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

OMB No 1545-0052

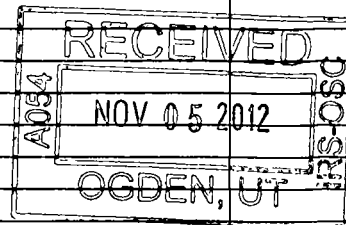
**2011**

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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation <b>PACIFIC LIFE FOUNDATION</b>		<b>A</b> Employer identification number 95-3433806						
Number and street (or P O box number if mail is not delivered to street address) <b>700 NEWPORT CENTER DRIVE</b>		<b>B</b> Telephone number (see instructions) (949) 219-7081						
City or town, state, and ZIP code <b>NEWPORT BEACH, CA 92660</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>						
<b>G</b> Check all that apply: <table border="0" style="width:100%"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>69,499,558</b>		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____								

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	6,215,251			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	1,718,783	1,718,783		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	2,710,983			
b	Gross sales price for all assets on line 6a <b>59,254,333</b>				
7	Capital gain net income (from Part IV, line 2)		2,710,983		
8	Net short-term capital gain				
9	Income modifications			10,000	
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) <b>Legal Settlement</b>	19,856	19,856		
12	<b>Total. Add lines 1 through 11</b>	10,664,873	4,449,622	10,000	
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				
18	Taxes (attach schedule) (see instructions)	98,123			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	9,685	2,098		7,587
24	<b>Total operating and administrative expenses. Add lines 13 through 23</b>	107,808	2,098		7,587
25	Contributions, gifts, grants paid	5,606,600			5,443,000
26	<b>Total expenses and disbursements. Add lines 24 and 25</b>	5,714,408	2,098		5,450,587
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	4,950,465			
b	<b>Net investment income</b> (if negative, enter -0-)		4,447,524		
c	<b>Adjusted net income</b> (if negative, enter -0-)			10,000	



*Handwritten signature/initials*

**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
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .	278,242	67,216	67,216
	2 Savings and temporary cash investments . . . . .			
	3 Accounts receivable ▶ . . . . . 0			
	Less allowance for doubtful accounts ▶ . . . . . 0	1,099		0
	4 Pledges receivable ▶ . . . . . 6,000,000			
	Less allowance for doubtful accounts ▶ . . . . . 0	6,000,000	6,000,000	6,000,000
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7 Other notes and loans receivable (attach schedule) ▶ . . . . .			
	Less allowance for doubtful accounts ▶ . . . . .			
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	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 ▶ . . . . .			
Less accumulated depreciation (attach schedule) ▶ . . . . .				
12 Investments - mortgage loans . . . . .				
13 Investments - other (attach schedule) . . . . .	61,291,309	63,432,342	63,432,342	
14 Land, buildings, and equipment basis ▶ . . . . .				
Less accumulated depreciation (attach schedule) ▶ . . . . .				
15 Other assets (describe ▶ . . . . .)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	67,570,650	69,499,558	69,499,558	
<b>Liabilities</b>	17 Accounts payable and accrued expenses . . . . .			
	18 Grants payable . . . . .	1,875,400	2,039,000	
	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 ▶ <u>FED EXCISE TAX PAYABLE</u> ) . . . . .	83,351	92,477	
23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	1,958,751	2,131,477		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .	65,611,899	67,323,631	
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <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 <b>Total net assets or fund balances</b> (see instructions) . . . . .	65,611,899	67,323,631	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	67,570,650	69,499,559	

**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	65,611,899
2 Enter amount from Part I, line 27a . . . . .	2	4,950,465
3 Other increases not included in line 2 (itemize) ▶ <u>UNREALIZED GAIN/(LOSS), STATEMENT 1</u> . . . . .	3	-3,238,732
4 Add lines 1, 2, and 3 . . . . .	4	67,323,632
5 Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	67,323,632

**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.)
<b>1a</b> SEE STATEMENT 2					
<b>b</b> CAPITAL GAIN DISTRIBUTION					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 59,125,702	0	56,543,351	2,582,351		
<b>b</b>		SEE STATEMENT 2			
<b>c</b>		CAPITAL GAIN DISTRIBUTION	128,632		
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
<b>a</b>			2,582,351		
<b>b</b>					
<b>c</b>			128,632		
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			<b>2</b>	2,710,983	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			N/A <b>3</b>	for private foundation	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	5,321,649	57,260,252	0.0929
2009	5,311,468	48,885,102	0.1087
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
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.4216
<b>3</b> 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			<b>3</b> 0.0843
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			<b>4</b> 64,414,319
<b>5</b> Multiply line 4 by line 3			<b>5</b> 5,430,127
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 44,475
<b>7</b> Add lines 5 and 6			<b>7</b> 5,474,602
<b>8</b> Enter qualifying distributions from Part XII, line 4 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			<b>8</b> 5,450,587

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	88,950
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	88,950
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	88,950
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .	6a	44,500	
b Exempt foreign organizations - tax withheld at source . . . . .	6b		
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	45,801	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	90,301	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	1,351	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	1,351	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
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		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <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		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 . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		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? . . . . .	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see 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 . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>WWW.PACIFICLIFE.COM</u>	13	X	
14	The books are in care of <u>PACIFIC LIFE INSURANCE COMPANY</u> Telephone no <u>949-219-3011</u> Located at <u>700 NEWPORT CENTER DRIVE, NEWPORT BEACH, CA</u> ZIP + 4 <u>92660-6307</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>	16	Yes	No
				X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required****File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
<b>1a</b> 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>b</b> If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
<b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? <input type="checkbox"/>	1c	X
<b>2</b> 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))		
<b>a</b> At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u>		
<b>b</b> Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <input type="checkbox"/>	2b	X
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
<b>3a</b> 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>b</b> If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) <input type="checkbox"/>	3b	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4a	X
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? <input type="checkbox"/>	4b	X

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

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

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

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

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

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

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

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

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? ☐ Yes ☒ No

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? ☐ Yes ☒ No

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 3		0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 3		0	0	0

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 instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
		0

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	0

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

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

Form 990-PF (2011)



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
<b>a</b>	Average monthly fair market value of securities	<b>1a</b> 65,295,370
<b>b</b>	Average of monthly cash balances	<b>1b</b> 99,878
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b> 65,395,248
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>
<b>3</b>	Subtract line 2 from line 1d	<b>3</b> 65,395,248
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b> 980,929
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b> 64,414,319
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b> 3,220,716

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b> 3,220,716
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b> 88,950
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI)	<b>2b</b>
<b>c</b>	Add lines 2a and 2b	<b>2c</b> 88,950
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b> 3,131,766
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b> 10,000
<b>5</b>	Add lines 3 and 4	<b>5</b> 3,141,766
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b> 3,141,766

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b> 5,450,587
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:	
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b> 5,450,587
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b> 5,450,587

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .				3,141,766
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only . . . . .				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006 . . . . . 819,189				
<b>b</b> From 2007 . . . . . 1,415,093				
<b>c</b> From 2008 . . . . . 2,024,346				
<b>d</b> From 2009 . . . . . 2,840,629				
<b>e</b> From 2010 . . . . . 2,478,532				
<b>f</b> Total of lines 3a through e . . . . .	9,577,789			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 5,450,587				
<b>a</b> Applied to 2010, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .				
<b>d</b> Applied to 2011 distributable amount . . . . .				3,141,766
<b>e</b> Remaining amount distributed out of corpus . . . . .	2,308,821			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	11,886,610			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .	819,189			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	11,067,421			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007 . . . . . 1,415,093				
<b>b</b> Excess from 2008 . . . . . 2,024,346				
<b>c</b> Excess from 2009 . . . . . 2,840,629				
<b>d</b> Excess from 2010 . . . . . 2,478,629				
<b>e</b> Excess from 2011 . . . . . 2,308,821				

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . .  

