Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation Cambia Health 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 C2A	B Telephone number (see instructions) 503 225 6988
City or town, state, and ZIP code Portland, OR 97207		C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 67,503,727

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

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

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

	Line	Description	(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)	8,000,161			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	1,847	1,847		
	4	Dividends and interest from securities	1,675,351	1,675,351		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	990,058			
	b	Gross sales price for all assets on line 6a 11,373,519				
	7	Capital gain net income (from Part IV, line 2)		1,205,544		
	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			
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	10,667,417	2,882,742	0	
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)	49,878			49,878
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	24,500	23,300		1,200
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	46,607			42,572
	22	Printing and publications	7,308			7,271
	23	Other expenses (attach schedule)	701,543	97,619		603,924
	24	**Total operating and administrative expenses.** Add lines 13 through 23	829,836	120,919	0	704,845
	25	Contributions, gifts, grants paid	3,822,066			1,823,597
	26	**Total expenses and disbursements.** Add lines 24 and 25	4,651,902	120,919	0	2,528,442
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	6,015,515			
	b	**Net investment income** (if negative, enter -0-)		2,761,823		
	c	**Adjusted net income** (if negative, enter -0-)			0	

RECEIVED NOV 1 8 2013 OGDEN, UT IRS-OSC

SCANNED NOV 26 2013

For Paperwork Reduction Act Notice, see instructions.

ISA

3

610

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	75,000	403,070	403,070
2	Savings and temporary cash investments	210,425	944,868	944,868
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	0	1,847	1,847
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U.S. and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	18,334,177	19,709,837	19,709,837
c	Investments—corporate bonds (attach schedule)	39,560,860	46,444,105	46,444,105
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)	58,180,462	67,503,727	67,503,727
Liabilities 17	Accounts payable and accrued expenses	70,616	13,312	
18	Grants payable	1,090,339	1,998,469	
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)	1,160,955	2,011,781	
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	57,019,507	65,491,946	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	57,019,507	65,491,946	
31	**Total liabilities and net assets/fund balances** (see instructions)	58,180,462	67,503,727	

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	57,019,507
2	Enter amount from Part I, line 27a	2	6,015,515
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT G	3	2,456,924
4	Add lines 1, 2, and 3	4	65,491,946
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	65,491,946

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	MFB NTGI - QM COM DLY R3K EQUITY INDEX L	P	Various	12/14/2012
b	NTGI - Daily Common Agg Bond Index	P	Various	Variou
c	NTGI - QM Com Dly X-US Eq Ind Fd	P	Various	Various
d	NTGI - QM Com Dly R3K Equity Index	P	Various	Various
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	11,373,519		11,284,665	88,854
b	Various		Various	330,870
c	Various		Various	(458,296)
d	Various		Various	1,244,116
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
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	1,205,544
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,807,920	50,442,379	0.0358
2010	1,629,174	26,420,688	0 0617
2009	519,243	15,371,255	0 0338
2008	70,449	7,667,384	0.0092
2007	8,010	769,900	0 0104

2	**Total** of line 1, column (d)	2	0 1509
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	0302
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	59,030,244
5	Multiply line 4 by line 3	5	1,782,713
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	27,618
7	Add lines 5 and 6	7	1,810,331
8	Enter qualifying distributions from Part XII, line 4	8	2,528,442

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	27,618
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	
3	Add lines 1 and 2			3	27,618
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	27,618
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	26,285		
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	26,285
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	1,333
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	0
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶			11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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. ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
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) ▶ ______			
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 2012 or the taxable year beginning in 2012 (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)*

			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 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 ▶ http://www cambiahealthfoundation.org/

14 The books are in care of ▶ Cambia Health Solutions Telephone no. ▶ 503 225.6988
Located at ▶ 100 SW Market Street (C2A) 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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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		
	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 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20___ , 20___ , 20___ , 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

