

e-FILING REPORT COVER SHEET

REPORT NAME: Compliance Report for UF 4271 Order # 11-433

COMPANY NAME: Avista Corp

DOES REPORT CONTAIN CONFIDENTIAL INFORMATION? No Yes

If yes, please submit only the cover letter electronically. Submit confidential information as directed OAR 860-001-0070 or the terms of an applicable protective order.

If known, please select designation: RE (Electric) RG (Gas) RW (Water)
 RO (Other)

Report is required by: OAR Enter Rule number; e.g., 860-039-0070
 Statute Enter Statute; e.g., ORS 757.135
 Order Enter Commission Order No.; e.g., 95-1335
 Other Enter reason; e.g., at Request of Lee Sparling

Is this report associated with a specific docket/case? No Yes
If Yes, enter docket number: UF 4271

Key words: compliance with the Commission's Order No. 11-433 under proceeding No. UF 4271 for the sale and issuance of shares of the Company's Common Stock under both a periodic offering plan and the Company's long-term incentive plan

If known, please select the PUC Section to which the report should be directed:

- Corporate Analysis and Water Regulation
- Economic and Policy Analysis
- Electric and Natural Gas Revenue Requirements
- Electric Rates and Planning
- Natural Gas Rates and Planning
- Utility Safety, Reliability & Security
- Administrative Hearings Division
- Consumer Services Section

PLEASE NOTE: Do NOT use this form or e-filing with the PUC Filing Center for:

- Annual Fee Statement form and payment remittance or
- OUS or RSPF Surcharge form or surcharge remittance or
- Any other Telecommunications Reporting or
- Any daily safety or safety incident reports or
- Accident reports required by ORS 654.715.

Avista Corp.

1411 East Mission PO Box 3727
Spokane, Washington 99220-3727
Telephone 509-489-0500
Toll Free 800-727-9170



April 30, 2013

Public Utility Commission of Oregon
550 Capitol St. N.E.
Salem OR 97310-1380

Attention: Ms. Vikie Bailey-Goggins, Administrator
Tariffs and Data Analysis
Utility Program

RE: UF 4271

We are submitting the following information in compliance with the Commission's Order No. 11-433 under proceeding No. UF 4271 for the sale and issuance of shares of the Company's Common Stock under both a periodic offering plan ("POP") and the Company's long-term incentive plan ("LTIP").

1. Report of Securities Issued
2. With regard to the disposition of the proceeds from the issuance of the Common Stock, the proceeds may have been used for the following purposes: (1) the Company's construction, facility improvement, and maintenance programs, (2) to retire or exchange one or more outstanding stock, bond, or note issuances, (3) to reimburse the treasury for funds previously expended, and (4) for such other purposes, as may be permitted by law. Shares of Common Stock issued under the LTIP, the proceeds, if any, are a secondary benefit. The primary benefit to the Applicant comes in the retention of its employees and other eligible participants in the LTIP.

Please do not hesitate to contact Damien Lysiak at (509) 495-2097 should you need any additional information or have any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "R. L. Krasselt", written over a horizontal line.

Ryan L. Krasselt
Assistant Treasurer and Director of Finance

Avista Corp.
 Report of Securities Issued
 From January 1, 2012 through December 31, 2012

Equity Programs:

Periodic Offering Program:

Through the POP from January 1, 2012 through December 31, 2012 the Company issued 931,000 shares. The following is the detail:

<i>Shares</i>	<i>Quarter</i>	<i>Price</i>	<i>Gross Proceeds</i>	<i>Sales Agents Fees</i>	<i>Legal, Accounting and other Fees</i>	<i>Net Proceeds</i>
931,000	Quarter 3 2012	25.71 ¹	23,941,000	239,000	264,000	23,438,000

Long Term Incentive Program:

Through the LTIP from January 1, 2012 through December 31, 2012 the Company awarded or issued shares. The following is the detail

Shares	Price*	Proceeds*
300,000	\$3.17	\$951,000

Shares granted under the LTIP to eligible participants can be granted as performance shares and restricted stock with a vesting period of three years as well as options. The shares are granted as performance shares and restricted stock and can be issued in whole or part by the Company at a \$0.00 value at the end of the vesting period. If these shares are not awarded to the participants the shares can be added back to the LTIP program.

* The price and proceeds include shares awarded at a \$0.00 and options that were exercised at an average strike price of \$10.63.

¹ This is the weighted average price of shares sold through the POP in the 3rd quarter of 2012.