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

  4942(j)(3) or   4942(j)(5)

**2a** 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) 2011	(b) 2010	(c) 2009	(d) 2008
<b>b</b> 85% of line 2a . . . . .				
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .				
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .				
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .				
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> "Assets" alternative test - enter				
<b>(1)</b> Value of all assets . . . . .				
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .				
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .				
<b>c</b> "Support" alternative test - enter				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .				
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .				
<b>(3)</b> Largest amount of support from an exempt organization . . . . .				
<b>(4)</b> Gross investment income . . . . .				

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

NONE

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

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

SEE STATEMENT 4

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

SEE STATEMENT 4

**c** Any submission deadlines

SEE STATEMENT 4

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

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
<b>a Paid during the year</b> SEE STATEMENT 5				5,443,000
<b>Total</b> .....			<b>3a</b>	5,443,000
<b>b Approved for future payment</b> SEE STATEMENT 6				2,039,000
<b>Total</b> .....			<b>3b</b>	2,039,000

## Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions 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 instructions )
▼	

JSA  
1E1492 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
<b>a Transfers from the reporting foundation to a noncharitable exempt organization of</b>			
(1) Cash			X
(2) Other assets			X
<b>b Other transactions</b>			
(1) Sales of assets to a noncharitable exempt organization			X
(2) Purchases of assets from a noncharitable exempt organization			X
(3) Rental of facilities, equipment, or other assets			X
(4) Reimbursement arrangements			X
(5) Loans or loan guarantees			X
(6) Performance of services or membership or fundraising solicitations			X
<b>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</b>			X
<b>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</b>			

[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

correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: Edward X. [Signature] Date: 7-19-12 Title: CFO

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

**Schedule of Contributors**

OMB No 1545-0047

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

**2011**

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, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . . ▶ \$

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization <b>PACIFIC LIFE FOUNDATION</b>	Employer identification number <b>95-3433806</b>
--	---

**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PACIFIC LIFE INSURANCE COMPANY 700 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	\$ 6,213,000.00	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  
12/31/2011

DESCRIPTION	BOOK VALUE \$ 12/31/09	MARKET VALUE \$ 12/31/09	COST \$ 12/31/09	2009 UNREALIZED GAIN/(LOSS)	CHANGE IN NET UNREALIZED GAIN/(LOSS)	BOOK VALUE \$ 12/31/10	MARKET VALUE \$ 12/31/10	COST \$ 12/31/10	2010 UNREALIZED GAIN/(LOSS)	CHANGE IN NET UNREALIZED GAIN/(LOSS)	BOOK VALUE \$ 12/31/11	MARKET VALUE \$ 12/31/11	COST \$ 12/31/11	2011 UNREALIZED GAIN/(LOSS)	CHANGE IN NET UNREALIZED GAIN/(LOSS)
VANGUARD TOTAL BOND FUND	22,475,623	22,475,623	21,886,024	577,798	348,615	20,495,570	20,495,570	25,354,106	1,141,462	563,653	69,287	69,287	69,296	1	(1,141,461)
VANGUARD STAR FUND					746,777										
VANGUARD FTSE ALL WORLD	11,358,351	11,358,351	11,726,970	(368,569)	(368,569)	12,448,374	12,448,374	11,720,458	748,916	1,117,465	5,536,219	5,536,219	6,153,704	(617,485)	(1,368,401)
VANGUARD RET INDEX FUND SIGNAL	2,154,774	2,154,774	1,753,011	401,763	401,763										
VANGUARD RET INDEX FUND INST						3,119,736	3,119,736	2,815,506	204,230	204,230					(204,230)
VANGUARD STK MKT INDEX	18,054,098	18,054,098	14,576,235	3,477,861	3,477,864	19,226,629	19,226,629	13,831,186	5,295,443	1,817,592	19,976,147	19,976,147	15,293,970	4,682,177	(613,393)
Vanguard Intermediate - Term Corporate Bond Inst											18,884,162	18,884,162	18,845,463	48,679	48,679
Vanguard Intermediate - Term In Grade Admiral											18,959,516	18,959,516	18,921,569	37,949	37,949
Vanguard Prime Money Market											10	10	10		
	54,043,044	54,043,044	49,954,190	4,088,854	4,804,650	61,291,309	61,291,309	53,901,258	7,390,051	3,301,197	83,432,343	83,432,343	59,281,022	4,151,321	(3,238,720)

\*\* INVESTMENT WAS SOLD IN 2009 AND FUNDS WERE TRANSFERRED TO OTHER VANGUARD FUNDS

STATEMENT #1

PL Foundation - Investment Transactions Report  
01/01/2011 - 12/31/2011

Account	Security	Type	Trade Date	Shares	Price	Proceeds	Cost	Net Realiz Gain/Loss
VANGUARD GROUP INC	VANGUARD FTSE ALL WORLD-INST	BUY	02/15/2011	9,578.244	95.79	917,499.99		0.00
VANGUARD GROUP INC	VANGUARD FTSE ALL WORLD-INST	BUY	10/03/2011	22,576.326	74.68	1,686,000.03		0.00
VANGUARD GROUP INC	VANGUARD FTSE ALL WORLD-INST	BUY	12/20/2011	5,540.627	76.88	425,963.40		0.00
		BUY Total		37,695.197		3,029,463.42	0.00	0.00
VANGUARD GROUP INC	VANGUARD FTSE ALL WORLD-INST	SELL	01/19/2011	-4,406.211	95.32	-420,000.03	-388,563.78	31,436.25
VANGUARD GROUP INC	VANGUARD FTSE ALL WORLD-INST	SELL	10/17/2011	-975.729	81.99	-80,000.02	-84,633.70	-4,633.68
VANGUARD GROUP INC	VANGUARD FTSE ALL WORLD-INST	SELL	12/08/2011	-3,991.641	80.93	-323,043.51	-346,230.69	-23,187.18
VANGUARD GROUP INC	VANGUARD FTSE ALL WORLD-INST	SELL	12/29/2011	-89,778.008	77.48	-6,956,000.06	-7,756,788.68	-800,788.62
		SELL Total		-99,151.589		-7,779,043.62	-8,576,216.85	-797,173.23
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	BUY	12/29/2011	1,897,413.552	9.97	18,917,213.11		0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	BUY	12/30/2011	436.059	9.99	4,356.23		0.00
		BUY Total		1,897,849.611		18,921,569.34	0.00	0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS	BUY	12/29/2011	453,151.560	27.10	12,280,407.28		0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS	BUY	12/29/2011	242,253.738	27.10	6,565,076.30		0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS	BUY	12/29/2011	453,151.560	27.24	12,342,117.49		0.00
		BUY Total		1,148,556.838		31,187,601.04	0.00	0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS	SELL	12/29/2011	-242,253.738	27.24	-6,598,066.66	-6,578,092.21	19,974.45
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS	SELL	12/29/2011	-210,897.822	27.24	-5,744,051.25	-5,726,662.20	17,389.05
		SELL Total		-453,151.560		-12,342,117.91	-12,304,754.41	37,363.50
VANGUARD GROUP INC	VANGUARD PRIME MONEY MARKET FUND	BUY	02/15/2011	500,000.000	1.00	500,000.00		0.00
VANGUARD GROUP INC	VANGUARD PRIME MONEY MARKET FUND	BUY	02/28/2011	12,090	1.00	12.09		0.00
VANGUARD GROUP INC	VANGUARD PRIME MONEY MARKET FUND	BUY	03/31/2011	14,570	1.00	14.57		0.00
		BUY Total		500,026.760		500,026.76	0.00	0.00
VANGUARD GROUP INC	VANGUARD PRIME MONEY MARKET FUND	SELL	03/02/2011	-250,000.000	1.00	-250,000.00	-250,000.00	0.00
VANGUARD GROUP INC	VANGUARD PRIME MONEY MARKET FUND	SELL	03/16/2011	-75,000.000	1.00	-75,000.00	-75,000.00	0.00
VANGUARD GROUP INC	VANGUARD PRIME MONEY MARKET FUND	SELL	03/31/2011	-175,000.000	1.00	-175,000.00	-174,999.99	0.01
VANGUARD GROUP INC	VANGUARD PRIME MONEY MARKET FUND	SELL	12/08/2011	-16,270	1.00	-16.27	-16.28	-0.01
		SELL Total		-500,016.270		-500,016.27	-500,016.27	0.00
VANGUARD GROUP INC	VANGUARD RET INDEX FUND-INST	BUY	02/15/2011	13,967.136	12.78	178,500.00		0.00