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 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 instructions 3 NONE	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	59,557,144
b	Average of monthly cash balances	1b	372,037
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	59,929,181
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	59,929,181
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	898,937
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	59,030,244
6	**Minimum investment return.** Enter 5% of line 5	6	2,951,512

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	2,951,512
2a	Tax on investment income for 2012 from Part VI, line 5	2a	27,618		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	27,618
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,923,894
4	Recoveries of amounts treated as qualifying distributions			4	615,000
5	Add lines 3 and 4			5	3,538,894
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	3,538,894

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	2,528,442
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,528,442
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	27,618
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,500,824

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				3,538,894
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only			940,867	
b	Total for prior years: 20___,20___,20___				
3	Excess distributions carryover, if any, to 2012:				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 2,528,442				
a	Applied to 2011, but not more than line 2a			940,867	
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2012 distributable amount				1,587,575
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b	Prior years' undistributed income. Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				1,951,319
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9:				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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 or e-mail of the person to whom applications should be addressed:

The Cambia Health Foundation Attn. Angela Hult PO Box 1271 M.S E15B Portland, OR 97207-1271

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

See application guidelines at www.cambiahealthfoundation org. Complete an online questionnaire for eligibility determination.

c Any submission deadlines:

Determine on an 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 non-profit organization 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*				
See attached Statement 2				1,823,597
Total			▶ **3a**	1,823,597
b *Approved for future payment*				
See attached Statement 2				1,998,469
Total			▶ **3b**	1,998,469

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,847	
4 Dividends and interest from securities			14	1,675,351	
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	990,058	
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		2,667,256	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,667,256

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

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

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

Margaret M Maguire | 11/15/13 | Chair & President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

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

2012

Name of the organization	**Employer identification number**
Cambia Health 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 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).

Name of organization	Employer identification number
Cambia Health Foundation	32-0200578

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
01	Regence BlueShield 1800 Ninth Avenue Seattle, WA 98101	$ 3,601,025	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
02	Regence BlueCross BlueShield of Oregon 100 SW Market Street Portland, OR 97201	$ 2,224,020	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 84121-07035	$ 1,434,058	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
04	Regence BlueShield of Idaho 1602 21st Avenue Lewiston, ID 83501-1930	$ 741,058	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 CAMBIA HEALTH FOUNDATION
FEIN # 32-0200578

FORM 990-PF
FOR THE YEAR ENDED DECEMBER 31, 2012

INDEX OF STATEMENTS AND ATTACHMENTS

STATEMENT 1
FORM 990 - PF (2012)
Part VIII, Line 1
Cambia Health 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
Margaret M Maquire P O Box 1271 Portland, OR 97207	Chair & President 5 per week	0	0	0
Kerry E Barnett P O Box 1271 Portland, OR 97207	Secretary 2 per month	0	0	0
Andreas B Ellis 1800 9th Ave Seattle, WA 98101	Treasurer 1 per week	0	0	0
Angela E Hult P O Box 1271 Portland, OR 97207	Executive Director 20 per week	0	0	0
Vivian Chi P O Box 1271 Portland, OR 97207	Board Member 0	0	0	0
Robert M Coppedge P O Box 1271 Portland, OR 97207	Board Member 0	0	0	0
Jennifer Danielson 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
Elizabeth B Johnson P O Box 1271 Portland, OR 97207	Board Member 0	0	0	0
Scott Kreiling 1602 21st Avenue Lewiston, ID 83501	Board Member 0	0	0	0

STATEMENT 2
FORM 990 - PF (2012)
Part XV Supplementary Information (continued)
Line 3 Grants and Contributions Paid During the Year or Approved for Future Payment
Cambia Health Foundation
FEIN # 32-0200578

