inc. 3124 International Boulevard, Oakland, CA 94601	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Neighborhood Healthcare 425 North Date Street, #203, Escondido, CA 92025	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Nhan Hoa Comprehensive Health Care Clinic Inc. 7761 Garden Grove blvd., Garden Grove, CA 92841	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$50,000.00
North County Health Project, Inc. 150 Valpreda Road, San Marcos, CA 92069	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$30,000.00
North East Medical Services Corporate Office 1520 Stockton Street, 6th Floor, San Francisco, CA 94133	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$25,000.00
Northeast Community Clinic 2550 West Main Street, Suite 301, Alhambra, CA 91801	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$15,000.00
Northeast Valley Health Corporation 1172 North Maclay Avenue, San Fernando, CA 91340	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Northeastern Rural Health Clinics 1850 Spring Ridge Drive, Susanville, CA 96130	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Northern Valley Indian Health, Inc. 207 North Butte Street, Willows, CA 95988-2803	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Open Door Community Health Centers 670 Ninth Street, Suite 203, Arcata, CA 95521	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Operation Samahan, Inc. 2835B Highland Avenue, National City, CA 91950	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Peach Tree Clinic, Inc. 5730 PACKARD AVE STE 600, MARYSVILLE, CA 95901-7119	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Petaluma Health Center 1304 Southpoint Boulevard, Suite 110, Petaluma, CA 94954	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00

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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
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a. Paid during the year

Pit River Health Service, Inc. 36977 Park Ave, Burney, CA 96013-4067	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Planned Parenthood Los Angeles 400 W. 30th St., Los Angeles, CA 90007	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$15,000.00
Planned Parenthood Mar Monte, Inc. 1691 The Alameda, San Jose, CA 95126	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$15,000.00
Planned Parenthood Pasadena and San Gabriel Valley, Inc. 1045 North Lake Avenue, Pasadena, CA 91104	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Planned Parenthood Shasta Diablo Inc. 2185 Pacheco Street, Concord, CA 94520	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$15,000.00
Planned Parenthood of Orange and San Bernardino Counties 700 South Tustin Street, Orange, CA 92866	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$15,000.00
Planned Parenthood of Santa Barbara, Ventura and San Luis Obispo Counties, Inc. 518 Garden Street, Santa Barbara, CA 93101	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$15,000.00
Planned Parenthood of the Pacific Southwest 1075 Camino del Rio South, San Diego, CA 92108	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$15,000.00
QueensCare Family Clinics 1300 N. Vermont Avenue, Suite 1002, Los Angeles, CA 90027-6005	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$15,000.00
Ravenswood Family Health Center 1798A Bay Road, East Palo Alto, CA 94303	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Redwood Coast Medical Services, Inc. P.O. Box 1100, Gualala, CA 95445	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$35,000.00
Redwoods Rural Health Center, Inc. 101 West Coast Road, P.O. Box 769, Redway, CA 95560	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$35,000.00
Reproductive Health Care Center 501 South Brookhurst Road, Fullerton, CA 92833	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$35,000.00
Ritter Center P.O. Box 3517, San Rafael, CA 94912-3517	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$35,000.00
Riverside-San Bernardino County Indian Health, Inc. 11555 - 1/2 Potrero Road, Banning, CA 92220	N/A	Government/ tribal/public entity	08/24/2011 2011 Community Clinic and Core Support Initiative	\$25,000.00

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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				
RotaCare Bay Area, Inc. P.O. Box 18430, San Jose, CA 95158	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$50,000.00
Sacramento Native American Health Center, Inc. 2020 J street, Sacramento, CA 95814	N/A	Government/ tribal/public entity	08/24/2011 2011 Community Clinic and Core Support Initiative	\$35,000.00
Salud Para La Gente 195 Avaiation Way, Suite 200, Watsonville, CA 95076	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$30,000.00
Samaritan House 4031 Pacific Boulevard, San Mateo, CA 94403	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$40,000.00
Samuel Dixon Family Health Center, Inc. 25115 West Avenue Stanford, A-104, Valencia, CA 91355	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$50,000.00
San Benito Health Foundation 351 Felice Drive, Hollister, CA 95023-3361	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$35,000.00
San Diego American Indian Health Center 2602 1ST AVE STE 105, SAN DIEGO, CA 92103-6529	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$35,000.00
San Diego Family Care 6973 Linda Vista Road, San Diego, CA 92111	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
San Francisco Free Clinic 4900 California Street, San Francisco, CA 94118	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$50,000.00
San Francisco Medical Center Outpatient Improvement Programs 229 7th Street, San Francisco, CA 94103	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$50,000.00
Santa Barbara Neighborhood Clinics 1900 State Street, Suite G, Santa Barbara, CA 93101	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$35,000.00
Santa Cruz Women's Health Center 250 Locust Street, Santa Cruz, CA 95060-3813	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$35,000.00
School Health Clinics of Santa Clara County 5671 Santa Teresa Blvd, Suite 105, San Jose, CA 95123	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$35,000.00
Share Our Selves Corporation 1550 SUPERIOR AVE, COSTA MESA, CA 92627-3653	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$40,000.00
Shasta Community Health Center 1035 Placer Street, Redding, CA 96001	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$15,000.00

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				
Shingle Springs Band of Miwok Indians P.O. Box 1340, Shingle Springs, CA 95682	N/A	Government/tribal/public entity	08/24/2011 2011 Community Clinic and Core Support Initiative	\$15,000.00
Shingletown Medical Center 31292 Alpine Meadows Road, Shingletown, CA 96088	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Sierra Family Medical Clinic, Inc. 15301 Tyler Foote Road, Nevada City, CA 95959	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Six Rivers Planned Parenthood 3225 Timber Fall Court, Eureka, CA 95503	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Sonoma County Indian Health Project, Inc. 144 Stony Point Road, Santa Rosa, CA 95401-4122	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$15,000.00
Sonoma Valley Community Health Center 430 West Napa Street, Suite F, Sonoma, CA 95476	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$35,000.00
South Bay Family Health Care 23430 Hawthorne Boulevard, Suite 210, Torrance, CA 90505	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
South Central Family Health Center 4425 South Central Avenue, Los Angeles, CA 90011	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Southern Indian Health Council, Inc. 4058 Willows Road, Alpine, CA 91901	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Southwest Community Health Center (DBA Santa Rosa Community Health Centers) 3569 Round Barn Circle, Santa Rosa, CA 95403	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
St. Anthony Foundation 150 Golden Gate Avenue, San Francisco, CA 94102	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$30,000.00
St. James Infirmary 1372 Mission Street, San Francisco, CA 94103	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$50,000.00
St. John's Well Child and Family Center, Inc. 5701 South Hoover Street, Los Angeles, CA 90037	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
St. Vincent de Paul Village, Inc. 3350 E ST, San Diego, CA 92102-3332	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
T.H.E. Clinic, Inc. 3834 South Western Avenue, Los Angeles, CA 90062	N/A	Nonprofit, non-foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00

Attachment A

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
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a. Paid during the year

The Children's Clinic, "Serving Children and Their Families" 2790 Atlantic Avenue, Long Beach, CA 90806	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$15,000.00
The Saban Free Clinic 8405 Beverly Boulevard, Los Angeles, CA 90048-3401	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Tiburcio Vasquez Health Center, Inc. 33255 Ninth St, Union City, CA 94587	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Tides Center P.O. Box 29907, San Francisco, CA 94129	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Toiyabe Indian Health Project 52 Tu Su Lane, Bishop, CA 93514	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$25,000.00
Tri-City Health Center 39465 Paseo Padre Parkway, Suite 3400, Fremont, CA 94538	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Tulare Community Health Clinic 1201 North Cherry Street, Tulare, CA 93274	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Tuolumne MeWuk Indian Health Center, Inc. 18880 Cherry Valley Boulevard, Tuolumne, CA 95379-9506	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
University Muslim Medical Association, Inc. 1704 West Manchester Avenue, Suite 211, Los Angeles, CA 90047	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Valley Community Clinic 6801 Coldwater Canyon Avenue, Suite 1B, North Hollywood, CA 91605	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$30,000.00
Valley Health Team, Inc. P.O. Box 737, San Joaquin, CA 93660	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$25,000.00
Venice Family Clinic 604 Rose Avenue, Venice, CA 90291	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$15,000.00
Vietnamese Community of Orange County, Inc. 5015 West Edinger Avenue Suites #J-L, Santa Ana, CA 92704	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Vista Community Clinic 1000 Vale Terrace, Vista, CA 92084-5218	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$30,000.00
Warner Mountain Indian Health Project/FBICC P.O. Box 247, Fort Bidwell, CA 96112	N/A	Government/ tribal/public entity	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Washoe Tribe of Nevada and California 1559 Watasheamu Road, Gardnerville, NV 89460	N/A	Government/ tribal/public entity	08/24/2011 2011 Community Clinic and Core Support Initiative	\$40,000.00

Attachment A

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				
Watts Healthcare Corporation 10300 Compton Avenue, Los Angeles, CA 90002	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
West County Health Centers, Inc. P.O. Box 1449, Guerneville, CA 95446	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$25,000.00
West Oakland Health Council 700 Adeline Street, Oakland, CA 94607	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Western Sierra Medical Clinic, Inc. P.O. Box 286, Downieville, CA 95936	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Westside Family Health Center 1711 Ocean Park Boulevard, Santa Monica, CA 90405	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$50,000.00
Westside Neighborhood Clinic 2125 Sante Fe Avenue, Long Beach, CA 90810	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Wilmington Community Free Clinic 1009 North Avalon Boulevard, Wilmington, CA 90744	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$20,000.00
Winters Healthcare Foundation, Inc. 310 Main Street, PO BOX 674, Winters, CA 95694	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$35,000.00
Women's Clinic 9911 West Pico Blvd., Suite 500, Los Angeles, CA 90035	N/A	Nonprofit, non- foundation	08/24/2011 2011 Community Clinic and Core Support Initiative	\$25,000.00
Contra Costa Health Services 2500 Alhambra Ave, Martinez, CA 94553	N/A	Nonprofit, non- foundation	09/02/2011 Optimizing Health Outcomes Through Shared Information Systems	\$116,667.00
California Association of Public Hospitals and Health Systems 70 Washington Street, Suite 215, Oakland, CA 94607-3795	N/A	Trade and professional associations, business leagues, and chambers of commerce	09/20/2011 Preparing Public Hospital Systems and the Safety Net for Health Reform	\$125,048.00
California Primary Care Association 1231 I Street, Suite 400, Sacramento, CA 95814	N/A	Nonprofit, non- foundation	09/20/2011 Strengthening the Community Health Center Safety Net	\$200,000.00
California Rural Indian Health Board, Inc. 4400 Auburn Boulevard, 2nd Floor, Sacramento, CA 95841	N/A	Nonprofit, non- foundation	09/20/2011 Low Income Health Program Planning and Development	\$53,500.00
Kern Medical Center 1700 Mt. Vernon Avenue, Bakersfield, CA 93306	N/A	Government/ tribal/public entity	09/20/2011 2010 County Coverage Expansion Planning, Round Two	\$50,000.00
Tides Center P.O. Box 29907, San Francisco, CA 94129	N/A	Nonprofit, non- foundation	09/20/2011 "First-Class" User Experience Project	\$200,000.00

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				
Blue Star Families, Inc. PO Box 322, Falls Church, VA 22040	N/A	Nonprofit, non- foundation	09/30/2011 2012 Military Family Lifestyle Survey	\$25,000.00
California Counties Foundation, Inc. 1100 K Street, Sacramento, CA 95814-3931	N/A	Nonprofit, non- foundation	09/30/2011 Executive Leadership Symposium	\$15,000.00
California School Health Centers Association 1203 Preservation Park Way, #302, Oakland, CA 94612	N/A	Nonprofit, non- foundation	09/30/2011 Strengthening School-Based Health Centers as Part of the Health Care Safety Net	\$150,000.00
County of San Bernardino - Arrowhead Regional Medical Center 400 N. Pepper Avenue, Colton, CA 92324	N/A	Government/ tribal/public entity	09/30/2011 2010 County Coverage Expansion Planning, Round Two	\$112,500.00
San Francisco Department of Public Health 101 Grove Street, San Francisco, CA 94102	N/A	Government/ tribal/public entity	09/30/2011 2010 County Coverage Expansion Planning	\$112,500.00
Stanislaus County Health Services Agency 830 Scenic Drive BLD#2, Modesto, CA 95353	N/A	Government/ tribal/public entity	09/30/2011 2010 County Coverage Expansion Planning, Round Two	\$100,000.00
Integrated Healthcare Association 300 Lakeside Dr., Suite 1975, Oakland, CA 94612	N/A	Trade and professional associations, business leagues, and chambers of commerce	10/17/2011 ACO Congress Sponsorship for Safety Net Providers 2011	\$25,000.00
Futures Without Violence 100 Montgomery Street, The Presidio, San Francisco, CA 94129-1718	N/A	Nonprofit, non- foundation	10/31/2011 Integrating Family Violence Prevention under the Affordable Care Act	\$160,537.00
Regents of the University of California, Los Angeles 11000 Kinross Avenue, Suite 211, Los Angeles, CA 90095-1406	N/A	Nonprofit, non- foundation	10/31/2011 Evaluation of the Low Income Health Program	\$222,646.00
San Diegans for Healthcare Coverage 1850 Fifth Avenue, San Diego, CA 92101	N/A	Nonprofit, non- foundation	10/31/2011 2010 County Coverage Expansion Planning, Round Two	\$95,000.00
TechSoup Global 435 Brannan Street, Suite 100, San Francisco, CA 94107-1780	N/A	Nonprofit, non- foundation	10/31/2011 Technology Capacity Building for the Domestic Violence Field	\$150,000.00
Cybergrants for Testing, Inc. Two Dundee Park, Andover, MA 01810	N/A	Nonprofit, non- foundation	11/08/2011 Test Request for Board Summary Report	\$0.00
Cybergrants for Testing, Inc. Two Dundee Park, Andover, MA 01810	N/A	Nonprofit, non- foundation	11/08/2011 Test Request for Board Summary Report	\$0.00
Monterey County Health Department 1270 Natividad Road, Salinas, CA 93906	N/A	Government/ tribal/public entity	11/14/2011 2010 County Coverage Expansion Planning, Round Two	\$100,000.00
National Academy of Sciences The National Academies, 500 Fifth Street, NW, Washington, DC 20001	N/A	Nonprofit, non- foundation	11/14/2011 Consensus Committee on the Learning Healthcare System	\$50,000.00

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				
Santa Clara Valley Health and Hospital System 2325 Enborg Lane, Ste 220, San Jose, CA 95128	N/A	Government/ tribal/public entity	11/14/2011 2010 County Coverage Expansion Planning	\$75,000.00
Alameda County Health Care Services Agency 1000 San Leandro Blvd, Suite 300, San Leandro, CA 94577	N/A	Government/ tribal/public entity	11/30/2011 2010 County Coverage Expansion Planning	\$100,000.00
Children's Vision First 1007 General Kennedy Avenue #210, San Francisco, CA 94129-1404	N/A	Nonprofit, non- foundation	11/30/2011 General Operating Support	\$5,000.00
County of Orange 405 W. 5th St., #681, Santa Ana, CA 92701	N/A	Government/ tribal/public entity	11/30/2011 2010 County Coverage Expansion Planning, Round Two	\$50,000.00
Hope Street Group P.O. Box 572036, Tarzana, CA 91357	N/A	Nonprofit, non- foundation	11/30/2011 Primary Care 2.0 as Part of ACA implementation	\$30,000.00
Merced County Department of Public Health 260 E. 15th Street, Merced, CA 95341	N/A	Government/ tribal/public entity	11/30/2011 2010 County Coverage Expansion Planning	\$97,500.00
Pentagon Federal Credit Union Foundation 2930 Eisenhower Ave, Alexandria, VA 22314-4557	N/A	Nonprofit, non- foundation	11/30/2011 Defender's Lodge: Medical Services Provision for Wounded Veterans	\$10,000.00
San Joaquin County Health Care Services Agency Post Office Box 1020, Stockton, CA 95201	N/A	Government/ tribal/public entity	11/30/2011 2010 County Coverage Expansion Planning, Round Two	\$95,000.00
Tower Foundation of San Jose State University 1 Washington Square, San Jose, CA 95192-0184	N/A	Nonprofit, non- foundation	11/30/2011 Expanding Prevention of Intimate Partner Violence Among Veterans and Their Partners on College Campuses in California	\$70,000.00
Charles R. Drew University of Medicine & Science 1731 E 120th Street, Los Angeles, CA 90059-3051	N/A	Nonprofit, non- foundation	12/21/2011 Models of care for urban underserved populations through peer learning	\$25,000.00
Operation Access 115 Sansome Street, Suite 1205, San Francisco, CA 94104	N/A	Nonprofit, non- foundation	12/21/2011 General Operating Support	\$25,000.00
Small Business Majority Foundation, Inc. 4000 Bridgeway, Suite 101, Sausalito, CA, CA 94965	N/A	Nonprofit, non- foundation	12/21/2011 California Small Business Healthcare Education and Implementation Project	\$150,000.00
Alameda County Health Care Services Agency 1000 San Leandro Blvd, Suite 300, San Leandro, CA 94577	N/A	Government/ tribal/public entity	12/30/2011 Low Income Health Program Implementation	\$140,000.00
Alliance for Rural Community Health 1165 South Dora Street, Suite A3, Ukiah, CA 95482	N/A	Supporting Organization, Type 1	12/30/2011 Clinic Consortia Data Capacity	\$60,000.00
Alternatives to Domestic Violence P. O. Box 910, Riverside, CA 92502	N/A	Nonprofit, non- foundation	12/30/2011 Military Families Initiative	\$47,692.00

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				
Asian & Pacific Islander American Health Forum 450 Sutter Street Room 600, San Francisco, CA 94108-3908	N/A	Nonprofit, non- foundation	12/30/2011 API outreach and engagement	\$21,000.00
California Consortium for Urban Indian Health, Inc. 1004A O'Reilly Ave, San Francisco, CA 94129	N/A	Nonprofit, non- foundation	12/30/2011 Clinic Consortia Data Capacity	\$80,000.00
Casa de Esperanza, Inc. P.O. Box 56, Yuba City, CA 95992	N/A	Nonprofit, non- foundation	12/30/2011 Strengthening Cultural Competency in California's Domestic Violence Field for High-Need, Underserved Populations	\$86,576.00
Center for Community Solutions 4508 Mission Bay Drive, San Diego, CA 92109	N/A	Nonprofit, non- foundation	12/30/2011 Strengthening Cultural Competency in California's Domestic Violence Field for High-Need, Underserved Populations	\$80,000.00
Coalition of Orange County Community Clinics 17701 Cowan, Suite 220, Irvine, CA 92614-6057	N/A	Nonprofit, non- foundation	12/30/2011 Clinic Consortia Data Capacity	\$150,000.00
Community Clinic Association of Los Angeles County 1055 Wilshire Boulevard, Suite 1400, Los Angeles, CA 90017	N/A	Nonprofit, non- foundation	12/30/2011 Clinic Consortia Data Capacity	\$150,000.00
Contra Costa Health Plan (CCHP) a Division of Contra Costa Health Services (CCHS) 50 Douglas Drive, Suite 310A, Martinez, CA 94553-4003	N/A	Nonprofit, non- foundation	12/30/2011 2010 County Coverage Expansion Planning, Round Two	\$75,000.00
Council of Community Clinics P.O. Box 880969, San Diego, CA 92168	N/A	Nonprofit, non- foundation	12/30/2011 Clinic Consortia Data Capacity	\$150,000.00
County of Sacramento 7001A East Parkway Suite 550, Sacramento, CA 95823-2501	N/A	Government/ tribal/public entity	12/30/2011 Low Income Health Program Implementation	\$100,000.00
County of San Bernardino - Arrowhead Regional Medical Center 400 N. Pepper Avenue, Colton, CA 92324	N/A	Government/ tribal/public entity	12/30/2011 Low Income Health Program Implementation	\$100,000.00
County of San Diego Health and Human Services Agency 8940 Complex Drive Suite 255, San Diego, CA 92123-1423	N/A	Government/ tribal/public entity	12/30/2011 Low Income Health Program Implementation	\$150,000.00
Foundation Center 312 Sutter Street, Suite 606, San Francisco, CA 94108-4323	N/A	Nonprofit, non- foundation	12/30/2011 General Operating Support	\$5,000.00
Health Alliance of Northern California 2280 Benton Drive, Building C, Suite C, Redding, CA 96003	N/A	Supporting Organization, Type 3, functionally integrated	12/30/2011 Clinic Consortia Data Capacity	\$115,000.00
Health Improvement Partnership of Santa Cruz County, Inc. 1600 Green Hills Road, Suite 101, Scotts Valley, CA 95066	N/A	Nonprofit, non- foundation	12/30/2011 Clinic Consortia Data Capacity	\$150,000.00

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				
Health Plan of San Joaquin 7751 South Mantney Road, French Camp, CA 95231	N/A	Government/ tribal/public entity	12/30/2011 Safety Net Health Information Exchange	\$250,000.00
Institute for Healthcare Improvement 20 University Rd 7th Floor, Cambridge, MA 02138	N/A	Nonprofit, non- foundation	12/30/2011 Community Clinic Innovations Challenge Technical Support	\$200,000.00
Insure the Uninsured Project 2444 Wilshire Blvd. Suite 412, Santa Monica, CA 90403	N/A	Nonprofit, non- foundation	12/30/2011 Implementing Health Reform in California	\$337,500.00
Inter-Tribal Council of California, Inc. 3425 Arden Way, Sacramento, CA 95825-1221	N/A	Nonprofit, non- foundation	12/30/2011 Strengthening Cultural Competency in California's Domestic Violence Field for High-Need, Underserved Populations	\$64,080.00
Interval House P.O. Box 3356, Seal Beach, CA 90740	N/A	Nonprofit, non- foundation	12/30/2011 Strengthening Cultural Competency in California's Domestic Violence Field for High-Need, Underserved Populations	\$87,500.00
Jenesse Center, Inc. P.O. Box 8476, Los Angeles, CA 90008	N/A	Nonprofit, non- foundation	12/30/2011 Strengthening Cultural Competency in California's Domestic Violence Field for High-Need, Underserved Populations	\$77,000.00
Korean American Family Service Center, Inc. 3727 West 6th Street, Suite 320, Los Angeles, CA 90020-5108	N/A	Nonprofit, non- foundation	12/30/2011 Strengthening Cultural Competency in California's Domestic Violence Field for High-Need, Underserved Populations	\$77,303.00
Monterey County Health Department 1270 Natividad Road, Salinas, CA 93906	N/A	Government/ tribal/public entity	12/30/2011 Low Income Health Program Implementation	\$120,000.00
Mujeres Unidas y Activas 3543 18th ST, #23, San Francisco, CA 94110-1684	N/A	Nonprofit, non- foundation	12/30/2011 Strengthening Cultural Competency in California's Domestic Violence Field for High-Need, Underserved Populations	\$75,000.00
My Sister's House 3053 Freeport Blvd., #120, Sacramento, CA 95818	N/A	Nonprofit, non- foundation	12/30/2011 Strengthening Cultural Competency in California's Domestic Violence Field for High-Need, Underserved Populations	\$67,146.00
North Coast Clinics Network 710 E Street, Suite 145, Eureka, CA 95501	N/A	Nonprofit, non- foundation	12/30/2011 Clinic Consortia Data Capacity	\$100,000.00
Northern California Grantmakers 625 Market Street, 3rd Floor, San Francisco, CA 94105	N/A	Nonprofit, non- foundation	12/30/2011 School Health Centers Funder Roundtable	\$50,000.00
Peace Over Violence 1015 Wilshire Boulevard, suite 200, Los Angeles, CA 90017	N/A	Nonprofit, non- foundation	12/30/2011 Building Healthy Teen Relationships	\$250,000.00
Regents of the University of California, Los Angeles 11000 Kinross Avenue, Suite 211, Los Angeles, CA 90095-1406	N/A	Nonprofit, non- foundation	12/30/2011 Clinic Executive Team Development Program	\$500,000.00

