



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

OMB No 1545-0052

2009

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

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 changeUse the IRS
label.Otherwise,
print
or type.See Specific
Instructions.

Name of foundation

PACIFIC LIFE FOUNDATION

A Employer identification number

95-3433806

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

700 NEWPORT CENTER DRIVE

Room/suite

B Telephone number (see page 10 of the instructions)

949-219-7081

City or town, state, and ZIP code

NEWPORT BEACH, CA 92660

C If exemption application is
pending, check here ☐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 ☐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) \$ 54,080,227

J Accounting method ☐ Cash ☒ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

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)

1 Contributions, gifts, grants, etc., received (attach schedule)

69,610

2 Check ☐ if the foundation is not required to
attach Sch. B.

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

1,223,320

1,223,320

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all
assets on line 6a 59,713,710

3,729,963

7 Capital gain net income (from Part IV, line 2)

3,729,963

8 Net short-term capital gain

9 Income modifications

62,735

10a Gross sales less returns
and allowances

b Less Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

5,022,893

4,953,283

62,735

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)

17 Interest

90,976

18 Taxes (attach schedule) (see page 14 of the instructions)

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

10,512

9,946

566

24 Total operating and administrative expenses.

Add lines 13 through 23

101,488

9,946

566

25 Contributions, gifts, grants paid

5,365,210

5,360,345

26 Total expenses and disbursements. Add lines 24 and 25

5,466,698

9,946

5,360,911

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-443,805

b Net investment income (if negative, enter -0-)

4,943,337

c Adjusted net income (if negative, enter -0-)

62,735

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

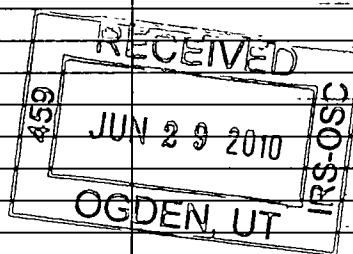
JSA

Form 990-PF (2009)

SCANNED JUL 01 2010

Revenue

Operating and Administrative Expenses



| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | | Beginning of year | End of year | |
|-----------------------------|--|--|----------------|-----------------------|-------------|--------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | | |
| Assets | 1 | Cash - non-interest-bearing | | 43,925 | 37,183 | 37,183 |
| | 2 | Savings and temporary cash investments | | | | |
| | 3 | Accounts receivable <input type="checkbox"/> FED EXCISE REC & DEFF TAX Less: allowance for doubtful accounts <input type="checkbox"/> | 23,106 | 0 | 0 | |
| | 4 | Pledges receivable <input type="checkbox"/> Less: allowance for doubtful accounts <input type="checkbox"/> | | | | |
| | 5 | Grants receivable | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions) | | | | |
| | 7 | Other notes and loans receivable (attach schedule) <input type="checkbox"/> Less: allowance for doubtful accounts <input type="checkbox"/> | | | | |
| | 8 | Inventories for sale or use | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | |
| | 10 a | Investments - U.S. and state government obligations (attach schedule) | | | | |
| | b | Investments - corporate stock (attach schedule) | | | | |
| | c | Investments - corporate bonds (attach schedule) | | | | |
| | 11 | Investments - land, buildings, and equipment basis <input type="checkbox"/> Less: accumulated depreciation <input type="checkbox"/> (attach schedule) | | | | |
| | 12 | Investments - mortgage loans | | | | |
| | 13 | Investments - other (attach schedule) | 49,713,033 | 54,043,044 | 54,043,044 | |
| | 14 | Land, buildings, and equipment basis <input type="checkbox"/> Less: accumulated depreciation <input type="checkbox"/> (attach schedule) | | | | |
| 15 | Other assets (describe <input type="checkbox"/>) | | | | | |
| 16 | Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | 49,780,064 | 54,080,227 | 54,080,227 | | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | | |
| | 18 | Grants payable | 2,264,400 | 2,332,000 | | |
| | 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 <input type="checkbox"/> FED EXCISE TAX PAY) | 0 | 71,718 | | |
| 23 | Total liabilities (add lines 17 through 22) | 2,264,400 | 2,403,718 | | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | | |
| | 24 | Unrestricted | 47,515,664 | 51,676,509 | | |
| | 25 | Temporarily restricted | | | | |
| | 26 | Permanently restricted | | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/> | | | | | |
| | 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) | 47,515,664 | 51,676,509 | | | |
| 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 49,780,064 | 54,080,227 | | | |

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 | 47,515,664 |
| 2 | Enter amount from Part I, line 27a | 2 | -443,805 |
| 3 | Other increases not included in line 2 (itemize) <input type="checkbox"/> UNREALIZED GAIN/(LOSS) STATEMENT 1 | 3 | 4,604,650 |
| 4 | Add lines 1, 2, and 3 | 4 | 51,676,509 |
| 5 | Decreases not included in line 2 (itemize) <input type="checkbox"/> | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 51,676,509 |

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 | | | | | |
| b SEE STATEMENT 2 | | | | | |
| c CAPITAL GAIN DISTRIBUTION | | | | | |
| 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 | | | | | |
| b | | SEE STATEMENT 2 | 3,729,963 | | |
| c | | CAPITAL GAIN DISTRIBUTION | 0 | | |
| d | | | | | |
| e | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | | |
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | | | |
| a | | | | | |
| b | | | 1 | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 2 Capital gain net income or (net capital loss) | | | 2 | 3,729,963 | |
| <div style="display: flex; align-items: center;"> <div style="margin-right: 10px;"> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } </div> </div> | | | | | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): | | | 3 | | |
| <div style="display: flex; align-items: center;"> <div style="margin-right: 10px;"> { 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. } </div> </div> | | | | | |

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 | 5,172,088 | 61,565,917 | 0.0840 |
| 2007 | 4,536,785 | 63,010,561 | 0.0720 |
| 2006 | 3,338,788 | 52,163,106 | 0.0640 |
| 2005 | 4,318,144 | 44,678,892 | 0.0966 |
| 2004 | 2,861,974 | 34,271,449 | 0.0835 |
| 2 Total of line 1, column (d) | | | 0.4001 |
| 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 | | | 0.0800 |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | | | 48,885,102 |
| 5 Multiply line 4 by line 3 | | | 3,910,808 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 49,433 |
| 7 Add lines 5 and 6 | | | 3,960,241 |
| 8 Enter qualifying distributions from Part XII, line 4 | | | 5,360,911 |

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)

| | | | |
|--|-------------|----|---------|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions) | | 1 | 49,433 |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | | | |
| 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 | 49,433 |
| 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 | 49,433 |
| 6 Credits/Payments. | | | |
| a 2009 estimated tax payments and 2008 overpayment credited to 2009 | 6 a 373,100 | | |
| b Exempt foreign organizations-tax withheld at source | 6 b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6 c | | |
| d Backup withholding erroneously withheld | 6 d | | |
| 7 Total credits and payments. Add lines 6a through 6d | | 7 | 373,100 |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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 | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | | 10 | 323,667 |
| 11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 12,000 Refunded <input type="checkbox"/> | | 11 | 311,667 |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|----|
| 1 a 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? | 1 a | 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)? 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 | 1 b | X |
| c Did the foundation file Form 1120-POL for this year? | 1 c | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ (2) On foundation managers <input type="checkbox"/> \$ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ | | |
| 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 |
| 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | 4 a | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | 4 b | |
| 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 |
| 8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> CALIFORNIA | | |
| 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 | 8 b | 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)

| | | | | |
|--|---|----|---|---|
| 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 <input type="text"/> WWW.PACIFICLIFE.COM | | | | |
| 14 | The books are in care of <input type="text"/> PACIFIC LIFE INSURANCE COMPANY Telephone no. <input type="text"/> 949-219-3011 | | | |
| | Located at <input type="text"/> 700 NEWPORT CENTER DRIVE, NEWPORT BEACH CA ZIP + 4 <input type="text"/> 92660 | | | |
| 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 <input type="text"/> 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.

| | 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> | 1b | X |
| 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 | 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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="text"/> | | |
| 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 | X |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="text"/> | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 | |
| 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 |

Form 990-PF (2009)

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**

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**

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 STATEMENT 3 | | NONE | NONE | NONE |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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 | NONE | NONE |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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 | | 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 N/A | |
| 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 N/A | |
| 2 | |
| All other program-related investments. See page 24 of the instructions. | |
| 3 N/A | |
| Total. Add lines 1 through 3 ▶ | |

Form 990-PF (2009)

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 | 49,409,167 |
| b | Average of monthly cash balances | 1b | 220,378 |
| c | Fair market value of all other assets (see page 24 of the instructions) | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 49,629,545 |
| 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 | |
| 3 | Subtract line 2 from line 1d | 3 | 49,629,545 |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | 4 | 744,443 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 48,885,102 |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 2,444,255 |

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 | 2,444,255 |
| 2a | Tax on investment income for 2009 from Part VI, line 5 | 2a | 49,433 |
| b | Income tax for 2009. (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 49,433 |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 2,394,822 |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 62,735 |
| 5 | Add lines 3 and 4 | 5 | 2,457,557 |
| 6 | Deduction from distributable amount (see page 25 of the instructions) | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 2,457,557 |

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 | 5,360,911 |
| 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 | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 5,360,911 |
| 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 | 49,443 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 5,311,468 |

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 | | | | 2,457,557 |
| 2 Undistributed income, if any, as of the end of 2009 | | | | |
| a Enter amount for 2008 only | | | | |
| b Total for prior years 20____, 20____, 20____ | | | | |
| 3 Excess distributions carryover, if any, to 2009: | | | | |
| a From 2004 | 1,177,796 | | | |
| b From 2005 | 2,133,826 | | | |
| c From 2006 | 819,189 | | | |
| d From 2007 | 1,415,093 | | | |
| e From 2008 | 2,024,346 | | | |
| f Total of lines 3a through e | 7,570,250 | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 5,360,911 | | | | |
| a Applied to 2008, but not more than line 2a . . . | | | | |
| 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) | 2,840,629 | | | |
| d Applied to 2009 distributable amount | | | | 2,394,812 |
| 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 | 10,410,879 | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | | | |
| 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 page 27 of the instructions | | | | |
| e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions | | | | |
| f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010. | | | | 62,745 |
| 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 | 10,410,879 | | | |
| 10 Analysis of line 9. | | | | |
| a Excess from 2005 | 2,133,826 | | | |
| b Excess from 2006 | 819,189 | | | |
| c Excess from 2007 | 1,415,093 | | | |
| d Excess from 2008 | 2,024,346 | | | |
| e Excess from 2009 | 2,840,629 | | | |

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 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

PLEASE SEE STATEMENT 4

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

PLEASE SEE STATEMENT 4

c Any submission deadlines:

PLEASE SEE STATEMENT 4

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

PLEASE SEE STATEMENT 4

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| <div>Recipient</div> <div>Name and address (home or business)</div> | 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 <i>Paid during the year</i> SEE STATEMENT 5 | | | | 5,360,345 |
| Total. ► 3a | | | | 5,360,345 |
| b <i>Approved for future payment</i> SEE STATEMENT 6 | | | | 2,332,000 |
| Total. ► 3b | | | | 2,332,000 |

Enter gross amounts unless otherwise indicated

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

| | |
|---------------|--|
| 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 29 of the instructions.) |
|---------------|--|

JSA
9E1492 1 000

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

[illegible]

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

b If "Yes," complete the following schedule

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

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.