STATEMENT # 2

PL Foundation - Investment Transactions Report  
01/01/2011 - 12/31/2011

Account	Security	Type	Trade Date	Shares	Price	Proceeds	Cost	Net Realiz Gain/Loss
VANGUARD GROUP INC	VANGUARD REIT INDEX FUND-INST	BUY	03/24/2011	1,910.927	12.41	23,714.60		0.00
VANGUARD GROUP INC	VANGUARD REIT INDEX FUND-INST	BUY	06/23/2011	2,172.593	12.84	27,896.09		0.00
VANGUARD GROUP INC	VANGUARD REIT INDEX FUND-INST	BUY	09/22/2011	2,534.911	11.20	28,391.00		0.00
VANGUARD GROUP INC	VANGUARD REIT INDEX FUND-INST	BUY	10/03/2011	15,630.885	10.62	166,000.00		0.00
VANGUARD GROUP INC	VANGUARD REIT INDEX FUND-INST	BUY	12/22/2011	2,954.042	12.70	37,516.33		0.00
		BUY Total		39,170.494		462,018.02	0.00	0.00
VANGUARD GROUP INC	VANGUARD REIT INDEX FUND-INST	SELL	01/19/2011	-13,179.572	12.14	-160,000.00	-149,525.78	10,474.22
VANGUARD GROUP INC	VANGUARD REIT INDEX FUND-INST	SELL	05/09/2011	-3,750.938	13.33	-50,000.00	-42,874.25	7,125.75
VANGUARD GROUP INC	VANGUARD REIT INDEX FUND-INST	SELL	12/08/2011	-12,066.284	12.09	-145,881.37	-137,476.04	8,405.33
VANGUARD GROUP INC	VANGUARD REIT INDEX FUND-INST	SELL	12/29/2011	-267,153.572	12.77	-3,411,551.11	-3,047,647.69	363,903.42
		SELL Total		-296,150.366		-3,767,432.48	-3,377,523.76	389,908.72
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	BUY	01/31/2011	7,110.284	10.58	75,226.80		0.00
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	BUY	02/15/2011	335,209.924	10.48	3,513,000.00		0.00
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	BUY	02/28/2011	7,175.281	10.57	75,842.72		0.00
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	BUY	03/17/2011	8,321.221	10.54	87,705.67		0.00
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	BUY	04/29/2011	8,040.231	10.65	85,628.46		0.00
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	BUY	05/31/2011	8,026.846	10.76	86,368.86		0.00
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	BUY	06/30/2011	7,890.026	10.69	84,344.38		0.00
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	BUY	07/29/2011	7,857.949	10.83	85,101.59		0.00
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	BUY	08/31/2011	7,795.119	10.96	85,434.50		0.00
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	BUY	09/30/2011	7,518.367	11.03	82,927.59		0.00
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	BUY	10/31/2011	6,695.735	11.02	73,787.00		0.00
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	BUY	11/11/2011	2,773.131	10.99	30,476.71		0.00
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	BUY	12/02/2011	3,609.432	10.96	39,559.37		0.00
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	BUY	12/22/2011	7,133.913	10.96	78,187.69		0.00
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	BUY	12/22/2011	4,602.525	10.96	50,443.67		0.00
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	BUY	12/30/2011	6,026.031	11.00	66,286.34		0.00
		BUY Total		435,786.015		4,600,321.35	0.00	0.00

STATEMENT # 2

PL Foundation - Investment Transactions Report  
01/01/2011 - 12/31/2011

Account	Security	Type	Trade Date	Shares	Price	Proceeds	Cost	Net Realiz
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	SELL	01/28/2011	-1,282.722	10.60	-13,596.85	-13,011.06	585.79
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	SELL	03/31/2011	-4,743.833	10.54	-50,000.00	-48,316.56	1,683.44
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	SELL	04/28/2011	-1,315.325	10.64	-13,995.06	-13,398.14	596.92
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	SELL	05/09/2011	-14,005.602	10.71	-150,000.00	-142,681.68	7,318.32
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	SELL	07/28/2011	-1,304.393	10.77	-14,048.31	-13,292.39	755.92
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	SELL	08/16/2011	-22,727.273	11.00	-250,000.00	-231,641.33	18,358.67
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	SELL	09/22/2011	-35,971.223	11.12	-400,000.00	-366,702.06	33,297.94
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	SELL	10/03/2011	-152,303.523	11.07	-1,686,000.00	-1,552,969.39	133,030.61
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	SELL	10/03/2011	-14,995.483	11.07	-166,000.00	-152,902.11	13,097.89
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	SELL	10/03/2011	-145,528.455	11.07	-1,611,000.00	-1,483,887.11	127,112.89
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	SELL	10/28/2011	-1,244.304	10.94	-13,612.69	-12,687.62	925.07
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	SELL	12/29/2011	-2,533.919.913	10.99	-27,847,779.84	-25,856,652.63	1,991,127.21
	SELL Total			-2,929,342.049		-32,216,032.75	-29,888,142.08	2,327,890.67
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS	BUY	02/15/2011	26,644.757	33.44	891,000.01		0.00
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS	BUY	03/24/2011	2,480.394	32.91	81,629.77		0.00
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS	BUY	06/23/2011	2,533.912	32.35	81,972.05		0.00
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS	BUY	09/22/2011	3,166.499	28.07	88,883.63		0.00
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS	BUY	10/03/2011	59,293.338	27.17	1,610,999.99		0.00
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS	BUY	12/20/2011	3,550.058	30.90	109,696.79		0.00
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS	BUY	12/29/2011	11,388.271	31.43	357,933.36		0.00
	BUY Total			109,057.209		3,222,115.60	0.00	0.00
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS	SELL	01/19/2011	-44,140.504	32.17	-1,420,000.01	-1,009,709.49	410,290.52
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS	SELL	10/17/2011	-2,343.488	29.87	-69,999.99	-55,746.20	14,253.79
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS	SELL	11/30/2011	-3,203.075	31.22	-100,000.00	-76,193.75	23,806.25
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS	SELL	12/08/2011	-30,170.411	30.86	-931,058.88	-717,684.41	213,374.47
	SELL Total			-79,857.478		-2,521,058.88	-1,859,333.85	661,725.03
	Buy Subtotal					61,923,115.53		0.00
	Sell Subtotal					(59,125,701.91)		2,619,714.69

(37,363.50)  
\*SELL NOT COMPLETE  
IN 2012.