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				
Regents of the University of California, Los Angeles 11000 Kinross Avenue, Suite 211, Los Angeles, CA 90095-1406	N/A	Nonprofit, non- foundation	12/30/2011 Sustaining and Extending Health Reform Symposium	\$10,000.00
Rural Human Services 286 M Street, Suite A, Crescent City, CA 95531	N/A	Nonprofit, non- foundation	12/30/2011 Strengthening Cultural Competency in California's Domestic Violence Field for High-Need, Underserved Populations	\$75,000.00
San Francisco Community Clinic Consortium 1550 Bryant Street, Suite 450, San Francisco, CA 94103	N/A	Nonprofit, non- foundation	12/30/2011 Clinic Consortia Data Capacity	\$135,000.00
San Joaquin County Health Care Services Agency Post Office Box 1020, Stockton, CA 95201	N/A	Government/ tribal/public entity	12/30/2011 Low Income Health Program Implementation	\$100,000.00
San Mateo County Health System 225 37th Avenue, San Mateo, CA 94403	N/A	Government/ tribal/public entity	12/30/2011 2010 County Coverage Expansion Planning, Round Two	\$50,000.00
Santa Cruz County Health Services Agency 1080 Emeline Ave., Santa Cruz, CA 95060	N/A	Government/ tribal/public entity	12/30/2011 Low Income Health Program Implementation	\$125,000.00
Taproot Foundation 466 Geary St. Ste. 200, San Francisco, CA 94102-1261	N/A	Nonprofit, non- foundation	12/30/2011 Strengthening BSCF's Grantees Through Pro Bono Service	\$100,000.00
The California Regional Extension Center 555 12th Street, 10th Floor, Oakland, CA 94607	N/A	Nonprofit, non- foundation	12/30/2011 Data Analytics Platform Pilot Project	\$247,825.00
Tides Center P.O. Box 29907, San Francisco, CA 94129	N/A	Nonprofit, non- foundation	12/30/2011 Community Clinic Initiative: Innovation Learning Network for the Safety Net	\$723,849.00
Tides Center P.O. Box 29907, San Francisco, CA 94129	N/A	Nonprofit, non- foundation	12/30/2011 HealthyCal.Org	\$50,000.00
Tides Center P.O. Box 29907, San Francisco, CA 94129	N/A	Nonprofit, non- foundation	12/30/2011 Strengthening Cultural Competency in California's Domestic Violence Field for High-Need, Underserved Populations	\$78,000.00
The Regents of the University of California, San Francisco 3333 California St., Ste. 410, San Francisco, CA 94118	N/A	Nonprofit, non- foundation	12/30/2011 Clinic Leadership Institute, Cohort 4	\$477,205.00
The Regents of the University of California, San Francisco 3333 California St., Ste. 410, San Francisco, CA 94118	N/A	Nonprofit, non- foundation	12/30/2011 The University of California Health Care Safety Net Research Collaborative	\$116,613.00
Visión Y Compromiso 2536 Edwards Avenue, El Cerrito, CA 94530-1471	N/A	Nonprofit, non- foundation	12/30/2011 Strengthening Cultural Competency in California's Domestic Violence Field for High-Need, Underserved Populations	\$75,000.00
Women's Center of San Joaquin County 620 North San Joaquin St., Stockton, CA 95202	N/A	Nonprofit, non- foundation	12/30/2011 Strengthening Cultural Competency in California's Domestic Violence Field for High-Need, Underserved Populations	\$55,415.00
Total: Part XV, Line 3a				\$24,522,346

Attachment A

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
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b. Approved for future payment

DeafHope 470 27th Street, Oakland, CA 94612	N/A	Nonprofit, non-foundation	01/01/2012 Strengthening Cultural Competency in California's Domestic Violence Field for High-Need, Underserved Populations	\$51,613.00
California Partnership to End Domestic Violence PO Box 1798, Sacramento, CA 95812-1798	N/A	Nonprofit, non-foundation	01/01/2012 Strengthening Statewide Domestic Violence Capacity	\$219,000.00
County of Orange 405 W. 5th St., #681, Santa Ana, CA 92701	N/A	Government/tribal/public entity	01/01/2012 Low Income Health Program Implementation	\$100,000.00
Los Angeles County - DHS 313 N Figueroa, Los Angeles, CA 90012	N/A	Government/tribal/public entity	01/01/2012 eConsult Specialty Guideline Development	\$250,000.00
Los Angeles County - DHS 313 N Figueroa, Los Angeles, CA 90012	N/A	Government/tribal/public entity	01/01/2012 Low Income Health Program Implementation	\$150,000.00
Merced County Department of Public Health 260 E. 15th Street, Merced, CA 95341	N/A	Government/tribal/public entity	01/01/2012 Low Income Health Program Implementation	\$100,000.00
Placer County Health and Human Services 11484 B Avenue, Auburn, CA 95603	N/A	Government/tribal/public entity	01/01/2012 Low Income Health Program Implementation	\$100,000.00
Riverside County Regional Medical Center 26520 Cactus Ave, Moreno Valley, CA 92555-3911	N/A	Government/tribal/public entity	01/01/2012 Low Income Health Program Implementation	\$100,000.00
Santa Clara Valley Health and Hospital System 2325 Enborg Lane, Ste 220, San Jose, CA 95128	N/A	Government/tribal/public entity	01/01/2012 Low Income Health Program Implementation	\$120,000.00
Humboldt Domestic Violence Services PO Box 969, Eureka, CA 95502	N/A	Nonprofit, non-foundation	01/01/2012 Strengthening Cultural Competency in California's Domestic Violence Field for	\$80,656.00
Visión Y Compromiso 2536 Edwards Avenue, El Cerrito, CA 94530-1471	N/A	Nonprofit, non-foundation	01/01/2012 Strengthening Cultural Competency in California's Domestic Violence Field for High-Need, Underserved Populations	\$75,000.00
i2i Systems, Inc. 3663 North Laughlin Road, Suite 200, Santa Rosa, CA 95403	N/A	For profit entity	01/01/2012 CHC Comparative Analytics Trial and Working Group	\$100,000.00

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
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b. Approved for future payment

California Association of Public Hospitals and Health Systems 70 Washington Street, Suite 215, Oakland, CA 94607-3795	N/A	Trade and professional associations, business leagues, and chambers of commerce	02/01/2012 Preparing Public Hospital Systems and the Safety Net for Health Reform	\$125,047.00
Asian Women's Shelter 3543 18th Street, #19, San Francisco, CA 94110	N/A	Nonprofit, non-foundation	03/01/2012 Executive Leadership Transition Project	\$29,000.00
California Primary Care Association 1231 I Street, Suite 400, Sacramento, CA 95814	N/A	Nonprofit, non-foundation	03/01/2012 Strengthening the Community Health Center Safety Net	\$200,000.00
California Rural Indian Health Board, Inc. 4400 Auburn Boulevard, 2nd Floor, Sacramento, CA 95841	N/A	Nonprofit, non-foundation	03/01/2012 Low Income Health Program Planning and Development	\$53,500.00
California School Health Centers Association 1203 Preservation Park Way, #302, Oakland, CA 94612	N/A	Nonprofit, non-foundation	03/01/2012 Strengthening School-Based Health Centers as Part of the Health Care Safety Net	\$150,000.00
Nonprofit Finance Fund 70 West 36th Street, 11th Floor, New York, NY 10018-0000	N/A	Nonprofit, non-foundation	03/01/2012 Building Financial Knowledge and Capacity among California's Domestic Violence Organizations	\$87,500.00
Regents of the University of California, Los Angeles 11000 Kinross Avenue, Suite 211, Los Angeles, CA 90095-1406	N/A	Nonprofit, non-foundation	03/01/2012 Evaluation of the Low Income Health Program	\$222,646.00
Futures Without Violence 100 Montgomery Street, The Presidio, San Francisco, CA 94129-1718	N/A	Nonprofit, non-foundation	04/01/2012 Integrating Family Violence Prevention under the Affordable Care Act	\$160,537.00
National Family Justice Center Alliance 707 Broadway, Ste. 700, San Diego, CA 92101	N/A	Nonprofit, non-foundation	04/01/2012 California Family Justice Initiative 'Phase II'	\$595,400.00
The Center to Promote HealthCare Access, Inc. d/b/a Social Interest Solutions 1333 Broadway, Suite 1020, Oakland, CA 94612	N/A	Nonprofit, non-foundation	04/01/2012 Building a Bridge to Enrollment in California	\$50,000.00
Alliance for Rural Community Health 1165 South Dora Street, Suite A3, Ukiah, CA 95482	N/A	Supporting Organization, Type 1	06/01/2012 Clinic Consortia Data Capacity	\$60,000.00
Health Plan of San Joaquin 7751 South Manthey Road, French Camp, CA 95231	N/A	Government/tribal/public entity	06/01/2012 Safety Net Health Information Exchange	\$250,000.00
Los Angeles County - DHS 313 N Figueroa, Los Angeles, CA 90012	N/A	Government/tribal/public entity	06/01/2012 eConsult Specialty Guideline Development	\$250,000.00

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
b. Approved for future payment				
The California Regional Extension Center 555 12th Street, 10th Floor, Oakland, CA 94607	N/A	Nonprofit, non- foundation	06/01/2012 Data Analytics Platform Pilot Project	\$247,825.00
Tides Center P.O. Box 29907, San Francisco, CA 94129	N/A	Nonprofit, non- foundation	06/01/2012 HealthyCal.Org	\$50,000.00
Women's Foundation of California 340 Pine Street, Suite 302, San Francisco, CA 94104	N/A	Nonprofit, non- foundation	06/01/2012 An Intermediary to Implement the Blue Shield Against Violence Strong Field Project Organizational Strengths Grants Program - Cohort I Enhancements and Cohort II Implementation	\$1,932,984.00
i2i Systems, Inc. 3663 North Laughlin Road, Suite 200, Santa Rosa, CA 95403	N/A	For profit entity	06/01/2012 CHC Comparative Analytics Trial and Working Group	\$100,000.00
CompassPoint Nonprofit Services 731 Market Street, Suite 200, San Francisco, CA 94103-2005	N/A	Nonprofit, non- foundation	07/01/2012 An Intermediary to Implement the Blue Shield Against Violence Strong Field Project Leadership Program - Cohort II	\$400,000.00
The California Health Care Safety - Net Institute 70 Washington Street, Suite 215, Oakland, CA 94607-3795	N/A	Nonprofit, non- foundation	07/01/2012 California Public Hospital Cost Containment Collaborative	\$237,212.00
The Regents of the University of California, San Francisco 3333 California St., Ste. 410, San Francisco, CA 94118	N/A	Nonprofit, non- foundation	07/01/2012 Clinic Leadership Institute Emerging Leaders, Cohort 5	\$1,049,722.00
Casa de Esperanza, Inc. P.O. Box 56, Yuba City, CA 95992	N/A	Nonprofit, non- foundation	01/01/2013 Strengthening Cultural Competency in California's Domestic Violence Field for High-Need, Underserved Populations	\$73,424.00
Center for Community Solutions 4508 Mission Bay Drive, San Diego, CA 92109	N/A	Nonprofit, non- foundation	01/01/2013 Strengthening Cultural Competency in California's Domestic Violence Field for High-Need, Underserved Populations	\$72,300.00
DeafHope 470 27th Street, Oakland, CA 94612	N/A	Nonprofit, non- foundation	01/01/2013 Strengthening Cultural Competency in California's Domestic Violence Field for High-Need, Underserved Populations	\$50,533.00
Humboldt Domestic Violence Services P O Box 969, Eureka, CA 95502	N/A	Nonprofit, non- foundation	01/01/2013 Strengthening Cultural Competency in California's Domestic Violence Field for High-Need, Underserved Populations	\$77,231.00
Insure the Uninsured Project 2444 Wilshire Blvd. Suite 412, Santa Monica, CA 90403	N/A	Nonprofit, non- foundation	01/01/2013 Implementing Health Reform in California	\$337,500.00
Inter-Tribal Council of California, Inc. 3425 Arden Way, Sacramento, CA 95825-1221	N/A	Nonprofit, non- foundation	01/01/2013 Strengthening Cultural Competency in California's Domestic Violence Field for High-Need, Underserved Populations	\$84,920.00
Interval House P.O. Box 3356, Seal Beach, CA 90740	N/A	Nonprofit, non- foundation	01/01/2013 Strengthening Cultural Competency in California's Domestic Violence Field for High-Need, Underserved Populations	\$64,916.00

Attachment B

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
b. Approved for future payment				
Jenesse Center, Inc. P.O. Box 8476, Los Angeles, CA 90008	N/A	Nonprofit, non- foundation	01/01/2013 Strengthening Cultural Competency in California's Domestic Violence Field for High-Need, Underserved Populations	\$74,000.00
Korean American Family Service Center, Inc. 3727 West 6th Street, Suite 320, Los Angeles, CA 90020-5108	N/A	Nonprofit, non- foundation	01/01/2013 Strengthening Cultural Competency in California's Domestic Violence Field for High-Need, Underserved Populations	\$72,697.00
Mujeres Unidas y Activas 3543 18th ST, #23, San Francisco, CA 94110-1684	N/A	Nonprofit, non- foundation	01/01/2013 Strengthening Cultural Competency in California's Domestic Violence Field for High-Need, Underserved Populations	\$75,000.00
My Sister's House 3053 Freeport Blvd., #120, Sacramento, CA 95818	N/A	Nonprofit, non- foundation	01/01/2013 Strengthening Cultural Competency in California's Domestic Violence Field for High-Need, Underserved Populations	\$92,854.00
Rural Human Services 286 M Street, Suite A, Crescent City, CA 95531	N/A	Nonprofit, non- foundation	01/01/2013 Strengthening Cultural Competency in California's Domestic Violence Field for High-Need, Underserved Populations	\$73,925.00
Tides Center P.O. Box 29907, San Francisco, CA 94129	N/A	Nonprofit, non- foundation	01/01/2013 Strengthening Cultural Competency in California's Domestic Violence Field for High-Need, Underserved Populations	\$78,000.00
Women's Center of San Joaquin County 620 North San Joaquin St., Stockton, CA 95202	N/A	Nonprofit, non- foundation	01/01/2013 Strengthening Cultural Competency in California's Domestic Violence Field for High-Need, Underserved Populations	\$52,296.00
Regents of the University of California, Los Angeles 11000 Kinross Avenue, Suite 211, Los Angeles, CA 90095-1406	N/A	Nonprofit, non- foundation	04/01/2013 Clinic Executive Team Development Program	\$250,000.00
The Center to Promote HealthCare Access, Inc. d/b/a Social Interest Solutions 1333 Broadway, Suite 1020, Oakland, CA 94612	N/A	Nonprofit, non- foundation	04/01/2013 Building a Bridge to Enrollment in California	\$50,000.00
Women's Foundation of California 340 Pine Street, Suite 302, San Francisco, CA 94104	N/A	Nonprofit, non- foundation	07/01/2013 An Intermediary to Implement the Blue Shield Against Violence Strong Field Project Organizational Strengths Grants Program - Cohort I Enhancements and Cohort II Implementation	\$132,000.00
Women's Foundation of California 340 Pine Street, Suite 302, San Francisco, CA 94104	N/A	Nonprofit, non- foundation	07/01/2014 An Intermediary to Implement the Blue Shield Against Violence Strong Field Project Organizational Strengths Grants Program - Cohort I Enhancements and Cohort II Implementation	\$65,115.00
Total: Part XV, Line 3b				\$9,474,353

				Average of the High and Low Price 12/14/11				Closing Price 12/14/11			
Cusip #	Company Name	Units	Tax Cost	Average of High / Low Price	Avg. High & Low Market Value / Tax Cost Basis	Average High & Low Market Value	Avg. High & Low Unrealized Gain / (Loss)	Closing Price Market Value	Closing Price Market Value / Tax Cost Basis	Closing Price Unrealized Gain / (Loss)	
018490102	Allergan Inc	1,324.00	\$ 59,013	\$ 82.35	185%	\$ 109,031	\$ 50,018	\$ 109,190	185%	\$ 50,177	
018490102	Allergan Inc	1,295.00	\$ 56,670	\$ 82.35	188%	\$ 106,643	\$ 49,974	\$ 106,799	188%	\$ 50,129	
018490102	Allergan Inc	300.00	\$ 11,955	\$ 82.35	207%	\$ 24,705	\$ 12,750	\$ 24,741	207%	\$ 12,786	
018490102	Allergan Inc	1,400.00	\$ 62,165	\$ 82.35	185%	\$ 115,290	\$ 53,125	\$ 115,458	186%	\$ 53,293	
029912201	American Tower Corporation	1,797.00	\$ 52,633	\$ 58.10	198%	\$ 104,397	\$ 51,763	\$ 104,208	198%	\$ 51,575	
029912201	American Tower Corporation	1,693.00	\$ 50,028	\$ 58.10	197%	\$ 98,355	\$ 48,327	\$ 98,177	196%	\$ 48,149	
03073E105	Amerisourcebergen Corp	1,178.00	\$ 22,064	\$ 35.76	191%	\$ 42,119	\$ 20,055	\$ 41,901	190%	\$ 19,837	
03073E105	Amerisourcebergen Corp	1,419.00	\$ 25,897	\$ 35.76	196%	\$ 50,736	\$ 24,839	\$ 50,474	195%	\$ 24,576	
03073E105	Amerisourcebergen Corp	796.00	\$ 14,563	\$ 35.76	195%	\$ 28,461	\$ 13,898	\$ 28,314	194%	\$ 13,751	
03073E105	Amerisourcebergen Corp	800.00	\$ 15,913	\$ 35.76	180%	\$ 28,604	\$ 12,691	\$ 28,456	179%	\$ 12,543	
032511107	Anadarko Petroleum Corp	11,900.00	\$ 497,535	\$ 74.66	179%	\$ 888,454	\$ 390,919	\$ 877,268	176%	\$ 379,733	
037833100	Apple Computer Inc	245.00	\$ 49,093	\$ 382.53	191%	\$ 93,720	\$ 44,627	\$ 93,147	190%	\$ 44,053	
037833100	Apple Computer Inc	1,500.00	\$ 294,300	\$ 382.53	195%	\$ 573,795	\$ 279,495	\$ 570,285	194%	\$ 275,985	
037833100	Apple Computer Inc	5,004.00	\$ 988,480	\$ 382.53	194%	\$ 1,914,180	\$ 925,690	\$ 1,902,471	192%	\$ 913,981	
037833100	Apple Computer Inc	130.00	\$ 26,169	\$ 382.53	190%	\$ 49,729	\$ 23,560	\$ 49,425	189%	\$ 23,256	
037833100	Apple Computer Inc	25,100.00	\$ 4,596,563	\$ 382.53	209%	\$ 9,601,503	\$ 5,004,940	\$ 9,542,769	208%	\$ 4,946,206	
05329W102	AutoNation Inc	392.00	\$ 7,334	\$ 35.70	191%	\$ 13,992	\$ 6,658	\$ 14,010	191%	\$ 6,676	
05329W102	AutoNation Inc	189.00	\$ 3,117	\$ 35.70	216%	\$ 6,746	\$ 3,630	\$ 6,755	217%	\$ 3,638	
05329W102	AutoNation Inc	180.00	\$ 3,281	\$ 35.70	196%	\$ 6,425	\$ 3,144	\$ 6,433	196%	\$ 3,152	
058498106	Ball Corp	200.00	\$ 3,613	\$ 34.31	190%	\$ 6,862	\$ 3,249	\$ 6,834	189%	\$ 3,221	
058498106	Ball Corp	400.00	\$ 6,645	\$ 34.31	207%	\$ 13,724	\$ 7,079	\$ 13,668	206%	\$ 7,023	
075896100	Bed Bath and Beyond Inc	1,080.00	\$ 36,439	\$ 60.65	180%	\$ 65,499	\$ 29,060	\$ 65,513	180%	\$ 29,074	
075896100	Bed Bath and Beyond Inc	1,230.00	\$ 34,456	\$ 60.65	216%	\$ 74,596	\$ 40,140	\$ 74,612	217%	\$ 40,156	
075896100	Bed Bath and Beyond Inc	1,195.00	\$ 32,420	\$ 60.65	224%	\$ 72,473	\$ 40,053	\$ 72,489	224%	\$ 40,069	
075896100	Bed Bath and Beyond Inc	100.00	\$ 2,717	\$ 60.65	223%	\$ 6,065	\$ 3,348	\$ 6,066	223%	\$ 3,349	
075896100	Bed Bath and Beyond Inc	300.00	\$ 10,098	\$ 60.85	180%	\$ 18,194	\$ 8,096	\$ 18,198	180%	\$ 8,100	
075896100	Bed Bath and Beyond Inc	100.00	\$ 3,087	\$ 60.65	196%	\$ 6,065	\$ 2,978	\$ 6,066	197%	\$ 2,979	
075896100	Bed Bath and Beyond Inc	300.00	\$ 9,852	\$ 60.85	185%	\$ 18,194	\$ 8,342	\$ 18,198	185%	\$ 8,346	
075896100	Bed Bath and Beyond Inc	500.00	\$ 16,985	\$ 60.65	179%	\$ 30,324	\$ 13,339	\$ 30,330	179%	\$ 13,345	
075896100	Bed Bath and Beyond Inc	100.00	\$ 2,904	\$ 60.65	209%	\$ 6,065	\$ 3,161	\$ 6,066	209%	\$ 3,162	
075896100	Bed Bath and Beyond Inc	300.00	\$ 8,676	\$ 60.65	210%	\$ 18,194	\$ 9,518	\$ 18,198	210%	\$ 9,522	
075896100	Bed Bath and Beyond Inc	200.00	\$ 6,434	\$ 60.65	189%	\$ 12,129	\$ 5,895	\$ 12,132	189%	\$ 5,898	
075896100	Bed Bath and Beyond Inc	100.00	\$ 3,410	\$ 60.65	178%	\$ 6,065	\$ 2,655	\$ 6,066	178%	\$ 2,656	
075896100	Bed Bath and Beyond Inc	100.00	\$ 2,039	\$ 60.65	297%	\$ 6,065	\$ 4,026	\$ 6,066	297%	\$ 4,027	
075896100	Bed Bath and Beyond Inc	400.00	\$ 11,068	\$ 60.65	219%	\$ 24,259	\$ 13,191	\$ 24,264	219%	\$ 13,196	
075896100	Bed Bath and Beyond Inc	200.00	\$ 4,788	\$ 60.65	253%	\$ 12,129	\$ 7,342	\$ 12,132	253%	\$ 7,345	
075896100	Bed Bath and Beyond Inc	200.00	\$ 6,846	\$ 60.65	177%	\$ 12,129	\$ 5,283	\$ 12,132	177%	\$ 5,286	
075896100	Bed Bath and Beyond Inc	6,060.00	\$ 209,065	\$ 60.65	176%	\$ 367,521	\$ 158,456	\$ 367,600	176%	\$ 62,13	
382388106	BF Goodrich Co	215.00	\$ 13,622	\$ 122.72	194%	\$ 26,385	\$ 12,762	\$ 26,402	194%	\$ 12,780	
382388106	BF Goodrich Co	2,400.00	\$ 145,440	\$ 122.72	203%	\$ 294,528	\$ 149,088	\$ 294,720	203%	\$ 149,280	
382388106	BF Goodrich Co	589.00	\$ 31,276	\$ 122.72	231%	\$ 72,282	\$ 41,006	\$ 72,329	231%	\$ 41,053	
382388106	BF Goodrich Co	473.00	\$ 23,885	\$ 122.72	243%	\$ 58,047	\$ 34,161	\$ 58,084	243%	\$ 34,199	
382388106	BF Goodrich Co	100.00	\$ 5,723	\$ 122.72	214%	\$ 12,272	\$ 6,549	\$ 12,280	215%	\$ 6,557	
09062X103	Biogen Idec Inc	883.00	\$ 41,447	\$ 110.38	235%	\$ 97,466	\$ 56,018	\$ 96,803	234%	\$ 55,356	
09062X103	Biogen Idec Inc	528.00	\$ 27,364	\$ 110.38	213%	\$ 58,281	\$ 30,917	\$ 57,685	212%	\$ 30,521	
09062X103	Biogen Idec Inc	1,195.00	\$ 60,230	\$ 110.38	219%	\$ 131,904	\$ 71,674	\$ 131,008	218%	\$ 70,778	
09062X103	Biogen Idec Inc	4,305.00	\$ 206,726	\$ 110.38	230%	\$ 475,186	\$ 288,460	\$ 471,957	228%	\$ 265,231	
09062X103	Biogen Idec Inc	400.00	\$ 19,376	\$ 110.38	228%	\$ 44,152	\$ 24,776	\$ 43,852	226%	\$ 24,476	
09062X103	Biogen Idec Inc	1,100.00	\$ 49,401	\$ 110.38	246%	\$ 121,418	\$ 72,017	\$ 120,593	244%	\$ 71,192	
09062X103	Biogen Idec Inc	715.00	\$ 28,710	\$ 110.38	275%	\$ 78,922	\$ 50,212	\$ 78,385	273%	\$ 49,675	
09062X103	Biogen Idec Inc	2,700.00	\$ 102,836	\$ 110.38	290%	\$ 298,026	\$ 195,190	\$ 296,001	288%	\$ 193,165	
09062X103	Biogen Idec Inc	200.00	\$ 7,616	\$ 110.38	290%	\$ 22,076	\$ 14,460	\$ 21,926	288%	\$ 14,310	
09062X103	Biogen Idec Inc	230.00	\$ 9,222	\$ 110.38	275%	\$ 25,387	\$ 16,165	\$ 25,215	273%	\$ 15,993	
101121101	Boston Properties Inc	687.00	\$ 34,301	\$ 93.21	187%	\$ 84,035	\$ 29,734	\$ 84,338	186%	\$ 30,037	
101121101	Boston Properties Inc	568.00	\$ 26,306	\$ 93.21	201%	\$ 52,943	\$ 26,637	\$ 53,193	202%	\$ 26,887	
101121101	Boston Properties Inc	620.00	\$ 31,140	\$ 93.21	186%	\$ 57,790	\$ 26,650	\$ 58,063	186%	\$ 26,923	
115637209	Brown-Forman Corp	392.00	\$ 16,710	\$ 77.43	182%	\$ 30,351	\$ 13,640	\$ 30,392	182%	\$ 13,681	
115637209	Brown-Forman Corp	473.00	\$ 20,395	\$ 77.43	180%	\$ 36,622	\$ 16,227	\$ 36,672	180%	\$ 16,277	
127097103	Cabot Oil & Gas Corp	230.00	\$ 9,540	\$ 73.04	176%	\$ 16,798	\$ 7,258	\$ 16,854	177%	\$ 7,314	
127097103	Cabot Oil & Gas Corp	392.00	\$ 13,638	\$ 73.04	210%	\$ 28,630	\$ 14,992	\$ 28,726	211%	\$ 15,088	
127097103	Cabot Oil & Gas Corp	473.00	\$ 15,393	\$ 73.04	224%	\$ 34,546	\$ 19,153	\$ 34,661	225%	\$ 19,269	
127097103	Cabot Oil & Gas Corp	398.00	\$ 11,888	\$ 73.04	245%	\$ 29,068	\$ 17,180	\$ 29,165	245%	\$ 17,277	
127097103	Cabot Oil & Gas Corp	365.00	\$ 12,425	\$ 73.04	215%	\$ 26,658	\$ 14,233	\$ 26,747	215%	\$ 14,323	
14040H105	Capital One Financial Corp	2,081.00	\$ 46,802	\$ 44.53	198%	\$ 92,667	\$ 45,865	\$ 92,251	197%	\$ 45,449	
14040H105	Capital One Financial Corp	865.00	\$ 21,184	\$ 44.53	182%	\$ 38,518	\$ 17,335	\$ 38,345	181%	\$ 17,162	
14040H105	Capital One Financial Corp	60.00	\$ 1,469	\$ 44.53	182%	\$ 2,672	\$ 1,202	\$ 2,660	181%	\$ 1,190	
14149Y108	Cardinal Health Inc	1,572.00	\$ 35,228	\$ 40.86	182%	\$ 64,224	\$ 28,996	\$ 63,792	181%	\$ 28,564	
14149Y108	Cardinal Health Inc	1,608.00	\$ 35,474	\$ 40.86	185%	\$ 65,695	\$ 30,221	\$ 65,253	184%	\$ 29,779	
124857202	CBS Corp	1,005.00	\$ 12,975	\$ 24.97	193%	\$ 25,090	\$ 12,115	\$ 25,165	194%	\$ 12,191	
124857202	CBS Corp	1,227.00	\$ 15,596	\$ 24.97	196%	\$ 30,632	\$ 15,036	\$ 30,724	197%	\$ 15,128	
15189T107	CenterPoint Energy Inc	1,608.00	\$ 16,901	\$ 19.00	181%	\$ 30,552	\$ 13,651	\$ 30,166	178%	\$ 13,265	
15189T107	CenterPoint Energy Inc	1,494.00	\$ 14,731	\$ 19.00	193%	\$ 28,386	\$ 13,655	\$ 28,027	190%	\$ 13,296	
15189T107	CenterPoint Energy Inc	200.00	\$ 2,012	\$ 19.00	189%	\$ 3,800	\$ 1,788	\$ 3,752	186%	\$ 1,740	
15189T107	CenterPoint Energy Inc	100.00	\$ 1,067	\$ 19.00	176%	\$ 1,900	\$ 833	\$ 1,876	176%	\$ 19.34	
125269100	CF Industries Holdings Inc	575.00	\$ 42,284	\$ 131.98	179%	\$ 75,886	\$ 33,601	\$ 74,733	177%	\$ 32,448	
125269100	CF Industries Holdings Inc	196.00	\$ 14,441	\$ 131.98	179%	\$ 25,867	\$ 11,426	\$ 25,474	176%	\$ 11,033	
125269100	CF Industries Holdings Inc	189.00	\$ 14,080	\$ 131.98	177%	\$ 24,943	\$ 10,863	\$ 24,564	174%	\$ 10,484	
125509109	Cigna Corp	1,230.00	\$ 26,879	\$ 42.63	195%	\$ 52,429	\$ 25,550	\$ 52,361	195%	\$ 25,482	
125509109	Cigna Corp	996.00	\$ 19,860	\$ 42.63	214%	\$ 42,455	\$ 22,594	\$ 42,400	213%	\$ 22,539	
125896100	CMS Energy Corp	1,095.00	\$ 12,057	\$ 20.58	187%	\$ 22,535	\$ 10,478	\$ 22,469	186%	\$ 10,413	