Sign Here

Signature of officer or trustee

6-22-10
Date

C.F.O.
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

FIN ►

Phone no.

Schedule of Contributors

OMB No 1545-0047

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

2009

Name of the organization

Employer identification number

PACIFIC LIFE FOUNDATION

95-3433806

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, 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 PACIFIC LIFE FOUNDATION | Employer identification number 95-3433806 |
|---|--|

Part I Contributors (see instructions)

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|------------|--|--------------------------------|---|
| 1 | PACIFIC LIFE INSURANCE COMPANY 700 NEWPORT CENTER DRIVE NEWPORT CENTER DRIVE CA 92660-6397 | \$ 69,610.00 | Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |

PACIFIC LIFE FOUNDATION
(95-3433806)
STATEMENT OF INVESTMENTS
12/31/2009

| DESCRIPTION | BOOK VALUE \$ 12/31/07 | MARKET VALUE \$ 12/31/07 | COST \$ 12/31/07 | 2007 UNREALIZED GAIN/(LOSS) | CHANGE IN NET UNREALIZED GAIN/(LOSS) | BOOK VALUE \$ 12/31/08 | MARKET VALUE \$ 12/31/08 | COST \$ 12/31/08 | 2008 UNREALIZED GAIN/(LOSS) | CHANGE IN NET UNREALIZED GAIN/(LOSS) |
|---|---------------------------|-----------------------------|---------------------|--------------------------------|---|---------------------------|-----------------------------|---------------------|--------------------------------|---|
| ALLIANZ CAPITAL APPRECIATION | 1,861,319 | 1,861,319 | 1,732,547 | 128,772 | 525 | - | - | - | - | (128,772) |
| ALLIANZ LARGE CAP GROWTH | 1,844,193 | 1,844,193 | 1,745,549 | 98,644 | (35,700) | - | - | - | - | (98,644) |
| ALLIANZ MID-CAP GROWTH | - | - | - | - | - | - | - | - | - | - |
| ALLIANZ OPPORTUNITY | 1,440,187 | 1,440,187 | 1,200,615 | 239,572 | (181,434) | - | - | - | - | (239,572) |
| ALLIANZ FLEX CAP VALUE | 3,570,849 | 3,570,849 | 4,388,084 | (817,235) | (1,298,579) | - | - | - | - | 880,215 |
| ALLIANZ MACH MID CAP GROWTH CL I | 8,576,585 | 8,576,585 | 8,858,849 | (282,264) | (282,264) | - | - | - | - | 382,064 |
| ALLIANZ NF LARGE CAP VAL CL I | 2,262,089 | 2,262,089 | 2,419,422 | (157,333) | (87,333) | - | - | - | - | 87,333 |
| DFA INTERNATIONAL VALUE | 2,222,821 | 2,222,821 | 1,879,472 | 343,349 | (210,473) | - | - | - | - | (343,349) |
| HOTCHKISS WILEY LARGE CAP VALUE | - | - | - | - | (168,443) | - | - | - | - | - |
| NICHOLAS APPELATE INTERN GROWTH | - | - | - | - | - | - | - | - | - | - |
| NICHOLAS APPELATE SMALL CAP VALUE | - | - | - | - | (193,510) | - | - | - | - | - |
| NICHOLAS APPELATE US SYSTEMATIC SMID | - | - | - | - | (62,426) | - | - | - | - | - |
| NICHOLAS APPELATE INTL SYSTEMATIC CL II | 2,769,577 | 2,769,577 | 2,890,883 | (120,306) | (114,695) | - | - | - | - | 100,268 |
| PMCO ALL ASSET | 3,383,021 | 3,383,021 | 3,460,878 | (107,857) | 24,707 | - | - | - | - | 107,857 |
| PMCO EMERGING MARKETS BOND | 317,890 | 317,890 | 321,898 | (4,008) | (11,695) | - | - | - | - | 4,095 |
| PMCO HIGH YIELD | - | - | - | - | - | - | - | - | - | - |
| PMCO STOCKS PLUS | 5,885,654 | 5,885,654 | 5,294,870 | 590,784 | (60,772) | - | - | - | - | (590,784) |
| PMCO TOTAL RETURN | 20,450,541 | 20,450,541 | 20,407,592 | 42,949 | 773,438 | - | - | - | - | (42,949) |
| PMCO FOREIGN FUND | 2,804,201 | 2,804,201 | 2,855,775 | (51,574) | 28,738 | - | - | - | - | 51,574 |
| PMCO STOCKS PLUS TOTAL RETURN | 8,127,184 | 8,127,184 | 9,811,168 | (1,683,979) | (378,171) | - | - | - | - | 763,078 |
| RENAISSANCE PEI | - | - | - | - | - | - | - | - | - | - |
| TARGET PEI | - | - | - | - | - | - | - | - | - | - |
| VANGUARD TOTAL BOND FUND | - | - | - | - | - | 3,381,873 | 3,381,873 | 3,150,698 | 230,984 | 230,984 |
| VANGUARD STAR FUND | - | - | - | - | - | 42,331,361 | 42,331,361 | 43,078,138 | (746,777) | (746,777) |
| VANGUARD FTSE ALL WORLD | - | - | - | - | - | - | - | - | - | - |
| VANGUARD REIT INDEX FUND | - | - | - | - | - | - | - | - | - | - |
| VANGUARD SIX MNT INDEX | - | - | - | - | - | - | - | - | - | - |
| | 69,824,071 | 69,824,075 | 70,578,230 | (752,163) | (2,370,477) | 49,713,034 | 49,713,034 | 50,228,827 | (515,793) | 238,370 |

* INVESTMENT WAS SOLD IN 2008 AND FUNDS WERE TRANSFERRED TO VANGUARD FUNDS

* INVESTMENT WAS SOLD IN 2008 AND FUNDS WERE TRANSFERRED TO OTHER VANGUARD FUNDS

PL Foundation - Investment Transactions Report
01/01/2009 - 12/31/2009

| <u>Account</u> | <u>Security</u> | <u>Type</u> | <u>Trade Date</u> | <u>Shares</u> | <u>Price</u> | <u>Proceeds</u> | <u>Cost</u> | <u>Net Realiz. Gain/Loss</u> |
|---|-----------------|-------------|-------------------|----------------------|--------------|------------------------|--------------------|------------------------------|
| INDX | | | | | | | | |
| VANGUARD TOTL BD MKT VANGUARD TOTL BD MKT INDX INST | | BUY | 05/20/2009 | 1,426,178.782 | 10.18 | 14,518,500.00 | | 0.00 |
| INDX | | | | | | | | |
| VANGUARD TOTL BD MKT VANGUARD TOTL BD MKT INDX INST | | BUY | 05/29/2009 | 4,357.052 | 10.15 | 44,224.08 | | 0.00 |
| INDX | | | | | | | | |
| VANGUARD TOTL BD MKT VANGUARD TOTL BD MKT INDX INST | | BUY | 06/30/2009 | 7,494.548 | 10.17 | 76,219.55 | | 0.00 |
| INDX | | | | | | | | |
| VANGUARD TOTL BD MKT VANGUARD TOTL BD MKT INDX INST | | BUY | 07/31/2009 | 7,586.100 | 10.28 | 77,985.11 | | 0.00 |
| INDX | | | | | | | | |
| VANGUARD TOTL BD MKT VANGUARD TOTL BD MKT INDX INST | | BUY | 08/31/2009 | 7,374.519 | 10.35 | 76,326.27 | | 0.00 |
| INDX | | | | | | | | |
| VANGUARD TOTL BD MKT VANGUARD TOTL BD MKT INDX INST | | BUY | 09/30/2009 | 7,056.966 | 10.44 | 73,674.73 | | 0.00 |
| INDX | | | | | | | | |
| VANGUARD TOTL BD MKT VANGUARD TOTL BD MKT INDX INST | | BUY | 10/30/2009 | 7,094.030 | 10.45 | 74,132.61 | | 0.00 |
| INDX | | | | | | | | |
| VANGUARD TOTL BD MKT VANGUARD TOTL BD MKT INDX INST | | BUY | 11/30/2009 | 6,860.010 | 10.56 | 72,441.71 | | 0.00 |
| INDX | | | | | | | | |
| VANGUARD TOTL BD MKT VANGUARD TOTL BD MKT INDX INST | | BUY | 12/31/2009 | 7,202.977 | 10.35 | 74,550.81 | | 0.00 |
| INDX | | | | | | | | |
| BUY Total | | | | 1,491,857.053 | | 16,195,266.72 | 0.00 | 0.00 |
| VANGUARD TOTL BD MKT VANGUARD TOTL BD MKT INDX INST | | SELL | 01/20/2009 | -44,160.942 | 10.19 | -450,000.00 | -435,491.15 | 14,508.85 |
| INDX | | | | | | | | |
| VANGUARD TOTL BD MKT VANGUARD TOTL BD MKT INDX INST | | SELL | 11/30/2009 | -1,234.228 | 10.56 | -13,033.45 | -12,442.90 | 590.55 |
| INDX | | | | | | | | |
| SELL Total | | | | -45,395.170 | | -463,033.45 | -447,934.05 | 15,099.40 |
| Buy Subtotal | | | | | | 56,709,107.41 | | 0.00 |
| Sell Subtotal | | | | | | (59,713,667.01) | | 3,729,905.80 |
| Grand Total | | | | | | -4,004,559.60 | | 3,729,905.80 |

PACIFIC LIFE FOUNDATION PURSUANT TO TREAS. REG. 1.012(e), USES THE AVERAGE COST METHOD FOR DETERMINING GAIN OR LOSS ON SALES OF ITS MUTUAL FUND SHARES. THE FOUNDATION APPLIES THE SINGLE CATEGORY METHOD FOR DETERMINING DISPOSAL SHARE PRICE. SEE 1.1012-1(e)(6).

