Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation: The Regence Foundation		A Employer identification number: 32-0200578
	Number and street (or P O box number if mail is not delivered to street address): P.O. Box 1271	Room/suite: C-2A	B Telephone number (see page 10 of the instructions): (503) 553-5045
	City or town, state, and ZIP code: Portland, OR 97207		C If exemption application is pending, check here ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 24,810,896.00

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	8,192,307			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,635	3,635	3,635	
	4 Dividends and interest from securities	440,547	440,547	440,547	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	(1,326,521)			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.00		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)	0.00			
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	7,309,968.00	444,182.00	444,182.00	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	142,303		142,303	142,303
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	3,319		3,319	3,319
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	35,376		35,375	35,376
	24 **Total operating and administrative expenses.** Add lines 13 through 23	180,998.00	0.00	180,997.00	180,998.00
	25 Contributions, gifts, grants paid	338,245			338,245
	26 **Total expenses and disbursements.** Add lines 24 and 25	519,243.00	0.00	180,997.00	519,243.00
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	6,790,725.00			
	b **Net investment income** (if negative, enter -0-)		444,182.00		
	c **Adjusted net income** (if negative, enter -0-)			263,185.00	

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Form **990-PF** (2009)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash—non-interest-bearing	212,798	421,881	421,881
	2 Savings and temporary cash investments	8,068,867	73,882	73,882
	3 Accounts receivable ▶ Interest			
	Less allowance for doubtful accounts ▶	256	3,390	3,390
	4 Pledges receivable ▶			
	Less. allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less· allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	3,176,874	10,420,688	10,420,688
	c Investments—corporate bonds (attach schedule)	2,685,506	13,891,055	13,891,055
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶			
	Less· accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	14,144,301.00	24,810,896.00	24,810,896.00
Liabilities	17 Accounts payable and accrued expenses	5,765	494,385	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	5,765.00	494,385.00	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶** [x] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	14,138,536	24,316,511	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	14,138,536.00	24,316,511.00	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	14,144,301.00	24,810,896.00	

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	14,138,536.00
2	Enter amount from Part I, line 27a	2	6,790,725.00
3	Other increases not included in line 2 (itemize) ▶ Unrealized Gain/(Loss) Stocks and Bonds	3	3,387,250
4	Add lines 1, 2, and 3	4	24,316,511.00
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	24,316,511.00

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	Stocks and Bonds (See Attached - - STATEMENT 2.)	D	03-20-08	12-09-09
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	8,145,934	0	9,472,455	(1,326,521.00)
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	NONE		0.00	0.00
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	(1,326,521)
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	70,449	7,667,384	0.0092
2007	8,010	769,900	0.0104
2006			
2005			
2004			

2 **Total** of line 1, column (d)	2	0.0196
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	.0098
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	15,371,255
5 Multiply line 4 by line 3	5	150,638.30
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,442
7 Add lines 5 and 6	7	155,080.30
8 Enter qualifying distributions from Part XII, line 4	8	519,243

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 on page 18.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: .... (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	4,442
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	4,442.00
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	4,442.00
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 8,306		
b	Exempt foreign organizations—tax withheld at source — 6b: 0		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0		
d	Backup withholding erroneously withheld — 6d: 0		
7	Total credits and payments. Add lines 6a through 6d	7	8,306.00
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0.00
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	3,864.00
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ **Refunded** ▶	11	3,864.00

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		x
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		x
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		x
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 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	N	A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		x
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	x	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	x	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ Oregon			
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *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)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		x
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		x
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	x	

Website address ▶ www.regencefoundation.org

14 The books are in care of ▶ The Regence Group Telephone no. ▶ 503.273.4619
Located at ▶ 100 S.W. Market Street (C-2A) Portland, OR ZIP+4 ▶ 97201

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 |

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.