				Average of the High and Low Price 12/14/11				Closing Price 12/14/11			
Cusip #	Company Name	Units	Tax Cost	Average of High / Low Price	Avg. High & Low Market Value / Tax Cost Basis	Average High & Low Market Value	Avg. High & Low Unrealized Gain / (Loss)	Closing Price Market Value	Closing Price Value / Tax Cost Basis	Closing Price Unrealized Gain / (Loss)	
189754104	Coach Inc	100.00	\$ 3,231	\$ 59.44	184%	\$ 5,944	\$ 2,713	\$ 5,951	184%	\$ 2,720	
189754104	Coach Inc	800.00	\$ 27,112	\$ 59.44	175%	\$ 47,552	\$ 20,440	\$ 47,608	176%	\$ 20,496	
22160K105	Costco Wholesale Corp	300.00	\$ 12,383	\$ 83.34	202%	\$ 25,001	\$ 12,617	\$ 24,825	200%	\$ 12,442	
22160K105	Costco Wholesale Corp	5,200.00	\$ 223,154	\$ 83.34	194%	\$ 433,342	\$ 210,188	\$ 430,300	193%	\$ 207,146	
22160K105	Costco Wholesale Corp	200.00	\$ 8,574	\$ 83.34	194%	\$ 16,667	\$ 8,093	\$ 16,550	193%	\$ 7,976	
22160K105	Costco Wholesale Corp	100.00	\$ 4,125	\$ 83.34	202%	\$ 8,334	\$ 4,208	\$ 8,275	201%	\$ 4,150	
22160K105	Costco Wholesale Corp	300.00	\$ 12,531	\$ 83.34	200%	\$ 25,001	\$ 12,470	\$ 24,825	198%	\$ 12,294	
22160K105	Costco Wholesale Corp	300.00	\$ 12,544	\$ 83.34	199%	\$ 25,001	\$ 12,457	\$ 24,825	198%	\$ 12,261	
22160K105	Costco Wholesale Corp	1,987.00	\$ 92,598	\$ 83.34	179%	\$ 165,587	\$ 72,968	\$ 164,424	178%	\$ 83,79	
222862104	Coventry Health Care Inc	662.00	\$ 11,102	\$ 31.18	186%	\$ 20,638	\$ 9,536	\$ 20,509	185%	\$ 9,407	
126408103	CSX Corp	13,200.00	\$ 152,328	\$ 20.16	175%	\$ 266,046	\$ 113,718	\$ 264,528	174%	\$ 112,200	
25490A101	Direct TV	18,970.00	\$ 434,745	\$ 45.60	199%	\$ 865,032	\$ 430,287	\$ 860,479	198%	\$ 425,734	
25490A101	Direct TV	2,365.00	\$ 53,756	\$ 45.60	201%	\$ 107,844	\$ 54,088	\$ 107,276	200%	\$ 53,520	
25490A101	Direct TV	950.00	\$ 22,021	\$ 45.60	197%	\$ 43,320	\$ 21,299	\$ 43,092	196%	\$ 21,071	
25490A101	Direct TV	796.00	\$ 18,882	\$ 45.60	192%	\$ 36,298	\$ 17,416	\$ 36,107	191%	\$ 17,225	
25490A101	Direct TV	2,062.00	\$ 51,240	\$ 45.60	184%	\$ 94,027	\$ 42,788	\$ 93,532	183%	\$ 42,293	
254709108	Discover Financial Services	1,315.00	\$ 17,134	\$ 23.80	183%	\$ 31,290	\$ 14,156	\$ 31,323	183%	\$ 14,189	
254709108	Discover Financial Services	4,617.00	\$ 52,495	\$ 23.80	209%	\$ 109,862	\$ 57,367	\$ 109,977	210%	\$ 57,482	
254709108	Discover Financial Services	50.00	\$ 645	\$ 23.80	184%	\$ 1,190	\$ 545	\$ 1,191	185%	\$ 546	
25746U109	Dominion Resources Inc	800.00	\$ 21,616	\$ 50.44	187%	\$ 40,348	\$ 18,732	\$ 40,144	186%	\$ 18,528	
25746U109	Dominion Resources Inc	800.00	\$ 21,512	\$ 50.44	188%	\$ 40,348	\$ 18,836	\$ 40,144	187%	\$ 18,632	
25746U109	Dominion Resources Inc	400.00	\$ 11,024	\$ 50.44	183%	\$ 20,174	\$ 9,150	\$ 20,072	182%	\$ 9,048	
278642103	Ebay Inc	4,825.00	\$ 82,510	\$ 30.57	179%	\$ 147,476	\$ 64,966	\$ 146,053	177%	\$ 63,543	
28336L109	El Paso Corporation	435.00	\$ 5,345	\$ 24.89	203%	\$ 10,827	\$ 5,482	\$ 10,818	202%	\$ 5,473	
28336L109	El Paso Corporation	1,185.00	\$ 11,909	\$ 24.89	248%	\$ 29,495	\$ 17,585	\$ 29,471	247%	\$ 17,562	
28336L109	El Paso Corporation	3,144.00	\$ 31,503	\$ 24.89	248%	\$ 78,254	\$ 46,751	\$ 78,191	248%	\$ 46,688	
28336L109	El Paso Corporation	3,122.00	\$ 28,943	\$ 24.89	286%	\$ 77,707	\$ 48,784	\$ 77,644	268%	\$ 48,702	
28336L109	El Paso Corporation	3,386.00	\$ 29,764	\$ 24.89	283%	\$ 84,278	\$ 54,514	\$ 84,210	283%	\$ 54,446	
28336L109	El Paso Corporation	2,400.00	\$ 31,200	\$ 24.89	191%	\$ 59,736	\$ 28,536	\$ 59,888	191%	\$ 28,488	
28336L109	El Paso Corporation	2,200.00	\$ 27,126	\$ 24.89	202%	\$ 54,758	\$ 27,832	\$ 54,714	202%	\$ 27,588	
28336L109	El Paso Corporation	100.00	\$ 1,342	\$ 24.89	185%	\$ 2,489	\$ 1,147	\$ 2,487	185%	\$ 1,145	
28336L109	El Paso Corporation	600.00	\$ 7,392	\$ 24.89	202%	\$ 14,934	\$ 7,542	\$ 14,922	202%	\$ 7,530	
28336L109	El Paso Corporation	2,500.00	\$ 28,670	\$ 24.89	217%	\$ 62,225	\$ 33,555	\$ 62,175	217%	\$ 33,505	
28336L109	El Paso Corporation	100.00	\$ 1,010	\$ 24.89	246%	\$ 2,489	\$ 1,479	\$ 2,487	248%	\$ 1,477	
28336L109	El Paso Corporation	300.00	\$ 3,273	\$ 24.89	228%	\$ 7,467	\$ 4,194	\$ 7,461	228%	\$ 4,188	
28336L109	El Paso Corporation	9,200.00	\$ 91,908	\$ 24.89	249%	\$ 228,988	\$ 137,080	\$ 228,804	249%	\$ 136,896	
28336L109	El Paso Corporation	500.00	\$ 4,340	\$ 24.89	287%	\$ 12,445	\$ 8,105	\$ 12,435	287%	\$ 8,095	
28336L109	El Paso Corporation	100.00	\$ 845	\$ 24.89	295%	\$ 2,489	\$ 1,644	\$ 2,487	294%	\$ 1,642	
28336L109	El Paso Corporation	100.00	\$ 948	\$ 24.89	263%	\$ 2,489	\$ 1,541	\$ 2,487	262%	\$ 1,539	
28336L109	El Paso Corporation	100.00	\$ 793	\$ 24.89	314%	\$ 2,489	\$ 1,696	\$ 2,487	314%	\$ 1,694	
28336L109	El Paso Corporation	100.00	\$ 790	\$ 24.89	315%	\$ 2,489	\$ 1,699	\$ 2,487	315%	\$ 1,697	
28336L109	El Paso Corporation	100.00	\$ 903	\$ 24.89	278%	\$ 2,489	\$ 1,586	\$ 2,487	275%	\$ 1,584	
288648102	EMC Corp	1,300.00	\$ 16,172	\$ 22.42	180%	\$ 29,140	\$ 12,968	\$ 28,834	178%	\$ 12,662	
288648102	EMC Corp	100.00	\$ 1,256	\$ 22.42	178%	\$ 2,242	\$ 986	\$ 2,218	177%	\$ 962	
288648102	EMC Corp	8,987.00	\$ 114,036	\$ 22.42	177%	\$ 201,444	\$ 87,408	\$ 199,332	175%	\$ 85,296	
29476L107	Equity Residential Prop Trust	200.00	\$ 5,708	\$ 54.31	190%	\$ 10,861	\$ 5,153	\$ 10,944	192%	\$ 5,236	
29476L107	Equity Residential Prop Trust	200.00	\$ 5,766	\$ 54.31	188%	\$ 10,861	\$ 5,095	\$ 10,944	190%	\$ 5,178	
29476L107	Equity Residential Prop Trust	2,600.00	\$ 75,179	\$ 54.31	188%	\$ 141,193	\$ 66,014	\$ 142,272	189%	\$ 67,093	
518439104	Estee Lauder Companies	300.00	\$ 16,998	\$ 106.40	188%	\$ 31,920	\$ 14,922	\$ 31,671	188%	\$ 14,673	
518439104	Estee Lauder Companies	100.00	\$ 4,352	\$ 106.40	244%	\$ 10,640	\$ 6,288	\$ 10,557	243%	\$ 6,205	
30212P105	Expedia Inc	946.00	\$ 14,617	\$ 27.40	177%	\$ 25,919	\$ 11,302	\$ 25,892	177%	\$ 11,275	
30212P105	Expedia Inc	1,095.00	\$ 16,392	\$ 27.40	183%	\$ 30,002	\$ 13,610	\$ 29,970	183%	\$ 13,578	
307000109	Family Dollar Stores	400.00	\$ 11,216	\$ 56.81	203%	\$ 22,722	\$ 11,506	\$ 22,808	203%	\$ 11,592	
307000109	Family Dollar Stores	687.00	\$ 21,222	\$ 56.81	184%	\$ 39,025	\$ 17,804	\$ 39,173	185%	\$ 17,951	
307000109	Family Dollar Stores	568.00	\$ 16,473	\$ 56.81	196%	\$ 32,265	\$ 15,792	\$ 32,387	197%	\$ 15,915	
307000109	Family Dollar Stores	697.00	\$ 20,847	\$ 56.81	190%	\$ 39,593	\$ 18,746	\$ 39,743	191%	\$ 18,896	
311900104	Fastenal Company	800.00	\$ 16,732	\$ 40.23	192%	\$ 32,180	\$ 15,448	\$ 32,232	193%	\$ 15,500	
311900104	Fastenal Company	980.00	\$ 16,694	\$ 40.23	236%	\$ 39,421	\$ 22,727	\$ 39,484	237%	\$ 22,790	
311900104	Fastenal Company	1,136.00	\$ 19,136	\$ 40.23	239%	\$ 45,696	\$ 26,559	\$ 45,769	239%	\$ 26,633	
311900104	Fastenal Company	1,194.00	\$ 19,272	\$ 40.23	249%	\$ 48,029	\$ 28,757	\$ 48,106	250%	\$ 28,835	
311900104	Fastenal Company	9,000.00	\$ 199,194	\$ 40.23	182%	\$ 362,028	\$ 162,834	\$ 362,610	182%	\$ 163,418	
372460105	Genuine Parts Co	100.00	\$ 3,131	\$ 57.51	184%	\$ 5,751	\$ 2,820	\$ 5,718	183%	\$ 2,587	
372460105	Genuine Parts Co	200.00	\$ 6,340	\$ 57.51	181%	\$ 11,502	\$ 5,162	\$ 11,436	180%	\$ 5,086	
372460105	Genuine Parts Co	100.00	\$ 3,118	\$ 57.51	184%	\$ 5,751	\$ 2,633	\$ 5,718	183%	\$ 2,600	
372460105	Genuine Parts Co	300.00	\$ 9,315	\$ 57.51	165%	\$ 17,253	\$ 7,938	\$ 17,154	164%	\$ 7,839	
372460105	Genuine Parts Co	100.00	\$ 3,030	\$ 57.51	190%	\$ 5,751	\$ 2,721	\$ 5,718	189%	\$ 2,688	
372460105	Genuine Parts Co	1,000.00	\$ 31,145	\$ 57.51	185%	\$ 57,510	\$ 26,365	\$ 57,180	184%	\$ 26,035	
372460105	Genuine Parts Co	300.00	\$ 9,304	\$ 57.51	185%	\$ 17,253	\$ 7,949	\$ 17,154	184%	\$ 7,850	
38259P508	Google	85.00	\$ 28,967	\$ 618.41	181%	\$ 52,564	\$ 23,597	\$ 52,536	181%	\$ 23,569	
38259P508	Google	50.00	\$ 14,469	\$ 618.41	214%	\$ 30,920	\$ 16,452	\$ 30,904	214%	\$ 16,435	
412822108	Harley Davidson	981.00	\$ 19,581	\$ 36.44	183%	\$ 35,743	\$ 16,162	\$ 35,836	183%	\$ 16,255	
40414L109	HCP Inc	1,230.00	\$ 25,622	\$ 38.51	185%	\$ 47,368	\$ 21,746	\$ 47,466	185%	\$ 21,844	
427866108	Hershey Food Corp	200.00	\$ 6,358	\$ 58.72	185%	\$ 11,744	\$ 5,386	\$ 11,768	185%	\$ 5,410	
427866108	Hershey Food Corp	400.00	\$ 12,502	\$ 58.72	188%	\$ 23,488	\$ 10,986	\$ 23,536	188%	\$ 11,034	
427866108	Hershey Food Corp	200.00	\$ 6,397	\$ 58.72	184%	\$ 11,744	\$ 5,347	\$ 11,768	184%	\$ 5,371	
427866108	Hershey Food Corp	400.00	\$ 12,864	\$ 58.72	183%	\$ 23,488	\$ 10,624	\$ 23,536	183%	\$ 10,672	
427866108	Hershey Food Corp	200.00	\$ 6,356	\$ 58.72	185%	\$ 11,744	\$ 5,388	\$ 11,768	185%	\$ 5,412	
427866108	Hershey Food Corp	400.00	\$ 12,834	\$ 58.72	183%	\$ 23,488	\$ 10,654	\$ 23,536	183%	\$ 10,702	
427866108	Hershey Food Corp	200.00	\$ 5,761	\$ 58.72	204%	\$ 11,744	\$ 5,983	\$ 11,768	204%	\$ 6,007	
427866108	Hershey Food Corp	400.00	\$ 12,174	\$ 58.72	193%	\$ 23,488	\$ 11,314	\$ 23,536	193%	\$ 11,362	