Sell Total 59,713,709.59 **Adj** 42.58 **14.09**
3,729,905.80
3,729,905.80

Sales Proceeds: 59,713,710
Cap. gain Distrib: 0
Total Sales Proc: 59,713,710

Final

PL Foundation - Investment Transactions Report 01/01/2009 - 12/31/2009

| <u>Account</u> | <u>Security</u> | <u>Type</u> | <u>Trade Date</u> | <u>Shares</u> | <u>Price</u> | <u>Proceeds</u> | <u>Cost</u> | <u>Net Realiz.</u> <u>Gain/Loss</u> |
|--------------------|----------------------------------|-------------------|-------------------|-----------------------|--------------|----------------------|----------------------|--|
| VANGUARD GROUP INC | VANGUARD FTSE ALL WORLD-INST | BUY | 12/01/2009 | 2,680.359 | 85.16 | 228,259.37 | | 0.00 |
| VANGUARD GROUP INC | VANGUARD FTSE ALL WORLD-INST | BUY | 12/01/2009 | 129,840.347 | 88.56 | 11,498,661.13 | | 0.00 |
| | | BUY Total | | 132,520.706 | | 11,726,920.50 | 0.00 | 0.00 |
| VANGUARD GROUP INC | VANGUARD PRIME MONEY MARKET FUND | BUY | 05/20/2009 | 527,497.050 | 1.00 | 527,497.05 | | 0.00 |
| VANGUARD GROUP INC | VANGUARD PRIME MONEY MARKET FUND | BUY | 05/29/2009 | 69.470 | 1.00 | 69.47 | | 0.00 |
| VANGUARD GROUP INC | VANGUARD PRIME MONEY MARKET FUND | BUY | 06/29/2009 | 149.330 | 1.00 | 149.33 | | 0.00 |
| VANGUARD GROUP INC | VANGUARD PRIME MONEY MARKET FUND | BUY | 07/13/2009 | 84.930 | 1.00 | 84.93 | | 0.00 |
| VANGUARD GROUP INC | VANGUARD PRIME MONEY MARKET FUND | BUY | 08/31/2009 | 58.020 | 1.00 | 58.02 | | 0.00 |
| VANGUARD GROUP INC | VANGUARD PRIME MONEY MARKET FUND | BUY | 09/30/2009 | 10.290 | 1.00 | 10.29 | | 0.00 |
| VANGUARD GROUP INC | VANGUARD PRIME MONEY MARKET FUND | BUY | 10/30/2009 | 4.160 | 1.00 | 4.16 | | 0.00 |
| VANGUARD GROUP INC | VANGUARD PRIME MONEY MARKET FUND | BUY | 11/04/2009 | 410,530.000 | 1.00 | 410,530.00 | | 0.00 |
| VANGUARD GROUP INC | VANGUARD PRIME MONEY MARKET FUND | BUY | 11/04/2009 | 89,470.000 | 1.00 | 89,470.00 | | 0.00 |
| VANGUARD GROUP INC | VANGUARD PRIME MONEY MARKET FUND | BUY | 11/30/2009 | 44.760 | 1.00 | 44.76 | | 0.00 |
| | | BUY Total | | 1,027,918.010 | | 1,027,918.01 | 0.00 | 0.00 |
| VANGUARD GROUP INC | VANGUARD PRIME MONEY MARKET FUND | SELL | 07/13/2009 | -200,000.000 | 1.00 | -200,000.00 | -200,000.00 | 0.00 |
| VANGUARD GROUP INC | VANGUARD PRIME MONEY MARKET FUND | SELL | 09/03/2009 | -300,000.000 | 1.00 | -300,000.00 | -300,000.00 | 0.00 |
| VANGUARD GROUP INC | VANGUARD PRIME MONEY MARKET FUND | SELL | 12/03/2009 | -527,918.010 | 1.00 | -527,918.01 | -527,918.01 | 0.00 |
| | | SELL Total | | -1,027,918.010 | | -1,027,918.01 | -1,027,918.01 | 0.00 |
| VANGUARD GROUP INC | VANGUARD REIT INDEX FUND-SIG | BUY | 05/20/2009 | 50,875.850 | 11.76 | 598,300.00 | | 0.00 |
| VANGUARD GROUP INC | VANGUARD REIT INDEX FUND-SIG | BUY | 06/23/2009 | 834.254 | 11.16 | 9,310.28 | | 0.00 |
| VANGUARD GROUP INC | VANGUARD REIT INDEX FUND-SIG | BUY | 09/01/2009 | 1,465.149 | 14.06 | 20,599.99 | | 0.00 |
| VANGUARD GROUP INC | VANGUARD REIT INDEX FUND-SIG | BUY | 09/01/2009 | 37,254.623 | 14.06 | 523,800.00 | | 0.00 |
| VANGUARD GROUP INC | VANGUARD REIT INDEX FUND-SIG | BUY | 09/23/2009 | 890.125 | 15.95 | 14,197.49 | | 0.00 |
| VANGUARD GROUP INC | VANGUARD REIT INDEX FUND-SIG | BUY | 12/01/2009 | 34,484.886 | 16.21 | 559,000.00 | | 0.00 |
| VANGUARD GROUP INC | VANGUARD REIT INDEX FUND-SIG | BUY | 12/01/2009 | 1,621.159 | 17.15 | 27,802.88 | | 0.00 |
| | | BUY Total | | 127,426.046 | | 1,753,010.64 | 0.00 | 0.00 |
| VANGUARD GROUP INC | VANGUARD TOTAL INTL STK INDX | BUY | 05/20/2009 | 813,996.599 | 11.76 | 9,572,600.00 | | 0.00 |
| VANGUARD GROUP INC | VANGUARD TOTAL INTL STK INDX | BUY Total | | 813,996.599 | | 9,572,600.00 | 0.00 | 0.00 |
| VANGUARD GROUP INC | VANGUARD TOTAL INTL STK INDX | SELL | 09/01/2009 | -1,548.872 | 13.30 | -20,600.00 | -18,214.73 | 2,385.27 |

PL Foundation - Investment Transactions Report

01/01/2009 - 12/31/2009

| <u>Account</u> | <u>Security</u> | <u>Type</u> | <u>Trade Date</u> | <u>Shares</u> | <u>Price</u> | <u>Proceeds</u> | <u>Cost</u> | <u>Net Realiz. Gain/Loss</u> |
|---|------------------------------|-------------------|-------------------|-----------------------|--------------|-----------------------|-----------------------|------------------------------|
| VANGUARD GROUP INC | VANGUARD TOTAL INTL STK INDX | SELL | 09/30/2009 | -13,426.573 | 14.30 | -191,999.99 | -157,896.50 | 34,103.49 |
| VANGUARD GROUP INC | VANGUARD TOTAL INTL STK INDX | SELL | 11/04/2009 | -28,849.613 | 14.23 | -410,529.99 | -339,271.45 | 71,258.54 |
| VANGUARD GROUP INC | VANGUARD TOTAL INTL STK INDX | SELL | 12/01/2009 | -770,171.541 | 14.93 | -11,498,661.11 | -9,057,217.32 | 2,441,443.79 |
| | | SELL Total | | -813,996.599 | | -12,121,791.09 | -9,572,600.00 | 2,549,191.09 |
| VANGUARD GROUP INC | VANGUARD TOTL STK MKT IND-IS | BUY | 05/20/2009 | 730,280.289 | 22.12 | 16,153,799.99 | | 0.00 |
| VANGUARD GROUP INC | VANGUARD TOTL STK MKT IND-IS | BUY | 06/23/2009 | 3,679.837 | 21.83 | 80,330.83 | | 0.00 |
| VANGUARD GROUP INC | VANGUARD TOTL STK MKT IND-IS | BUY | 09/23/2009 | 3,291.327 | 26.20 | 86,232.77 | | 0.00 |
| VANGUARD GROUP INC | VANGUARD TOTL STK MKT IND-IS | BUY | 12/21/2009 | 4,128.121 | 27.38 | 113,027.95 | | 0.00 |
| | | BUY Total | | 741,379.574 | | 16,433,391.54 | 0.00 | 0.00 |
| VANGUARD GROUP INC | VANGUARD TOTL STK MKT IND-IS | SELL | 09/01/2009 | -21,292.683 | 24.60 | -523,800.00 | -470,978.61 | 52,821.39 |
| VANGUARD GROUP INC | VANGUARD TOTL STK MKT IND-IS | SELL | 09/30/2009 | -9,885.057 | 26.10 | -257,993.35 | -218,828.35 | 39,165.00 |
| VANGUARD GROUP INC | VANGUARD TOTL STK MKT IND-IS | SELL | 11/04/2009 | -19,455.253 | 25.70 | -499,987.15 | -430,686.53 | 69,300.62 |
| VANGUARD GROUP INC | VANGUARD TOTL STK MKT IND-IS | SELL | 11/04/2009 | -3,481.323 | 25.70 | -89,467.70 | -77,067.05 | 12,400.65 |
| VANGUARD GROUP INC | VANGUARD TOTL STK MKT IND-IS | SELL | 12/01/2009 | -20,543.918 | 27.21 | -558,985.64 | -454,786.61 | 104,199.03 |
| VANGUARD GROUP INC | VANGUARD TOTL STK MKT IND-IS | SELL | 12/03/2009 | -9,252.406 | 27.02 | -249,993.58 | -204,823.18 | 45,170.40 |
| | | SELL Total | | -83,910.640 | | -2,180,237.42 | -1,857,170.33 | 323,067.09 |
| VANGUARD STAR FUND | VANGUARD STAR FUND | SELL | 01/20/2009 | -188,330.871 | 13.54 | -2,549,999.99 | -2,765,556.57 | -215,556.58 |
| VANGUARD STAR FUND | VANGUARD STAR FUND | SELL | 05/20/2009 | -1,071,917.717 | 15.07 | -16,153,800.00 | -15,740,643.44 | 413,156.56 |
| VANGUARD STAR FUND | VANGUARD STAR FUND | SELL | 05/20/2009 | -635,209.025 | 15.07 | -9,572,600.01 | -9,327,767.06 | 244,832.95 |
| VANGUARD STAR FUND | VANGUARD STAR FUND | SELL | 05/20/2009 | -35,003.122 | 15.07 | -527,497.05 | -514,005.56 | 13,491.49 |
| VANGUARD STAR FUND | VANGUARD STAR FUND | SELL | 05/20/2009 | -39,701.393 | 15.07 | -598,299.99 | -582,997.61 | 15,302.38 |
| VANGUARD STAR FUND | VANGUARD STAR FUND | SELL | 05/20/2009 | -963,404.114 | 15.07 | -14,518,500.00 | -14,147,168.58 | 371,331.42 |
| | | SELL Total | | -2,933,566.242 | | -43,920,697.04 | -43,078,138.82 | 842,558.22 |
| VANGUARD TOTL BD MKT VANGUARD TOTL BD MKT INDX INST | | BUY | 01/30/2009 | 2,832.439 | 10.07 | 28,522.66 | | 0.00 |
| VANGUARD TOTL BD MKT VANGUARD TOTL BD MKT INDX INST | | BUY | 02/27/2009 | 2,628.017 | 9.99 | 26,253.89 | | 0.00 |
| VANGUARD TOTL BD MKT VANGUARD TOTL BD MKT INDX INST | | BUY | 03/31/2009 | 2,650.658 | 10.10 | 26,771.65 | | 0.00 |
| VANGUARD TOTL BD MKT VANGUARD TOTL BD MKT INDX INST | | BUY | 04/30/2009 | 2,540.955 | 10.10 | 25,663.65 | | 0.00 |