			Line	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 page 20 of the instructions)?		1b	N	A
	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 2009?		1c	N	A
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 ____ , 20 ____ , 20 ____ , 20 ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions.)		2b	N	A
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 ___ , 20 ___ , 20 ___ , 20 ___				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.)*		3b	N	A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		x
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		x

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) . . . ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? | 5b | N | A

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . | 6b | | x

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . | 7b | N | A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED STATEMENT 1.				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

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

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

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

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	0.00

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	15,437,317
b	Average of monthly cash balances		1b	168,018
c	Fair market value of all other assets (see page 24 of the instructions)		1c	NONE
d	**Total** (add lines 1a, b, and c)		1d	15,605,335.00
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e NONE		
2	Acquisition indebtedness applicable to line 1 assets		2	NONE
3	Subtract line 2 from line 1d		3	15,605,335.00
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions)		4	234,080
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	15,371,255.00
6	**Minimum investment return.** Enter 5% of line 5		6	768,562.75

Part XI **Distributable Amount** (see page 25 of the 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	768,563
2a	Tax on investment income for 2009 from Part VI, line 5	2a 4,442		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b NONE		
c	Add lines 2a and 2b		2c	4,442.00
3	Distributable amount before adjustments Subtract line 2c from line 1		3	764,121.00
4	Recoveries of amounts treated as qualifying distributions		4	NONE
5	Add lines 3 and 4		5	764,121.00
6	Deduction from distributable amount (see page 25 of the instructions)		6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	764,121.00

Part XII **Qualifying Distributions** (see page 25 of the 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	519,243
b	Program-related investments—total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	519,243.00
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	519,243.00

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				764,121.00
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			327,261	
b Total for prior years 20____,20____,20____		0		
3 Excess distributions carryover, if any, to 2009.				
a From 2004 ... 0				
b From 2005 ... 0				
c From 2006 ... 0				
d From 2007 ... 0				
e From 2008 ... 0				
f **Total** of lines 3a through e	0.00			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 519,243				
a Applied to 2008, but not more than line 2a			327,261	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				191,982
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.00			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
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 page 27 of the instructions		0.00		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0.00	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				572,139.00
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.00			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . . ▶ N/A

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0.00
b 85% of line 2a	0.00	0.00	0.00	0.00	0.00
c Qualifying distributions from Part XII, line 4 for each year listed					0.00
d Amounts included in line 2c not used directly for active conduct of exempt activities					0.00
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0.00	0.00	0.00	0.00	0.00
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0.00
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.00
b "Endowment" alternative test—enter ⅔ of minimum investment return shown in Part X, line 6 for each year listed					0.00
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0.00
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0 00
(3) Largest amount of support from an exempt organization					0.00
(4) Gross investment income					0.00

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 page 27 of the 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 page 28 of the 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.

Kieren Porter, P.O. Box 1271 (M.S. E-12C) Portland, Oregon 97207; Tel: 503.553.5045

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

See application guidelines at www.regencefoundation.org and complete an online questionnaire for eligibility determination.

c Any submission deadlines:

Determined on annual basis.

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

Grants are limited to nonprofit organizations serving communities throughout Idaho, Oregon, Utah and Washington.