				Average of the High and Low Price 12/14/11				Closing Price 12/14/11			
Cusip #	Company Name	Units	Tax Cost	Average of High / Low Price	Avg. High & Low Market Value / Tax Cost Basis	Average High & Low Market Value	Avg. High & Low Unrealized Gain / (Loss)	Closing Price Market Value	Closing Price Value / Tax Cost Basis	Closing Price Unrealized Gain / (Loss)	
427866108	Hershey Food Corp	200.00	\$ 6,122	\$ 58.72	192%	\$ 11,744	\$ 5,622	\$ 11,768	192%	\$ 5,846	
427866108	Hershey Food Corp	200.00	\$ 6,086	\$ 58.72	193%	\$ 11,744	\$ 5,658	\$ 11,768	193%	\$ 5,682	
437076102	Home Depot Inc	600.00	\$ 11,316	\$ 39.21	208%	\$ 23,523	\$ 12,207	\$ 23,484	208%	\$ 12,168	
437076102	Home Depot Inc	2,800.00	\$ 59,668	\$ 39.21	184%	\$ 109,774	\$ 50,106	\$ 109,592	184%	\$ 49,924	
437076102	Home Depot Inc	1,800.00	\$ 38,993	\$ 39.21	181%	\$ 70,569	\$ 31,576	\$ 70,452	181%	\$ 31,459	
438516106	Honeywell International Inc	485.00	\$ 13,420	\$ 51.84	187%	\$ 25,141	\$ 11,721	\$ 25,002	186%	\$ 11,582	
440452100	Hormel Foods Corp	4,930.00	\$ 77,268	\$ 28.73	183%	\$ 141,627	\$ 84,358	\$ 140,998	182%	\$ 63,730	
444859102	Humana Inc	125.00	\$ 5,818	\$ 85.45	184%	\$ 10,681	\$ 4,863	\$ 10,568	182%	\$ 4,749	
444859102	Humana Inc	295.00	\$ 13,555	\$ 85.45	186%	\$ 25,208	\$ 11,653	\$ 24,939	184%	\$ 11,384	
444859102	Humana Inc	100.00	\$ 4,521	\$ 85.45	189%	\$ 8,545	\$ 4,024	\$ 8,454	187%	\$ 3,933	
444859102	Humana Inc	600.00	\$ 25,866	\$ 85.45	198%	\$ 51,270	\$ 25,404	\$ 50,724	196%	\$ 24,858	
444859102	Humana Inc	1,300.00	\$ 61,334	\$ 85.45	181%	\$ 111,085	\$ 49,751	\$ 109,902	179%	\$ 48,568	
444859102	Humana Inc	1,000.00	\$ 44,753	\$ 85.45	191%	\$ 85,450	\$ 40,697	\$ 84,540	189%	\$ 39,787	
459200101	IBM Corp	5,180.00	\$ 527,849	\$ 189.14	186%	\$ 979,745	\$ 451,896	\$ 977,570	185%	\$ 449,721	
459200101	IBM Corp	190.00	\$ 17,852	\$ 189.14	201%	\$ 35,937	\$ 18,084	\$ 35,857	201%	\$ 18,004	
459200101	IBM Corp	200.00	\$ 16,920	\$ 189.14	224%	\$ 37,828	\$ 20,908	\$ 37,744	223%	\$ 20,824	
459200101	IBM Corp	3,400.00	\$ 285,634	\$ 189.14	225%	\$ 643,076	\$ 357,442	\$ 641,648	225%	\$ 356,014	
459200101	IBM Corp	900.00	\$ 91,059	\$ 189.14	187%	\$ 170,226	\$ 79,167	\$ 169,848	187%	\$ 78,789	
459200101	IBM Corp	90.00	\$ 8,549	\$ 189.14	199%	\$ 17,023	\$ 8,473	\$ 16,985	199%	\$ 8,436	
459200101	IBM Corp	500.00	\$ 45,057	\$ 189.14	210%	\$ 94,570	\$ 49,513	\$ 94,360	209%	\$ 49,303	
461202103	Intuit Inc	1,473.00	\$ 41,715	\$ 52.50	185%	\$ 77,333	\$ 35,618	\$ 76,301	183%	\$ 34,588	
461202103	Intuit Inc	1,419.00	\$ 40,131	\$ 52.50	188%	\$ 74,498	\$ 34,366	\$ 73,504	183%	\$ 33,373	
461202103	Intuit Inc	1,394.00	\$ 37,149	\$ 52.50	197%	\$ 73,185	\$ 36,036	\$ 72,209	194%	\$ 35,060	
461202103	Intuit Inc	100.00	\$ 2,773	\$ 52.50	189%	\$ 5,250	\$ 2,477	\$ 5,180	187%	\$ 2,407	
461202103	Intuit Inc	760.00	\$ 21,477	\$ 52.50	186%	\$ 39,900	\$ 18,423	\$ 38,368	183%	\$ 17,891	
461202103	Intuit Inc	1,200.00	\$ 31,908	\$ 52.50	197%	\$ 63,000	\$ 31,092	\$ 62,160	195%	\$ 30,252	
46120E602	Intuitive Surgical Inc	98.00	\$ 16,115	\$ 427.83	260%	\$ 41,927	\$ 25,812	\$ 41,505	258%	\$ 25,390	
46120E602	Intuitive Surgical Inc	95.00	\$ 15,009	\$ 427.83	271%	\$ 40,644	\$ 25,635	\$ 40,234	268%	\$ 25,225	
46120E602	Intuitive Surgical Inc	199.00	\$ 28,300	\$ 427.83	301%	\$ 85,138	\$ 56,838	\$ 84,280	298%	\$ 55,981	
46120E602	Intuitive Surgical Inc	65.00	\$ 9,619	\$ 427.83	289%	\$ 27,809	\$ 18,190	\$ 27,529	286%	\$ 17,909	
832696405	J M Smucker Company	597.00	\$ 23,599	\$ 76.48	193%	\$ 45,661	\$ 22,062	\$ 45,605	193%	\$ 22,006	
482480100	KLA-Tencor Corporation	757.00	\$ 19,070	\$ 46.44	184%	\$ 35,151	\$ 16,081	\$ 34,989	183%	\$ 15,919	
482480100	KLA-Tencor Corporation	796.00	\$ 20,322	\$ 46.44	182%	\$ 36,962	\$ 16,640	\$ 36,791	181%	\$ 16,469	
532716107	Limited Inc	100.00	\$ 1,681	\$ 39.32	234%	\$ 3,932	\$ 2,251	\$ 3,931	234%	\$ 2,250	
532716107	Limited Inc	2,790.00	\$ 53,052	\$ 39.32	207%	\$ 109,710	\$ 56,658	\$ 109,675	207%	\$ 56,623	
532716107	Limited Inc	400.00	\$ 7,966	\$ 39.32	197%	\$ 15,729	\$ 7,763	\$ 15,724	197%	\$ 7,758	
532716107	Limited Inc	200.00	\$ 3,744	\$ 39.32	210%	\$ 7,865	\$ 4,121	\$ 7,862	210%	\$ 4,118	
532716107	Limited Inc	1,000.00	\$ 18,030	\$ 39.32	218%	\$ 39,323	\$ 21,293	\$ 39,310	218%	\$ 21,280	
532716107	Limited Inc	300.00	\$ 5,586	\$ 39.32	211%	\$ 11,797	\$ 6,211	\$ 11,793	211%	\$ 6,207	
532716107	Limited Inc	200.00	\$ 3,478	\$ 39.32	226%	\$ 7,865	\$ 4,387	\$ 7,882	226%	\$ 4,384	
532716107	Limited Inc	400.00	\$ 7,573	\$ 39.32	208%	\$ 15,729	\$ 8,156	\$ 15,724	208%	\$ 8,151	
55616P104	Macy's Inc	720.00	\$ 12,470	\$ 30.97	179%	\$ 22,295	\$ 9,824	\$ 22,190	178%	\$ 9,720	
57636Q104	Mastercard Inc	294.00	\$ 53,343	\$ 363.54	200%	\$ 106,881	\$ 53,538	\$ 106,169	199%	\$ 52,826	
57636Q104	Mastercard Inc	378.00	\$ 62,096	\$ 363.54	221%	\$ 137,418	\$ 75,322	\$ 136,503	220%	\$ 74,407	
57636Q104	Mastercard Inc	298.00	\$ 50,172	\$ 363.54	216%	\$ 108,335	\$ 58,163	\$ 107,814	214%	\$ 57,442	
577081102	Mattel Inc	1,793.00	\$ 25,048	\$ 27.90	200%	\$ 50,016	\$ 24,968	\$ 49,845	199%	\$ 24,798	
577081102	Mattel Inc	9,400.00	\$ 138,959	\$ 27.90	189%	\$ 262,213	\$ 123,254	\$ 261,320	188%	\$ 122,361	
577081102	Mattel Inc	300.00	\$ 4,212	\$ 27.90	199%	\$ 8,369	\$ 4,157	\$ 8,340	198%	\$ 4,128	
579780206	McCormick & Company Inc	100.00	\$ 2,452	\$ 48.74	199%	\$ 4,874	\$ 2,422	\$ 4,882	199%	\$ 2,430	
579780206	McCormick & Company Inc	2,700.00	\$ 68,985	\$ 48.74	191%	\$ 131,585	\$ 62,600	\$ 131,814	191%	\$ 62,829	
580135101	McDonald's Corp	400.00	\$ 20,100	\$ 97.81	195%	\$ 39,124	\$ 19,024	\$ 39,044	194%	\$ 18,944	
580135101	McDonald's Corp	3,410.00	\$ 168,027	\$ 97.81	198%	\$ 333,532	\$ 165,505	\$ 332,850	198%	\$ 164,823	
580135101	McDonald's Corp	100.00	\$ 4,893	\$ 97.81	200%	\$ 9,781	\$ 4,888	\$ 9,761	199%	\$ 4,868	
58155Q103	McKesson HBOC Inc	1,230.00	\$ 53,037	\$ 77.52	180%	\$ 95,350	\$ 42,313	\$ 94,304	178%	\$ 41,267	
58155Q103	McKesson HBOC Inc	796.00	\$ 32,557	\$ 77.52	190%	\$ 61,706	\$ 29,149	\$ 61,029	187%	\$ 28,472	
582839106	Mead Johnson Nutrition	63.13	\$ 2,135	\$ 72.99	216%	\$ 4,608	\$ 2,473	\$ 4,582	215%	\$ 2,447	
582839106	Mead Johnson Nutrition	63.13	\$ 2,158	\$ 72.99	214%	\$ 4,608	\$ 2,450	\$ 4,582	212%	\$ 2,424	
582839106	Mead Johnson Nutrition	694.43	\$ 23,885	\$ 72.99	212%	\$ 50,683	\$ 26,798	\$ 50,402	211%	\$ 26,517	
582839106	Mead Johnson Nutrition	8,900.31	\$ 310,587	\$ 72.99	209%	\$ 649,589	\$ 339,002	\$ 645,984	208%	\$ 335,397	
583334107	Meadwestvaco Corp	757.00	\$ 11,734	\$ 28.03	181%	\$ 21,219	\$ 9,485	\$ 21,082	180%	\$ 9,349	
583334107	Meadwestvaco Corp	697.00	\$ 10,985	\$ 28.03	178%	\$ 19,537	\$ 8,552	\$ 19,411	177%	\$ 8,427	
637071101	National Oilwell Varco Inc	1,768.00	\$ 62,605	\$ 67.01	189%	\$ 118,474	\$ 55,869	\$ 118,635	186%	\$ 54,030	
637071101	National Oilwell Varco Inc	1,892.00	\$ 66,002	\$ 67.01	192%	\$ 126,783	\$ 60,781	\$ 124,815	189%	\$ 58,813	
637071101	National Oilwell Varco Inc	1,693.00	\$ 59,865	\$ 67.01	190%	\$ 113,448	\$ 53,583	\$ 111,687	187%	\$ 51,822	
65248E104	News Corp-CI A	10,311.00	\$ 97,027	\$ 17.13	182%	\$ 176,576	\$ 79,549	\$ 176,731	182%	\$ 79,704	
65248E104	News Corp-CI A	9,662.00	\$ 85,414	\$ 17.13	194%	\$ 165,462	\$ 80,048	\$ 165,607	194%	\$ 80,193	
65248E104	News Corp-CI A	1,780.00	\$ 13,510	\$ 17.13	226%	\$ 30,483	\$ 16,972	\$ 30,509	226%	\$ 16,999	
654106103	Nike Inc	1,593.00	\$ 83,506	\$ 94.74	181%	\$ 150,913	\$ 67,406	\$ 150,363	180%	\$ 66,857	
654106103	Nike Inc	600.00	\$ 31,620	\$ 94.74	180%	\$ 56,841	\$ 25,221	\$ 56,634	179%	\$ 25,014	
654106103	Nike Inc	1,200.00	\$ 57,720	\$ 94.74	197%	\$ 113,682	\$ 55,962	\$ 113,266	196%	\$ 55,548	
654106103	Nike Inc	1,670.00	\$ 88,258	\$ 94.74	179%	\$ 158,207	\$ 69,949	\$ 157,631	179%	\$ 69,373	
654106103	Nike Inc	2,540.00	\$ 136,260	\$ 94.74	177%	\$ 240,627	\$ 104,367	\$ 239,751	176%	\$ 95,92	
65473P105	Nisource Inc	1,230.00	\$ 13,776	\$ 22.10	197%	\$ 27,182	\$ 13,406	\$ 26,900	195%	\$ 13,124	
65473P105	Nisource Inc	1,394.00	\$ 14,609	\$ 22.10	211%	\$ 30,806	\$ 16,197	\$ 30,487	209%	\$ 15,878	
655044105	Noble Energy Inc	200.00	\$ 8,976	\$ 89.16	199%	\$ 17,831	\$ 8,855	\$ 17,702	197%	\$ 8,726	
655664100	Nordstrom Inc	687.00	\$ 16,124	\$ 47.22	201%	\$ 32,440	\$ 16,318	\$ 32,385	201%	\$ 16,261	
655664100	Nordstrom Inc	4,200.00	\$ 108,297	\$ 47.22	183%	\$ 198,324	\$ 90,027	\$ 197,988	183%	\$ 89,691	
655844108	Norfolk Southern Corp	1,608.00	\$ 61,700	\$ 70.41	183%	\$ 113,211	\$ 51,511	\$ 112,592	182%	\$ 50,892	
655844108	Norfolk Southern Corp	1,494.00	\$ 52,617	\$ 70.41	200%	\$ 105,185	\$ 52,568	\$ 104,610	199%	\$ 51,993	
655844108	Norfolk Southern Corp	1,600.00	\$ 58,858	\$ 70.41	191%	\$ 112,648	\$ 53,790	\$ 112,032	190%	\$ 53,174	

				Average of the High and Low Price 12/14/11				Closing Price 12/14/11			
Cusip #	Company Name	Units	Tax Cost	Average of High / Low Price	Avg. High & Low Market Value / Tax Cost Basis	Average High & Low Market Value	Avg. High & Low Unrealized Gain / (Loss)	Closing Price Market Value	Closing Price Value / Tax Cost Basis	Closing Price Unrealized Gain / (Loss)	
655844108	Norfolk Southern Corp	300.00	\$ 11,397	\$ 70.41	185%	\$ 21,122	\$ 9,725	\$ 21,006	184%	\$ 9,609	
655844108	Norfolk Southern Corp	900.00	\$ 36,006	\$ 70.41	176%	\$ 63,365	\$ 27,358	\$ 63,018	175%	\$ 27,012	
670008101	Novellus Systems Inc	490.00	\$ 9,511	\$ 35.02	180%	\$ 17,157	\$ 7,647	\$ 17,003	179%	\$ 7,492	
674599105	Occidental Petroleum Corp	200.00	\$ 9,508	\$ 89.47	188%	\$ 17,894	\$ 8,386	\$ 17,684	186%	\$ 8,178	
68389X105	Oracle Corporation	700.00	\$ 11,508	\$ 30.25	184%	\$ 21,175	\$ 9,667	\$ 20,909	182%	\$ 9,401	
68389X105	Oracle Corporation	58,277.00	\$ 968,564	\$ 30.25	182%	\$ 1,762,879	\$ 794,316	\$ 1,740,734	180%	\$ 772,170	
696429307	Pall Corp	490.00	\$ 13,882	\$ 56.23	198%	\$ 27,550	\$ 13,669	\$ 27,592	199%	\$ 13,710	
696429307	Pall Corp	473.00	\$ 12,425	\$ 56.23	214%	\$ 26,594	\$ 14,169	\$ 26,635	214%	\$ 14,209	
696429307	Pall Corp	400.00	\$ 10,748	\$ 56.23	209%	\$ 22,490	\$ 11,742	\$ 22,524	210%	\$ 11,776	
696429307	Pall Corp	400.00	\$ 11,748	\$ 56.23	191%	\$ 22,490	\$ 10,742	\$ 22,524	192%	\$ 10,776	
723787107	Pioneer Natural Resource Co	265.00	\$ 12,482	\$ 83.37	177%	\$ 22,093	\$ 9,612	\$ 21,953	176%	\$ 9,471	
693475105	PNC Financial Services Group	345.00	\$ 9,419	\$ 54.03	198%	\$ 18,639	\$ 9,220	\$ 18,647	198%	\$ 9,229	
693506107	PPG Industries Inc	757.00	\$ 32,739	\$ 80.61	186%	\$ 61,022	\$ 28,283	\$ 60,711	185%	\$ 27,972	
693506107	PPG Industries Inc	597.00	\$ 26,650	\$ 80.61	181%	\$ 48,124	\$ 21,474	\$ 47,879	180%	\$ 21,229	
693506107	PPG Industries Inc	300.00	\$ 13,542	\$ 80.61	179%	\$ 24,183	\$ 10,641	\$ 24,060	178%	\$ 10,518	
740189105	Precision Castparts Corp	568.00	\$ 45,878	\$ 153.76	190%	\$ 87,336	\$ 41,458	\$ 87,500	191%	\$ 41,623	
740189105	Precision Castparts Corp	597.00	\$ 47,132	\$ 153.76	195%	\$ 91,795	\$ 44,663	\$ 91,968	195%	\$ 44,836	
741503403	Priceline.com Inc	200.00	\$ 41,078	\$ 452.36	220%	\$ 90,472	\$ 49,394	\$ 89,038	217%	\$ 47,960	
74460D109	Public Storage Inc	490.00	\$ 33,040	\$ 126.23	187%	\$ 61,853	\$ 28,813	\$ 62,230	188%	\$ 29,190	
74460D109	Public Storage Inc	568.00	\$ 36,124	\$ 126.23	198%	\$ 71,699	\$ 35,575	\$ 72,136	200%	\$ 36,012	
74460D109	Public Storage Inc	498.00	\$ 31,902	\$ 126.23	197%	\$ 62,863	\$ 30,960	\$ 63,246	198%	\$ 31,344	
74460D109	Public Storage Inc	170.00	\$ 11,230	\$ 126.23	191%	\$ 21,459	\$ 10,229	\$ 21,590	192%	\$ 10,360	
74460D109	Public Storage Inc	2,000.00	\$ 131,002	\$ 126.23	193%	\$ 252,460	\$ 121,458	\$ 254,000	194%	\$ 122,998	
75281A109	Range Resources Corp	400.00	\$ 12,492	\$ 59.98	192%	\$ 23,990	\$ 11,498	\$ 23,904	191%	\$ 11,412	
778296103	Ross Stores Inc	6,200.00	\$ 282,782	\$ 92.63	203%	\$ 574,275	\$ 291,493	\$ 575,546	204%	\$ 292,764	
783549108	Ryder System Inc	294.00	\$ 8,153	\$ 50.76	183%	\$ 14,922	\$ 6,769	\$ 14,718	181%	\$ 6,565	
783549108	Ryder System Inc	189.00	\$ 5,318	\$ 50.76	180%	\$ 9,593	\$ 4,274	\$ 9,461	178%	\$ 4,143	
783549108	Ryder System Inc	199.00	\$ 5,192	\$ 50.76	195%	\$ 10,100	\$ 4,908	\$ 9,982	192%	\$ 4,770	
80004C101	SanDisk Corp	485.00	\$ 13,085	\$ 48.66	180%	\$ 23,600	\$ 10,515	\$ 23,450	179%	\$ 10,364	
80004C101	SanDisk Corp	400.00	\$ 10,704	\$ 48.66	182%	\$ 19,464	\$ 8,760	\$ 19,340	181%	\$ 8,636	
803111103	Sara Lee Corp	3,122.00	\$ 28,162	\$ 18.38	204%	\$ 57,382	\$ 29,220	\$ 57,226	203%	\$ 29,064	
803111103	Sara Lee Corp	2,888.00	\$ 27,407	\$ 18.38	194%	\$ 53,081	\$ 25,675	\$ 52,937	193%	\$ 25,531	
847560109	Spectra Energy Corp	2,480.00	\$ 37,500	\$ 29.09	193%	\$ 72,440	\$ 34,940	\$ 72,160	192%	\$ 34,660	
847560109	Spectra Energy Corp	1,055.00	\$ 14,751	\$ 29.09	208%	\$ 30,693	\$ 15,942	\$ 30,574	207%	\$ 15,823	
847560109	Spectra Energy Corp	450.00	\$ 6,929	\$ 29.09	189%	\$ 13,092	\$ 6,162	\$ 13,041	188%	\$ 6,112	
847560109	Spectra Energy Corp	50.00	\$ 777	\$ 29.09	187%	\$ 1,455	\$ 678	\$ 1,449	186%	\$ 672	
847560109	Spectra Energy Corp	300.00	\$ 4,823	\$ 29.09	181%	\$ 8,728	\$ 3,905	\$ 8,694	180%	\$ 29.08	
854502101	Stanley Black & Decker Inc	362.10	\$ 8,302	\$ 63.91	279%	\$ 23,141	\$ 14,839	\$ 22,812	275%	\$ 14,510	
854502101	Stanley Black & Decker Inc	249.90	\$ 6,317	\$ 63.91	253%	\$ 15,970	\$ 9,653	\$ 15,744	249%	\$ 9,427	
854502101	Stanley Black & Decker Inc	100.00	\$ 3,392	\$ 63.91	188%	\$ 6,391	\$ 2,999	\$ 6,300	186%	\$ 2,908	
854502101	Stanley Black & Decker Inc	200.00	\$ 6,786	\$ 63.91	188%	\$ 12,782	\$ 5,996	\$ 12,600	186%	\$ 5,814	
854502101	Stanley Black & Decker Inc	398.00	\$ 13,751	\$ 63.91	185%	\$ 25,435	\$ 11,684	\$ 25,074	182%	\$ 11,323	
854502101	Stanley Black & Decker Inc	100.00	\$ 3,476	\$ 63.91	184%	\$ 6,391	\$ 2,915	\$ 6,300	181%	\$ 2,824	
854502101	Stanley Black & Decker Inc	100.00	\$ 3,483	\$ 63.91	183%	\$ 6,391	\$ 2,908	\$ 6,300	181%	\$ 2,817	
855244109	Starbucks Corp	1,400.00	\$ 31,080	\$ 43.10	194%	\$ 60,340	\$ 29,260	\$ 60,326	194%	\$ 29,246	
855244109	Starbucks Corp	6.00	\$ 114	\$ 43.10	226%	\$ 259	\$ 144	\$ 259	226%	\$ 144	
855244109	Starbucks Corp	194.00	\$ 3,695	\$ 43.10	226%	\$ 8,361	\$ 4,666	\$ 8,359	226%	\$ 4,664	
855244109	Starbucks Corp	4.00	\$ 74	\$ 43.10	234%	\$ 172	\$ 99	\$ 172	234%	\$ 99	
855244109	Starbucks Corp	96.00	\$ 1,766	\$ 43.10	234%	\$ 4,138	\$ 2,372	\$ 4,137	234%	\$ 2,371	
88076W103	Tedadata Corp	687.00	\$ 17,017	\$ 49.03	198%	\$ 33,685	\$ 16,668	\$ 33,642	198%	\$ 16,625	
88076W103	Tedadata Corp	757.00	\$ 17,418	\$ 49.03	213%	\$ 37,117	\$ 19,699	\$ 37,070	213%	\$ 19,652	
88076W103	Tedadata Corp	500.00	\$ 13,193	\$ 49.03	186%	\$ 24,516	\$ 11,323	\$ 24,485	186%	\$ 11,293	
880770102	Teradyne Inc	757.00	\$ 5,162	\$ 13.04	191%	\$ 9,871	\$ 4,709	\$ 9,750	189%	\$ 4,588	
880770102	Teradyne Inc	796.00	\$ 5,102	\$ 13.04	203%	\$ 10,380	\$ 5,278	\$ 10,252	201%	\$ 5,150	
886547108	Tiffany and Co	700.00	\$ 24,756	\$ 64.11	181%	\$ 44,874	\$ 20,118	\$ 44,555	180%	\$ 19,799	
886547108	Tiffany and Co	200.00	\$ 6,851	\$ 64.11	187%	\$ 12,821	\$ 5,970	\$ 12,730	186%	\$ 5,879	
872540109	TJX Companies Inc	1,892.00	\$ 58,329	\$ 62.51	203%	\$ 118,264	\$ 59,935	\$ 117,626	202%	\$ 59,296	
872540109	TJX Companies Inc	1,295.00	\$ 36,636	\$ 62.51	221%	\$ 80,947	\$ 44,311	\$ 80,510	220%	\$ 43,874	
872540109	TJX Companies Inc	200.00	\$ 6,536	\$ 62.51	191%	\$ 12,502	\$ 5,966	\$ 12,434	190%	\$ 5,898	
872540109	TJX Companies Inc	100.00	\$ 3,305	\$ 62.51	189%	\$ 6,251	\$ 2,946	\$ 6,217	188%	\$ 2,912	
872540109	TJX Companies Inc	2,000.00	\$ 54,700	\$ 62.51	229%	\$ 125,015	\$ 70,315	\$ 124,340	227%	\$ 69,640	
872540109	TJX Companies Inc	1,600.00	\$ 40,640	\$ 62.51	246%	\$ 100,012	\$ 59,372	\$ 99,472	245%	\$ 58,832	
891027104	Torchmark Corp	300.00	\$ 7,034	\$ 42.11	180%	\$ 12,633	\$ 5,599	\$ 12,690	180%	\$ 5,656	
891027104	Torchmark Corp	150.00	\$ 3,507	\$ 42.11	180%	\$ 6,317	\$ 2,810	\$ 6,345	181%	\$ 2,838	
891027104	Torchmark Corp	150.00	\$ 3,503	\$ 42.11	180%	\$ 6,317	\$ 2,814	\$ 6,345	181%	\$ 2,842	
891027104	Torchmark Corp	300.00	\$ 6,880	\$ 42.11	184%	\$ 12,633	\$ 5,753	\$ 12,690	184%	\$ 5,810	
891027104	Torchmark Corp	150.00	\$ 3,101	\$ 42.11	204%	\$ 6,317	\$ 3,216	\$ 6,345	205%	\$ 3,244	
891027104	Torchmark Corp	150.00	\$ 3,418	\$ 42.11	185%	\$ 6,317	\$ 2,899	\$ 6,345	186%	\$ 2,927	
891027104	Torchmark Corp	567.00	\$ 13,523	\$ 42.11	177%	\$ 23,876	\$ 10,354	\$ 23,984	177%	\$ 10,461	
907818108	Union Pacific Corp	2,270.00	\$ 116,696	\$ 99.07	193%	\$ 224,878	\$ 108,179	\$ 223,867	192%	\$ 107,169	
907818108	Union Pacific Corp	3,620.00	\$ 187,938	\$ 99.07	191%	\$ 358,615	\$ 170,677	\$ 357,004	190%	\$ 169,066	
91324P102	UnitedHealth Group Inc	3,930.00	\$ 97,697	\$ 47.97	193%	\$ 188,502	\$ 90,805	\$ 187,697	192%	\$ 90,000	
91324P102	UnitedHealth Group Inc	5,487.00	\$ 131,847	\$ 47.97	200%	\$ 263,184	\$ 131,337	\$ 262,059	199%	\$ 130,212	
91324P102	UnitedHealth Group Inc	4,781.00	\$ 125,789	\$ 47.97	182%	\$ 229,321	\$ 103,532	\$ 228,341	182%	\$ 102,551	
92276F100	Ventas Inc	662.00	\$ 18,502	\$ 51.33	184%	\$ 33,977	\$ 15,475	\$ 34,212	185%	\$ 15,710	
92276F100	Ventas Inc	597.00	\$ 16,644	\$ 51.33	184%	\$ 30,641	\$ 13,997	\$ 30,853	185%	\$ 14,209	
918204108	VF Corp	300.00	\$ 21,396	\$ 130.98	184%	\$ 39,294	\$ 17,898	\$ 39,120	183%	\$ 17,724	
918204108	VF Corp	392.00	\$ 23,990	\$ 130.98	214%	\$ 51,344	\$ 27,354	\$ 51,117	213%	\$ 27,127	
918204108	VF Corp	473.00	\$ 26,568	\$ 130.98	233%	\$ 61,954	\$ 35,385	\$ 61,679	232%	\$ 35,111	
918204108	VF Corp	298.00	\$ 16,283	\$ 130.98	240%	\$ 39,032	\$ 22,749	\$ 38,859	239%	\$ 22,576	