PACIFIC LIFE FOUNDATION
LIST OF OFFICERS AND DIRECTORS
12/31/2009

| NAME | TITLE | COMPENSATION | Estimated Average Hrs per week | CONTACT ADDRESS |
|---------------------|--------------------------|--------------|--------------------------------------|---|
| JAMES T MORRIS | CHAIRMAN, DIRECTOR | NONE | 1 | PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660 |
| ROBERT G HASKELL | PRESIDENT, DIRECTOR | NONE | 2 | PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660 |
| MICHELE MYSZKA | VICE PRESIDENT, DIRECTOR | NONE | 9 | PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660 |
| MADELEINE AMAT | DIRECTOR | NONE | 0 | PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660 |
| SHARON A CHEEVER | DIRECTOR | NONE | 0 | PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660 |
| R STEPHEN HANNAHS | DIRECTOR | NONE | 0 | PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660 |
| MARK A KARPE | DIRECTOR | NONE | 0 | PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660 |
| DARCY L LEWIS | DIRECTOR | NONE | 0 | PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660 |
| JENNIFER L PORTNOFF | DIRECTOR | NONE | 0 | PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660 |
| ALICE P TERLECKY | DIRECTOR | NONE | 0 | PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660 |
| CHRISTINE A TUCKER | DIRECTOR | NONE | 0 | PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660 |
| TENNYSON OYLER | VICE PRESIDENT | NONE | 3 | PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660 |
| EDWARD R BYRD | CFO | NONE | 1 | PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660 |
| JOSEPH J TORTORELLI | GENERAL COUNSEL | NONE | 1 | PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92661 |
| AUDREY L MILFS | SECRETARY | NONE | 1 | PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92662 |
| BRENDA K HARDWIG | ASSISTANT SECREATRY | NONE | 9 | PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92663 |

27



**PACIFIC LIFE
FOUNDATION**

GRANT GUIDELINES & APPLICATION FORM

APPLICATION TIMELINE FOR A 2011 GRANT

- **July 15 – August 16, 2010** Mailed applications must be post-marked or hand-delivered by 8/16/2010
- **Early November 2010** Pledges to agencies announced
- **Late January 2011** Funding distributed

TYPES AND RANGES OF FUNDING General grants range from \$5,000 to \$10,000 for a one-year period of funding and are given to support programs, operating expenses, or collaborative programs with other agencies.

Capital grants (ranging from \$10,000 to \$100,000) may be paid out over multiple years. Capital grants are generally given to an agency with an organized campaign already under way to raise substantial funds (e.g., to finance a building or major renovation). **More than 50 percent of the campaign goal (excluding in-kind donations and anonymous gifts) must be pledged prior to consideration by the Foundation.** Agencies can reapply for a capital grant if their last Foundation capital grant payment was received in or before 2008.

GEOGRAPHIC CONSIDERATIONS Contributions are made primarily in areas with large concentrations of Pacific Life employees — generally, the greater Orange County, CA, area and other areas, such as Omaha, NE. Ideally, agencies should serve a large area, usually including more than one city or community. Some California statewide and national organizations also receive support.

LENGTH OF FUNDING PERIOD Agencies may reapply annually for funding; however, grants are made to any one agency for no more than three consecutive years. Support may again be requested after a two-year interim period. During the two-year interim period an agency may submit an application for a capital grant. Exceptions are made for agencies where a Pacific Life officer serves on the board of directors.

RESTRICTIONS Funding support is not provided for:

- Individuals;
- Political parties, candidates, or partisan political organizations;
- Labor organizations, fraternal organizations, athletic clubs, or social clubs;
- K-12 schools, school districts, or school foundations, except for those that qualify for the Foundation's "3T's of Education" program grants;
- Sectarian or denominational religious organizations, except for programs that are broadly promoted, available to anyone, and free of religious orientation;
- Fundraising events (e.g., membership drives, luncheons/dinners, or tournaments);
- Sports leagues or teams; or
- Advertising sponsorship or conference underwriting/sponsorship.

*The information below
must accompany the application.*

AGENCY/PROGRAM INFORMATION CHECKLIST

- ☐ If your agency received a 2010 grant from the Pacific Life Foundation, please include a brief summary of the outcome of the grant (not to exceed a half page)
- ☐ Brief description of the agency (not to exceed one page)
- ☐ Description of program/project to be funded, including a needs statement, objectives, and how it is promoted to the community (not to exceed two pages)
- ☐ Copy of agency's informational brochure (if available)
- ☐ List of corporate and foundation agency supporters (and their contribution amounts) from July 2009 through June 2010
- ☐ Roster of the agency's board of directors, advisory board members, and administrative staff
- ☐ Copy of the agency's federal nonprofit tax-exemption letter from the IRS, documenting 501(c)(3) status
- ☐ If requesting a capital grant, provide a list of corporate and foundation project supporters and their contribution amounts
- ☐ Videos, DVDs, CDs, notebooks, and/or binders are **not** included with the application

FINANCIAL INFORMATION CHECKLIST

- ☐ Line-item budget for program/project to be funded
- ☐ Agency's 2010 annual budget (revenues and expenditures)
- ☐ Agency's most recent audited financial statement (if none, please provide agency's most recent IRS Form 990)

If an agency meets the eligibility requirements for both a general and capital grant, it may submit both grant applications concurrently.

Faxed or e-mailed applications are not accepted.

PLEASE MAIL ONE COPY of the grant application form, including all required information, to:

Robert G. Haskell, President, Pacific Life Foundation
700 Newport Center Drive, Newport Beach, CA 92660-6397

For more information, call (949)219-3214
or visit the Pacific Life Foundation's Web site at
www.PacificLifeFoundation.com;
see specifically "Application Tips".

2011 PACIFIC LIFE FOUNDATION GRANT APPLICATION

Grant applications are accepted annually between July 15 and August 16.

Information on this application can be handwritten or typed. The application can also be filled out online and printed directly from the Foundation's Web site at www.PacificLifeFoundation.com.

Agency Name _____ Year Agency Established _____

Agency Address _____

City _____ State _____ Zip Code _____

Agency Phone # (_____) _____ Agency Fax # (_____) _____

Agency Web Site Address _____

Executive Director _____ E-Mail Address _____

Contact Person _____ Title _____

Phone # () _____ Ext _____ E-Mail Address _____

Program/Project Name _____ Check One ☐ Existing Program ☐ New Program for 2011

Total Program/Project Budget \$ _____ Program/Project Period _____

Grant Requested ☐ Program/Project (\$5,000 to \$10,000) ☐ Capital Project (\$10,000 to \$100,000)

☐ 50% of the capital goal has been pledged or received to date

Grant Amount Requested \$ _____ Number of People to Be Served by Program/Project in 2011 _____

List the geographic area (e.g., cities or counties) to be served by the program/project _____

List the funders ***committed only for this program/project*** (including \$ awarded) _____

List the funders *pending for only this program/project* (including \$ requested)_____

Provide a brief summary of **this program/project** (do not state "see enclosed") _____

Is the name of your agency as stated above different from the name that appears on the IRS tax-exempt letter being submitted?

☐ Yes ☐ No (If yes, why) _____

Please use figures from your most recent audited financial statement to provide the information requested below.
Do not leave any blank spaces or state "see enclosed."

A. Total Annual Income \$ _____ C. Net Assets, Unrestricted \$ _____

B. Total Annual Expenses \$ _____ D. Property & Equipment Assets \$ _____

E. Subtract Line D from Line C = \$ _____

| | | |
|---|---------|----|
| <i>Pacific Life Foundation</i> | | |
| SUPPLEMENTAL SCHEDULE OF CONTRIBUTIONS TO | | |
| NOT-FOR-PROFIT AGENCIES | | |
| CASH PAID FOR THE PERIOD ENDED DECEMBER 31, 2009 | | |
| | Paid | |
| 2-1-1 Orange County | 10,000 | G |
| ABC Unified School District/Cerritos Elementary School | 1,500 | E |
| ABC Unified School District/Patricia A Nixon Elementary School | 2,500 | E |
| ABC Unified School District/Stowers Elementary School | 1,500 | E |
| Acacia Adult Day Services | 10,000 | G |
| ACTION, AIDS Care Teams In Our Neighborhoods | 5,000 | G |
| AIDS Services Foundation Orange County | 10,000 | G |
| AIDS Services Foundation Orange County | 75,000 | EI |
| Algalita Marne Research Foundation | 7,500 | G |
| Alzheimer's Association, Orange County Chapter | 10,000 | G |
| Alzheimer's Family Services Center | 5,000 | G |
| American Cancer Society, Orange County Region | 10,000 | G |
| American Family Housing | 7,500 | G |
| American Red Cross, Orange County Chapter | 10,000 | G |
| Anaheim Interfaith Shelter | 7,500 | G |
| Angel Flight West, Inc | 5,000 | G |
| Anti-Defamation League, Orange County/Long Beach Region | 10,000 | G |
| Aquarium of the Pacific | 10,000 | G |
| Aquarium of the Pacific/Seafood of the Future Program | 147,000 | F |
| Anzozna Recreation Center for the Handicapped | 5,000 | G |
| Art & Creativity for Healing, Inc | 5,000 | G |
| Arthritis Foundation, Inc , Southern California Chapter | 5,000 | G |
| Arts & Services for Disabled, Inc | 5,000 | G |
| Arts Orange County | 10,000 | G |
| Asian American Senior Citizens Service Center | 5,000 | G |
| Assistance League of Capistrano Valley | 8,500 | G |
| Assistance League of Newport-Mesa | 10,000 | G |
| Assistance League of Orange, California, Inc | 8,000 | G |
| Assistance League of San Bernardino | 5,000 | G |
| Bedford County Public Schools/Jefferson Forest High School | 3,000 | E |
| Bellevue Public Schools/Bellevue East High School | 1,500 | E |
| Bethune Theatre/danse | 7,500 | E |
| Big Brothers Big Sisters of the Midlands | 10,000 | G |
| Big Brothers/Big Sisters of Orange County | 5,000 | G |
| Big Brothers/Big Sisters of Orange County | 2,500 | G |
| Bolsa Chica Conservancy | 10,000 | G |
| Boys & Girls Club of Stanton | 5,000 | G |
| Boys & Girls Club of the Harbor Area | 25,000 | G |
| Boys & Girls Club of the South Coast Area | 5,000 | G |
| Boys & Girls Clubs of Anaheim, Inc | 10,000 | G |
| Boys & Girls Clubs of Capistrano Valley | 7,500 | G |
| Boys & Girls Clubs of Long Beach | 5,000 | G |
| Breast Cancer Survivors | 5,000 | G |
| CA Premature Infant Health Coalition | 10,000 | G |
| Cal State Fullerton Philanthropic Foundation/Center for Insurance Studies | 25,000 | G |
| California Coalition for Children's Safety and Health/Mandated Reporters | 42,000 | F |
| California Coalition for Children's Safety and Health/Pool Safety | 14,000 | G |
| California State University, Fullerton/Center for Insurance Studies | 30,000 | G |
| Camp Fire USA, Orange County Council | 5,000 | G |
| Canine Support Teams, Inc | 5,000 | G |
| Canyon Acres Children and Family Services | 10,000 | G |
| Capistrano Unified School District /Aliso Viejo Middle School | 2,500 | E |
| Capistrano Unified School District /Canyon Vista Elementary School | 3,000 | E |
| Capistrano Unified School District /Don Juan Avila Middle School | 3,000 | E |
| Capistrano Unified School District/Aliso Niguel High School | 6,000 | E |
| Capistrano Unified School District/Bathgate Elementary School | 3,000 | E |
| Capistrano Unified School District/Capistrano Valley High School | 5,500 | E |
| Capistrano Unified School District/Castille Elementary School | 3,000 | E |
| Capistrano Unified School District/Chaparral Elementary School | 5,000 | E |
| Capistrano Unified School District/Dana Hills High School | 3,500 | E |