Exhibit A – Legal Fees:

During 2012, we incurred the following legal fees for the LTIP and the POP:

Program: LTIP

Firm and description:	Amount
Dewey LeBoeuf LLP (“Dewey”) – Legal fees associated with the preparation and filing of the Form S-8 with the Securities and Exchange Commission:	\$20,342

Program: POP

Firm and description:	Amount
Dewey: Legal fees associated with the negotiation of the Sales Agency Agreement and due diligence:	\$57,256
Pillsbury Winthrop (Took over work after Dewey firm folded): Legal fees associated with the negotiation of the Sales Agency Agreement and due diligence:	\$92,604
Latham and Watkins: Underwriters fees associated with the Sales Agency Agreement and due diligence:	\$88,872

DEWEY & LEBOEUF

Dewey & LeBoeuf LLP
1301 Avenue of the Americas
New York, NY 10019-6092
tel +1 212 259 8000
fax +1 212 259 6333

PRIVILEGED AND CONFIDENTIAL

Employer Identification No. 13-5608594

Avista Corporation
1411 East Mission Avenue
Spokane WA 99202

Invoice Number 646213
Invoice Date 02/24/12
Client Number 779483

For Professional Services Rendered Through **January 31, 2012:**

672874	Employee Benefit Plans	7.75	\$5,287.50	\$793.13	\$4,494.37	\$0.00	\$4,494.37
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703372

Dewey & LeBoeuf LLP
1301 Avenue of the Americas
New York, NY 10019-6092
tel +1 212 259 8000
fax +1 212 259 6333

PRIVILEGED AND CONFIDENTIAL

Employer Identification No. 13-5608594

Avista Corporation
1411 East Mission Avenue
Spokane WA 99202

Invoice Number 644251
Invoice Date 01/23/12
Client Number 779483

For Professional Services Rendered Through December 31, 2011:

672874	Employee Benefit Plans	24.25	\$18,643.75	\$2,796.56	\$15,847.19	\$0.80	\$15,847.99
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691328

25177-416200

DEWEY & LeBOEUF

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1301 Avenue of the Americas
New York, NY 10019-6092
tel +1 212 259 8000
fax +1 212 259 6333

PRIVILEGED AND CONFIDENTIAL

Employer Identification No. 13-5008594

Avista Corporation
1411 East Mission Avenue
Spokane WA 99202

Invoice Number 648395
Invoice Date 03/09/12
Client Number 779483

For Professional Services Rendered Through February 29, 2012:

SUMMARY STATEMENT

Matter #	Matter Name	Hours	Gross Fees	Discount	Net Fees	Expenses	Total
672866	Common Stock Financing	1.75	\$1,430.00	\$107.25	\$1,322.75	\$0.00	\$1,322.75

703371

25177-416200

Dewey & LeBoeuf LLP
1301 Avenue of the Americas
New York, NY 10019-6092
tel +1 212 259 8000
fax +1 212 259 6333

PRIVILEGED AND CONFIDENTIAL

Employer Identification No. 13-880894

Avista Corporation
1411 East Mission Avenue
Spokane WA 99202

Invoice Number 644251
Invoice Date 01/23/12
Client Number 779483

For Professional Services Rendered Through December 31, 2011:

SUMMARY STATEMENT

672866	Common Stock Financing	35.25	\$23,881.25	\$1,791.09	\$22,090.16	\$0.00	\$22,090.16
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25177-416200

DEWEY & LeBOEUF

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1301 Avenue of the Americas
New York, NY 10019-6092
tel +1 212 259 8000
fax +1 212 259 6333

PRIVILEGED AND CONFIDENTIAL

Employer Identification No. 13-5608564

Avista Corporation
1411 East Mission Avenue
Spokane WA 99202

Invoice Number 651468
Invoice Date 04/10/12
Client Number 779483

For Professional Services Rendered Through April 10, 2012:

SUMMARY STATEMENT

Matter #	Matter Name	Hours	Gross Fees	Discount	Net Fees	Expenses	Total
672866	Common Stock Financing	3.75	\$2,400.00	\$180.00	\$2,220.00	\$0.00	\$2,220.00

25177-416200

DEWEY & LeBOEUF

Dewey & LeBoeuf LLP
1301 Avenue of the Americas
New York, NY 10019-6092
tel +1 212 259 8000
fax +1 212 259 6333

PRIVILEGED AND CONFIDENTIAL

Avista Corporation
1411 East Mission Avenue
Spokane WA 99202

Employer Identification No. 13-5808594

Invoice Number 646213
Invoice Date 02/24/12
Client Number 779483

For Professional Services Rendered Through January 31, 2012:

SUMMARY STATEMENT

Matter #	Matter Name	Hours	Gross Fees	Discount	Net Fees	Expenses	Total
672866	Common Stock Financing	41.75	\$34,187.50	\$2,564.06	\$31,623.44	\$0.00	\$31,623.44

INVOICE APPROVAL SUMMARY PAGE

Invoice Information

Firm/Vendor: Pillsbury
 Office: New York
 Invoice Number: 7775615
 Date of Invoice: 07/18/2012
 Billing Period: 05/31/2012 - 06/26/2012
 Date Posted: 07/26/2012
 Invoice Description/Comment: Common Stock Financing

Amount Approved

Approved Total **\$6,210.26**
 Invoice Currency: USD
 Date Approved: 08/06/2012
 Final Approver: Marian Durkin
 Approved Fees \$6,209.06
 Approved Expenses \$1.20
 Comments to AP:

Accounting Code Allocations

Cost Center GL Account Other AP Amount Percentage Comment

Vendor Address & Tax Information in Serengeti Tracker

Pillsbury **Winthrop**
 1540 Broadway
 New York, New York 10036-4039

Tel: 212-858-1000
 Fax: 212-858-1500

Remittance Address

Wire Address Information
 Bank of America
 315 Montgomery, 13th FL, San Francisco, CA 94105
 ABA # 026009593
 S.W.I.F.T. Code BOFAUS6S
 For the account of Pillsbury Winthrop Shaw Pittman LLP
 Account # 14993-05201, California 94105

Vendor Tax ID: 94-1311126
 VAT ID: --
 GST ID: --
 HST ID: --
 PST ID: --

Amount Billed

Billed Total **\$6,210.26**
 Invoice Currency: USD
 Billed Fees \$6,209.06
 Billed Expenses \$1.20

Approval History

<u>User</u>	<u>Action</u>	<u>Date</u>	<u>Amount</u>	<u>Comment</u>
Andrew Bryant	Posted	07/26/2012	\$6,210.26	
Rae An Cornell	Approved	07/27/2012	\$6,210.26	
Damien Lysiak	Approved	07/30/2012	\$6,210.26	
Ryan Krasselt	Approved	08/03/2012	\$6,210.26	

739409

INVOICE

Invoice Information

Firm/Vendor: Pillsbury
Office: New York
Invoice Number: 7780082
Date of Invoice: 08/16/2012
Billing Period: 07/03/2012 - 07/31/2012
Date Posted: 08/09/2012
Invoice Description/Comment: Common Stock Financing

Amount Approved

Approved Total \$53,689.97
Invoice Currency: USD
Date Approved: 08/22/2012
Final Approver: Marian Durkin
Approved Fees \$52,806.96
Approved Expenses \$883.01
Comments to AP:

Accounting Code Allocations

Cost Center GL Account Other AP Amount Percentage Comment

Vendor Address & Tax Information in Serengeti Tracker

Pillsbury
1340 Broadway
New York, New York 10036-4039

Tel: 212-858-1000
Fax: 212-858-1500

Remittance Address

Wire Address Information

Bank of America
315 Montgomery, 13th Fl., San Francisco, CA 94105
ABA # 026009593
S.W.I.F.T. Code BOFAUS66
For the account of Pillsbury Winthrop Shaw Pittman LLP
Account # 14993-05201, California 94105

Vendor Tax ID: 94-1311126

VAT ID: -

GST ID: -

HST ID: -

INVOICE

Invoice Information

Form/Vendor:	Pillsbury
Office:	New York
Invoice Number:	7786271
Date of Invoice:	09/14/2012
Billing Period:	08/01/2012 - 08/27/2012
Date Posted:	09/14/2012
Invoice Description/Comment:	Common Stock Financing

Amount Approved

Approved Total	\$32,703.59
Invoice Currency:	USD
Date Approved:	10/01/2012
Final Approver:	Marian Durkin
Approved Fees	\$29,218.67
Approved Expenses	\$3,484.92
Comments to AP:	

Accounting Code Allocations

Cost Center	GL Account	Other AP	Amount	Percentage	Comment
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Vendor Address & Tax Information in Serengeti Tracker

Pillsbury
1540 Broadway
New York, New York 10036-4039

Tel: 212-858-1000
Fax: 212-858-1500

Remittance Address

Wire Address Information
Bank of America
315 Montgomery, 13th Fl., San Francisco, CA 94105
ABA # 026009593
S.W.I.F.T. Code BOFAUS66
For the account of Pillsbury Winthrop Shaw Pittman LLP
Account # 14993-05201, California 94105

Vendor Tax ID: 94-1311126

V.A.T ID: -

GST ID: -

HST ID: -

22119-MAIN

355 South Grand Avenue
Los Angeles, California 90071-1560
Tel: +1.213.485.1234 Fax: +1.213.891.8763
www.lw.com

LATHAM & WATKINS LLP

INVOICE DATE

✱ August 31, 2012

AVISTA CORPORATION
1411 E. MISSION AVENUE
SPOKANE, WA 99202-2000
ATTN: MS. MARIAN DURKIN

Tax Identification No: 95-2018373

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:

Bank: Citibank, Delaware
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209 ✓
SWIFT: CITIUS33

CHECKS:

Latham & Watkins LLP
P.O. Box 894256
Los Angeles, CA ✓
90189-4256

Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003** ✓

✱ Please identify your check or wire transfer with the following numbers
Invoice No. 120113272
File No. 031216-0003 ✓

For professional services rendered through August 31, 2012

re: AVISTA CORPORATION

For professional services rendered through August 31, 2012 in connection with representation of BNY Mellon Capital Markets and UBS Investment Bank in the amendment to the company's periodic offering program to, among other things, add representatives, and the negotiation and comment of the Sales Agreement, participation in due diligence, and the preparation and review of related documentation

\$88,872.00

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