				Average of the High and Low Price 12/14/11				Closing Price 12/14/11			
Cusip #	Company Name	Units	Tax Cost	Average of High / Low Price	Avg. High & Low Market Value / Tax Cost Basis	Average High & Low Market Value	Avg. High & Low Unrealized Gain / (Loss)	Closing Price Market Value	Closing Price Market Value / Tax Cost Basis	Closing Price Unrealized Gain / (Loss)	
918204108	VF Corp	145.00	\$ 8,636	\$ 130.98	220%	\$ 18,992	\$ 10,356	\$ 18,908	219%	\$ 10,272	
918204108	VF Corp	300.00	\$ 16,596	\$ 130.98	237%	\$ 39,294	\$ 22,698	\$ 39,120	236%	\$ 22,524	
918204108	VF Corp	100.00	\$ 5,546	\$ 130.98	236%	\$ 13,098	\$ 7,552	\$ 13,040	235%	\$ 7,494	
92553P201	Viacom Inc	2,554.00	\$ 58,179	\$ 42.50	187%	\$ 108,545	\$ 50,366	\$ 108,239	186%	\$ 50,059	
92553P201	Viacom Inc	2,743.00	\$ 61,224	\$ 42.50	190%	\$ 116,578	\$ 55,354	\$ 116,248	190%	\$ 55,025	
92553P201	Viacom Inc	1,892.00	\$ 40,886	\$ 42.50	197%	\$ 80,410	\$ 39,524	\$ 80,183	196%	\$ 39,297	
942683103	Watson Pharmaceuticals Inc	490.00	\$ 16,180	\$ 60.19	182%	\$ 29,493	\$ 13,313	\$ 29,385	182%	\$ 13,205	
942683103	Watson Pharmaceuticals Inc	473.00	\$ 14,322	\$ 60.19	199%	\$ 28,470	\$ 14,148	\$ 28,366	198%	\$ 14,044	
942683103	Watson Pharmaceuticals Inc	597.00	\$ 17,880	\$ 60.19	201%	\$ 35,933	\$ 18,053	\$ 35,802	200%	\$ 17,922	
942683103	Watson Pharmaceuticals Inc	1,010.00	\$ 31,914	\$ 60.19	190%	\$ 60,792	\$ 28,878	\$ 60,570	190%	\$ 28,656	
942683103	Watson Pharmaceuticals Inc	160.00	\$ 4,877	\$ 60.19	197%	\$ 9,630	\$ 4,754	\$ 9,595	197%	\$ 4,718	
942683103	Watson Pharmaceuticals Inc	1,790.00	\$ 55,372	\$ 60.19	195%	\$ 107,740	\$ 52,368	\$ 107,346	194%	\$ 51,974	
966837106	Whole Food Markets	1,709.00	\$ 61,601	\$ 66.63	185%	\$ 113,871	\$ 52,270	\$ 112,811	183%	\$ 51,210	
966837106	Whole Food Markets	100.00	\$ 3,249	\$ 66.63	205%	\$ 6,663	\$ 3,414	\$ 6,601	203%	\$ 3,352	
969457100	Williams Cos Inc	2,456.00	\$ 39,541	\$ 30.83	191%	\$ 75,718	\$ 36,177	\$ 75,129	190%	\$ 35,588	
969457100	Williams Cos Inc	2,649.00	\$ 41,801	\$ 30.83	195%	\$ 81,669	\$ 39,667	\$ 81,033	194%	\$ 39,232	
969457100	Williams Cos Inc	2,689.00	\$ 42,567	\$ 30.83	195%	\$ 82,902	\$ 40,335	\$ 82,257	193%	\$ 39,690	
384802104	WW Grainger Inc	155.00	\$ 15,632	\$ 179.19	178%	\$ 27,774	\$ 12,142	\$ 27,604	177%	\$ 11,972	
384802104	WW Grainger Inc	196.00	\$ 17,209	\$ 179.19	204%	\$ 35,120	\$ 17,911	\$ 34,906	203%	\$ 17,697	
384802104	WW Grainger Inc	284.00	\$ 23,416	\$ 179.19	217%	\$ 50,889	\$ 27,472	\$ 50,578	216%	\$ 27,161	
384802104	WW Grainger Inc	199.00	\$ 15,071	\$ 179.19	237%	\$ 35,658	\$ 20,587	\$ 35,440	235%	\$ 20,369	
384802104	WW Grainger Inc	600.00	\$ 44,070	\$ 179.19	244%	\$ 107,511	\$ 63,441	\$ 106,854	242%	\$ 62,784	
384802104	WW Grainger Inc	800.00	\$ 70,423	\$ 179.19	204%	\$ 143,348	\$ 72,925	\$ 142,472	202%	\$ 72,049	
384802104	WW Grainger Inc	800.00	\$ 62,825	\$ 179.19	228%	\$ 143,348	\$ 80,523	\$ 142,472	227%	\$ 79,647	
384802104	WW Grainger Inc	100.00	\$ 7,233	\$ 179.19	248%	\$ 17,919	\$ 10,686	\$ 17,809	246%	\$ 10,576	
983919101	Xilinx Inc	300.00	\$ 5,079	\$ 31.48	166%	\$ 9,444	\$ 4,365	\$ 9,357	184%	\$ 4,278	
983919101	Xilinx Inc	600.00	\$ 9,162	\$ 31.48	206%	\$ 18,888	\$ 9,726	\$ 18,714	204%	\$ 9,552	
G98290102	XL Group PLC	1,615.00	\$ 8,608	\$ 19.58	367%	\$ 31,618	\$ 23,010	\$ 31,493	366%	\$ 22,885	
G98290102	XL Group PLC	1,295.00	\$ 12,781	\$ 19.58	198%	\$ 25,353	\$ 12,571	\$ 25,253	198%	\$ 12,471	
G98290102	XL Group PLC	1,608.00	\$ 16,917	\$ 19.58	186%	\$ 31,481	\$ 14,564	\$ 31,356	185%	\$ 14,439	
988498101	Yum Brands Inc	600.00	\$ 18,030	\$ 57.88	193%	\$ 34,725	\$ 16,695	\$ 34,422	191%	\$ 16,392	
988498101	Yum Brands Inc	3,000.00	\$ 88,705	\$ 57.88	196%	\$ 173,625	\$ 84,920	\$ 172,110	194%	\$ 83,405	
		516,687.00	\$ 19,143,610			\$ 38,195,000	\$ 19,061,391				
		Total Shares Gifted	Corporate Tax Cost for the Gifted Assets				50%				
						Sales Proceeds 12/16/11	38,231,776.76				
						Book gain	38,776.73				
								\$ 38,001,426	\$ 18,619,676		
								Closing Price Market Value and Unrealized Gain for the Gift			

Form 990-PF Part IX-A Summary of Direct Charitable Activities

In 2011, Blue Shield of California Foundation (BSCF) engaged in significant direct charitable activities including providing technical assistance and training to community health clinics and domestic violence service providers, conducting studies and disseminating the results, convening forums on healthcare issues and creating media campaigns to reduce violence.

Specific direct charitable activities include the following:

- BSCF's Strong Field Project is a coordinated effort to strengthen California's field of domestic violence service provider organizations through leadership, technical assistance, and training.
- BSCF conducted research on violence prevention in military families and disseminated results.
- BSCF's Clinic Leadership Institute provides training and a forum for peer networking for emerging leaders within California's community health clinics.
- BSCF convened a number of meetings to discuss healthcare safety net and healthcare reform issues among key stakeholders
- BSCF sponsored the California Technology Assessment Forum, an expert panel that reviews medical effectiveness data relating to medical technologies and disseminates information regarding those technologies.

**California Physicians' Service Foundation
dba Blue Shield of California Foundation**

EIN 94-2822302

FEIN 94-2822302

ATTACHMENT TO 2011 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

STATEMENT REQUIRED BY REG. §53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee:

Blue Cross Blue Shield of Massachusetts Foundation
401 Park Drive, Landmark Center
Boston, MA 02215-0000

(2) Grant Amount:

\$17,000

Date of Grant:

11/15/2010

(3) Purpose:

To establish a nine-month fellowship to provide advanced education to one California reporter or editor about healthcare issues in Blue Cross Blue Shield of Massachusetts Foundation's 2011 Health Coverage Fellowship

(4) Total Paid:

\$17,000 paid on 2/4/2011

Amount of Grant Spent by Grantee:

\$17,000

(5) Diversion:

To the knowledge of the Foundation, and based on the report furnished by the grantee, no grant funds have been diverted from the purpose of the grant.

(6) Date of Report(s) Received from Grantee:

1/23/12 (FINAL)

(7) Verification

Blue Shield of California Foundation reviewed the grant reports received but did not undertake any verification of the grantee's reports as there has not been any reason to doubt their accuracy or reliability (Reg. 53.4945-5(c)).

Blue Shield of California Foundation

FEIN 94-2822302

ATTACHMENT TO 2011 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

STATEMENT REQUIRED BY REG. §53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee:

California Association of Public Hospitals and Health Systems
70 Washington Street, Suite 215
Oakland, CA 94607-3795

(2) Grant Amount:

\$250,095

Date of Grant:

8/31/2011

(3) Purpose:

To catalyze public hospital systems in expanding coverage, improving care delivery, containing costs and aligning with safety net partners in preparation for full health reform implementation in 2014.

(4) Total Paid:

\$125,047 paid on 9/20/11

Amount of Grant Spent by Grantee:

\$96,243

(5) Diversion:

To the knowledge of the Foundation, and based on the report furnished by the grantee, no grant funds have been diverted from the purpose of the grant.

(6) Date of Report(s) Received from Grantee:

2/1/12

(7) Verification

Blue Shield of California Foundation reviewed the grant reports received but did not undertake any verification of the grantee's reports as there has not been any reason to doubt their accuracy or reliability (Reg. 53.4945-5(c)).

Blue Shield of California Foundation

FEIN 94-2822302

ATTACHMENT TO 2011 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

STATEMENT REQUIRED BY REG. §53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee:

California Association of Public Hospitals and Health Systems
70 Washington Street, Suite 215
Oakland, CA 94607-3795

(2) Grant Amount:

\$249,576

Date of Grant:

8/31/2010

(3) Purpose:

To catalyze public hospital system coordination and integration with other safety net providers in order to ensure access to high-quality care for all Californians under a reformed healthcare system.

(4) Total Paid:

\$124,788 paid on 10/18/2010

\$124,788 paid on 4/29/2011

\$249,576 TOTAL

Amount of Grant Spent by Grantee:

\$249,576

(5) Diversion:

To the knowledge of the Foundation, and based on the report furnished by the grantee, no grant funds have been diverted from the purpose of the grant.

(6) Date of Report(s) Received from Grantee:

3/1/2011

11/15/2011 (FINAL)

(7) Verification

Blue Shield of California Foundation reviewed the grant reports received but did not undertake any verification of the grantee's reports as there has not been any reason to doubt their accuracy or reliability (Reg. 53.4945-5(c)).

Blue Shield of California Foundation

FEIN 94-2822302

ATTACHMENT TO 2011 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

STATEMENT REQUIRED BY REG. §53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee:

i2i Systems, Inc.
3663 North Laughlin Road, Suite 200
Santa Rosa, CA 95403

(2) Grant Amount:

\$200,000

Date of Grant:

12/14/2011

(3) Purpose:

To pilot the development of data collection and analytic tools that support community clinics and safety net providers in compiling clinical, financial, and operational metrics to improve organizational performance.

(4) Total Paid:

\$100,000 paid on 2/10/2012

Amount of Grant Spent by Grantee:

Not yet reported

(5) Diversion:

To the knowledge of the Foundation, and based on the report furnished by the grantee, no grant funds have been diverted from the purpose of the grant.

(6) Date of Report(s) Received from Grantee:

N/A

(7) Verification

Blue Shield of California Foundation reviewed the grant reports received but did not undertake any verification of the grantee's reports as there has not been any reason to doubt their accuracy or reliability (Reg. 53.4945-5(c)).

Blue Shield of California Foundation

FEIN 94-2822302

ATTACHMENT TO 2011 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

STATEMENT REQUIRED BY REG. §53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee:

Integrated Healthcare Association
300 Lakeshore Dr., Suite 1975
Oakland, CA 94612

(2) Grant Amount:

\$25,000

Date of Grant:

9/16/2011

(3) Purpose:

To pay the registration fees for representatives of community clinics and other safety net providers to attend the Integrated Healthcare Association's ACO Congress in Los Angeles November 1-3, 2011.

(4) Total Paid:

\$25,000 paid on 10/17/2011

Amount of Grant Spent by Grantee:

\$25,000

(5) Diversion:

To the knowledge of the Foundation, and based on the report furnished by the grantee, no grant funds have been diverted from the purpose of the grant.

(6) Date of Report(s) Received from Grantee:

1/4/2012 (FINAL)

(7) Verification

Blue Shield of California Foundation reviewed the grant reports received but did not undertake any verification of the grantee's reports as there has not been any reason to doubt their accuracy or reliability (Reg. 53.4945-5(c)).

Blue Shield of California Foundation

FEIN 94-2822302

ATTACHMENT TO 2011 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

STATEMENT REQUIRED BY REG. §53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee:

Integrated Healthcare Association
300 Lakeshore Dr., Suite 1975
Oakland, CA 94612

(2) Grant Amount:

\$25,000

Date of Grant:

10/8/2010

(3) Purpose:

To pay the registration fees for representatives of community clinics and other safety net providers to attend the Integrated Healthcare Association's ACO Congress in Long Beach, October 25 - 27th, 2010.

(4) Total Paid:

\$25,000 paid on 11/11/2010

Amount of Grant Spent by Grantee:

\$25,000

(5) Diversion:

To the knowledge of the Foundation, and based on the report furnished by the grantee, no grant funds have been diverted from the purpose of the grant.

(6) Date of Report(s) Received from Grantee:

1/6/2011 (FINAL)

(7) Verification

Blue Shield of California Foundation reviewed the grant reports received but did not undertake any verification of the grantee's reports as there has not been any reason to doubt their accuracy or reliability (Reg. 53.4945-5(c)).

Blue Shield of California Foundation

FEIN 94-2822302

ATTACHMENT TO 2011 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

STATEMENT REQUIRED BY REG. §53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee:

Small Business Majority Foundation, Inc.
4000 Bridgeway, Suite 101
Sausalito, CA, CA 94965

(2) Grant Amount:

\$600,000

Date of Grant:

5/13/2009

(3) Purpose:

To continue to project the needs and voices of California's small businesses in support of healthcare reform in order to more effectively promote the need for national and/or statewide universal healthcare coverage.

(4) Total Paid:

\$300,000 paid on 7/15/2009

\$300,000 paid on 12/18/2009

\$600,000 TOTAL

Amount of Grant Spent by Grantee:

\$600,000

(5) Diversion:

To the knowledge of the Foundation, and based on the report furnished by the grantee, no grant funds have been diverted from the purpose of the grant.

(6) Date of Report(s) Received from Grantee:

12/1/2009

7/1/2010 (FINAL)

(7) Verification

Blue Shield of California Foundation reviewed the grant reports received but did not undertake any verification of the grantee's reports as there has not been any reason to doubt their accuracy or reliability (Reg. 53.4945-5(c)).

Portfolio Statement

31 DEC 2011

ACCOUNT NAME BLUE SHIELD FND NTFG DOM INC 100 ACCOUNT NUMBER 097053

◆ Asset Detail - Base Currency

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Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Unrealized gain/loss
							Total
Equities							
Common stock							
United States - USD							
#REORG/AMERICAN TOWER MANDATORY EXC	AMERICAN TOWER REIT 2F14A31 1/3/2012	CUSIP: 029912201					
612.00	60.0100000	0.00	36,726.12	31,684.88	5,041.24	0.00	5,041.24
ABBOTT LAB COM CUSIP: 002824100							
2,397.00	56.2300000	0.00	134,783.31	116,431.30	18,352.01	0.00	18,352.01
ACE LTD COM STK CUSIP: H0023R105							
523.00	70.1200000	0.00	36,672.76	35,727.86	944.90	0.00	944.90
ADOBE SYS INC COM CUSIP: 00724F101							
778.00	28.2700000	0.00	21,994.06	16,918.49	5,075.57	0.00	5,075.57
ADVANCED MICRO DEVICES INC COM CUSIP: 007903107							
922.00	5.4000000	0.00	4,978.80	2,898.00	2,080.80	0.00	2,080.80
ADVENT SOFTWARE INC COM STK CUSIP: 007974108							
70.00	24.3600000	0.00	1,705.20	967.05	738.15	0.00	738.15
AFFYMETRIX INC OC-CAP STK CUSIP: 00826T108							
132.00	4.0900000	0.00	539.88	462.00	77.88	0.00	77.88
AFLAC INC COM CUSIP: 001055102							
721.00	43.2600000	0.00	31,190.46	28,439.52	2,750.94	0.00	2,750.94
AGL RES INC COM CUSIP: 001204106							
179.00	42.2600000	0.00	7,564.54	6,210.14	1,354.40	0.00	1,354.40
AIR PROD & CHEM INC COM CUSIP: 009158106							
324.00	85.1900000	187.92	27,601.56	19,362.43	8,239.13	0.00	8,239.13
AIRGAS INC COM CUSIP: 009363102							
114.00	78.0800000	36.48	8,901.12	5,258.40	3,642.72	0.00	3,642.72

Northern Trust

Generated by Northern Trust from reviewed periodic data on 26 Jan 12

Portfolio Statement

31 DEC 2011

Account Name: BLUE SHIELD OF CALIFORNIA FND
Account Number: 2822302◆ **Asset Detail - Base Currency**

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Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss		Total
					Market	Translation	
Equities							
Common stock							
ALCOA INC COM STK CUSIP: 013817101							
1,601.00	8.6500000	0.00	13,848.65	22,983.73	- 9,135.08	0.00	- 9,135.08
ALLIANT ENERGY CORP COM ISIN #US0188021085 CUSIP: 018802108							
170.00	44.1100000	0.00	7,498.70	4,931.52	2,567.18	0.00	2,567.18
AMERICAN EXPRESS CO CUSIP: 025816109							
1,669.00	47.1700000	0.00	78,726.73	32,065.67	46,661.06	0.00	46,661.06
AMERICAN SUPERCONDUCTOR CORP SHS CUSIP: 030111108							
61.00	3.6900000	0.00	225.09	2,456.21	- 2,231.12	0.00	- 2,231.12
AMETEK INC NEW COM CUSIP: 031100100							
243.00	42.1000000	0.00	10,230.30	6,091.03	4,139.27	0.00	4,139.27
AMGEN INC COM CUSIP: 031162100							
1,434.00	64.2100000	0.00	92,077.14	81,671.62	10,405.52	0.00	10,405.52
AMYLIN PHARMACEUTICALS INC COM CUSIP: 032346108							
195.00	11.3800000	0.00	2,219.10	2,347.84	- 128.74	0.00	- 128.74
ANALOG DEVICES INC COM CUSIP: 032654105							
451.00	35.7800000	0.00	16,136.78	9,619.22	6,517.56	0.00	6,517.56
APACHE CORP COM CUSIP: 037411105							
591.00	90.5800000	0.00	53,532.78	48,760.38	4,772.40	0.00	4,772.40
APOGEE ENTERPRISES INC COM CUSIP: 037598109							
45.00	12.2600000	0.00	551.70	465.30	86.40	0.00	86.40
APPLIED MATERIALS INC COM CUSIP: 038222105							
2,016.00	10.7100000	0.00	21,591.36	20,127.95	1,463.41	0.00	1,463.41

Northern Trust

Generated by Northern Trust from reviewed periodic data on 26 Jan 12

Portfolio Statement

31 Dec 2011

ACCOUNT NAME: BLUE SHIELD FUND
ACCOUNT NUMBER: 2822302◆ **Asset Detail - Base Currency**

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Description/Asset ID		Exchange rate/ Investment Mgr ID	Accrued income/expense	Market value	Cost	Market	Translation	Unrealized gain/loss
Shares/PAR value	Local market price							
Equities								
Common stock								
ARKANSAS BEST CORP DEL COM CUSIP: 040790107								
34.00	19.2700000	0.00	655.18	826.88	- 171.70	0.00		- 171.70
ATMOS ENERGY CORP COM CUSIP: 049560105								
128.00	33.3500000	0.00	4,268.80	3,099.60	1,169.20	0.00		1,169.20
AUTODESK INC COM CUSIP: 052769106								
345.00	30.3300000	0.00	10,463.85	6,236.61	4,227.24	0.00		4,227.24
AUTOMATIC DATA PROCESSING INC COM CUSIP: 053015103								
764.00	54.0100000	301.78	41,263.64	30,779.55	10,484.09	0.00		10,484.09
AUTOZONE INC COM CUSIP: 053332102								
39.00	324.9700000	0.00	12,673.83	5,120.31	7,553.52	0.00		7,553.52
AVERY DENNISON CORP COM CUSIP: 053611109								
155.00	28.6800000	0.00	4,445.40	4,576.25	- 130.85	0.00		- 130.85
AVISTA CORP COM ISIN # US05379B1070 CUSIP: 05379B107								
74.00	25.7500000	0.00	1,905.50	1,442.26	463.24	0.00		463.24
AVON PRODUCTS INC COM USD0.25 CUSIP: 054303102								
650.00	17.4700000	0.00	11,355.50	14,588.30	- 3,232.80	0.00		- 3,232.80
BALL CORP COM CUSIP: 058498106								
241.00	35.7100000	0.00	8,606.11	8,251.84	354.27	0.00		354.27
BANK NEW YORK MELLON CORP COM STK CUSIP: 064058100								
1,899.00	19.9100000	0.00	37,809.09	45,817.77	- 8,008.68	0.00		- 8,008.68
BAXTER INTL INC COM CUSIP: 071813109								
873.00	49.4800000	292.45	43,196.04	46,764.73	- 3,568.69	0.00		- 3,568.69

Northern Trust

Generated by Northern Trust from reviewed periodic data on 26 Jan 12

Portfolio Statement

31 DEC 2011

Account Name BLUE SHIELD FND MTG DOM INC
Account Number 2687538

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◆ **Asset Detail - Base Currency**

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss		Total
					Market	Translation	
Equities							
Common stock							
BB&T CORP COM CUSIP: 054937107	1,074.00	25.1700000	27,032.58	23,665.16	3,367.42	0.00	3,367.42
BECTON DICKINSON & CO COM CUSIP: 075887109	335.00	74.7200000	25,031.20	23,985.83	1,045.37	0.00	1,045.37
BED BATH BEYOND INC COM CUSIP: 075896100	384.00	57.9700000	22,260.48	10,641.37	11,619.11	0.00	11,619.11
BEMIS CO INC COM CUSIP: 081437105	149.00	30.0800000	4,481.92	3,548.66	933.26	0.00	933.26
BEST BUY INC COM STK CUSIP: 086516101	584.00	23.3700000	13,648.08	17,175.88	- 3,527.80	0.00	- 3,527.80
BIOGEN IDEC INC COM STK CUSIP: 09062X103	371.00	110.0500000	40,828.55	18,243.47	22,585.08	0.00	22,585.08
BK HAW CORP COM CUSIP: 062540109	74.00	44.4900000	3,292.26	2,785.64	506.62	0.00	506.62
BLACKROCK INC COM STK CUSIP: 09247X101	143.00	178.2400000	25,488.32	22,721.25	2,767.07	0.00	2,767.07
BMC SOFTWARE INC COM STK CUSIP: 055921100	269.00	32.7800000	8,817.82	7,780.92	1,036.90	0.00	1,036.90
BORG WARNER INC COM CUSIP: 099724106	163.00	63.7400000	10,389.62	3,422.10	6,967.52	0.00	6,967.52
BRADY CORP CL A CUSIP: 104674106	69.00	31.5700000	2,178.33	1,482.81	695.52	0.00	695.52