2,582,351.19

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 method for determining disposal share price. See Treas. Reg. 1.012-1(e)(6).

PL FOUNDATION  
2011 OFFICER AND DIRECTORS AS OF 12/31/11  
HOURS WORKED

FOUNDATION MEMBERS	TITLE	COMPENSATION	Estimated Average Hrs per week	CONTACT ADDRESS
JAMES T. MORRIS	CHAIRMAN DIRECTOR	NONE	1	PACIFIC LIFE INSURANCE COMPANY 700 NEWPORT CENTER DRIVE NEWPORT BEACH CA 92660
ROBERT G. HASKELL	PRESIDENT DIRECTOR	NONE	3	PACIFIC LIFE INSURANCE COMPANY 700 NEWPORT CENTER DRIVE NEWPORT BEACH CA 92661
MICHELE A. TOWNSEND	VICE PRESIDENT DIRECTOR	NONE	9	PACIFIC LIFE INSURANCE COMPANY 700 NEWPORT CENTER DRIVE NEWPORT BEACH CA 92662
TENNYSON S. OYLER	VICE PRESIDENT DIRECTOR	NONE	3	PACIFIC LIFE INSURANCE COMPANY 700 NEWPORT CENTER DRIVE NEWPORT BEACH CA 92663
DAVID GARRICK	DIRECTOR	NONE	0	PACIFIC LIFE INSURANCE COMPANY 700 NEWPORT CENTER DRIVE NEWPORT BEACH CA 92664
DAWN R. TRAUTMAN	DIRECTOR	NONE	0	PACIFIC LIFE INSURANCE COMPANY 700 NEWPORT CENTER DRIVE NEWPORT BEACH CA 92665
ALYSSA C. DOWDING	DIRECTOR	NONE	0	PACIFIC LIFE INSURANCE COMPANY 700 NEWPORT CENTER DRIVE NEWPORT BEACH CA 92666
MADHU VIJAY	DIRECTOR	NONE	0	PACIFIC LIFE INSURANCE COMPANY 700 NEWPORT CENTER DRIVE NEWPORT BEACH CA 92667
JOHN C. MULVIHILL	DIRECTOR	NONE	0	PACIFIC LIFE INSURANCE COMPANY 700 NEWPORT CENTER DRIVE NEWPORT BEACH CA 92668
CATHY L. SCHWARTZ	DIRECTOR	NONE	0	PACIFIC LIFE INSURANCE COMPANY 700 NEWPORT CENTER DRIVE NEWPORT BEACH CA 92669
CAROL R. SUDBECK	DIRECTOR	NONE	0	PACIFIC LIFE INSURANCE COMPANY 700 NEWPORT CENTER DRIVE NEWPORT BEACH CA 92670
CHRIS van MIERLO	DIRECTOR	NONE	0	PACIFIC LIFE INSURANCE COMPANY 700 NEWPORT CENTER DRIVE NEWPORT BEACH CA 92671
EDWARD R. BYRD	CFO	NONE	1	PACIFIC LIFE INSURANCE COMPANY 700 NEWPORT CENTER DRIVE NEWPORT BEACH CA 92672
JOSEPH J. TORTORELLI	GENERAL COUNSEL	NONE	1	PACIFIC LIFE INSURANCE COMPANY 700 NEWPORT CENTER DRIVE NEWPORT BEACH CA 92673
JANE M. GUON	SECRETARY	NONE	1	PACIFIC LIFE INSURANCE COMPANY 700 NEWPORT CENTER DRIVE NEWPORT BEACH CA 92674
BRENDA K. HARDWIG	ASSISTANT SECRETARY	NONE	9	PACIFIC LIFE INSURANCE COMPANY 700 NEWPORT CENTER DRIVE NEWPORT BEACH CA 92675

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# PACIFIC LIFE FOUNDATION

## GENERAL GRANT GUIDELINES & APPLICATION FORM

### APPLICATION TIMELINE FOR A 2013 GRANT

- **July 16 – August 15, 2012** Mailed applications must be postmarked or hand-delivered by 8/15/2012
- **Mid-November 2012** Pledges to agencies announced
- **Late January 2013** Funding distributed

### TYPES AND RANGE 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.

### GEOGRAPHIC CONSIDERATIONS

Contributions are made primarily in areas with large concentrations of Pacific Life employees—generally, the greater Orange County, CA, area. Ideally, agencies should serve a large area, usually including more than one city or community. In addition, some grants are provided in greater Omaha, NE. A few 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. Exceptions are made for agencies where a Pacific Life officer serves on the board of directors. During the two-year interim period, an agency may submit a capital grant application.

### RESTRICTIONS

Applications are not accepted from or 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, as these entities are eligible through the Foundation's annual invitation-only "3T's of Education" grant program
- Sectarian or denominational religious organizations, except where the agency demonstrates that their programs are broadly promoted, available to anyone, and free of religious orientation
- Fundraising events (e.g., membership drives, luncheons/dinners, walks/runs, or tournaments)
- Sports leagues or teams
- Advertising sponsorship or conference underwriting/sponsorship

*The information below  
must accompany the completed application.*

### AGENCY/PROGRAM INFORMATION CHECKLIST

- ☐ If your agency received a 2012 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 the corporations and foundations, along with their contribution amounts, that provided funding to your agency from July 2011 through June 2012
- ☐ Roster of the agency's board of directors, advisory board members, and administrative staff (please note any family relationships that may exist)
- ☐ Copy of your agency's tax-exemption letter (note: there is no need to submit the letter if your agency was previously funded by the Pacific Life Foundation and the letter is current)
- ☐ 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 current annual budget (revenues and expenditures)
- ☐ Agency's most recent audited financial statement (if none, please provide agency's most recent IRS Form 990)

**Faxed and emailed 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 website at  
[www.PacificLifeFoundation.com](http://www.PacificLifeFoundation.com);  
see specifically "Application Tips."

# 2013 PACIFIC LIFE FOUNDATION GENERAL GRANT APPLICATION

Grant applications will be accepted between July 16 and August 15.  
Applications must be postmarked or hand-delivered by August 15, 2012.

☐ Check this box to confirm you have read the Pacific Life Foundation grant guidelines and the "Grant Application Tips" at [www.PacificLifeFoundation.com](http://www.PacificLifeFoundation.com).