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*				
Cross Cultural Health Care Program 4700-42nd Ave SW, STE 580 Seattle, WA 98116		501(c)(3)	General Operating Support	20,000
Health West, Inc 845 West Center, STE 202 Pocatello, ID 83204		501(c)(3)	General Operating Support	20,000
Hospice of Spokane P.O. Box 2215 Spokane, WA 99201		501(c)(3)	General Operating Support	20,000
Mountainlands Community Health Center Inc 215 West 100 North Provo, UT 84601		501(c)(3)	General Operating Support	20,000
North By Northeast Community Health Center 4725 N Williams Avenue Portland, OR 97217		501(c)(3)	General Operating Support	20,000
Community Health Partnership (OHIPP) 315 SW Fifth Avenue, STE 202 Portland, OR 97204		501(c)(3)	Preventative Program	25,000
Providence St. Peters Foundation 413 Lilly Road NE Olympia, WA 98506		501(c)(3)	Bridging Palliative Care	31,552
Central District Health Department 707 N Armstrong Place Boise, ID 83704		Public	Provider Imminization Educations	49,800
Sacred Heart Medical Center Foundation 123 International Way Springfield, OR 97477		501(c)(3)	Community Outreach Program	64,896
Total			▶ **3a**	271,248.00
b *Approved for future payment*				
Overlake Hospital Foundation 1035 116th Ave NE Bellevue, WA 98004		501(c)(3)	Palliative Care Planning	11,816
St. John Medical Center Foundation PO Box 3002 Longview, WA 98632		501(c)(3)	Palliative Care Planning	17,177
IHC Health Services (Dixie Regional Medical Cntr) 1380 East Medical Center St. George, UT 84790		501(c)(3)	Palliative Care Planning	17,228
Providence Healthcare Foundation 914 S. Scheuber Rd Centralia, WA 98531-9027		501(c)(3)	Palliative Care Planning	20,776
Total			▶ **3b**	66,997.00

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1 Program service revenue:					
a NONE					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,635	
4 Dividends and interest from securities			14	440,547	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	(1,326,521)	
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)		0.00		(882,339.00)	0.00

13 **Total.** Add line 12, columns (b), (d), and (e) 13 (882,339.00)

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 28 of the instructions)
NONE	N/A

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

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

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

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

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 or fiduciary) is based on all information of which preparer has any knowledge

Kieran T. Porter — Signature of officer or trustee
8/9/10 — Date
President — Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (see Signature on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code		EIN	
		Phone no	

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

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization	**Employer identification number**
The Regence Foundation	32-0200578

Organization type (check one)

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33⅓% 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, aggregate 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 aggregate 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 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).

Name of organization: The Regence Foundation

Employer identification number: 32-0200578

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
01	Regence BlueShield 1800 Ninth Avenue Seattle, WA 98101	$ 3,275,272	Person [x] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
02	Regence BlueCross BlueShield of Oregon P.O. Box 1271 Portland, OR 97207	$ 2,999,171	Person [x] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
03	Regence BlueCross BlueShield of Utah 2890 East Cottonwood Parkway Salt Lake City, UT 84121	$ 1,238,042	Person [x] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
04	Regence BlueShield of Idaho, Inc., 1602 21st Avenue Lewiston, ID 83501	$ 679,822	Person [x] 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)

THE REGENCE FOUNDATION
FEIN # 32-0200578

FORM 990-PF
FOR THE YEAR-ENDED DECEMBER 31, 2009

INDEX OF STATEMENTS AND ATTACHMENTS

STATEMENT 1
FORM 990 - PF (2009)
Part VIII, Line 1
The Regence Foundation
FEIN # 32-0200578
Board of Directors and Key Employees

(A) Name and address	(B) Title, and average hours per week devoted to position	(C) Compensation	(D) Contributions	(E) Expense Account
Michael C. Alexander P.O. Box 1271 Portland, OR 97207	Chair 5 per week	0	0	0
Kerry Barnett P.O. Box 1271 Portland, OR 97207	Secretary 2 per month	0	0	0
Kieren Porter P.O. Box 1271 Portland, OR 97207	President 10 per week	0	0	0
Scott Kreiling P.O. Box 1271 Portland, OR 97207	Board Member 0	0	0	0
Jennifer Cannaday 2890 East Cottonwood Parkway Salt Lake City, UT 84121	Board Member 0	0	0	0
Vivian Chi 2890 East Cottonwood Parkway Salt Lake City, UT 84121	Board Member 0	0	0	0
Mark Ganz P.O. Box 1271 Portland, OR 97207	Board Member 0	0	0	0
John Stellmon 1602 21st Avenue Lewiston, ID 83501	Board Member 0	0	0	0