Northern Trust

Generated by Northern Trust from reviewed periodic data on 26 Jan 12

Portfolio Statement

31 DEC 2011

Account Name BLUE SHIELD FND INVESTING INC 100
Account Number 2827553

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◆ Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss		Total
					Market	Translation	

Equities

Common stock

BRISTOL MYERS SQUIBB CO COM	CUSIP: 110122108						
2,631.00	35.2400000	0.00	92,716.44	73,292.89	19,423.55	0.00	19,423.55
BSTN PTYS INC	CUSIP: 101121101						
223.00	99.6000000	122.65	22,210.80	12,204.37	10,006.43	0.00	10,006.43
BUCKLE INC COM	CUSIP: 118440106						
42.00	40.8700000	0.00	1,716.54	1,793.40	- 76.86	0.00	- 76.86
C H ROBINSON WORLDWIDE INC COM NEW COM NEW	CUSIP: 12541W209						
250.00	69.7800000	82.50	17,445.00	15,167.10	2,277.90	0.00	2,277.90
CALGON CARBON CORP COM	CUSIP: 129603106						
71.00	15.7100000	0.00	1,115.41	996.84	118.57	0.00	118.57
CALPINE CORP COM NEW STK	CUSIP: 131347304						
518.00	16.3300000	0.00	8,458.94	5,830.38	2,628.56	0.00	2,628.56
CAMERON INTL CORP COM STK	CUSIP: 13342B105						
378.00	49.1900000	0.00	18,593.82	10,214.26	8,379.56	0.00	8,379.56
CAMPBELL SOUP CO COM	CUSIP: 134429109						
354.00	33.2400000	102.66	11,766.96	10,594.81	1,172.15	0.00	1,172.15
CAP 1 FNCL COM	CUSIP: 14040H105						
701.00	42.2900000	0.00	29,645.29	19,183.96	10,461.33	0.00	10,461.33
CAPELLA ED CO COM	CUSIP: 139594105						
19.00	36.0500000	0.00	684.95	1,103.14	- 418.19	0.00	- 418.19
CARMAX INC COM	CUSIP: 143130102						
340.00	30.4800000	0.00	10,363.20	3,617.85	6,745.35	0.00	6,745.35

Northern Trust

Generated by Northern Trust from reviewed periodic data on 26 Jan 12

Portfolio Statement

31 DEC 2011

Account Number: 2697355
Account Name: BLUE SHIELD FUND NO 300

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◆ **Asset Detail - Base Currency**

Description/Asset ID Investment Mgr ID Shares/PAF value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss		Total
					Market	Translation	

Equities**Common stock**

CATHAY GENERAL BANCORP INC COM	CUSIP: 149150104						
108.00	14.9300000	0.00	1,612.44	1,642.08	- 29.64	0.00	- 29.64
CBRE GROUP INC CL A CL A	CUSIP: 12504L109						
439.00	15.2200000	0.00	6,681.58	3,520.09	3,161.49	0.00	3,161.49
CENTERPOINT ENERGY INC COM	CUSIP: 15189T107						
618.00	20.0900000	0.00	12,415.62	9,938.87	2,476.75	0.00	2,476.75
CERNER CORP COM	CUSIP: 156782104						
226.00	61.2500000	0.00	13,842.50	5,174.02	8,668.48	0.00	8,668.48
CH ENERGY GROUP INC COM	CUSIP: 12541M102						
22.00	58.3800000	0.00	1,284.36	1,187.12	97.24	0.00	97.24
CHARMING SHOPPES INC COM	CUSIP: 161133103						
150.00	4.9000000	0.00	735.00	223.50	511.50	0.00	511.50
CHESAPEAKE ENERGY CORP COM	CUSIP: 165167107						
1,006.00	22.2900000	0.00	22,423.74	18,839.87	3,583.87	0.00	3,583.87
CHIPOTLE MEXICAN GRILL INC COM STK	CUSIP: 169656105						
48.00	337.7400000	0.00	16,211.52	10,748.43	5,463.09	0.00	5,463.09
CHOICE HOTELS INTL INC COM	CUSIP: 169905106						
85.00	38.0500000	15.72	3,234.25	2,502.75	731.50	0.00	731.50
CHUBB CORP COM	CUSIP: 171232101						
455.00	69.2200000	177.45	31,495.10	19,738.14	11,756.96	0.00	11,756.96
CIGNA CORPORATION	CUSIP: 125509109						
442.00	42.0000000	0.00	18,564.00	8,613.40	9,950.60	0.00	9,950.60

Portfolio Statement

31 Dec 2011

ACCOUNT NUMBER 287155
ACCOUNT NAME BLUE SHIELD FUND FUNDING 030

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◆ Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Unrealized gain/loss		Total
						Translation		
Equities								
Common stock								
CIN BELL INC NEW COM STK CUSIP: 171871106								
289.00	3.0300000	0.00	875.67	910.35	- 34.68	0.00		- 34.68
CIN FNCL CORP COM CUSIP: 172062101								
239.00	30.4600000	96.19	7,279.94	6,133.34	1,146.60	0.00		1,146.60
CISCO SYSTEMS INC CUSIP: 17275R102								
8,483.00	18.0800000	0.00	153,372.64	135,717.42	17,655.22	0.00		17,655.22
CLARCOR INC COM CUSIP: 179895107								
67.00	49.9900000	0.00	3,349.33	2,172.81	1,176.52	0.00		1,176.52
CLEAN ENERGY FUELS CORP COM CUSIP: 184499101								
42.00	12.4600000	0.00	523.32	311.52	211.80	0.00		211.80
CLECO CORP NEW COM CUSIP: 12561W105								
95.00	38.1000000	0.00	3,619.50	2,082.40	1,537.10	0.00		1,537.10
CLOROX CO COM CUSIP: 189054109								
207.00	66.5600000	0.00	13,777.92	10,839.92	2,938.00	0.00		2,938.00
CME GROUP INC COM STK CUSIP: 12572Q105								
98.00	243.6700000	0.00	23,879.66	17,600.68	6,278.98	0.00		6,278.98
COACH INC COM CUSIP: 189754104								
0.00	61.0400000	101.92	0.00	0.00	0.00	0.00		0.00
COLGATE-PALMOLIVE CO COM CUSIP: 194162103								
754.00	92.3900000	0.00	69,662.06	49,365.17	20,296.89	0.00		20,296.89
COLLECTIVE BRANDS INC COM STK CUSIP: 19421W100								
94.00	14.3700000	0.00	1,350.78	1,467.34	- 116.56	0.00		- 116.56

Northern Trust

Generated by Northern Trust from reviewed periodic data on 26 Jan 12

Portfolio Statement

31 DEC 2011

ACCOUNT NUMBER: 3097355
ACCOUNT NAME: BLUE SHIELD FUNDING

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◆ Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss		Total
					Market	Translation	
Equities							
Common stock							
COLUMBIA SPORTSWEAR CO COM CUSIP: 198516106							
18.00 46.5500000		0.00	837.90	1,180.98	- 343.08	0.00	- 343.08
COMERICA INC COM CUSIP: 200340107							
307.00 25.8000000		30.70	7,920.60	6,382.91	1,537.69	0.00	1,537.69
COMPASS MINERALS INTL INC COM CUSIP: 20451N101							
51.00 68.8500000		0.00	3,511.35	3,664.35	- 153.00	0.00	- 153.00
COMPUWARE CORP COM CUSIP: 205638109							
325.00 8.3200000		0.00	2,704.00	2,223.00	481.00	0.00	481.00
CONS EDISON INC COM CUSIP: 209115104							
451.00 62.0300000		0.00	27,975.53	16,811.07	11,164.46	0.00	11,164.46
CONVERGYS CORP DE COM CUSIP: 212485106							
172.00 12.7700000		0.00	2,196.44	1,217.76	978.68	0.00	978.68
COOPER INDUSTRIES PLC NEW IRELAND COM STK CUSIP: G24140108							
248.00 54.1500000		71.92	13,429.20	7,730.12	5,699.08	0.00	5,699.08
CORNING INC COM CUSIP: 219350105							
2,401.00 12.9800000		0.00	31,164.98	26,120.78	5,044.20	0.00	5,044.20
CORP OFFICE PPTYS TR COM CUSIP: 22002T108							
109.00 21.2600000		44.96	2,317.34	2,772.33	- 454.99	0.00	- 454.99
COSTCO WHOLESALE CORP NEW COM CUSIP: 22160K105							
674.00 83.3200000		0.00	56,157.68	34,697.32	21,460.36	0.00	21,460.36
CREE INC COM CUSIP: 225447101							
167.00 22.0400000		0.00	3,680.68	4,232.61	- 551.93	0.00	- 551.93

Portfolio Statement

31 DEC 2011

ACCOUNT NUMBER 397353
ACCOUNT NAME BLUE SHIELD FUNDING

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◆ Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Unrealized gain/loss		Total
						Translation		
Equities								
Common stock								
CROSS CTRY HEALTHCARE INC COM CUSIP: 227483104	50.00	5.5500000	0.00	277.50	365.00	- 87.50	0.00	- 87.50
CROWN CASTLE INTL CORP COM STK CUSIP: 228227104	438.00	44.8000000	0.00	19,622.40	18,141.96	1,480.44	0.00	1,480.44
CSX CORP COM CUSIP: 126408103	1,701.00	21.0600000	0.00	35,823.06	18,311.97	17,511.09	0.00	17,511.09
CUBIST PHARMACEUTICALS INC COM CUSIP: 229678107	92.00	39.6200000	0.00	3,645.04	1,931.74	1,713.30	0.00	1,713.30
CUMMINS INC CUSIP: 231021106	285.00	88.0200000	0.00	25,085.70	8,028.15	17,057.55	0.00	17,057.55
CVS CAREMARK CORP COM STK CUSIP: 126650100	2,091.00	40.7800000	0.00	85,270.98	57,129.99	28,140.99	0.00	28,140.99
DARDEN RESTAURANTS INC COM CUSIP: 237194105	208.00	45.5800000	0.00	9,480.64	5,812.62	3,668.02	0.00	3,668.02
DARLING INTL INC COM CUSIP: 237266101	176.00	13.2900000	0.00	2,339.04	2,045.05	293.99	0.00	293.99
DEAN FOODS CO NEW COM CUSIP: 242370104	249.00	11.2000000	0.00	2,788.80	4,484.57	- 1,695.77	0.00	- 1,695.77
DECKERS OUTDOOR CORP COM CUSIP: 243537107	59.00	75.5700000	0.00	4,458.63	1,700.00	2,758.63	0.00	2,758.63
DEERE & CO COM CUSIP: 244199105	642.00	77.3500000	263.22	49,658.70	28,260.22	21,398.48	0.00	21,398.48

Northern Trust

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Portfolio Statement

31 Dec 2011

ACCOUNT NUMBER 2087503
ACCOUNT NAME ALLIED FND NTD BONDING LTD

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◆ **Asset Detail - Base Currency**

Description/Asset ID	Exchange rate/ Investment Mgr ID	Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Unrealized gain/loss	Total
Shares/PAR value									

Equities**Common stock**

DELL INC COM STK	CUSIP: 24702R101								
2,713.00	14.6300000	0.00	39,691.19	30,365.62	9,325.57	0.00			9,325.57
DELUXE CORP COM	CUSIP: 248019101								
70.00	22.7600000	0.00	1,593.20	918.40	674.80	0.00			674.80
DENBURY RES INC HLDG CO COM NEW	CUSIP: 247916208								
615.00	15.1000000	0.00	9,286.50	9,230.78	55.72	0.00			55.72
DEVON ENERGY CORP NEW COM	CUSIP: 25179M103								
616.00	62.0000000	0.00	38,192.00	36,704.48	1,487.52	0.00			1,487.52
DEVRY INC DEL COM	CUSIP: 251893103								
99.00	38.4600000	14.85	3,807.54	5,534.74	- 1,727.20	0.00			- 1,727.20
DIAMOND OFFSHORE DRILLING INC COM	CUSIP: 25271C102								
106.00	55.2600000	0.00	5,857.56	6,848.68	- 991.12	0.00			- 991.12
DISCOVER FINL SVCS COM STK	CUSIP: 254709108								
841.00	24.0000000	84.10	20,184.00	20,072.45	111.55	0.00			111.55
DISCOVERY COMMUNICATIONS INC NEW COM SERA STK	CUSIP: 25470F104								
208.00	40.9700000	0.00	8,521.76	3,809.64	4,712.12	0.00			4,712.12
DOMTAR CORP COM NEW COM NEW	CUSIP: 257559203								
64.00	79.9600000	22.40	5,117.44	1,724.81	3,392.63	0.00			3,392.63
DONALDSON INC COM	CUSIP: 257651109								
107.00	68.0800000	0.00	7,284.56	3,466.71	3,817.85	0.00			3,817.85
DONNELLEY R R & SONS CO COM	CUSIP: 257867101								
320.00	14.4300000	0.00	4,617.60	3,861.16	756.44	0.00			756.44

Northern Trust

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Portfolio Statement

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Account Name: BLUE SHIELD FUNDING DEMAND 303
Account Number: 2697358◆ **Asset Detail - Base Currency** Page 14 of 275

Description/Asset ID, Investment Mgr ID, Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss		Total
					Market	Translation	
Equities							
Common stock							
EASTMAN KODAK CO COM CUSIP: 277461109							
376.00	0.6495000	0.00	244.21	2,086.80	- 1,842.59	0.00	- 1,842.59
EATON CORP COM CUSIP: 278058102							
502.00	43.5300000	0.00	21,852.06	21,666.32	185.74	0.00	185.74
EATON VANCE CORP COM NON VTG CUSIP: 278265103							
178.00	23.6400000	0.00	4,207.92	5,617.68	- 1,409.76	0.00	- 1,409.76
EBAY INC COM USD:001 CUSIP: 278642103							
1,802.00	30.3300000	0.00	54,654.66	29,036.34	25,618.32	0.00	25,618.32
ECHELON CORP OC-COM STK CUSIP: 27874N105							
43.00	4.8700000	0.00	209.41	365.93	- 156.52	0.00	- 156.52
ECOLAB INC COM CUSIP: 278865100							
483.00	57.8100000	96.60	27,922.23	16,662.17	11,260.06	0.00	11,260.06
EDWARDS LIFESCIENCES CORP COM CUSIP: 28176E108							
174.00	70.7000000	0.00	12,301.80	6,080.88	6,220.92	0.00	6,220.92
ELECTR ARTS COM CUSIP: 285512109							
504.00	20.6000000	0.00	10,382.40	9,182.43	1,199.97	0.00	1,199.97
EMC CORP COM CUSIP: 268648102							
3,173.00	21.5400000	0.00	68,346.42	41,261.51	27,084.91	0.00	27,084.91
EMCOR GROUP INC COM CUSIP: 29084Q100							
86.00	26.8100000	0.00	2,305.66	1,753.54	552.12	0.00	552.12
EMERSON ELECTRIC CO COM CUSIP: 291011104							
1,159.00	46.5900000	0.00	53,997.81	41,675.28	12,322.53	0.00	12,322.53

Portfolio Statement

SYNOPSIS

ACCOUNT NAME: BLUE SHIELD FUND
ACCOUNT NUMBER: 1897853◆ **Asset Detail - Base Currency** Page 15 of 275

Description/Asset ID. Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss		Total
					Market	Translation	
Equities							
Common stock							
ENDO PHARMACEUTICALS HLDGS INC COM CUSIP: 29264F205							
180.00	34.5300000	0.00	6,215.40	4,261.64	1,953.76	0.00	1,953.76
ENTEGRIS INC COM CUSIP: 29362U104							
167.00	8.7250000	0.00	1,457.07	328.99	1,128.08	0.00	1,128.08
EOG RESOURCES INC COM CUSIP: 26875P101							
410.00	98.5100000	0.00	40,389.10	28,467.59	11,921.51	0.00	11,921.51
EQT CORP COM CUSIP: 26884L109							
213.00	54.7900000	0.00	11,670.27	7,320.14	4,350.13	0.00	4,350.13
ERIE INDTY CO CL A CUSIP: 29530P102							
53.00	78.1600000	0.00	4,142.48	2,022.74	2,119.74	0.00	2,119.74
ESTEE LAUDER COMPANIES INC CL A USD0.01 CUSIP: 518439104							
183.00	112.3200000	0.00	20,554.56	6,919.69	13,634.87	0.00	13,634.87
EXPEDITORS INTL WASH INC COM CUSIP: 302130109							
320.00	40.9600000	0.00	13,107.20	10,029.07	3,078.13	0.00	3,078.13
FACTSET RESH SYS INC COM STK CUSIP: 303075105							
64.00	87.2800000	0.00	5,585.92	4,003.84	1,582.08	0.00	1,582.08
FASTENAL CO COM CUSIP: 311900104							
428.00	43.6100000	0.00	18,665.08	7,652.21	11,012.87	0.00	11,012.87
FIRST SOLAR INC COM CUSIP: 336433107							
88.00	33.7600000	0.00	2,970.88	11,833.15	- 8,862.27	0.00	- 8,862.27
FLOWERS FOODS INC COM CUSIP: 343498101							
192.00	18.9800000	0.00	3,644.16	3,023.52	620.64	0.00	620.64

Portfolio Statement

31 Dec 2011

ACCOUNT NUMBER: 2897558
ACCOUNT TYPE: BLIND FUNDING DOWNING 250

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◆ **Asset Detail - Base Currency**

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss		Total
					Market	Translation	
Equities							
Common stock							
FMC TECHNOLOGIES INC COM CUSIP: 30249U101							
372.00	52.2300000	0.00	19,429.56	18,585.05	844.51	0.00	844.51
FOOT LOCKER INC COM CUSIP: 344849104							
234.00	23.8400000	0.00	5,578.56	2,226.54	3,352.02	0.00	3,352.02
FOREST CY ENTERPRISES INC CL A CUSIP: 345550107							
185.00	11.8200000	0.00	2,186.70	1,812.66	374.04	0.00	374.04
FRACTIONAL FIRST HORIZON NATIONAL CORP COM STK CUSIP: DCA517101							
329,009.00	0.0000000	0.00	0.00	0.00	0.00	0.00	0.00
FRKLN RES INC COM CUSIP: 354613101							
237.00	96.0600000	0.00	22,766.22	13,732.56	9,033.66	0.00	9,033.66
FRONTIER COMMUNICATIONS CORP COM CUSIP: 35906A108							
1,497.00	5.1500000	0.00	7,709.55	11,363.33	- 3,653.78	0.00	- 3,653.78
FUEL SYS SOLUTIONS INC COM STK CUSIP: 35952W103							
18.00	16.4900000	0.00	296.82	644.58	- 347.76	0.00	- 347.76
FULLER H B CO COM CUSIP: 359694106							
68.00	23.1100000	0.00	1,571.48	964.92	606.56	0.00	606.56
GAP INC COM CUSIP: 364760108							
693.00	18.5500000	77.96	12,855.15	8,805.43	4,049.72	0.00	4,049.72
GARDNER DENVER INC COM CUSIP: 365558105							
80.00	77.0600000	0.00	6,164.80	2,422.07	3,742.73	0.00	3,742.73
GEN-PROBE INC NEW COM CUSIP: 36866T103							
72.00	59.1200000	0.00	4,256.64	2,952.00	1,304.64	0.00	1,304.64

Northern Trust

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Portfolio Statement

31 DEC 2011

Account Name BLUE SHIELD FUND INVESTING INC

Account Number 268738

◆ **Asset Detail - Base Currency**

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Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss		Total
					Market	Translation	
Equities							
Common stock							
GENERAL CABLE CORP DEL NEW COM CUSIP: 369300108							
70.00	25.0100000	0.00	1,750.70	1,295.00	455.70	0.00	455.70
GENERAL MILLS INC COM CUSIP: 370334104							
1,001.00	40.4100000	0.00	40,450.41	30,385.47	10,064.94	0.00	10,064.94
GENESEE & WYO INC CL A CL A CUSIP: 371559105							
61.00	60.5800000	0.00	3,695.38	2,054.19	1,641.19	0.00	1,641.19
GENUINE PARTS CO COM CUSIP: 372460105							
237.00	61.2000000	106.65	14,504.40	8,896.45	5,607.95	0.00	5,607.95
GILEAD SCIENCES INC CUSIP: 375558103							
1,233.00	40.9300000	0.00	50,466.69	58,693.63	- 8,226.94	0.00	- 8,226.94
GOOGLE INC CL A CL A CUSIP: 38259P508							
394.00	645.9000000	0.00	254,484.60	174,928.76	79,555.84	0.00	79,555.84
GRACO INC COM CUSIP: 384109104							
93.00	40.8900000	0.00	3,802.77	2,368.92	1,433.85	0.00	1,433.85
GRAINGER W W INC COM CUSIP: 384802104							
100.00	187.1900000	0.00	18,719.00	7,798.97	10,920.03	0.00	10,920.03
GRANITE CONST INC COM CUSIP: 387328107							
54.00	23.7200000	7.02	1,280.88	1,924.22	- 643.34	0.00	- 643.34
GREEN MTN COFFEE ROASTERS CUSIP: 393122106							
192.00	44.8500000	0.00	8,611.20	3,166.04	5,445.16	0.00	5,445.16
H J HEINZ CUSIP: 423074103							
496.00	54.0400000	238.08	26,803.84	18,477.60	8,326.24	0.00	8,326.24

Northern Trust

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Portfolio Statement

3/1/2020

Account Number 258733
ACCOUNT NAME BLUE SHIELD FND VTS DOM INC 300◆ **Asset Detail - Base Currency**

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Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Unrealized gain/loss	
						Translation	Total
Equities							
Common stock							
HAIN CELESTIAL GROUP INC COM CUSIP: 405217100							
65.00	36.6600000	0.00	2,382.90	1,084.20	1,298.70	0.00	1,298.70
HARLEY DAVIDSON COM USD0.01 CUSIP: 412822108							
355.00	38.8700000	0.00	13,798.85	5,777.85	8,021.00	0.00	8,021.00
HARMAN INTL INDS INC NEW COM STK USD0.01 CUSIP: 413086109							
108.00	38.0400000	0.00	4,108.32	2,688.10	1,420.22	0.00	1,420.22
HARTFORD FINL SVCS GROUP INC COM CUSIP: 416515104							
647.00	16.2500000	64.70	10,513.75	10,572.22	- 58.47	0.00	- 58.47
HEARTLAND FINL USA INC COM STK CUSIP: 42234Q102							
20.00	15.3400000	0.00	306.80	299.00	7.80	0.00	7.80
HESS CORP COM STK CUSIP: 42809H107							
468.00	56.8000000	46.80	26,582.40	26,712.03	- 129.63	0.00	- 129.63
HEWLETT PACKARD CO COM CUSIP: 428236103							
3,211.00	25.7600000	402.12	82,715.36	114,379.80	- 31,664.44	0.00	- 31,664.44
HILL ROM HLDGS INC COM STK CUSIP: 431475102							
97.00	33.6900000	0.00	3,267.93	1,703.36	1,564.57	0.00	1,564.57
HLTH MGMT ASSOC INC NEW CL A COM CUSIP: 421933102							
390.00	7.3700000	0.00	2,874.30	1,045.56	1,828.74	0.00	1,828.74
HNI CORP COM CUSIP: 404251100							
59.00	26.1000000	0.00	1,539.90	829.54	710.36	0.00	710.36
HOME DEPOT INC COM CUSIP: 437076102							
2,468.00	42.0400000	0.00	103,754.72	58,175.75	45,578.97	0.00	45,578.97

Portfolio Statement

31 Dec 2011

Account Number 259753
Account Name BLUE-SHIELD FUND INC◆ **Asset Detail - Base Currency**

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Description/Asset ID. Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss		Total
					Market	Translation	
Equities							
Common stock							
HORSEHEAD HLDG CORP COM STK CUSIP: 440694305							
60.00	9.0100000	0.00	540.60	770.74	- 230.14	0.00	- 230.
HOSPIRA INC COM CUSIP: 441060100							
251.00	30.3700000	0.00	7,622.87	9,799.14	- 2,176.27	0.00	- 2,176.
HUBBELL INC CL B COM CUSIP: 443510201							
82.00	66.8600000	31.16	5,482.52	2,890.60	2,591.92	0.00	2,591.9
HUDSON CITY BANCORP INC COM STK CUSIP: 443683107							
729.00	6.2500000	0.00	4,556.25	9,696.29	- 5,140.04	0.00	- 5,140.
HUMANA INC COM CUSIP: 444859102							
255.00	87.6100000	63.75	22,340.55	9,010.74	13,329.81	0.00	13,329.8
HUNT J B TRANS SVCS INC COM CUSIP: 445658107							
147.00	45.0700000	0.00	6,625.29	3,980.09	2,645.20	0.00	2,645.2
IDACORP INC COM CUSIP: 451107106							
66.00	42.4100000	0.00	2,799.06	1,975.14	823.92	0.00	823.9
IDEXX LABS INC CUSIP: 45168D104							
88.00	76.9600000	0.00	6,772.48	3,138.58	3,633.90	0.00	3,633.9
ILL TOOL WKS INC COM CUSIP: 452308109							
688.00	46.7100000	247.68	32,136.48	26,406.98	5,729.50	0.00	5,729.5
ILLUMINA INC COM CUSIP: 452327109							
192.00	30.4800000	0.00	5,852.16	6,543.42	- 691.26	0.00	- 691.
IMATION CORP COM CUSIP: 45245A107							
70.00	5.7300000	0.00	401.10	907.20	- 506.10	0.00	- 506.