| | | |
|--|--------|----|
| <i>Pacific Life Foundation</i> | | |
| SUPPLEMENTAL SCHEDULE OF CONTRIBUTIONS TO | | |
| NOT-FOR-PROFIT AGENCIES | | |
| CASH PAID FOR THE PERIOD ENDED DECEMBER 31, 2009 | | |
| | Paid | |
| Capistrano Unified School District/Ladera Ranch Elementary School | 2,500 | E |
| Capistrano Unified School District/Ladera Ranch Middle School | 5,000 | E |
| Capistrano Unified School District/Laguna Niguel Elementary School | 4,000 | E |
| Capistrano Unified School District/Las Flores Middle School | 3,000 | E |
| Capistrano Unified School District/Newhart Middle School | 4,000 | E |
| Capistrano Unified School District/Niguel Hills Middle School | 2,500 | E |
| Capistrano Unified School District/Oak Grove Elementary School | 2,500 | E |
| Capistrano Unified School District/Tesoro High School | 4,500 | E |
| Care-A-Van, Inc | 10,000 | G |
| Casa Youth Shelter | 7,500 | G |
| Catholic Charities of the Archdiocese of Omaha | 10,000 | G |
| Centennial Heritage Museum | 5,000 | G |
| Chapters in Aging/Community Partners | 7,500 | G |
| Child Crisis Center - East Valley, Inc | 5,000 | G |
| Children Today | 5,000 | G |
| Children's Hospital of Los Angeles | 5,000 | G |
| Children's Maritime Foundation | 5,000 | G |
| Children's Nature Institute | 5,000 | G |
| Chinese Parents Association for the Disabled | 5,000 | G |
| CHOC Foundation for Children | 7,500 | G |
| City Help, Inc | 7,500 | G |
| Coastal Mountain Youth Academy | 5,000 | G |
| Coastal Mountain Youth Academy | 15,000 | C |
| Colette's Children's Home, Inc | 5,000 | G |
| College of Saint Mary | 8,500 | G |
| Community & School Collaborations, Inc | 5,000 | G |
| Community SeniorServ, Inc | 7,500 | G |
| Community Service Programs, Inc | 7,500 | G |
| Community Service Programs, Inc | 75,000 | EI |
| Constitutional Rights Foundation, Orange County | 5,000 | G |
| Corona-Norco Settlement House | 7,500 | G |
| Corona-Norco Unified School District/Todd Elementary School | 3,000 | E |
| Council Bluffs Community School District /Thomas Jefferson High School | 2,500 | E |
| Council Bluffs Community School District/Gunn Elementary School | 2,500 | E |
| Council on Aging Orange County | 5,000 | G |
| Council on Aging Orange County | 75,000 | EI |
| Court Appointed Special Advocates of Orange County, Inc | 10,000 | G |
| Crisis Line of Central Virginia, Inc | 5,000 | G |
| Dayle McIntosh Center | 10,000 | G |
| DisAbility Awareness Foundation, Inc | 5,000 | G |
| Discovery Eye Foundation | 5,000 | G |
| Discovery Science Center | 7,500 | G |
| Drowning Prevention Foundation | 10,000 | G |
| Educating Young Minds | 5,000 | G |
| Education Partnerships, Inc /Nonprofit Internship Experience | 73,000 | F |
| El Puente Community Development Corporation | 5,000 | G |
| Elkhorn Public Schools/Elkhorn Ridge Middle School | 2,500 | E |
| Elkhorn Public Schools/Fire Ridge Elementary School | 3,000 | E |
| Elkhorn Public Schools/Spring Ridge Elementary School | 1,500 | E |
| Environmental Nature Center | 20,000 | G |
| Escondido Unified School District/Felicita Elementary School | 1,500 | E |
| Exchange Club of Newport Harbor | 10,000 | G |
| Executive Service Corps of Southern California | 7,500 | G |
| Executive Services Corps-Nebraska | 10,000 | G |
| Families Forward | 7,500 | G |
| Family Service Agency of San Bernardino | 7,500 | G |
| Family Support Network | 5,000 | G |
| Fender Museum for the Arts Foundation | 5,000 | G |
| Festival Ballet Theatre | 5,000 | G |
| Fife Public Schools/Fife High School | 1,500 | E |
| Food Finders, Inc | 7,500 | G |

| | | |
|---|---------|----|
| <i>Pacific Life Foundation</i> | | |
| SUPPLEMENTAL SCHEDULE OF CONTRIBUTIONS TO | | |
| NOT-FOR-PROFIT AGENCIES | | |
| CASH PAID FOR THE PERIOD ENDED DECEMBER 31, 2009 | | |
| | Paid | |
| Foundation for Investor Education, Inc | 1,000 | G |
| Foundation for Public Affairs | 5,000 | G |
| Fountain Valley School District/Harry C Fulton Middle School | 3,000 | E |
| Fountain Valley School District/James H Cox Elementary School | 3,000 | E |
| Fountain Valley School District/Masuda Middle School | 3,500 | E |
| Fountain Valley School District/Urbain H Plavan Elementary School | 3,000 | E |
| Friendly Center, Inc | 10,000 | G |
| Friends Christian School | 2,500 | E |
| Friends of Cabrillo Marine Aquarium | 5,000 | G |
| Friends of OASIS, Inc | 5,000 | G |
| Friends of OASIS, Inc | 50,000 | C |
| Friends of OASIS, Inc | 50,000 | C |
| Fullerton Interfaith Emergency Services, Inc | 7,500 | G |
| Fullerton School District/Acacia Elementary School | 1,500 | E |
| Fullerton School District/Nicolas Junior High School | 1,500 | E |
| Girls Incorporated of Orange County | 7,500 | G |
| Golden West College Foundation | 10,000 | G |
| Goodwill Industries of Orange County | 25,000 | G |
| Greater Santa Ana Vitality Foundation | 10,000 | G |
| Guild for Infant Survival Orange County | 5,000 | G |
| Habitat for Humanity of Omaha, Inc | 10,000 | G |
| Hands Together - A Center for Children | 7,500 | G |
| Heal the Bay | 5,000 | G |
| Healing Odyssey, Inc | 7,500 | G |
| Health Funders Partnership of Orange County | 10,000 | G |
| Health Funders Partnership of Orange County | 10,000 | G |
| Healthy Smiles for Kids of Orange County | 10,000 | G |
| Healthy Smiles for Kids of Orange County | 50,000 | EI |
| Help for Brain Injured Children, Inc | 5,000 | G |
| Helping Others Prepare for Eternity | 5,000 | G |
| Hoag Hospital Foundation | 11,000 | G |
| Homeless Task Force of Corona | 5,000 | G |
| Homeward Bound | 5,000 | G |
| Homework House, Inc | 7,000 | G |
| Hope Medical Outreach Coalition | 10,000 | G |
| Human Options, Inc | 10,000 | G |
| Huntington Beach City School District/Dwyer Middle School | 3,000 | E |
| Huntington Beach Union High School District/Edison High School | 2,500 | E |
| Huntington Beach Union High School District/Fountain Valley High School | 6,500 | E |
| Huntington Christian School | 3,000 | E |
| Inland Empire United Way | 5,000 | G |
| Inland Valley Hope Partners | 10,000 | G |
| InterlockCare | 10,000 | G |
| International Fund for Animal Welfare | 100,000 | F |
| Interval House | 7,500 | G |
| Interval House | 50,000 | C |
| Interval House | 75,000 | EI |
| Irvine Adult Day Health Services, Inc | 10,000 | G |
| Irvine Barclay Theatre | 10,000 | G |
| Irvine Unified School District /Eastshore Elementary School | 3,500 | E |
| Irvine Unified School District/Alderwood Basic Plus Elementary School | 2,500 | E |
| Irvine Unified School District/Brywood Elementary School | 2,500 | E |
| Irvine Unified School District/Irvine High School | 2,500 | E |
| Irvine Unified School District/Northwood High School | 4,500 | E |
| Irvine Unified School District/Oak Creek Elementary School | 4,500 | E |
| Irvine Unified School District/Plaza Vista Elementary School | 2,500 | E |
| Irvine Unified School District/Stone Creek Elementary School | 3,000 | E |
| Irvine Unified School District/Turtle Rock Elementary School | 3,000 | E |
| Irvine Unified School District/University High School | 4,500 | E |
| Irvine Unified School District/Westpark Elementary School | 3,000 | E |
| Irvine Unified School District/Westwood Basic Plus Elementary School | 3,000 | E |