Agency Name \_\_\_\_\_ Year Agency Established \_\_\_\_\_

Agency Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

Executive Director \_\_\_\_\_ Email Address \_\_\_\_\_

Contact Person \_\_\_\_\_ Title \_\_\_\_\_

Phone # (\_\_\_\_) \_\_\_\_\_ Ext \_\_\_\_\_ Email Address \_\_\_\_\_

Name of program/project for which you are requesting funding \_\_\_\_\_

Check One ☐ Existing Program/Project ☐ New Program/Project for 2013

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

Number of People to Be Served by Program/Project in 2013 \_\_\_\_\_ Program/Project Period \_\_\_\_\_ to \_\_\_\_\_

Total Program/Project Budget (A line-item budget totaling this amount must be submitted.)	\$ _____	Please use figures from your most recent audited financial statement to provide the information requested below. <b>Do not state "see enclosed" or leave any blank spaces.</b> For the Year Ended (Month/Day/Year) ____ / ____ / ____
Grant Amount Requested (\$5,000 to \$10,000)	\$ _____	
		A. Total Annual Income \$ _____
		B. Total Annual Expenses \$ _____
		C. Net Assets, Unrestricted \$ _____
		D. Property & Equipment Assets \$ _____
		E. Subtract Line D from Line C = \$ _____

If requesting funding for an existing program/project, list the corporate and foundation funders for this calendar year (2012) to date and their contribution amounts \_\_\_\_\_

List the corporate and foundation funders specifically **committed** for this program/project in 2013 (including \$ awarded) \_\_\_\_\_

List the corporate and foundation funders you **plan to solicit for support** for this program/project in 2013 (including \$ to be requested) \_\_\_\_\_

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Number of Board of Directors \_\_\_\_ Are any of the directors related by blood or marriage? ☐ Yes ☐ No (If yes, please identify on board list)

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) \_\_\_\_\_

**PACIFIC LIFE FOUNDATION  
SUPPLEMENTAL SCHEDULE OF CONTRIBUTIONS TO  
NOT-FOR-PROFIT AGENCIES  
CASH PAYMENTS FOR THE PERIOD ENDING DECEMBER 31, 2011**

<u>Organization Name</u>	<u>Grant Amount</u>	<u>Type of Support</u>
A B L E Youth, Inc	\$ 5,000	G
ABC Unified Middle School/Nixon Academy	\$ 2,500	E
ABC Unified School District/Tetzlaff Middle School	\$ 2,500	E
Academy for the Performing Arts Foundation	\$ 500	NPMG
AIDS Services Foundation Orange County	\$ 100	NPMG
AIDS Services Foundation Orange County	\$ (10,000)	G
Alaska Whale Foundation	\$ 7,000	F
Alzheimer's Association	\$ 100	NPMG
Alzheimer's Association, Orange County Chapter	\$ 100	NPMG
Alzheimer's Association of Greater Cincinnati	\$ 5,000	G
American Cancer Society - Kansas City	\$ 100	NPMG
American Cancer Society, Inc., High Plains Division	\$ 325	NPMG
American Cancer Society, Orange County Region	\$ 50	NPMG
American Cetacean Society	\$ 50,000	F
American Diabetes Association	\$ 300	NPMG
American Diabetes Association	\$ 5,000	G
American Heart Association	\$ 130	NPMG
American Heart Association, Great Rivers Affiliate	\$ 100	NPMG
American Heart Association, Greater Southeast Affiliate	\$ 5,000	G
American Heart Association, Southwest Affiliate	\$ 5,000	G
American Heart Association, Western State Affiliate	\$ 100	NPMG
American Red Cross	\$ 10,061	NPMG
American Red Cross	\$ 150,000	G
American Red Cross, Orange County Chapter	\$ 155	NPMG
AmeriCares	\$ 250	NPMG
Amherst College	\$ 5,000	NPMG
Anaheim Union High School District/Cypress High School	\$ 2,500	E
Andersen DEANs Foundation	\$ 300	NPMG
Avon Foundation	\$ 550	NPMG
Ballet Etudes	\$ 250	NPMG
Bedford County Public Schools/Jefferson Forest High School	\$ 2,500	E
Bellevue Public Schools/Bertha Barber Elementary School	\$ 1,500	E
Bellevue Schools Foundation	\$ 50	NPMG
Best Buddies International, Inc	\$ 50	NPMG
Best Friends Animal Society	\$ 50	NPMG
Big Brothers Big Sisters of Helena	\$ 50	NPMG
Binghamton University Foundation	\$ 100	NPMG
Bonita Canyon PTA	\$ 450	NPMG
Bowdoin College	\$ 500	NPMG
Boy Scouts of America	\$ 50	NPMG
Boy Scouts of America, Transatlantic Council	\$ 500	NPMG
Boys & Girls Clubs of Huntington Valley	\$ 50,000	C
Brandeis University	\$ 2,000	NPMG
Brigham Young University	\$ 200	NPMG
Brywood PTA	\$ 100	NPMG
Buddhist Tzu Chi Foundation	\$ 500	NPMG
Burbank Temporary Aid Center	\$ 200	NPMG
Cal State Fullerton Philanthropic Foundation	\$ 1,500	NPMG
California Institute of Technology	\$ 5,000	NPMG
California State Polytechnic University - Pomona	\$ 250	NPMG
California State University, Long Beach	\$ 325	NPMG
Capistrano Unified School District/Aliso Niguel High School	\$ 5,000	E
Capistrano Unified School District/Aliso Viejo Middle School	\$ 2,500	E
Capistrano Unified School District/Bathgate Elementary School	\$ 3,000	E
Capistrano Unified School District/Capistrano Valley High School	\$ 6,000	E
Capistrano Unified School District/Carl Hankey Elementary School	\$ 3,000	E
Capistrano Unified School District/Castille Elementary School	\$ 2,500	E
Capistrano Unified School District/Chaparral Elementary School	\$ 5,500	E
Capistrano Unified School District/Dana Hills High School	\$ 6,000	E
Capistrano Unified School District/Don Juan Avila Elementary School	\$ 2,500	E
Capistrano Unified School District/Don Juan Avila Middle School	\$ 3,000	E
Capistrano Unified School District/George White Elementary School	\$ 3,000	E
Capistrano Unified School District/Ladera Ranch Elementary School	\$ 3,000	E
Capistrano Unified School District/Ladera Ranch Middle School	\$ 3,500	E
Capistrano Unified School District/Las Flores Middle School	\$ 2,500	E
Capistrano Unified School District/Newhart Middle School	\$ 3,500	E
Capistrano Unified School District/Oso Grande Elementary School	\$ 3,000	E
Capistrano Unified School District/Tesoro High School	\$ 4,000	E
Capistrano Unified School District/Wagon Wheel Elementary School	\$ 2,500	E
Carnegie Mellon University	\$ 120	NPMG
Catholic Relief Services	\$ 225	NPMG
Chapman University	\$ 100	NPMG
Charitable Ventures of Orange County	\$ 500	NPMG
Childhelp, Inc	\$ 5,000	G
Children's Cancer Association	\$ 250	NPMG
Children's Education Foundation of Orange County	\$ 5,000	G
Children's Tumor Foundation	\$ 530	NPMG
Church Hill Activities and Tutoring	\$ 5,000	G



**PACIFIC LIFE FOUNDATION  
SUPPLEMENTAL SCHEDULE OF CONTRIBUTIONS TO  
NOT-FOR-PROFIT AGENCIES  
CASH PAYMENTS FOR THE PERIOD ENDING DECEMBER 31, 2011**