Portfolio Statement

31 DEC 2011

ACCOUNT NUMBER: 2687833
ACCOUNT NAME: BLUE SHIELD FOUNDATION◆ **Asset Detail - Base Currency**

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Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss		Total
					Market	Translation	
Equities							
Common stock							
INGERSOLL-RAND PLC COM STK CUSIP: G47791101							
511.00	30.4700000	0.00	15,570.17	23,654.24	- 8,084.07	0.00	- 8,084.07
INTEL CORP COM CUSIP: 458140100							
8,130.00	24.2500000	0.00	197,152.50	112,235.35	84,917.15	0.00	84,917.15
INTERCONTINENTALEXCHANGE INC COM CUSIP: 45865V100							
111.00	120.5500000	0.00	13,381.05	13,393.26	- 12.21	0.00	- 12.21
INTERFACE INC CL A CUSIP: 458665106							
76.00	11.5400000	0.00	877.04	315.40	561.64	0.00	561.64
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP: 459200101							
1,849.00	183.8800000	0.00	339,994.12	163,163.02	176,831.10	0.00	176,831.10
INTL BANCSHARES CORP COM CUSIP: 459044103							
83.00	18.3350000	0.00	1,521.80	1,186.05	335.75	0.00	335.75
INTUITIVE SURGICAL INC COM NEW STK CUSIP: 46120E602							
60.00	463.0100000	0.00	27,780.60	8,102.98	19,677.62	0.00	19,677.62
INVACARE CORP COM CUSIP: 461203101							
45.00	15.2900000	0.56	688.05	862.20	- 174.15	0.00	- 174.15
INVESCO LTD COM STK USD0.10 CUSIP: G491BT108							
707.00	20.0900000	0.00	14,203.63	15,710.90	- 1,507.27	0.00	- 1,507.27
ITC HLDGS CORP COM STK CUSIP: 465685105							
78.00	75.8800000	0.00	5,918.64	3,794.36	2,124.28	0.00	2,124.28
ITRON INC COM STK NPV CUSIP: 465741106							
55.00	35.7700000	0.00	1,967.35	3,329.71	- 1,362.36	0.00	- 1,362.36

Northern Trust

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Portfolio Statement

31 DEC 2017

Account Name: BLUE SHIELD FUNDING DEMAND 305
Account Number: 2697338◆ **Asset Detail - Base Currency**

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Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss		Total
					Market	Translation	
Equities							
Common stock							
JACK IN THE BOX INC COM CUSIP: 466367109							
76.00	20.9000000	0.00	1,588.40	1,808.04	- 219.64	0.00	- 219.64
JOHNSON & JOHNSON COM USD1 CUSIP: 478160104							
4,243.00	65.5800000	0.00	278,255.94	246,970.85	31,285.09	0.00	31,285.09
JOHNSON CTL INC COM CUSIP: 478366107							
1,037.00	31.2600000	186.66	32,416.62	21,113.50	11,303.12	0.00	11,303.12
JONES LANG LASALLE INC COM STK CUSIP: 48020Q107							
66.00	61.2600000	0.00	4,043.16	2,374.89	1,668.27	0.00	1,668.27
KADANT INC COM CUSIP: 48282T104							
17.00	22.6100000	0.00	384.37	187.51	196.86	0.00	196.86
KB HOME COM CUSIP: 48666K109							
122.00	6.7200000	0.00	819.84	1,504.32	- 684.48	0.00	- 684.48
KELLOGG CO COM USD0.25 CUSIP: 487836108							
394.00	50.5700000	0.00	19,924.58	17,091.46	2,833.12	0.00	2,833.12
KELLY SERVICES INC CL A COM CUSIP: 488152208							
38.00	13.6800000	0.00	519.84	452.96	66.88	0.00	66.88
KEYCORP NEW COM CUSIP: 493267108							
1,466.00	7.6900000	0.00	11,273.54	9,748.28	1,525.26	0.00	1,525.26
KIMBERLY-CLARK CORP COM CUSIP: 494368103							
609.00	73.5600000	426.30	44,798.04	32,396.28	12,401.76	0.00	12,401.76
KNOLL INC COM NEW COM CUSIP: 498904200							
65.00	14.8500000	0.00	965.25	643.22	322.03	0.00	322.03

Portfolio Statement

31 DEC 2011

Account Name: BLUE SHIELD FUNDING BOARD

Account Number: 289733

◆ **Asset Detail - Base Currency**

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Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss		Total
					Market	Translation	
Equities							
Common stock							
KOHL'S CORP COM CUSIP: 500255104							
422.00	49.3500000	0.00	20,825.70	15,944.96	4,880.74	0.00	4,880.74
KRAFT FOODS INC CL A CUSIP: 50075N104							
2,576.00	37.3600000	747.04	96,239.36	73,274.86	22,964.50	0.00	22,964.50
KS CY SOUTHN CUSIP: 485170302							
168.00	68.0100000	0.00	11,425.68	4,420.70	7,004.98	0.00	7,004.98
LAM RESH CORP COM CUSIP: 512807108							
190.00	37.0200000	0.00	7,033.80	4,317.13	2,716.67	0.00	2,716.67
LEAP WIRELESS INTL INC COM NEW COM STK CUSIP: 521863308							
70.00	9.2900000	0.00	650.30	1,766.10	- 1,115.80	0.00	- 1,115.80
LEGG MASON INC COM CUSIP: 524901105							
222.00	24.0500000	17.76	5,339.10	8,034.18	- 2,695.08	0.00	- 2,695.08
LEGGETT & PLATT INC COM CUSIP: 524660107							
206.00	23.0400000	57.68	4,746.24	2,803.66	1,942.58	0.00	1,942.58
LEXMARK INTL INC NEW CL A CUSIP: 529771107							
121.00	33.0700000	0.00	4,001.47	3,207.50	793.97	0.00	793.97
LIBERTY PPTY TR SH BEN INT CUSIP: 531172104							
176.00	30.8800000	83.60	5,434.88	3,836.73	1,598.15	0.00	1,598.15
LIFE TECHNOLOGIES CORP COM STK CUSIP: 53217V109							
272.00	38.9100000	0.00	10,583.52	8,187.10	2,396.42	0.00	2,396.42
LINCOLN ELEC HLDGS INC COM CUSIP: 533900106							
114.00	39.1200000	19.38	4,459.68	2,671.59	1,788.09	0.00	1,788.09

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Portfolio Statement

31 Dec 2017

Account Number: 597335
Account Name: BLUE SHIELD OF CALIFORNIA FOUNDATION

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◆ **Asset Detail - Base Currency**

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Unrealized gain/loss
							Total
Equities							
Common stock							
LINCOLN NATL CORP COM CUSIP: 534187109							
483.00	19.4200000	0.00	9,379.86	9,282.20	97.66	0.00	97.66
LINDSAY CORPORATION COM CUSIP: 535555106							
18.00	54.8900000	0.00	988.02	1,225.26	- 237.24	0.00	- 237.24
LIZ CLAIBORNE INC COM CUSIP: 539320101							
125.00	8.6300000	0.00	1,078.75	328.75	750.00	0.00	750.00
LOWES COS INC COM CUSIP: 548661107							
2,039.00	25.3800000	0.00	51,749.82	41,786.95	9,962.87	0.00	9,962.87
LSI CORP COM STK CUSIP: 502161102							
903.00	5.9500000	0.00	5,372.85	2,935.61	2,437.24	0.00	2,437.24
M & T BK CORP COM CUSIP: 55261F104							
169.00	76.3400000	0.00	12,901.46	9,741.36	3,160.10	0.00	3,160.10
MANPOWER INC COM CUSIP: 56418H100							
127.00	35.7500000	0.00	4,540.25	4,237.84	302.41	0.00	302.41
MASCO CORP COM CUSIP: 574599106							
555.00	10.4800000	0.00	5,816.40	5,673.46	142.94	0.00	142.94
MATTEL INC COM CUSIP: 577081102							
527.00	27.7600000	0.00	14,629.52	8,520.79	6,108.73	0.00	6,108.73
MC CORMICK & CO INC COM NON-VTG CUSIP: 579780206							
181.00	50.4200000	56.11	9,126.02	5,770.00	3,356.02	0.00	3,356.02
MC DONALDS CORP COM CUSIP: 580135101							
1,600.00	100.3300000	0.00	160,528.00	95,711.62	64,816.38	0.00	64,816.38

Northern Trust

Generated by Northern Trust from reviewed periodic data on 26 Jan 12

Portfolio Statement

31 DEC 2011

Account Number: 2487933
Account Name: BLUEC FND VTDOWNING 100

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◆ **Asset Detail - Base Currency**

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Unrealized gain/loss	
						Translation	Total
Equities							
Common stock							
MCKESSON CORP CUSIP: 58155Q103							
389.00	77.9100000	77.80	30,306.99	16,875.04	13,431.95	0.00	13,431.95
MEADWESTVACO CORP COM CUSIP: 583334107							
259.00	29.9500000	0.00	7,757.05	3,471.43	4,285.62	0.00	4,285.62
MEDTRONIC INC COM CUSIP: 585055106							
1,651.00	38.2500000	0.00	63,150.75	53,570.14	9,580.61	0.00	9,580.61
MEN S WEARHOUSE INC COMMOM CUSIP: 587118100							
69.00	32.4100000	0.00	2,236.29	897.00	1,339.29	0.00	1,339.29
MERCK & CO INC NEW COM CUSIP: 58933Y105							
4,761.00	37.7000000	1,999.62	179,489.70	149,404.96	30,084.74	0.00	30,084.74
MERITAGE HOMES CORP COM CUSIP: 59001A102							
45.00	23.1900000	0.00	1,043.55	782.10	261.45	0.00	261.45
METROPCS COMMUNICATIONS INC COM COM CUSIP: 591708102							
366.00	8.6800000	0.00	3,176.88	3,600.57	- 423.69	0.00	- 423.69
MGE ENERGY INC COM CUSIP: 55277P104							
35.00	46.7700000	0.00	1,636.95	1,121.05	515.90	0.00	515.90
MICRON TECH INC COM CUSIP: 595112103							
1,376.00	6.2900000	0.00	8,655.04	6,131.89	2,523.15	0.00	2,523.15
MICROSOFT CORP COM CUSIP: 594918104							
11,706.00	25.9600000	0.00	303,887.76	232,216.30	71,671.46	0.00	71,671.46
MIDDLEBY CORP COM CUSIP: 596278101							
26.00	94.0400000	0.00	2,445.04	2,237.56	207.48	0.00	207.48

Northern Trust

Generated by Northern Trust from reviewed periodic data on 26 Jan 12

Portfolio Statement

31 DEC 2011

ACCOUNT NAME: BLUE SHIELD FUND INVESTING - 400
ACCOUNT NUMBER: 257353

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◆ **Asset Detail - Base Currency**

Description/Asset ID, Investment Mgr ID, Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss		Total
					Market	Translation	
Equities							
Common stock							
MILLER HERMAN INC COM CUSIP: 600544100							
71.00 18.4500000	1.56		1,309.95	875.43	434.52	0.00	434.52
MINERALS TECHNOLOGIES INC COM CUSIP: 603158106							
25.00 56.5300000	0.00		1,413.25	980.00	433.25	0.00	433.25
MODINE MFG CO COM STK CUSIP: 607828100							
50.00 9.4600000	0.00		473.00	209.50	263.50	0.00	263.50
MOLEX INC COM CUSIP: 608554101							
100.00 23.8600000	20.00		2,386.00	1,385.00	1,001.00	0.00	1,001.00
MOLINA HEALTHCARE INC COM CUSIP: 60855R100							
46.00 22.3300000	0.00		1,027.18	634.48	392.70	0.00	392.70
MONSTER WORLDWIDE INC COM CUSIP: 611742107							
163.00 7.9300000	0.00		1,292.59	1,585.99	- 293.40	0.00	- 293.40
NATIONAL OILWELL VARCO COM STK CUSIP: 637071101							
647.00 67.9900000	0.00		43,989.53	19,114.21	24,875.32	0.00	24,875.32
NATL FUEL GAS CO COM CUSIP: 636180101							
113.00 55.5800000	40.11		6,280.54	3,351.21	2,929.33	0.00	2,929.33
NETAPP INC COM STK CUSIP: 64110D104							
563.00 36.2700000	0.00		20,420.01	12,074.47	8,345.54	0.00	8,345.54
NETFLIX INC COM STK CUSIP: 64110L106							
76.00 69.2900000	0.00		5,266.04	4,592.21	673.83	0.00	673.83
NEW YORK CMNTY BANCORP INC COM CUSIP: 649445103							
656.00 12.3700000	0.00		8,114.72	10,812.97	- 2,698.25	0.00	- 2,698.25

Northern Trust

Generated by Northern Trust from reviewed periodic data on 26 Jan 12

Portfolio Statement

31 Dec 2011

Account Number: 287533
Account Name: BLUE SHIELD FUNDING 500

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◆ **Asset Detail - Base Currency**

Description/Asset ID. Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Unrealized gain/loss	
						Translation	Total
Equities							
Common stock							
NEW YORK TIMES CO CL A ISIN #US6501111073 CUSIP: 650111107							
200.00 7.7300000	0.00		1,546.00	1,335.82	210.18	0.00	210.18
NEWFIELD EXPLORATION CUSIP: 651290108							
206.00 37.7300000	0.00		7,772.38	5,107.13	2,665.25	0.00	2,665.25
NIKE INC CL B CUSIP: 654106103							
563.00 96.3700000	202.68		54,256.31	32,277.31	21,979.00	0.00	21,979.00
NISOURCE INC COM CUSIP: 65473P105							
421.00 23.8100000	0.00		10,024.01	4,973.60	5,050.41	0.00	5,050.41
NJ RES CORP COM CUSIP: 646025106							
56.00 49.2000000	21.28		2,755.20	2,071.44	683.76	0.00	683.76
NOBLE CORPORATION (SWITZERLAND) COM USD0:10 CUSIP: H5833N103							
386.00 30.2200000	0.00		11,664.92	13,677.35	- 2,012.43	0.00	- 2,012.43
NOBLE ENERGY INC COM CUSIP: 655044105							
272.00 94.3900000	0.00		25,674.08	14,303.36	11,370.72	0.00	11,370.72
NORDSON CORP COM CUSIP: 655663102							
89.00 41.1800000	11.12		3,665.02	2,196.16	1,468.86	0.00	1,468.86
NORDSTROM INC COM CUSIP: 655664100							
300.00 49.7100000	0.00		14,913.00	5,559.96	9,353.04	0.00	9,353.04
NORFOLK SOUTHN CORP COM CUSIP: 655844108							
541.00 72.8600000	0.00		39,417.26	21,540.90	17,876.36	0.00	17,876.36
NORTHEAST UTILITIES COM CUSIP: 664397106							
266.00 36.0700000	73.15		9,594.62	7,312.50	2,282.12	0.00	2,282.12

Northern Trust

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Portfolio Statement

3/10/2011

Account Name BLUE SHIELD FUNDING FUND
Account Number 2697358◆ **Asset Detail - Base Currency**

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Description/Asset ID. Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss		Total
					Market	Translation	
Equities							
Common stock							
NORTHERN TR CORP COM CUSIP: 665859104							
334.00	39.6600000	93.52	13,246.44	16,307.60	- 3,061.16	0.00	- 3,061.16
NORTHWEST NAT GAS CO COM CUSIP: 667655104							
35.00	47.9300000	0.00	1,677.55	1,489.25	188.30	0.00	188.30
NOVELLUS SYS INC COM CUSIP: 670008101							
129.00	41.2900000	0.00	5,326.41	1,696.35	3,630.06	0.00	3,630.06
NSTAR COM CUSIP: 67019E107							
160.00	46.9600000	45.33	7,513.60	5,642.60	1,871.00	0.00	1,871.00
NU SKIN ENTERPRISES INC CL A CL A CUSIP: 67018T105							
88.00	48.5700000	0.00	4,274.16	1,256.64	3,017.52	0.00	3,017.52
NUCOR CORP COM CUSIP: 670346105							
478.00	39.5700000	174.47	18,914.46	19,489.07	- 574.61	0.00	- 574.61
NYSE EURONEXT COM STK CUSIP: 629491101							
400.00	26.1000000	0.00	10,440.00	11,570.81	- 1,130.81	0.00	- 1,130.81
OFFICE DEPOT INC COM CUSIP: 676220106							
362.00	2.1500000	0.00	778.30	1,006.36	- 228.06	0.00	- 228.06
OFFICEMAX INC DEL COM CUSIP: 67622P101							
128.00	4.5400000	0.00	581.12	1,071.36	- 490.24	0.00	- 490.24
OGE ENERGY CORP COM CUSIP: 670837103							
147.00	56.7100000	0.00	8,336.37	4,057.30	4,279.07	0.00	4,279.07
OLD NATL BANCORP IND COM CUSIP: 680033107							
143.00	11.6500000	0.00	1,665.95	1,545.83	120.12	0.00	120.12

Northern Trust

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Portfolio Statement

31 Dec 2011

Account Number: 2687353
Account Name: BLUEC FND VESTING INC◆ **Asset Detail - Base Currency**

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Description/Asset ID		Exchange rate/ Investment Mgr ID	Accrued income/expense	Market value	Cost	Market	Translation	Total
Shares/PAR value	Local market price							
Equities								
Common stock								
ORMAT TECHNOLOGIES INC COM CUSIP: 686688102								
25.00	18.0300000	0.00	450.75	742.00	- 291.25	0.00		- 291.25
OWENS CORNING NEW COM STK CUSIP: 690742101								
175.00	28.7200000	0.00	5,026.00	4,590.94	435.06	0.00		435.06
OYO GEOSPACE COM CUSIP: 671074102								
7.00	77.3300000	0.00	541.31	575.82	- 34.51	0.00		- 34.51
PALL CORP COM CUSIP: 696429307								
175.00	57.1500000	0.00	10,001.25	5,150.12	4,851.13	0.00		4,851.13
PATTERSON COS INC COM CUSIP: 703395103								
170.00	29.5200000	0.00	5,018.40	3,687.00	1,331.40	0.00		1,331.40
PAYCHEX INC COM CUSIP: 704326107								
504.00	30.1100000	0.00	15,175.44	12,766.51	2,408.93	0.00		2,408.93
PEETS COFFEE & TEA INC COM CUSIP: 705560100								
18.00	62.6800000	0.00	1,128.24	596.62	531.62	0.00		531.62
PENNEY J.C CO INC COM CUSIP: 708160106								
325.00	35.1500000	0.00	11,423.75	6,501.92	4,921.83	0.00		4,921.83
PENTAIR INC COM CUSIP: 709631105								
152.00	33.2900000	0.00	5,060.08	5,139.01	- 78.93	0.00		- 78.93
PEOPLES UTD FINL INC COM CUSIP: 712704105								
569.00	12.8500000	0.00	7,311.65	9,262.20	- 1,950.55	0.00		- 1,950.55
PEP BOYS-MANNY MOE & JACK COM CUSIP: 713278109								
99.00	11.0000000	0.00	1,089.00	335.61	753.39	0.00		753.39

Northern Trust

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Portfolio Statement

31 DEC 2011

Account Number: 265738
Account Name: BLUEC FUND INVESTMENT CO. INC.

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◆ **Asset Detail - Base Currency**

Description/Asset ID Investment Mgr ID					Exchange rate/ Local market price		Accrued income/expense	Market value	Cost	Market	Translation	Total Unrealized gain/loss
Equities												
Common stock												
PEPCO HLDGS INC COM CUSIP: 713291102												
340.00	20.3000000	0.00	6,902.00	5,812.86	1,089.14	0.00						1,089.14
PEPSICO INC COM CUSIP: 713448108												
2,438.00	66.3500000	1,255.57	161,761.30	128,047.41	33,713.89	0.00						33,713.89
PHH CORP COM NEW COM NEW CUSIP: 693320202												
75.00	10.7000000	0.00	802.50	783.75	18.75	0.00						18.75
PHOENIX COS INC NEW COM CUSIP: 71902E109												
164.00	1.6800000	0.00	275.52	372.28	- 96.76	0.00						- 96.76
PIEDMONT NAT GAS INC COM CUSIP: 720186105												
97.00	33.9800000	28.13	3,296.06	2,593.78	702.28	0.00						702.28
PIONEER NAT RES CO COM STK CUSIP: 723787107												
160.00	89.4800000	0.00	14,316.80	2,959.50	11,357.30	0.00						11,357.30
PITNEY BOWES INC COM CUSIP: 724479100												
312.00	18.5400000	0.00	5,784.48	7,561.36	- 1,776.88	0.00						- 1,776.88
PLANTRONICS INC NEW COM CUSIP: 727493108												
65.00	35.6400000	0.00	2,316.60	739.05	1,577.55	0.00						1,577.55
PNC FINANCIAL SERVICES GROUP COM STK CUSIP: 693475105												
805.00	57.6700000	0.00	46,424.35	36,795.75	9,628.60	0.00						9,628.60
POLYCOM INC COM CUSIP: 73172K104												
264.00	16.3000000	0.00	4,303.20	2,604.96	1,698.24	0.00						1,698.24
POPULAR INC COM CUSIP: 733174106												
1,384.00	1.3900000	0.00	1,923.76	4,655.60	- 2,731.84	0.00						- 2,731.84

Northern Trust

Generated by Northern Trust from reviewed periodic data on 26 Jan 12

Portfolio Statement

31 DEC 2011

Account Number: 2557352
Account Name: BLUEC FND VTS/DOMING 500

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◆ **Asset Detail - Base Currency**

Description/Asset ID	Investment Mgr ID	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Unrealized gain/loss	Total
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Equities**Common stock**

PORTLAND GEN ELEC CO COM NEW STK	CUSIP: 736508847								
102.00	25.2900000		27.03	2,579.58	2,026.74	552.84	0.00	0.00	552.84
POTLATCH CORP NEW REIT	CUSIP: 737630103								
60.00	31.1100000		0.00	1,866.60	2,160.60	- 294.00	0.00	0.00	- 294.00
PRAXAIR INC COM	CUSIP: 74005P104								
465.00	106.9000000		0.00	49,708.50	29,933.31	19,775.19	0.00	0.00	19,775.19
PRINCIPAL FINL GROUP INC COM STK	CUSIP: 74251V102								
483.00	24.6000000		0.00	11,881.80	9,004.86	2,876.94	0.00	0.00	2,876.94
PROCTER & GAMBLE COM NPV	CUSIP: 742718109								
4,255.00	66.7100000		0.00	283,851.05	246,074.56	37,776.49	0.00	0.00	37,776.49
PROGRESSIVE CORP OH COM	CUSIP: 743315103								
958.00	19.5100000		0.00	18,690.58	13,505.10	5,185.48	0.00	0.00	5,185.48
PROLOGIS INC COM	CUSIP: 74340W103								
687.00	28.5900000		0.00	19,641.33	18,541.27	1,100.06	0.00	0.00	1,100.06
PULTE GROUP INC	CUSIP: 745867101								
532.00	6.3100000		0.00	3,356.92	5,817.01	- 2,460.09	0.00	0.00	- 2,460.09
PVH CORP COM USD1	CUSIP: 693656100								
92.00	70.4900000		0.00	6,485.08	2,695.14	3,789.94	0.00	0.00	3,789.94
QEP RES INC COM STK	CUSIP: 74733V100								
270.00	29.3000000		0.00	7,911.00	9,256.28	- 1,345.28	0.00	0.00	- 1,345.28
QUALCOMM INC COM	CUSIP: 747525103								
2,596.00	54.7000000		0.00	142,001.20	97,565.07	44,436.13	0.00	0.00	44,436.13