| | | |
|--|---------|----|
| <i>Pacific Life Foundation</i> | | |
| SUPPLEMENTAL SCHEDULE OF CONTRIBUTIONS TO | | |
| NOT-FOR-PROFIT AGENCIES | | |
| CASH PAID FOR THE PERIOD ENDED DECEMBER 31, 2009 | | |
| | Paid | |
| Irvine Unified School District/Woodbridge High School | 5,500 | E |
| J F Shea Therapeutic Riding Center, Inc | 10,000 | G |
| J F Shea Therapeutic Riding Center, Inc | 2,500 | G |
| JSerra Catholic High School | 4,000 | E |
| Junior Achievement of Orange County | 15,000 | G |
| Junior Achievement of Orange County | 120,060 | F |
| Kids Konected | 5,000 | G |
| KidSingers | 5,000 | G |
| KOCE-TV | 25,000 | C |
| Laguna Beach Community Clinic | 7,500 | G |
| Laguna Beach Community Clinic | 65,000 | EI |
| Laguna Beach Unified School District/Laguna Beach High School | 3,500 | E |
| Laguna Beach Unified School District/Top of the World Elementary School | 2,500 | E |
| Laguna Dance Festival | 5,000 | G |
| Lake Elsinore Unified School District/Lakeside High School | 1,500 | E |
| Lamp Community | 5,000 | G |
| Laura's House | 7,500 | G |
| Laurel House, Inc | 7,500 | G |
| Leadership Tomorrow | 5,000 | G |
| Lestonnac Free Clinic | 7,500 | G |
| Lestonnac Free Clinic | 75,000 | EI |
| Literacy Volunteers of the Lowcountry | 8,000 | G |
| Long Beach Education Foundation/Fremont Elementary School | 1,500 | E |
| Los Angeles Master Chorale | 5,000 | G |
| Lutheran High School of Orange County | 2,500 | E |
| Marine Animal Rescue, Rehabilitation and Release Into the Natural Environment, Inc | 5,000 | F |
| Mariposa Women and Family Center | 7,500 | G |
| Maternal Outreach Management System | 7,500 | G |
| Meadow Park School Foundation/Meadow Park Elementary School | 3,500 | E |
| Mercy House Transitional Living Center | 10,000 | G |
| Millard Public Schools/Millard West High School | 3,500 | E |
| Millard Public Schools/Ronald Reagan Elementary School | 3,500 | E |
| MIND Research Institute | 100,000 | F |
| Miracles for Kids | 7,500 | G |
| Mission Hills Christian School | 2,500 | E |
| Mission Hospital Camino Health Center | 10,000 | G |
| Mission Hospital Camino Health Center | 75,000 | F |
| Mission Viejo Community Foundation, Inc | 5,000 | G |
| National Multiple Sclerosis Society, Nebraska Chapter | 9,400 | G |
| Nebraska Academic Decathlon Foundation, Inc | 10,000 | G |
| Nebraska Community Foundation | 7,500 | G |
| Newport Community Counseling Center | 7,500 | G |
| Newport Harbor Nautical Museum | 7,500 | G |
| Newport Heights Elementary Foundation | 2,500 | G |
| Newport-Mesa ProLiteracy | 5,000 | G |
| Newport-Mesa Schools Foundation | 5,000 | G |
| Newport-Mesa Unified School District/Corona del Mar High School | 3,500 | E |
| Newport-Mesa Unified School District/Corona del Mar Middle School | 4,000 | E |
| Newport-Mesa Unified School District/Ensign Intermediate School | 3,000 | E |
| Newport-Mesa Unified School District/Kaiser Elementary School | 3,000 | E |
| Newport-Mesa Unified School District/Lincoln Elementary School | 4,500 | E |
| Newport-Mesa Unified School District/Newport Coast Elementary School | 4,000 | E |
| Newport-Mesa Unified School District/Newport Harbor High School | 6,000 | E |
| Newport-Mesa Unified School District/Roy O Andersen Elementary School | 4,000 | E |
| Nhan Hoa Comprehensive Health Care Clinic | 75,000 | EI |
| OC Partnership | 10,000 | G |
| Ocean Alliance | 2,400 | F |
| Ocean View School District/Hope View Elementary School | 3,000 | E |
| Oceana | 10,000 | F |
| OCTANe Foundation for Innovation | 5,000 | G |
| Olive Crest Treatment Centers, Inc | 7,500 | G |

| | | |
|---|---------|---|
| <i>Pacific Life Foundation</i> | | |
| | | |
| SUPPLEMENTAL SCHEDULE OF CONTRIBUTIONS TO | | |
| NOT-FOR-PROFIT AGENCIES | | |
| CASH PAID FOR THE PERIOD ENDED DECEMBER 31, 2009 | | |
| | | |
| | Paid | |
| Omaha Film Festival | 10,000 | G |
| Omaha Performing Arts Society | 10,000 | G |
| Omaha Performing Arts Society | 35,000 | C |
| Omaha Public Schools/Walnut Hill Elementary School | 1,500 | E |
| Omaha Symphony Association | 10,000 | G |
| Omaha Zoo Foundation | 10,000 | G |
| Omaha Zoo Foundation, The | 25,000 | C |
| Operation Clean Slate | 5,000 | G |
| Operation Homefront, Inc | 10,000 | G |
| Operation SafeHouse, Inc | 5,000 | G |
| Oralingua School for the Hearing Impaired, Inc | 5,000 | G |
| Orange County Academic Decathlon Association | 5,000 | G |
| Orange County Bar Foundation | 5,000 | G |
| Orange County Child Abuse Prevention Center | 7,500 | G |
| Orange County Children's Therapeutic Arts Center | 7,500 | G |
| Orange County CoastKeeper | 25,000 | C |
| Orange County Community Housing Corporation | 10,000 | G |
| Orange County Council, Boy Scouts of America | 25,000 | C |
| Orange County High School of the Arts Foundation | 3,000 | E |
| Orange County Human Relations Council | 5,000 | G |
| Orange County Museum of Art | 10,000 | G |
| Orange County On Track | 7,500 | G |
| Orange County Performing Arts Center | 10,000 | G |
| Orange County United Way | 170,914 | G |
| Orange County United Way | 46,797 | G |
| Orange County United Way | 46,055 | G |
| Orange Unified School District/Anaheim Hills Elementary School | 2,500 | E |
| Orange Unified School District/Canyon High School | 2,500 | E |
| Orange Unified School District/EI Modena High School | 4,000 | E |
| Orange Unified School District/Running Springs Elementary School | 3,000 | E |
| Orange Unified School District/Villa Park Elementary School | 2,500 | E |
| Orange Unified School District/Villa Park High School | 2,500 | E |
| Pacific Environment and Resource Center | 5,000 | F |
| Pacific Marine Mammal Center | 20,000 | C |
| Pacific Marine Mammal Center | 10,000 | F |
| Pacific Symphony | 10,000 | G |
| Page Private School | 2,500 | E |
| Papillion-La Vista School District/Papillion-La Vista High School | 1,500 | E |
| Pediatric Adolescent Diabetes Research & Education Foundation | 7,500 | G |
| Pediatnc Cancer Research Foundation | 7,500 | G |
| Phoenix House of Orange County, Inc | 50,000 | C |
| Phoenix House of Orange County, Inc | 50,000 | C |
| Placentia-Yorba Linda Unified School District/Esperanza High School | 2,500 | E |
| Placentia-Yorba Linda Unified School District/Van Buren Elementary School | 1,500 | E |
| Pretend City, The Children's Museum of Orange County | 50,000 | C |
| Probation Community Action Association | 5,000 | G |
| Project Access | 25,000 | C |
| Project HOPE School Foundation | 7,500 | G |
| Project Tomorrow | 5,000 | G |
| Providence Speech & Hearing Center | 10,000 | G |
| Reading to Kids | 7,500 | G |
| Recording for the Blind & Dyslexic, Inc | 5,000 | G |
| Regents of the University of California /UCSD, Scripps-Hildebrand Lab | 10,000 | F |
| Regents of the University of California/COSMOS | 10,000 | G |
| Retired & Senior Volunteer Program of South Bay | 5,000 | G |
| Riverside Area Rape Cnsis Center | 7,500 | G |
| Riverside County Philharmonic | 7,500 | G |
| S S Huebner Foundation for Insurance Education | 2,500 | G |
| Saddleback Valley Unified School District/Cielo Vista Elementary School | 3,500 | E |
| Saddleback Valley Unified School District/De Portola Elementary School | 4,000 | E |
| Saddleback Valley Unified School District/EI Toro High School | 5,500 | E |

| | | |
|--|---------|---|
| <i>Pacific Life Foundation</i> | | |
| SUPPLEMENTAL SCHEDULE OF CONTRIBUTIONS TO | | |
| NOT-FOR-PROFIT AGENCIES | | |
| CASH PAID FOR THE PERIOD ENDED DECEMBER 31, 2009 | | |
| | Paid | |
| Saddleback Valley Unified School District/Foothill Ranch Elementary School | 3,500 | E |
| Saddleback Valley Unified School District/La Madera Elementary School | 4,000 | E |
| Saddleback Valley Unified School District/Laguna Hills High School | 2,500 | E |
| Saddleback Valley Unified School District/Lake Forest Elementary School | 2,500 | E |
| Saddleback Valley Unified School District/Linda Vista Elementary School | 2,500 | E |
| Saddleback Valley Unified School District/Los Alisos Intermediate School | 3,000 | E |
| Saddleback Valley Unified School District/Melinda Heights Elementary School | 3,500 | E |
| Saddleback Valley Unified School District/Mission Viejo High School | 3,500 | E |
| Saddleback Valley Unified School District/Rancho Santa Margarita Interm School | 6,500 | E |
| Saddleback Valley Unified School District/Robinson Elementary School | 2,500 | E |
| Saddleback Valley Unified School District/Serrano Intermediate School | 3,500 | E |
| Saddleback Valley Unified School District/Trabuco Hills High School | 7,500 | E |
| Sage Hill School | 3,000 | E |
| Saint Joseph Ballet | 5,000 | G |
| San Diego Archaeological Center | 10,000 | G |
| San Diego Bowl Game Association | 5,000 | G |
| San Diego Union High School District /La Costa Canyon High School | 1,500 | E |
| Santa Ana Unified School District/Jim Thorpe Fundamental School | 4,000 | E |
| Santa Ana Unified School District/MacArthur Fundamental Interm School | 2,500 | E |
| Santa Marganta Catholic High School | 3,000 | E |
| Save Our Youth | 5,000 | G |
| Second Harvest Food Bank of Orange County | 7,500 | G |
| Serra Catholic School | 2,500 | E |
| Shakespeare by the Sea | 10,000 | G |
| Shane's Inspiration | 5,000 | G |
| Sherman Library and Gardens | 5,000 | G |
| South Coast Repertory | 20,000 | G |
| South Coast Symphony | 7,500 | G |
| Southern California Public Radio | 25,000 | C |
| Southern California Public Radio | 15,000 | G |
| Special Kids Photography of America | 7,500 | G |
| Special Olympics Southern California, Inc | 7,500 | G |
| St Anne School | 3,500 | E |
| St John's Episcopal School | 2,500 | E |
| St Vincent de Paul Catholic School | 1,500 | E |
| STOP-GAP | 10,000 | G |
| Stroke Recovery Center | 5,000 | G |
| Surfrider Foundation | 10,000 | G |
| Talk About Curing Autism | 5,000 | G |
| Talk About Curing Autism | 76,000 | F |
| Taller San Jose | 7,500 | G |
| Temecula Valley Unified School District /French Valley Elementary School | 1,500 | E |
| The Actuanal Foundation | 1,000 | G |
| The ALS Association - Orange County Chapter | 10,000 | G |
| The Bowers Museum of Cultural Art | 7,500 | G |
| The Cambodian Family, Inc | 7,500 | G |
| The CdM Foundation | 5,000 | G |
| The John Henry Foundation | 10,000 | G |
| The OC Marathon | 7,500 | G |
| The Ocean Foundation | 10,000 | F |
| The Ocean Foundation | 150,000 | F |
| The Ocean Foundation | 177,600 | F |
| The Ocean Foundation | 50,000 | F |
| The Ocean Foundation | 15,119 | F |
| The Society for Marine Mammalogy | 10,000 | F |
| Thomas House Temporary Shelter | 7,500 | G |
| Thomas House Temporary Shelter | 22,500 | C |
| Tiger Woods Learning Center | 10,000 | G |
| Trauma Intervention Programs, Inc | 7,500 | G |
| Turning Point Center for Families | 5,000 | G |
| Tustin Unified School District/Arnold O Beckman High School | 6,000 | E |