<u>Organization Name</u>	<u>Grant Amount</u>	<u>Type of Support</u>
Claremont Graduate University	\$ 10,000	NPMG
College of Saint Mary	\$ 1,000	NPMG
Columbia University	\$ 300	NPMG
Community Action Partnership of Orange County	\$ 100	NPMG
Community Action Partnership of Orange County	\$ 4,912	G
Conservation International Foundation	\$ 1,000,000	F
Corona del Mar High School Foundation	\$ 1,200	NPMG
Corona-Norco Unified School District/Dwight D. Eisenhower Elementary School	\$ 1,500	E
Corona-Norco Unified School District/Orange Elementary School	\$ 3,000	E
Corona-Norco Unified School District/Prado View Elementary School	\$ 2,500	E
Corona-Norco Unified School District/Todd Elementary School	\$ 3,000	E
Council Bluffs Community School District/Gerald W. Kim Middle School	\$ 1,500	E
Council Bluffs Community School District/Thomas Jefferson High School	\$ 2,500	E
Creighton University	\$ 10,000	NPMG
Crossroads Ministry of Estes Park	\$ 500	NPMG
Cystic Fibrosis Foundation	\$ 750	NPMG
Daniel Murphy Scholarship Fund	\$ 5,000	G
Dedicated Animal Welfare Group of Laguna Niguel and Mission Viejo	\$ 100	NPMG
Delhi Center	\$ 30,000	C
DePaul University	\$ 500	NPMG
Direct Relief International	\$ 500	NPMG
Discovery Place	\$ 5,000	G
Doctors Without Borders	\$ 800	NPMG
Downtown Women's Center	\$ 100	NPMG
Duke University	\$ 2,000	NPMG
Edison High School Foundation	\$ 900	NPMG
Esperanza Entertainment Unit Boosters Organization	\$ 500	NPMG
Extend Your Heart	\$ 300	NPMG
Family Assistance Ministries	\$ 250	NPMG
Festival Ballet Theatre	\$ 270	NPMG
Foundation for Public Affairs	\$ 2,500	G
Fountain Valley School District/Fred Morola Elementary School	\$ 3,000	E
Fountain Valley School District/James H. Cox Elementary School	\$ 2,500	E
Fountain Valley School District/Kazuo Masuda Middle School	\$ 3,000	E
Fountain Valley School District/Urbain H. Plavan Elementary School	\$ 2,500	E
Free Arts of Arizona	\$ 5,000	G
Friendly Center, Inc.	\$ 500	NPMG
Friends Christian School	\$ 500	NPMG
Fullerton School District/Ladera Vista Junior High	\$ 1,500	E
Fulton County Schools/Dunwoody Springs Elementary School	\$ 1,500	E
Garden Grove Unified School District/Los Amigos High School	\$ 1,500	E
Girls Incorporated of Orange County	\$ 500	NPMG
Golden West PTO	\$ 225	NPMG
Golf Fore Africa	\$ 500	NPMG
Gray Whales Count	\$ 5,503	G
Grove City College	\$ 2,000	NPMG
Habitat for Humanity International	\$ 95	NPMG
Hampshire College	\$ 1,700	NPMG
Hicks Canyon PTO	\$ 175	NPMG
Hidaya Foundation	\$ 500	NPMG
Hillsborough Education Foundation, Inc.	\$ 5,000	G
Hope Hospice	\$ 5,000	G
HOPE Worldwide	\$ 125	NPMG
Hospice by the Bay	\$ 150	NPMG
Human Rights Watch, Inc.	\$ 50	NPMG
Huntington Beach City School District/John H. Eader Elementary School	\$ 1,500	E
Huntington Beach City School District/S. A. Moffett Elementary School	\$ 2,500	E
Huntington Beach Union High School District/Edison High School	\$ 2,500	E
Huntington Beach Union High School District/Fountain Valley High School	\$ 8,000	E
Huntington Beach Union High School District/Huntington Beach High School	\$ 2,500	E
Huntington Christian School	\$ 2,500	E
Illumination Foundation	\$ 200	NPMG
Illumination Foundation	\$ 200,000	F
Indiana University Foundation	\$ 750	NPMG
International Federation of Red Cross and Red Crescent Societies of the UN, Inc.	\$ 250	NPMG
International Rescue Committee	\$ 200	NPMG
International Rett Syndrome Foundation	\$ 150	NPMG
Irvine Public Schools Foundation	\$ 650	NPMG
Irvine Unified School District	\$ 175	NPMG
Irvine Unified School District/Alderwood Basic Plus School	\$ 2,500	E
Irvine Unified School District/College Park Elementary School	\$ 3,000	E
Irvine Unified School District/Eastshore Elementary School	\$ 3,000	E
Irvine Unified School District/Irvine High School	\$ 2,500	E
Irvine Unified School District/Lakeside Middle School	\$ 3,000	E
Irvine Unified School District/Northwood High School	\$ 3,500	E
Irvine Unified School District/Oak Creek Elementary School	\$ 5,500	E
Irvine Unified School District/Rancho San Joaquin Middle School	\$ 2,500	E
Irvine Unified School District/Sierra Vista Middle School	\$ 3,000	E

**PACIFIC LIFE FOUNDATION  
SUPPLEMENTAL SCHEDULE OF CONTRIBUTIONS TO  
NOT-FOR-PROFIT AGENCIES  
CASH PAYMENTS FOR THE PERIOD ENDING DECEMBER 31, 2011**

<u>Organization Name</u>	<u>Grant Amount</u>	<u>Type of Support</u>
Irvine Unified School District/Stone Creek Elementary School	\$ 5,000	E
Irvine Unified School District/Stonegate 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/University Park Elementary School	\$ 1,500	E
Irvine Unified School District/Venado Middle School	\$ 3,000	E
Irvine Unified School District/Vista Verde Elementary School	\$ 3,000	E
Irvine Unified School District/Woodbridge High School	\$ 4,500	E
Islamic Relief USA	\$ 90	NPMG
Johns Hopkins University	\$ 250	NPMG
Joyal Capital Management Foundation, Inc	\$ 5,000	G
JSerra Catholic High School	\$ 4,500	E
Junior Achievement of Orange County	\$ 5,000	G
Junior League of Orange County	\$ 50	NPMG
Juvenile Diabetes Research Foundation International	\$ 50	NPMG
Kellogg School of Management	\$ 500	NPMG
KOCE-TV Foundation	\$ 50	NPMG
L A Gay & Lesbian Center	\$ 2,075	NPMG
Laguna Beach Unified School District/Laguna Beach High School	\$ 3,000	E
Laguna Beach Unified School District/Top of the World Elementary School	\$ 2,500	E
Laguna Parent Participation Preschool	\$ 50	NPMG
Lake Elsinore Unified School District/Temescal Canyon High School	\$ 1,500	E
LIFECycle Inc	\$ 5,000	G
Lincoln Elementary PTA	\$ 500	NPMG
LNES Foundation/Laguna Niguel Elementary School	\$ 4,500	E
Long Beach Area Council, Boy Scouts of America	\$ 50	NPMG
Long Beach Education Foundation	\$ 500	NPMG
Long Beach Education Foundation/Lowell Bayside Academy	\$ 2,500	E
Long Beach Unified School District/Long Beach Poly High School	\$ 1,500	E
Long Beach Unified School District/Minnie Grant Elementary School	\$ 1,500	E
Make-A-Wish Foundation of Orange County and the Inland Empire	\$ 5,000	G
Marine Mammal Center	\$ 5,000	F
Mariners Christian School	\$ 3,000	E
Mariners Elementary School PTA	\$ 250	NPMG
Marist College	\$ 100	NPMG
Mater Dei High School	\$ 1,500	E
Meadow Park PTA	\$ 300	NPMG
Mexican American Neighbor Organization	\$ 200	NPMG
Mid-America Council, Boy Scouts of America	\$ 150	NPMG
Mid-America Council, Boy Scouts of America	\$ 5,000	G
Millard Public Schools/Millard West High School	\$ 3,500	E
Millard Public Schools/Ronald Reagan Elementary School	\$ 3,500	E
Mills College	\$ 5,000	NPMG
Mission Hospital Foundation	\$ 500	NPMG
Mission Hospital, Inc	\$ 5,000	G
November Foundation	\$ 720	NPMG
Mt Edgecumbe High School District	\$ 250	NPMG
Murrieta Valley Unified School District/Tovashal Elementary School	\$ 1,500	E
Music Intelligence Neural Development Institute	\$ 100,000	F
National Brittany Rescue & Adoption Network, Inc	\$ 500	NPMG
National Multiple Sclerosis Society	\$ 100	NPMG
National Multiple Sclerosis Society, SoCal and Nevada Chapter	\$ 550	NPMG
Newport Elementary School Foundation	\$ 250	NPMG
Newport-Mesa Unified School District/Corona del Mar High School	\$ 6,500	E
Newport-Mesa Unified School District/Corona del Mar Middle School	\$ 2,500	E
Newport-Mesa Unified School District/Horace Ensign Intermediate School	\$ 2,500	E
Newport-Mesa Unified School District/Lincoln Elementary School	\$ 4,000	E
Newport-Mesa Unified School District/Mariners Elementary School	\$ 2,500	E
Newport-Mesa Unified School District/Newport Coast Elementary School	\$ 3,000	E
Newport-Mesa Unified School District/Newport Elementary School	\$ 2,500	E
Newport-Mesa Unified School District/Newport Harbor High School	\$ 5,000	E
Newport-Mesa Unified School District/Roy O Anderson Elementary School	\$ 3,000	E
Newport-Mesa Unified School District/Woodland Elementary School	\$ 2,500	E
North Hawaii Hospice	\$ 100	NPMG
Norwich University	\$ 500	NPMG
Oak Grove Elementary School Foundation	\$ 4,000	E
Oakland School for the Arts	\$ 500	NPMG
Ocean Institute	\$ 2,050	NPMG
Ocean View School District/Hope View Elementary School	\$ 2,500	E
Ohio State University Foundation	\$ 75	NPMG
Ohio University Foundation	\$ 500	NPMG
Old Timers Baseball Association	\$ 5,000	G
Omaha Public Schools/Fullerton Magnet School	\$ 1,500	E
Omaha Schools Foundation/Picote Elementary School	\$ 2,500	E
OneOC/OC Funders Roundtable Capacity-Building Program	\$ 130,000	F
OneOC/Winter Transitional Shelter Program	\$ 100,000	F
Orange County Community Foundation/GroupWork group Orange County	\$ 50,000	C
Orange County High School of the Arts Foundation	\$ 1,230	NPMG