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					
Asante Health System 2650 Siskiyou Blvd Medford, OR 97504		501(c)(3)	Sojourns Pathway Implementation Grant	$	123,150
IHC Health Services, Inc , Dba Dixie Regional Medical Center 1380 East Medical Center Drive St George, UT 84790		501(c)(3)	Sojourns Pathway Implementation Grant	$	125,743
Providence Community Health Foundation 940 Royal Avenue, Suite 410 Medford, OR 97504		501(c)(3)	Sojourns Pathway Implementation Grant	$	127,873
Providence Health Care Foundation 914 S Scheuber Road Centralia, Jocelyn Wood 98531-9027		501(c)(3)	Sojourns Pathway Implementation Grant	$	96,529
Salem Hospital Foundation PO Box 14001 Salem, OR 97309		501(c)(3)	Sojourns Pathway Implementation Grant	$	125,000
St John Medical Center Foundation 1615 Delaware Street Longview, Melissa Harbour, Pro 98632		501(c)(3)	Sojourns Pathway Implementation Grant	$	142,350
St Charles Foundation for St Charles Health System 2500 NE Neff Rd Bend, Cora Gangware 97701		501(c)(3)	Sojourns Pathway Implementation Grant	$	113,743
St Joseph Regional Medical Center 415 6th Street Lewiston, ID 83501		501(c)(3)	Sojourns Pathway Implementation Grant	$	57,381
Doernbecher Children's Hospital Foundation 1121 SW Salmon Street, Suite 100 Portland, OR 97205		501(c)(3)	Sojourns Pathway Innovation Grant	$	97,718
Idaho End-of-Life Coalition, Inc P O Box 496 Boise, ID 83701		501(c)(3)	Sojourns Pathway Innovation Grant	$	139,642
Jefferson Regional Health Alliance-COHO 670 Superior Courts, Suite 108 Medford, OR 97504		501(c)(3)	Sojourns Pathway Innovation Grant	$	55,479
Jefferson Regional Health Alliance-COHO 670 Superior Courts, Suite 108 Medford, OR 97504		501(c)(3)	Sojourns Pathway Innovation Grant	$	36,986
Virginia Mason Medical Center 1218 Terry Avenue Seattle, WA 98101		501(c)(3)	Sojourns Pathway Innovation Grant	$	41,160
Choice Regional Health Network 1217 Fourth Ave E, STE 200 Olympia, WA 98506		501(c)(3)	Building Healthier Communities	$	50,000
University Of Utah-Department of Psychiatry 501 Chipeta Way Salt Lake City, UT 84108		501(c)(3)	Building Healthier Communities	$	75,000
Mercy Medical Center Foundation 2700 Nw Stewart Pkwy Roseburg, Oregon		501(c)(3)	Sojourns Pathway	$	125,000
University of Washington Palliative Care fund PO Box 358045 Seattle, WA 98195		501(c)(3)	Sojourns Pathway Palliative Care Fund	$	50,000
Doernbecker Children's Hospital Foundation 1121 S W Salmon Street, Suite 100 Portland, OR 97205		501(c)(3)	OHSU Doernbecker Bridger Palliative Care	$	50,000
Hospice and Palliative Care of Wood River Valley PO Box 4320 Ketchum, Idaho 83340		501(c)(3)	Sojourns Pathway	$	50,000
Jefferson Regional Health Alliance Choosing Options Honoring Options 670 Superior Courts Suite 108 Medford, OR 97504		501(c)(3)	Sojourns Pathway	$	50,000
2012 EGC match (Various)		501(c)(3)	Cambia Employee Giving Campa	$	90,843
				$	1,823,597

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				
Center to Advance Palliative Care (CAPC) New York, New York				$500,000
Doernbecker Children's Hospital Foundation 1121 S W Salmon Street, Suite 100 Portland, OR 97205		501(c)(3)	OHSU Doernbecker Bridger Palliative Care	$347,716
Famllias en Accion 2710 NE 14th Avenue Portlan, Oregon		501(c)(3)		$251,802
Idaho End-of-Life Coalition Inc PO Box 496 Boise, Idaho		501(c)(3)		$65,870
Lovejoy Hospice 939 SE 8th Street Grants Pass, Oregon 97526		501(c)(3)		$170,850
Providence Community Health Foundation Medford, Oregon		501(c)(3)	Palliative Care Implementation (	$76,705
Beckman Research Institute of City of Hope		501(c)(3)		$66,000
Various Cambia EGC		501(c)(3)	Cambia Employee Giving Campa	$519,526
				$ 1,998,469