| | | |
|---|--------------|----|
| <i>Pacific Life Foundation</i> | | |
| SUPPLEMENTAL SCHEDULE OF CONTRIBUTIONS TO | | |
| NOT-FOR-PROFIT AGENCIES | | |
| CASH PAID FOR THE PERIOD ENDED DECEMBER 31, 2009 | | |
| | Paid | |
| Tustin Unified School District/Myford Elementary School | 3,000 | E |
| Tustin Unified School District/Peters Canyon Elementary School | 2,500 | E |
| Tustin Unified School District/Pioneer Middle School | 3,500 | E |
| Tustin Unified School District/W R Nelson Elementary School | 1,500 | E |
| UCI Foundation/Center for Diabetes Treatment and Research | 3,500 | E |
| UCI Foundation/Claire Trevor School of the Arts | 10,000 | G |
| United Cerebral Palsy of Orange County | 5,000 | G |
| United Through Reading | 7,500 | G |
| University of Nebraska - Lincoln Extension in Douglas/Sarpy Counties | 10,000 | G |
| University of Nebraska at Omaha | 10,000 | G |
| University of Nebraska Foundation | 10,000 | G |
| USA Cares, Inc | 10,000 | G |
| Vietnamese American Cancer Foundation | 5,000 | G |
| Vietnamese American Medical Institute | 5,000 | G |
| Vista Unified School District/Madison Middle School | 1,500 | E |
| Volunteer Center Orange County | 10,000 | G |
| Volunteer Center Orange County/AccessOC | 50,000 | F |
| Volunteer Center Orange County/Children's Health Initiative | 75,000 | EI |
| Volunteer Center Orange County/Illumination Foundation | 75,000 | F |
| Volunteer Center Orange County/Illumination Foundation | 100,000 | F |
| Volunteer Center Orange County/Illumination Foundation | 5,000 | G |
| Volunteer Center Orange County/OC Funders Roundtable | 5,000 | G |
| Volunteer Center Orange County/OC Funders Roundtable Capacity Building Program | 100,000 | F |
| Volunteer Center Orange County/OC Funders Roundtable Capacity Building Program | 150,000 | F |
| Volunteer Center Orange County/OC Funders Roundtable Homeless Program | 50,000 | G |
| Volunteer Center Orange County/Revenue Enhance Manager | 25,000 | G |
| Volunteers Assisting Seniors | 10,000 | G |
| Web Wise Kids, Inc | 10,000 | G |
| Wells House Hospice Foundation, Inc | 7,500 | G |
| Western Center Community Foundation | 5,000 | G |
| Westminster School District/Stacey-Clegg School | 3,000 | E |
| Westside Community School District/Westbrook Elementary School | 1,500 | E |
| Whittier City School District/Walter F Dexter Middle School | 1,500 | E |
| Wild Dolphin Project, Inc | 10,000 | E |
| WISEPlace | 7,500 | G |
| Women Helping Women | 10,000 | G |
| Working Wardrobes for a New Start | 10,000 | G |
| Wright Foundation for Pediatric Ophthalmology and Strabismus | 5,000 | G |
| WriteGirl | 5,000 | G |
| YMCA of Orange County | 10,000 | G |
| Youth Employment Service of the Harbor Area, Inc | 5,000 | G |
| YWCA of Omaha | 10,000 | G |
| Total Cash Paid | \$ 5,360,345 | |
| CODES: | | |
| (G) General Grant - operating expenses or program support | | |
| (C) Capital Grant - building construction or multiyear funding | | |
| (E) Education Grant - 3T's of Education Program for K-12 schools | | |
| (F) Focus Grant - larger multiyear grants designed to impact critical community needs | | |
| (EI) Economic Impact Grant - one time grant designed to impact critical community needs | | |

| Pacific Life Foundation | | |
|---|---------|---|
| SUPPLEMENTAL SCHEDULE OF CONTRIBUTIONS TO | | |
| NOT-FOR-PROFIT AGENCIES | | |
| ACCRUED FOR THE PERIOD ENDED DECEMBER 31, 2009 | | |
| Organization | Amount | |
| 2-1-1 Orange County | 10,000 | G |
| Acacia Adult Day Services | 10,000 | G |
| AIDS Services Foundation Orange County | 10,000 | G |
| Algalita Marine Research Foundation | 7,500 | G |
| AltaMed Health Services Corporation | 50,000 | C |
| Alzheimer's Association, San Diego/Imperial Chapter | 5,000 | G |
| Alzheimer's Family Services Center | 7,500 | G |
| American Cancer Society, Inc., High Plains Division, Inc | 7,500 | G |
| American Cancer Society, Orange County Region | 10,000 | G |
| American Red Cross, National Office | 100,000 | G |
| Aquarium of the Pacific | 10,000 | G |
| Art & Creativity for Healing, Inc. | 5,000 | G |
| Arthritis Foundation, Inc., Southern California Chapter | 5,000 | G |
| Asian American Senior Citizens Service Center | 5,000 | G |
| Assistance League of Newport-Mesa | 10,000 | G |
| Assistance League of Orange, California, Inc | 10,000 | G |
| Assistance League of San Bernardino | 7,500 | G |
| Big Brothers/Big Sisters of Orange County | 5,000 | G |
| Bolsa Chica Conservancy | 10,000 | G |
| Boot Camp for New Dads | 10,000 | G |
| Bowers Museum | 7,500 | G |
| Boys & Girls Club of Santa Ana | 10,000 | G |
| Boys & Girls Clubs of Capistrano Valley | 7,500 | G |
| Boys & Girls Clubs of Garden Grove | 5,000 | G |
| Boys & Girls Clubs of Long Beach | 5,000 | G |
| Boys & Girls Clubs of the South Bay | 5,000 | G |
| CA Premature Infant Health Coalition | 10,000 | G |
| Cal State Fullerton Philanthropic Foundation/Center for Insurance Studies | 30,000 | G |
| California Chapter 4, American Academy of Pediatrics | 10,000 | G |
| California Science Center Foundation | 10,000 | G |
| Canine Companions for Independence | 100,000 | G |
| Canine Support Teams, Inc | 5,000 | G |
| Casa Teresa, Inc. | 5,000 | G |
| Casa Youth Shelter | 7,500 | G |
| Catholic Charities of the Archdiocese of Omaha | 10,000 | G |
| Chapters in Aging/Community Partners | 7,500 | G |
| Children Today | 5,000 | G |
| Children's Dental Health Clinic | 5,000 | G |
| Children's Maritime Foundation | 5,000 | G |
| Children's Memorial Hospital Foundation | 7,500 | G |
| Children's Nature Institute | 5,000 | G |
| Chinese Parents Association for the Disabled | 5,000 | G |
| City Help, Inc. | 7,500 | G |
| City of Newport Beach | 5,000 | G |
| Coastal Mountain Youth Academy | 5,000 | G |
| Community Action Partnership of Orange County | 10,000 | G |
| Community SeniorServ, Inc | 7,500 | G |
| Community Service Programs, Inc. | 10,000 | G |
| Constitutional Rights Foundation, Orange County | 5,000 | G |
| Council on Aging Orange County | 5,000 | G |
| Court Appointed Special Advocates of Orange County, Inc | 10,000 | G |
| Dayle McIntosh Center | 10,000 | G |
| DisAbility Awareness Foundation, Inc. | 5,000 | G |
| Discovery Science Center | 7,500 | G |
| Down Syndrome Association of Orange County | 5,000 | G |
| Educating Young Minds | 5,000 | G |
| El Puente Community Development Corporation | 5,000 | G |
| Ensign Fund | 2,500 | G |
| Environmental Nature Center | 10,000 | G |
| Exchange Club of Newport Harbor | 10,000 | G |
| Executive Services Corps-Nebraska, Inc | 10,000 | G |
| Families Forward | 7,500 | G |
| Family Assistance Ministries | 7,500 | G |
| Family Support Network | 5,000 | G |