**PACIFIC LIFE FOUNDATION  
SUPPLEMENTAL SCHEDULE OF CONTRIBUTIONS TO  
NOT-FOR-PROFIT AGENCIES  
CASH PAYMENTS FOR THE PERIOD ENDING DECEMBER 31, 2011**

<u>Organization Name</u>	<u>Grant Amount</u>	<u>Type of Support</u>
Orange County High School of the Arts Foundation	\$ 2,500	E
Orange County Museum of Art	\$ 60	NPMG
Orange County Rescue Mission	\$ 50	NPMG
Orange County Shared Spaces Foundation	\$ 75,000	C
Orange County United Way	\$ 312,843	G
Orange Unified School District/Chapman Hills Elementary School	\$ 1,500	E
Orange Unified School District/El Modena High School	\$ 4,000	E
Orange Unified School District/El Rancho Charter School	\$ 2,500	E
Orange Unified School District/Running Springs Elementary School	\$ 3,000	E
Our Lady Queen of Angels School	\$ 500	NPMG
Oxford Academy Foundation	\$ 500	NPMG
Pacific Lutheran University	\$ 750	NPMG
Pacific Marine Mammal Center	\$ 500	NPMG
Pancreatic Cancer Action Network	\$ 100	NPMG
Papillion-La Vista School District/Hickory Hill Elementary School	\$ 1,500	E
Placentia-Yorba Linda Unified School District/Bryant Ranch Elementary School	\$ 2,500	E
Princeton University	\$ 750	NPMG
Prostate Cancer Foundation	\$ 100	NPMG
Ralston Public Schools/Blumfield Elementary School	\$ 1,500	E
Red Hill Lutheran School	\$ 200	NPMG
Regents of the University of California/Scripps Hildebrand Whale Lab	\$ 19,000	F
Rensselaer Polytechnic Institute	\$ 170	NPMG
Saddleback Valley Unified School District/Cielo Vista Elementary School	\$ 3,000	E
Saddleback Valley Unified School District/de Portola Elementary School	\$ 3,500	E
Saddleback Valley Unified School District/El Toro High School	\$ 4,000	E
Saddleback Valley Unified School District/Foothill Ranch Elementary School	\$ 3,500	E
Saddleback Valley Unified School District/Laguna Hills High School	\$ 2,500	E
Saddleback Valley Unified School District/LaMadera Elementary School	\$ 3,000	E
Saddleback Valley Unified School District/Melinda Heights Elementary School	\$ 3,000	E
Saddleback Valley Unified School District/Mission Viejo High School	\$ 4,500	E
Saddleback Valley Unified School District/Portola Hills Elementary School	\$ 2,500	E
Saddleback Valley Unified School District/Rancho Santa Margarita Intermediate School	\$ 4,000	E
Saddleback Valley Unified School District/Robinson Elementary School	\$ 2,500	E
Saddleback Valley Unified School District/Santiago Elementary School	\$ 1,500	E
Saddleback Valley Unified School District/Serrano Intermediate School	\$ 3,500	E
Saddleback Valley Unified School District/Trabuco Hills High School	\$ 10,500	E
Sahuaro High Cougar Foundation, Inc	\$ 125	NPMG
San Juan Children's Education Foundation	\$ 500	NPMG
San Pedro & Peninsula YMCA	\$ 150	NPMG
Sandy Ridge Elementary PTA	\$ 500	NPMG
Santa Ana Unified School District/Douglas MacArthur Fundamental Intermediate School	\$ 4,000	E
Santa Ana Unified School District/Jim Thorpe Fundamental Elementary School	\$ 4,000	E
Santa Ana Unified School District/Segerstrom Fundamental High School	\$ 3,000	E
Santa Barbara Zoo	\$ 190	NPMG
Santa Clara University	\$ 1,000	NPMG
Santa Margarita Catholic High School	\$ 3,000	E
Savanna School District/Cerritos Elementary School	\$ 2,500	E
Save The Children	\$ 1,350	NPMG
Sea Shepherd Conservation Society	\$ 60	NPMG
Second Harvest Food Bank of Orange County	\$ 450	NPMG
SEEDS Arts and Education, Inc	\$ 910	NPMG
Someone Cares Soup Kitchen	\$ 10,000	G
South Texas Chorale	\$ 5,000	G
Southern California Public Radio	\$ 420	NPMG
Southern Methodist University	\$ 50	NPMG
SPCALA	\$ 50	NPMG
Springbrook Elementary School PTA	\$ 450	NPMG
St Anne School	\$ 4,500	E
St Gregory's University	\$ 350	NPMG
St John's Episcopal School	\$ 250	NPMG
St John's Episcopal School	\$ 2,500	E
St Jude's Children's Research Hospital	\$ 250	NPMG
St Jude's Medical Center	\$ 100	NPMG
St Labre Indian School	\$ 100	NPMG
St Norbert School	\$ 500	NPMG
Stanford University	\$ 21,650	NPMG
Stetson University	\$ 2,000	NPMG
Sts Simon & Jude Catholic School	\$ 3,000	E
Susan G Komen Breast Cancer Foundation, National Organization, Dallas, TX	\$ 100	NPMG
Susan G Komen for the Cure, Chicago, IL	\$ 210	NPMG
Temple University	\$ 1,000	NPMG
The ALS Association - Golden West Chapter	\$ 50	NPMG
The ALS Association - Orange County Chapter	\$ 200	NPMG
The Backwaters Press	\$ 75	NPMG
The Dallas Foundation	\$ 500	NPMG
The Denver Foundation	\$ 100	NPMG
The Leukemia & Lymphoma Society	\$ 665	NPMG
The Links Foundation, Incorporated	\$ 450	NPMG