Security ID	Security Descriptions	Original Units	Cost Basis	Proceeds	Realized Gain / (Loss)
009158106	AIR PRODS & CHEMS INC COM	200	16,418.00	16,444.57	26.57
023135106	AMAZON.COM INC COM	2,257	310,518.06	296,302.62	(14,215.44)
032511107	ANADARKO PETE CORP COM	597	35,969.25	34,078.86	(1,890.39)
037389103	AON CORP COM	300	11,580.00	11,368.20	(211.80)
037411105	APACHE CORP COM	163	15,354.60	15,169.20	(185.40)
037833100	APPLE COMPUTER INC	4,598	888,885.36	908,104.64	19,219.28
039483102	ARCHER DANIELS MIDLAND CO COM	700	22,113.00	21,317.95	(795.05)
053332102	AUTOZONE INC COM	25	3,802.00	3,907.01	105.01
067383109	BARD C R INC	78	6,477.12	6,378.28	(98.84)
086516101	BEST BUY INC COM	455	19,924.45	19,566.76	(357.69)
126408103	CSX CORP COM	4,338	217,463.94	205,724.35	(11,739.59)
126650100	CVS CAREMARK CORP	758	23,316.08	23,501.18	185.10
166764100	CHEVRON CORPORATION COM	1,069	83,378.76	82,271.26	(1,107.50)
191216100	COCA COLA CO COM	1,172	67,378.28	67,745.71	367.43
191219104	COCA COLA ENTERPRISES INC COM	246	4,897.86	4,864.52	(33.34)
192446102	COGNIZANT TECH SOLUTIONS CL A	866	38,467.72	38,159.30	(308.42)
231021106	CUMMINS INC COM	1,600	69,920.00	73,142.11	3,222.11
244199105	DEERE & CO COM	200	10,848.00	10,522.72	(325.28)
254687106	DISNEY WALT CO COM	1,591	49,066.44	48,802.66	(263.78)
278865100	ECOLAB INC COM	130	5,877.30	5,855.69	(21.61)
302182100	EXPRESS SCRIPTS INC COM STK	2,146	186,744.92	185,270.14	(1,474.78)
302571104	FPL GROUP INC	200	10,550.00	10,732.72	182.72
345370860	FORD MTR CO DEL COM PAR $0.01	15,294	136,728.36	135,119.00	(1,609.36)
375558103	GILEAD SCIENCES INC COM	3,298	153,653.82	151,621.65	(2,032.17)
382388106	GOODRICH CORP	390	23,930.40	23,619.74	(310.66)
428236103	HEWLETT PACKARD CO COM	20,229	1,007,201.91	1,009,906.85	2,704.94
478160104	JOHNSON & JOHNSON COM	196	12,614.56	12,613.25	(1.31)
565849106	MARATHON OIL CORP COM	623	19,698.86	19,297.05	(401.81)
580135101	MCDONALDS CORP COM	8,236	507,255.24	498,882.87	(8,372.37)
595112103	MICRON TECHNOLOGY INC COM	2,137	18,057.65	18,302.92	245.27
617446448	MORGAN STANLEY	6,133	189,939.01	185,978.43	(3,960.58)
651639106	NEWMONT MINING CORP HOLDING (	385	20,039.25	19,909.75	(129.50)
654106103	NIKE INC CL B COM	254	16,332.20	15,728.54	(603.66)
655844108	NORFOLK SOUTHN CORP COM	989	52,258.76	50,679.99	(1,578.77)
674599105	OCCIDENTAL PETE CORP COM	10,065	791,612.25	774,230.21	(17,382.04)
701094104	PARKER HANNIFIN CORP COM	145	8,019.95	7,814.56	(205.39)
742718109	PROCTER & GAMBLE CO/THE	904	56,590.40	56,240.91	(349.49)
744573106	PUBLIC SERVICE ENTERPRISE GROU	200	6,438.00	6,440.83	2.83
747525103	QUALCOMM INC	200	9,032.00	8,948.76	(83.24)
790849103	ST JUDE MED INC COM	231	8,500.80	8,457.84	(42.96)
806857108	SCHLUMBERGER LTD COM	800	49,096.00	47,994.76	(1,101.24)
816851109	SEMPRA ENERGY COM	300	16,449.00	16,150.08	(298.92)
855244109	STARBUCKS CORP COM	2,552	55,123.20	54,292.40	(830.80)
872540109	TJX COS INC NEW COM	1,088	39,635.84	40,358.32	722.48
883556102	THERMO ELECTRON CORP COM	129	6,241.02	6,179.58	(61.44)
902494103	TYSON FOODS INC CL A	2,492	31,399.20	31,186.57	(212.63)
907818108	UNION PAC CORP COM	1,941	126,592.02	123,182.39	(3,409.63)