Northern Trust

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Portfolio Statement

31 Dec 2011

Account Name: BLUE SHIELD FUND INVESTING - 430
Account Number: 2837355◆ **Asset Detail - Base Currency**

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Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss		Total
					Market	Translation	
Equities							
Common stock							
QUANTA SVCS INC COM CUSIP: 74762E102							
324.00	21.5400000	0.00	6,978.96	6,434.80	544.16	0.00	544.16
QUEST DIAGNOSTICS INC COM CUSIP: 74834L100							
248.00	58.0600000	0.00	14,398.88	12,400.13	1,998.75	0.00	1,998.75
QUESTAR CORP COM CUSIP: 748356102							
271.00	19.8600000	0.00	5,382.06	3,105.12	2,276.94	0.00	2,276.94
QUICKSILVER RES INC COM CUSIP: 74837R104							
172.00	6.7100000	0.00	1,154.12	1,953.96	- 799.84	0.00	- 799.84
RADIOSHACK CORP COM CUSIP: 750438103							
165.00	9.7100000	0.00	1,602.15	1,935.45	- 333.30	0.00	- 333.30
RANGE RES CORP COM CUSIP: 75281A109							
243.00	61.9400000	0.00	15,051.42	11,055.03	3,996.39	0.00	3,996.39
RED HAT INC COM CUSIP: 756577102							
291.00	41.2900000	0.00	12,015.39	7,252.81	4,762.58	0.00	4,762.58
REGENCY CTRS CORP COM CUSIP: 758849103							
137.00	37.6200000	0.00	5,153.94	4,880.90	273.04	0.00	273.04
REGIONS FINL CORP NEW COM CUSIP: 7591EP100							
1,938.00	4.3000000	19.38	8,333.40	10,687.11	- 2,353.71	0.00	- 2,353.71
ROBERT HALF INTL INC COM CUSIP: 770323103							
205.00	28.4600000	0.00	5,834.30	3,815.05	2,019.25	0.00	2,019.25
ROCK-TENN CO CL A CL A CUSIP: 772739207							
104.00	57.7000000	0.00	6,000.80	6,033.61	- 32.81	0.00	- 32.81

Northern Trust

Generated by Northern Trust from reviewed periodic data on 26 Jan 12

Portfolio Statement

31 DEC 2011

Account Name BLUE SHIELD OF CALIFORNIA FOUNDATION
Account Number 2687351◆ **Asset Detail - Base Currency**

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Description/Asset ID		Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Total
Shares/PAR value								
Equities								
Common stock								
ROCKWELL AUTOMATION CUSIP: 773903109								
223.00	73.3700000	0.00	16,361.51	7,858.73	8,502.78	0.00		8,502.78
ROCKWOOD HLDGS INC COM CUSIP: 774415103								
101.00	39.3700000	0.00	3,976.37	3,933.95	42.42	0.00		42.42
ROPER INDS INC NEW COM CUSIP: 776696106								
147.00	86.8700000	0.00	12,769.89	12,335.30	434.59	0.00		434.59
RYDER SYS INC COM CUSIP: 783549108								
73.00	53.1400000	0.00	3,879.22	2,565.95	1,313.27	0.00		1,313.27
S.W. AIRL CO COM CUSIP: 844741108								
268.00	8.5600000	1.20	2,294.08	2,185.42	108.66	0.00		108.66
SAFEWAY INC COM NEW CUSIP: 786514208								
538.00	21.0400000	78.01	11,319.52	12,175.40	- 855.88	0.00		- 855.88
SALESFORCE COM INC COM STK CUSIP: 79466L302								
195.00	101.4600000	0.00	19,784.70	12,474.86	7,309.84	0.00		7,309.84
SARA LEE CORP COM CUSIP: 803111103								
916.00	18.9200000	105.34	17,330.72	12,854.95	4,475.77	0.00		4,475.77
SCHEIN HENRY INC COM CUSIP: 806407102								
138.00	64.4300000	0.00	8,891.34	5,609.18	3,282.16	0.00		3,282.16
SCHNITZER STL INDS INC CL A CUSIP: 806882106								
29.00	42.2800000	0.00	1,226.12	1,030.08	196.04	0.00		196.04
SCHOLASTIC CORP COM CUSIP: 807066105								
39.00	29.9700000	0.00	1,168.83	482.04	686.79	0.00		686.79

Portfolio Statement

31 DEC 2011

Account Name BLUEB FND MTG DON NO 100
Address Number 2697338

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◆ **Asset Detail - Base Currency**

Description/Asset ID. Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Unrealized gain/loss
							Total
Equities							
Common stock							
SCHWAB CHARLES CORP COM NEW CUSIP: 808513105							
1,648.00	11.2600000	0.00	18,556.48	24,692.74	- 6,136.26	0.00	- 6,136.26
SEAGATE TECHNOLOGY PLC COM USD0.00001 CUSIP: G7945M107							
674.00	16.4000000	0.00	11,053.60	2,988.17	8,065.43	0.00	8,065.43
SEALED AIR CORP NEW COM STK CUSIP: 81211K100							
247.00	17.2100000	0.00	4,250.87	3,764.07	486.80	0.00	486.80
SIGMA-ALDRICH CORP COM CUSIP: 826552101							
184.00	62.4600000	0.00	11,492.64	7,578.52	3,914.12	0.00	3,914.12
SILICON GRAPHICS INTL CORP COM CUSIP: 82706L108							
43.00	11.4600000	0.00	492.78	625.22	- 132.44	0.00	- 132.44
SIMPSON MFG INC COM CUSIP: 829073105							
52.00	33.6600000	0.00	1,750.32	1,181.44	568.88	0.00	568.88
SMITH A O CORP COM CUSIP: 831865209							
52.00	40.1200000	0.00	2,086.24	1,189.17	897.07	0.00	897.07
SMUCKER J M CO COM NEW COM NEW CUSIP: 832696405							
179.00	78.1700000	0.00	13,992.43	8,291.74	5,700.69	0.00	5,700.69
SNAP-ON INC COM CUSIP: 833034101							
80.00	50.6200000	0.00	4,049.60	2,877.76	1,171.84	0.00	1,171.84
SONOCO PROD CO COM CUSIP: 835495102							
154.00	32.9600000	0.00	5,075.84	3,784.10	1,291.74	0.00	1,291.74
SOUTHWESTERN ENERGY CO COM CUSIP: 845467109							
537.00	31.9400000	0.00	17,151.78	15,771.01	1,380.77	0.00	1,380.77

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Portfolio Statement

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ACCOUNT NAME BLUE SHIELD FND MTG BONDING CO 100
ACCOUNT NUMBER 2637533

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◆ **Asset Detail - Base Currency**

Description/Asset ID, Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Unrealized gain/loss		Total
						Translation		
Equities								
Common stock								
SPECTRA ENERGY CORP COM STK CUSIP: 847560109								
1,003.00	30.7500000	0.00	30,842.25	16,438.45	14,403.80	0.00		14,403.80
SPIRIT AEROSYSTEMS HLDGS INC CL A CUSIP: 848574109								
180.00	20.7800000	0.00	3,740.40	2,294.47	1,445.93	0.00		1,445.93
SPRINT NEXTEL CORP CUSIP: 852061100								
4,504.00	2.3400000	0.00	10,539.36	12,119.02	- 1,579.66	0.00		- 1,579.66
ST JUDE MED INC COM CUSIP: 790849103								
516.00	34.3000000	108.36	17,698.80	16,940.80	758.00	0.00		758.00
STANCORP FINL GROUP INC COM CUSIP: 852891100								
65.00	36.7500000	0.00	2,388.75	1,742.00	646.75	0.00		646.75
STANLEY BLACK & DECKER INC COM CUSIP: 854502101								
246.00	67.6000000	0.00	16,629.60	9,299.34	7,330.26	0.00		7,330.26
STAPLES INC COM CUSIP: 855030102								
1,089.00	13.8900000	108.90	15,126.21	19,076.24	- 3,950.03	0.00		- 3,950.03
STARBUCKS CORP COM CUSIP: 855244109								
1,156.00	46.0100000	0.00	53,187.56	14,504.50	38,683.06	0.00		38,683.06
STATE STR CORP COM CUSIP: 857477103								
777.00	40.3100000	139.86	31,320.87	30,457.31	863.56	0.00		863.56
STEELCASE INC CL A COM CUSIP: 858155203								
95.00	7.4600000	5.70	708.70	437.95	270.75	0.00		270.75
STERICYCLE INC COM CUSIP: 858912108								
125.00	77.9200000	0.00	9,740.00	6,427.95	3,312.05	0.00		3,312.05

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Portfolio Statement

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ACCOUNT NUMBER 2077553
ACCOUNT NAME BLUE SHIELD FUND INVESTING 100

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◆ **Asset Detail - Base Currency**

Description/Asset ID Investment Mgr ID Shares/PAF value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss		Total
					Market	Translation	
Equities							
Common stock							
STRYKER CORP CUSIP: 863667101	445.00 49.7100000	94.56	22,120.95	19,133.61	2,987.34	0.00	2,987.34
SUNPOWER CORP COM CUSIP: 867652406	5.00 6.2300000	0.00	31.15	164.50	- 133.35	0.00	- 133.35
SUPER MICRO COMPUTER INC COM CUSIP: 86800U104	42.00 15.6800000	0.00	658.56	545.53	113.03	0.00	113.03
SYMANTEC CORP COM CUSIP: 871503108	1,150.00 15.6500000	0.00	17,997.50	15,826.39	2,171.11	0.00	2,171.11
SYNOVUS FINL CORP COM CUSIP: 87161C105	1,060.00 1.4100000	10.60	1,494.60	4,108.82	- 2,614.22	0.00	- 2,614.22
SYSCO CORP COM CUSIP: 871829107	900.00 29.3300000	0.00	26,397.00	21,809.84	4,587.16	0.00	4,587.16
T ROWE PRICE GROUP INC CUSIP: 74144T108	401.00 56.9500000	0.00	22,836.95	13,010.20	9,826.75	0.00	9,826.75
TARGET CORP COM STK CUSIP: 87612E106	1,020.00 51.2200000	0.00	52,244.40	35,900.29	16,344.11	0.00	16,344.11
TEAM INC COM STK CUSIP: 878155100	31.00 29.7500000	0.00	922.25	740.90	181.35	0.00	181.35
TECHNE CORP COM CUSIP: 878377100	50.00 68.2600000	0.00	3,413.00	3,242.00	171.00	0.00	171.00
TELLABS INC COM CUSIP: 879664100	525.00 4.0400000	0.00	2,121.00	2,142.00	- 21.00	0.00	- 21.00

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Portfolio Statement

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Account Name BLUE SHIELD FUND INVESTING
Account Number 2657338

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◆ **Asset Detail - Base Currency**

Description/Asset ID Investment Mgr ID	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss		Total
					Market	Translation	

Equities**Common stock**

TENNANT CO COM CUSIP: 880345103	24.00	38.8700000	0.00	932.88	355.20	577.68	0.00	577.68
TETRA TECH INC NEW COM CUSIP: 88162G103	79.00	21.5900000	0.00	1,705.61	1,712.72	- 7.11	0.00	- 7.11
TEXAS INSTRUMENTS INC COM CUSIP: 882508104	1,791.00	29.1100000	0.00	52,136.01	28,417.20	23,718.81	0.00	23,718.81
THERMO FISHER CORP CUSIP: 883556102	588.00	44.9700000	0.00	26,442.36	23,207.36	3,235.00	0.00	3,235.00
THOMAS & BETTS CORP COM CUSIP: 884315102	74.00	54.6000000	0.00	4,040.40	1,677.58	2,362.82	0.00	2,362.82
TIFFANY & CO COM CUSIP: 886547108	186.00	66.2600000	53.94	12,324.36	4,907.82	7,416.54	0.00	7,416.54
TIMKEN CO COM CUSIP: 887389104	133.00	38.7100000	0.00	5,148.43	2,595.49	2,552.94	0.00	2,552.94
TJX COS INC COM NEW CUSIP: 872540109	596.00	64.5500000	0.00	38,471.80	13,358.61	25,113.19	0.00	25,113.19
TOOTSIE ROLL INDS INC COM CUSIP: 890516107	56.00	23.6700000	4.48	1,325.52	1,237.64	87.88	0.00	87.88
TRAVELERS COS INC COM STK CUSIP: 89417E109	686.00	59.1700000	0.00	40,590.62	27,517.35	13,073.27	0.00	13,073.27
TUPPERWARE BRANDS CORPORATION CUSIP: 899896104	95.00	55.9700000	28.50	5,317.15	2,485.24	2,831.91	0.00	2,831.91

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Portfolio Statement

31 DEC 2011

ACCOUNT NUMBER 2887353
ACCOUNT NAME BLUE SHIELD FND VTC DOMINO 500

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◆ **Asset Detail - Base Currency**

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Unrealized gain/loss	
						Translation	Total
Equities							
Common stock							
UGI CORP NEW COM CUSIP: 902681105							
171.00	29.4000000	44.46	5,027.40	4,264.29	763.11	0.00	763.11
ULTRA PETE CORP COM NPV CUSIP: 903914109							
230.00	29.6300000	0.00	6,814.90	8,367.84	- 1,552.94	0.00	- 1,552.94
UMPQUA HLDGS CORP COM CUSIP: 904214103							
159.00	12.3900000	11.13	1,970.01	1,790.28	179.73	0.00	179.73
UNDER ARMOR INC CL A CUSIP: 904311107							
53.00	71.7900000	0.00	3,804.87	2,350.75	1,454.12	0.00	1,454.12
UNITED NAT FOODS INC COM CUSIP: 911163103							
59.00	40.0100000	0.00	2,360.59	1,032.50	1,328.09	0.00	1,328.09
UNITED PARCEL SVC INC CL B CUSIP: 911312106							
1,138.00	73.1900000	0.00	83,290.22	58,569.82	24,720.40	0.00	24,720.40
US BANCORP CUSIP: 902973304							
2,972.00	27.0500000	371.50	80,392.60	58,094.75	22,297.85	0.00	22,297.85
V F CORP COM CUSIP: 918204108							
153.00	126.9900000	0.00	19,429.47	8,999.96	10,429.51	0.00	10,429.51
VAIL RESORTS INC COM CUSIP: 91879Q109							
55.00	42.3600000	8.25	2,329.80	2,068.72	261.08	0.00	261.08
VALSPAR CORP COM CUSIP: 920355104							
132.00	38.9700000	26.40	5,144.04	2,385.24	2,758.80	0.00	2,758.80
VARIAN MEDICAL SYSTEMS INC CUSIP: 92220P105							
181.00	67.1300000	0.00	12,150.53	6,695.61	5,454.92	0.00	5,454.92

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Portfolio Statement

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ACCOUNT NUMBER 287353
ACCOUNT NAME: BLUESHIELD FUNDING◆ **Asset Detail - Base Currency**

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Description/Asset ID		Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Total
Investment Mgr ID	Shares/PAR value							
Equities								
Common stock								
VIRGIN MEDIA INC COM STK CUSIP: 92769L101								
453.00	21.38000000	0.00	9,685.14	4,460.25	5,224.89	0.00		5,224.89
VORNADO RLTY TR COM CUSIP: 929042109								
252.00	76.86000000	0.00	19,368.72	22,315.01	- 2,946.29	0.00		- 2,946.29
WABCO HLDGS INC COM STK CUSIP: 92927K102								
100.00	43.40000000	0.00	4,340.00	2,571.98	1,768.02	0.00		1,768.02
WABTEC CORP COM CUSIP: 929740108								
74.00	69.95000000	0.00	5,176.30	2,700.12	2,476.18	0.00		2,476.18
WALGREEN CO COM CUSIP: 931422109								
1,412.00	33.06000000	0.00	46,680.72	38,439.15	8,241.57	0.00		8,241.57
WALT DISNEY CO CUSIP: 254687106								
2,770.00	37.50000000	1,662.00	103,875.00	62,598.81	41,276.19	0.00		41,276.19
WASH POST CO CL B COM CUSIP: 939640108								
8.00	376.81000000	0.00	3,014.48	3,376.97	- 362.49	0.00		- 362.49
WATERS CORP COM CUSIP: 941848103								
138.00	74.05000000	0.00	10,218.90	5,724.96	4,493.94	0.00		4,493.94
WAUSAU PAPER CORP COM CUSIP: 943315101								
66.00	8.26000000	0.00	545.16	677.16	- 132.00	0.00		- 132.00
WD 40 CO COM STK CUSIP: 929236107								
23.00	40.41000000	0.00	929.43	724.86	204.57	0.00		204.57
WELLPOINT INC COM CUSIP: 94973V107								
592.00	66.25000000	0.00	39,220.00	30,212.48	9,007.52	0.00		9,007.52

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Portfolio Statement

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Account Name BLUE SHIELD FUND INVESTING INC
Account Number 2637532**◆ Asset Detail - Base Currency**

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Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Unrealized gain/loss
							Total
Equities							
Common stock							
WGL HLDGS INC COM CUSIP: 92924F106	79.00	44.2200000	0.00	3,493.38	2,649.09	844.29	0.00
844.29							
WHIRLPOOL CORP COM CUSIP: 963320106	115.00	47.4500000	0.00	5,456.75	5,449.55	7.20	0.00
7.20							
WHOLE FOODS MKT INC COM CUSIP: 966837106	235.00	69.5800000	0.00	16,351.30	4,306.95	12,044.35	0.00
12,044.35							
WILEY JOHN & SONS INC CL A CUSIP: 968223206	69.00	44.4000000	13.80	3,063.60	2,396.22	667.38	0.00
667.38							
WINDSTREAM CORP COM STK CUSIP: 97381W104	903.00	11.7400000	225.75	10,601.22	7,925.46	2,675.76	0.00
2,675.76							
WORTHINGTON INDS INC COM CUSIP: 981811102	109.00	16.3800000	0.00	1,785.42	1,331.70	453.72	0.00
453.72							
XEROX CORP COM CUSIP: 984121103	2,161.00	7.9600000	91.84	17,201.56	18,429.45	- 1,227.89	0.00
- 1,227.89							
XILINX INC COM CUSIP: 983919101	406.00	32.0600000	0.00	13,016.36	7,040.43	5,975.93	0.00
5,975.93							
YAHOO INC COM CUSIP: 984332106	1,932.00	16.1300000	0.00	31,163.16	33,465.44	- 2,302.28	0.00
- 2,302.28							
ZIMMER HLDGS INC COM CUSIP: 98956P102	294.00	53.4200000	0.00	15,705.48	12,168.89	3,536.59	0.00
3,536.59							
ZOLTEK COS INC COM CUSIP: 98975W104	52.00	7.6200000	0.00	396.24	348.40	47.84	0.00
47.84							

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Portfolio Statement

Sheet 201

Account Number: 2637858
Account Name: BLUE SHIELD FUNDING◆ **Asset Detail - Base Currency**

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Description/Asset ID/ Investment Mgr ID	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Unrealized gain/loss	Total
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Equities**Common stock**

1ST HORIZON NATL CORP COM	CUSIP: 320517105							
398.00	8.0000000	3.98	3,184.00	2,935.47	248.53	0.00		248.53
3M CO COM	CUSIP: 88579Y101							
1,041.00	81.7300000	0.00	85,080.93	60,105.07	24,975.86	0.00		24,975.86
5TH 3RD BANCORP COM	CUSIP: 316773100							
1,388.00	12.7200000	111.04	17,655.36	10,788.75	6,866.61	0.00		6,866.61
Total USD		12,521.27	8,124,358.30	6,011,867.90	2,112,490.40	0.00		2,112,490.40
Total United States		12,521.27	8,124,358.30	6,011,867.90	2,112,490.40	0.00		2,112,490.40
Total Common Stock		12,521.27	8,124,358.30	6,011,867.90	2,112,490.40	0.00		2,112,490.40

Total Equities

547,425.00

12,521.27 8,124,358.30 (1) 6,011,867.90 2,112,490.40 2,112,490.40

Description/Asset ID/
Investment Mgr ID

Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Unrealized gain/loss	Total
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Cash and Cash Equivalents**Funds - short term investment**

MFB NORTHERN INSTL FDS GOVT SELECT	PORTFOLIO	CUSIP: 665278701						
1,0000000		0.15	19,222.16	19,222.16	0.00	0.00		0.00
Total funds - short term investment - all currencies		0.15	19,222.16 (1)	19,222.16	0.00	0.00		0.00

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Σ 1 = 8,143,581 TR

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Portfolio Statement

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ACCOUNT NAME BLUE SHIELD OF CALIF. RESERVE
ACCOUNT NUMBER 219700◆ **Asset Detail - Base Currency** Page 4 of 37

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss		Total
					Market	Translation	

Fixed Income**Funds - other fixed income****United States - USD**

MFB NTGI-QM COMMON DAILY SECURITIZED BOND INDEX FUND - NON LENDING CUSIP: 003999AS8

50,701.77	10.8670000	1,650.35	550,976.13	526,156.95	24,819.18	0.00	24,819.18
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Issue Date: 4 Feb 04

MFB NTGI COMMON DAILY SHORT-TERM GOVERNMENT BOND INDEX FUND - LENDING CUSIP: 664992906

311,134.75	10.4990000	2,076.44	3,266,603.74	3,228,993.37	37,610.37	0.00	37,610.37
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Issue Date: 4 Feb 04

Total USD		3,726.79	3,817,579.87	3,755,150.32	62,429.55	0.00	62,429.55
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Total United States		3,726.79	3,817,579.87	3,755,150.32	62,429.55	0.00	62,429.55
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Total Funds - Other Fixed Income

361,836.52		3,726.79	3,817,579.87	3,755,150.32	62,429.55	0.00	62,429.55
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Total Fixed Income

361,836.52

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss		Total
					Market	Translation	

Cash and Cash Equivalents**Funds - short term investment**

MFB NORTHERN INSTL FDS GOVT SELECT PORTFOLIO CUSIP: 665278701

1,0000000		42.88	3,228,196.03	3,228,196.03	0.00	0.00	0.00
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Portfolio Statement

3 DEC 2011

ACCOUNT NAME BLUE SHIELD OF CALIFORNIA RESERVE
ACCOUNT NUMBER 2219750◆ **Asset Detail - Base Currency**

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Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss		Total
					Market	Translation	

Cash and Cash Equivalents**Funds - short term investment**

Total funds - short term investment - all currencies		42.88	3,228,196.03	3,228,196.03	0.00	0.00	0.00
Total funds - short term investment - all countries		42.88	3,228,196.03	3,228,196.03	0.00	0.00	0.00
Total Funds - Short Term Investment		42.88	3,228,196.03	3,228,196.03	0.00	0.00	0.00
3,228,196.03							

Total Cash and Cash Equivalents

3,228,196.03		42.88	3,228,196.03	3,228,196.03	0.00	0.00	0.00
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Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss		Total
					Market	Translation	

Adjustments To Cash**Pending trade purchases**

USD - United States dollar	1.0000000	0.00	- 3,726.77	- 3,726.77	0.00	0.00	0.00
Total pending trade purchases - all currencies		0.00	- 3,726.77	- 3,726.77	0.00	0.00	0.00
Total pending trade purchases - all countries		0.00	- 3,726.77	- 3,726.77	0.00	0.00	0.00
Total Pending trade purchases		0.00	- 3,726.77	- 3,726.77	0.00	0.00	0.00

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Portfolio Statement

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ACCOUNT NAME BLUE SHIELD OF CALIF. RESERVE
ACCOUNT NUMBER 2219760

◆ Asset Detail - Base Currency

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Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss		Total
					Market	Translation	

Adjustments To Cash

Pending trade purchases

Total Adjustments To Cash

0.00

0.00

0.00

0.00

- 3,726.77

- 3,726.77

0.00

Total

3,590,032.55

7,042,049.13

6,379,619.58

62,429.55

0.00

62,429.55