Form 990-PF (2012)
ATTACHMENT A
The Cambia Health Foundation (EIN # 32-0200578)
Part I, Line 1 - Contributions, Gifts, Grants, etc , received

Name of Organization	Employer Identification Number		Amount
Regence BlueShield	91-0282080	$	3,601,025
Regence BlueCross BlueShield of Oregon	93-0238155		2,224,020
Regence BlueCross BlueShield of Utah	87-0200138		1,434,058
Regence BlueShield of Idaho	82-0206874		741,058
Total Contributions - - Part I, Line 1		$	8,000,161

Form 990-PF (2012)
ATTACHMENT B
The Cambia Health Foundation (EIN # 32-0200578)
Part I, Line 16c - Other Professional fees

Name of Individual or Organization	Type of Service Provided	Amount	Net Investment Income	Charitable Purposes
Cascade Web Development	Consulting	$ 20,793		$ 20,793
MicroEdge	Consulting	23,205		23,205
FTI Consulting (SC) Inc	Consulting	3,200		3,200
Dr Steven Pantilat	Consulting	2,681		2,681
Total Other Professional Fees - - Part I, Line 16c		$ 49,878	-	$ 49,878

Form 990-PF (2012)
ATTACHMENT C
The Cambia Health Foundation (EIN # 32-0200578)
Part I, Line 18 - Taxes

Description	Revenue and Expenses	Net Investment Income	Charitable Purposes
2012 Estimated Federal Tax accruals and payments	$ 23,682	$ 23,682	-
2012 Estimated Federal Tax accrual adjustments	(382)	(382)	-
Fees - Oregon Department of Justice	1,200		1,200
Total Taxes - - Part I, Line 18	$ 24,500	$ 23,300	$ 1,200

Form 990-PF (2012)
ATTACHMENT D
The Cambia Health Foundation (EIN # 32-0200578)
Part I, Line 23 - Other Expenses

Description	Revenue and Expenses	Net Investment Income	Charitable Purposes
Investment Fees	$ 97,619	$ 97,619	$ -
Bank Charges	2,090		2,090
Advertising	34,775		34,775
Event.	194,595		194,595
Sponsorships	324,710		324,710
Honorariums.	30,500		30,500
Postage	55		55
Miscellaneous	17,199		17,199
Total Other Expenses - - Part I, Line 23	$ 701,543	$ 97,619	$ 603,924

Form 990-PF (2012)
ATTACHMENT E
The Cambia Health Foundation (EIN # 32-0200578)
Part II, Line 10b - Investments - corporate stock

Description	Market Value	Listed at
Chevron Corp 166764100	67	Market value
Marathon Oil Corp 565849106	27	Market value
MFB NTGI QM COM DLY X-US EQ IND FD LDG 999F11809	10,102,368	Market value
MFB NTGI - QM COM DLY R3K Equity Index L 999F11817	9,647,014	Market value
Deferred tax	(39,639)	
	19,709,837	

Form 990-PF (2012)
ATTACHMENT F
The Cambia Health Foundation (EIN # 32-0200578)
Part II, Line 10c Investments - corporate bonds

Description	Market Value	Listed at
MFB NTGI - Common Daily Agg BD Index Indg 999F11791	39,027,310	Market value
Vanguard Tip Fund	7,416,795	Market value
	46,444,105	

Form 990-PF (2012)

ATTACHMENT G

The Cambia Health Foundation (EIN # 32-0200578)

Part III, Line 3 - increases not included in line 2

Description	Amount
Unrealized loss on securities	1,967,825
2012 tax accrual adjustment	13,760
Approved future grants	475,339
	$ 2,456,924