Security ID	Security Descriptions	Original Units	Cost Basis	Proceeds	Realized Gain / (Loss)
988498101	YUM BRANDS INC COM	592	20,145.76	20,444.19	298.43
12189T104	BURLINGTON NORTH SANTA FE COR	5,139	507,013.74	508,362.50	1,348.76
20825C104	CONOCOPHILLIPS COM	691	35,006.06	34,683.84	(322.22)
25179M103	DEVON ENERGY CORP NEW COM	192	12,702.72	12,179.20	(523.52)
26875P101	EOG RES INC COM	1,406	122,420.42	120,441.89	(1,978.53)
30161N101	EXELON CORP COM	660	32,538.00	33,187.24	649.24
30231G102	EXXON MOBIL CORP	500	37,125.00	36,381.56	(743.44)
31428X106	FEDEX CORP COM	721	63,397.53	64,149.32	751.79
35671D857	FREEPORT MCMORAN COPPER B	805	64,295.35	63,066.09	(1,229.26)
37247D106	GENWORTH FINL INC COM	970	11,242.30	10,499.97	(742.33)
38141G104	GOLDMAN SACHS GROUP INC COM	2,270	379,634.80	377,752.34	(1,882.46)
38259P508	GOOGLE INC CL A	560	327,605.60	329,828.72	2,223.12
42809H107	HESS CORP COM	465	26,551.50	25,390.66	(1,160.84)
53217V109	LIFE TECHNOLOGIES CORP	210	10,634.40	10,500.77	(133.63)
55616P104	MACYS INC COM	2,108	33,685.84	34,243.57	557.73
58155Q103	MCKESSON CORP COM	150	9,141.00	9,126.51	(14.49)
58405U102	MEDCO HEALTH SOLUTIONS INC CO	9,991	636,426.70	643,553.71	7,127.01
58933Y105	MERCK & CO INC	244	8,954.80	9,058.26	103.46
61166W101	MONSANTO CO NEW COM	1,588	132,502.72	132,364.33	(138.39)
68389X105	ORACLE CORPORATION COM	1,812	41,367.96	39,727.07	(1,640.89)
69331C108	PG&E CORP COM	2,769	120,285.36	121,708.26	1,422.90
74005P104	PRAXAIR INC COM	299	24,661.52	24,662.37	0.85
74144T108	PRICE T ROWE GROUP INC COM	600	29,838.00	29,066.25	(771.75)
98310W108	WYNDHAM WORLDWIDE CORP COM	865	17,775.75	17,450.92	(324.83)
98389B100	XCEL ENERGY INC	400	8,252.00	8,365.78	113.78
G98255105	XL CAPITAL LTD	974	17,736.54	17,370.84	(365.70)
	EQUITY INDEX COST ADJ.		1,280,123.00	0.00	(1,280,123.00)
TOTAL		139,880	$ 9,472,455	$ 8,145,934	$ (1,326,521)

Form 990-PF (2009)
Attachment A.
The Regence Foundation (EIN # 32-0200578)
Part I, Line 23 - Other Expenses

Description	Revenue and Expenses	Net Investment Income	Charitable Purposes
Investment Fees	24,459	NONE	$ 24,459
Bank Charges	2,217	NONE	2,217
Miscellaneous	8,700	NONE	8,700
Total Other Expenses - - Part I, Line 23.			$ 35,376