| Pacific Life Foundation | | |
|--|---------|---|
| SUPPLEMENTAL SCHEDULE OF CONTRIBUTIONS TO NOT-FOR-PROFIT AGENCIES ACCRUED FOR THE PERIOD ENDED DECEMBER 31, 2009 | | |
| Organization | Amount | |
| Fender Museum for the Arts Foundation | 7,500 | G |
| Festival Ballet Theatre | 5,000 | G |
| Food Finders, Inc | 10,000 | G |
| Foundation Fighting Blindness | 5,000 | G |
| Foundation for Public Affairs | 5,000 | G |
| Friendly Center, Inc. | 10,000 | G |
| Friends of Cabrillo Marine Aquarium | 5,000 | G |
| Friends of OASIS, Inc. | 5,000 | G |
| Friendship Shelter, Inc. | 7,500 | G |
| Fullerton Interfaith Emergency Services, Inc | 7,500 | G |
| Get A Grip Foundation | 5,000 | G |
| Girls Incorporated of Omaha | 7,500 | G |
| Goodwill Industries of Orange County | 7,500 | G |
| Greater Santa Ana Vitality Foundation | 10,000 | G |
| H.O.M.E S , Inc | 10,000 | G |
| Hands Together - A Center for Children | 7,500 | G |
| Healing Odyssey, Inc. | 7,500 | G |
| Health Funders Partnership of Orange County | 10,000 | G |
| Health Funders Partnership of Orange County | 10,000 | G |
| Helping Others Prepare for Eternity | 5,000 | G |
| Heritage Museum of Orange County | 5,000 | G |
| Hi Hopes Identity Discovery Foundation, Inc. | 5,000 | G |
| Hoag Hospital Foundation | 10,000 | G |
| Hoag Hospital Foundation | 1,000 | G |
| Hoag Hospital Foundation | 50,000 | G |
| Hoag Hospital Foundation - Capital Grant | 100,000 | G |
| Homeless Task Force of Corona | 7,500 | G |
| Hope Medical Outreach Coalition | 10,000 | G |
| Human Options, Inc. | 10,000 | G |
| Inland Hospice Association | 5,000 | G |
| Integrated Rehabilitation Therapies, Inc. | 5,000 | G |
| Interval House | 10,000 | G |
| Interval House | 50,000 | C |
| Irvine Barclay Theatre | 10,000 | G |
| J. F. Shea Therapeutic Riding Center, Inc. | 100,000 | C |
| Junior Achievement of Orange County | 15,000 | G |
| Kids Konnected | 5,000 | G |
| KOCE-TV Foundation | 10,000 | G |
| Laguna Beach Community Clinic | 7,500 | G |
| Laguna Canyon Foundation | 5,000 | G |
| Laguna College of Art & Design | 7,500 | G |
| Lamp Community | 5,000 | G |
| Leadership Tomorrow | 5,000 | G |
| Lestonnac Free Clinic | 7,500 | G |
| Literacy Center for the Midlands | 7,500 | G |
| Live Well Omaha | 10,000 | G |
| Los Angeles Master Chorale | 5,000 | G |
| Los Angeles Regional Foodbank | 5,000 | G |
| Mariposa Women and Family Center | 10,000 | G |
| Miocean Foundation | 10,000 | G |
| Mission Hospital Camino Health Center | 10,000 | G |
| Mission Viejo Community Foundation, Inc | 5,000 | G |
| MOMS Orange County | 7,500 | G |
| Muscular Dystrophy Association, Orange County Chapter | 5,000 | G |
| Museum of Tolerance, Simon Wiesenthal Center | 7,500 | G |
| National Multiple Sclerosis Society, Pacific South Coast Chapter | 5,000 | G |
| Nebraska Academic Decathlon Foundation, Inc. | 10,000 | G |
| Nebraska Council on Economic Education | 5,000 | G |
| Newport Community Counseling Center | 7,500 | G |
| Newport Harbor Nautical Museum | 7,500 | G |
| Newport-Mesa ProLiteracy | 5,000 | G |
| Newport-Mesa Schools Foundation | 5,000 | G |
| oc adult day services coalition | 10,000 | G |
| Ocean Institute | 7,500 | G |

| Pacific Life Foundation | | |
|---|---------|---|
| SUPPLEMENTAL SCHEDULE OF CONTRIBUTIONS TO | | |
| NOT-FOR-PROFIT AGENCIES | | |
| ACCRUED FOR THE PERIOD ENDED DECEMBER 31, 2009 | | |
| Organization | Amount | |
| Ocean Institute | 100,000 | C |
| OCTANe Foundation for Innovation | 5,000 | G |
| Omaha Film Festival | 10,000 | G |
| Omaha Performing Arts Society | 10,000 | G |
| Omaha Performing Arts Society | 35,000 | C |
| Omaha Symphony Association | 10,000 | G |
| Omaha Theater Company/The Rose Theater | 5,000 | G |
| Omaha Zoo Foundation | 10,000 | G |
| Omaha Zoo Foundation | 50,000 | C |
| OneWorld Community Health Centers, Inc. | 10,000 | G |
| Oralingua School for the Hearing Impaired, Inc. | 5,000 | G |
| Orange County Academic Decathlon Association | 5,000 | G |
| Orange County Bar Foundation | 5,000 | G |
| Orange County Child Abuse Prevention Center | 7,500 | G |
| Orange County Congregation Community Organization | 7,500 | G |
| Orange County Council, Boy Scouts of America | 25,000 | C |
| Orange County Forum | 5,000 | G |
| Orange County Human Relations Council | 5,000 | G |
| Orange County Museum of Art | 10,000 | G |
| Orange County On Track | 7,500 | G |
| Orange County Performing Arts Center | 10,000 | G |
| Outreach Concern, Inc. | 5,000 | G |
| Pacific Chorale | 5,000 | G |
| Pacific Symphony | 10,000 | G |
| Paint Your Heart Out, Inc. | 5,000 | G |
| Parent Institute For Quality Education, Inc | 10,000 | G |
| Pediatric Adolescent Diabetes Research & Education Foundation | 7,500 | G |
| Pediatric Cancer Research Foundation | 7,500 | G |
| Pretend City - The Children's Museum of Orange County | 5,000 | G |
| Probation Community Action Association | 7,500 | G |
| Project Dignity | 5,000 | G |
| Project Hope School Foundation | 10,000 | G |
| Project Tomorrow | 5,000 | G |
| Promises2Kids | 5,000 | G |
| Regents of the University of California | 10,000 | G |
| Riverside County Philharmonic | 7,500 | G |
| S.S. Huebner Foundation for Insurance Education | 2,500 | G |
| Saint Anselm's Cross-Cultural Community Center | 7,500 | G |
| Save Our Youth | 5,000 | G |
| Serving People in Need, Inc. | 10,000 | G |
| Shane's Inspiration | 5,000 | G |
| Share Our Selves Corporation | 10,000 | G |
| Sherman Library and Gardens | 5,000 | G |
| Smiles for Seniors Foundation | 5,000 | G |
| South Coast Repertory | 20,000 | G |
| South Coast Symphony | 7,500 | G |
| South County Senior Services, Inc. | 5,000 | G |
| Southern California Public Radio | 15,000 | G |
| Southern California Public Radio | 25,000 | C |
| Special Olympics Southern California, Inc. | 7,500 | G |
| St. Anthony High School | 5,000 | G |
| STOP-GAP | 10,000 | G |
| Taller San Jose | 7,500 | G |
| TERI, Inc. | 5,000 | G |
| The Actuarial Foundation | 1,000 | G |
| The ALS Association - Orange County Chapter | 10,000 | G |
| The Blind Children's Learning Center | 7,500 | G |
| The CdM Foundation | 5,000 | G |
| The Ecology Center | 5,000 | G |
| The Eli Home, Inc. | 7,500 | G |
| The John Henry Foundation | 10,000 | G |
| The Laguna Playhouse | 10,000 | G |
| The New Children's Museum | 5,000 | G |
| The REACH Foundation | 7,500 | G |

| | | |
|---|--------------------|---|
| <i>Pacific Life Foundation</i> | | |
| SUPPLEMENTAL SCHEDULE OF CONTRIBUTIONS TO | | |
| NOT-FOR-PROFIT AGENCIES | | |
| ACCRUED FOR THE PERIOD ENDED DECEMBER 31, 2009 | | |
| Organization | Amount | |
| The Unforgettables Foundation | 5,000 | G |
| The Wooden Floor | 5,000 | G |
| THINK Together | 7,500 | G |
| UCI Foundation/Claire Trevor School of the Arts | 10,000 | G |
| United Cerebral Palsy of Orange County | 5,000 | G |
| University of Nebraska at Omaha | 10,000 | G |
| University of Nebraska Foundation | 10,000 | G |
| Vietnamese American Cancer Foundation | 5,000 | G |
| Vietnamese American Medical Institute | 5,000 | G |
| Vital Link | 10,000 | G |
| Volunteer Center of Riverside County | 10,000 | G |
| Volunteer Center Orange County/Illumination Foundation | 25,000 | G |
| Volunteer Center Orange County/Kid Healthy Program | 5,000 | G |
| Volunteer Center Orange County/OC Funders Roundtable | 5,000 | G |
| Volunteer Center Orange County/Retired & Senior Volunteer Program | 10,000 | G |
| Volunteers Assisting Seniors | 10,000 | G |
| Western Center Community Foundation | 5,000 | G |
| WISEPlace | 10,000 | G |
| Women At Risk | 5,000 | G |
| Wright Foundation for Pediatric Ophthalmology and Strabismus | 5,000 | G |
| WriteGirl | 5,000 | G |
| YMCA of Greater Whittier | 5,000 | G |
| YMCA of Orange County | 10,000 | G |
| YWCA of Central Orange County | 7,500 | G |
| YWCA of North Orange County | 7,500 | G |
| YWCA Omaha | 10,000 | G |
| Total | \$2,332,000 | |
| CODES: | | |
| (G) General Grant - operating expenses or program support | | |
| (C) Capital Grant - building construction or multiyear funding | | |

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

| | | |
|--|---|---|
| Type or print File by the due date for filing your return. See instructions | Name of Exempt Organization PACIFIC LIFE FOUNDATION | Employer Identification number 95 3433806 |
| | Number, street, and room or suite no. If a P.O. box see instructions 700 NEWPORT CENTER DRIVE | |
| | City, town or post office, state and ZIP code. For a foreign address see instructions NEWPORT BEACH, CA 92660 | |
| | | |

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- The books are in the care of ► **PACIFIC LIFE INSURANCE COMPANY**

Telephone No. ► (**949**) **219-7081** FAX No. ► (**949**) **219-5062**

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15TH**, 20**10**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 20**09** or
 - ☐ tax year beginning _____, 20____, and ending _____, 20____

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

| | | | |
|---|----|----|---------------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a | \$ | 50,000 |
| b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b | \$ | 14,100 |
| c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 3c | \$ | 35,900 |

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☐ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

| | | |
|---|---|--------------------------------|
| Type or print File by the extended due date for filing the return. See instructions. | Name of Exempt Organization | Employer identification number |
| | Number, street and room or suite no. If a P.O. box, see instructions | For IRS use only |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions | |

Check type of return to be filed (File a separate application for each return):

- | | | | |
|--------------------------------------|--|--------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 4720 | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 5227 | |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ☐ Telephone No. ☐ FAX No. ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.
- 4 I request an additional 3-month extension of time until _____, 20____.
- 5 For calendar year _____, or other tax year beginning _____, 20____, and ending _____, 20____.
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension _____

| | | |
|---|----|----|
| 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 8a | \$ |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | 8b | \$ |
| c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 8c | \$ |

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☐Title ☐ C.F.ODate ☐ 5/12/2010