**PACIFIC LIFE FOUNDATION  
SUPPLEMENTAL SCHEDULE OF CONTRIBUTIONS TO  
NOT-FOR-PROFIT AGENCIES  
CASH PAYMENTS FOR THE PERIOD ENDING DECEMBER 31, 2011**

<u>Organization Name</u>	<u>Grant Amount</u>	<u>Type of Support</u>
The Maddie James Foundation	\$ 2,450	NPMG
The Nature Conservancy	\$ 200	NPMG
The Oak Hill School	\$ 1,500	E
The Ocean Foundation	\$ 453,497	F
The Salvation Army	\$ 250	NPMG
The Society of Marine Mammalogy	\$ 10,000	F
The University of North Carolina at Chapel Hill	\$ 5,000	NPMG
The Webb Schools	\$ 100	NPMG
Thunderbird School of Global Management	\$ 300	NPMG
Tustin Public Schools Foundation	\$ 50	NPMG
Tustin Unified School District/Arnold O Beckman High School	\$ 6,500	E
Tustin Unified School District/Hicks Canyon Elementary School	\$ 2,500	E
Tustin Unified School District/Myford Elementary School	\$ 4,000	E
Tustin Unified School District/Peters Canyon Elementary School	\$ 5,000	E
Tustin Unified School District/Pioneer Middle School	\$ 3,000	E
Tustin Unified School District/Tustin Memorial Academy	\$ 3,500	E
UCI Foundation/Cal Teach	\$ 100,000	F
UCI Foundation/Center for Diabetes Treatment and Research	\$ 250	NPMG
UCLA Foundation	\$ 24,900	NPMG
United States Fund for UNICEF	\$ 50	NPMG
University of Arizona Foundation	\$ 125	NPMG
University of Arkansas	\$ 50	NPMG
University of California, Irvine Foundation	\$ 12,250	NPMG
University of California, Santa Barbara	\$ 425	NPMG
University of Hawaii Foundation	\$ 2,000	NPMG
University of Illinois	\$ 150	NPMG
University of Iowa Foundation	\$ 1,120	NPMG
University of Kansas	\$ 500	NPMG
University of Missouri	\$ 10,000	NPMG
University of Nebraska Foundation	\$ 125	NPMG
University of New Hampshire	\$ 250	NPMG
University of Notre Dame	\$ 1,800	NPMG
University of Oklahoma	\$ 500	NPMG
University of Pennsylvania	\$ 500	NPMG
University of San Diego	\$ 2,000	NPMG
University of Southern California	\$ 2,324	NPMG
University of Texas	\$ 100	NPMG
University of Texas at Austin	\$ 1,000	NPMG
University of Tulsa	\$ 150	NPMG
University of Wisconsin Foundation	\$ 2,250	NPMG
Utica College	\$ 1,250	NPMG
Val Verde Unified School District/Avalon Elementary School	\$ 1,500	E
Vanderbilt University	\$ 250	NPMG
Vietnamese American Cancer Foundation	\$ 50	NPMG
Visiting Nurse Association of the Inland Counties	\$ 250	NPMG
Vital Link Education-Business Consortium	\$ 500	NPMG
Wake Forest University	\$ 250	NPMG
Waldorf School of Orange County	\$ 500	NPMG
West Suburban YMCA	\$ 5,000	G
Western Carolina University	\$ 240	NPMG
Westside Community Schools District/Westbrook Elementary School	\$ 3,000	E
Wheaton College	\$ 55	NPMG
Whittier College	\$ 500	NPMG
Wolf River Conservancy, Inc	\$ 5,000	G
Women Helping Women	\$ 500	NPMG
Woodbridge High School PTSA	\$ 250	NPMG
World Vision	\$ 600	NPMG
World Wildlife Fund, Inc	\$ 270	NPMG
Yale University	\$ 5,000	G
Yosemite Conservancy	\$ 500	NPMG
Youth Eastside Services	\$ 150	NPMG
Zoological Society of San Diego	\$ 100	NPMG
<b>Cash Total</b>	<b>\$ 3,567,600</b>	

**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 - Programs/Organizations focused on critical community needs  
 (NPMG) Nonprofit Matching Gift or Higher Education Grants - Matching employee contributions

**2011 Grant Payments**

PACIFIC LIFE FOUNDATION  
SUPPLEMENTAL SCHEDULE OF CONTRIBUTIONS TO  
NOT-FOR-PROFIT AGENCIES  
ACCRUALS FOR THE PERIOD ENDING DECEMBER 31, 2011

<u>Organization Name</u>	<u>Organization Legal Name</u>	<u>Grant Amount</u>	<u>Type of Support</u>
AccessOC	OneOC	\$ 10,000	G
Age Well Senior Services, Inc	Age Well Senior Services, Inc	\$ 7,500	G
AIDS Education Global Information System	AIDS Education Global Information System	\$ 7,500	G
AIDS Services Foundation Orange County	AIDS Services Foundation Orange County	\$ 10,000	G
Alliance for Housing and Healing	Alliance for Housing and Healing	\$ 7,500	G
Alzheimer's Association, Orange County Chapter	Alzheimer's Association, Orange County Chapter	\$ 10,000	G
Alzheimer's Association, San Diego/Imperial Chapter	Alzheimer's Association, San Diego/Imperial Chapter	\$ 5,000	G
American Academy of Pediatrics, California Chapter 4	American Academy of Pediatrics, District IX Chapter IV	\$ 10,000	G
American Family Housing	American Family Housing	\$ 7,500	G
American Red Cross	American Red Cross	\$ 200,000	G
American Red Cross, Orange County Chapter	American Red Cross, Orange County Chapter	\$ 10,000	G
Angel Faces, Inc	Angel Faces, Inc	\$ 5,000	G
Arts Orange County	Arts Orange County	\$ 10,000	G
Assistance League of Capistrano Valley	Assistance League of Capistrano Valley	\$ 10,000	G
Assistance League of Omaha	Assistance League of Omaha	\$ 5,000	G
Assistance League of Santa Ana	Assistance League of Santa Ana	\$ 10,000	G
Ballet Etudes	Ballet Etudes	\$ 5,000	G
Bethany	Bethany	\$ 5,000	G
Big Brothers Big Sisters of the Midlands	Big Brothers Big Sisters of the Midlands	\$ 10,000	C
Blind Children's Learning Center	The Blind Children's Learning Center of Orange County	\$ 10,000	G
Bolsa Chica Conservancy	Bolsa Chica Conservancy	\$ 10,000	G
Boys & Girls Club of Laguna Beach	Boys & Girls Club of Laguna Beach	\$ 7,500	G
Boys & Girls Club of Santa Ana	Boys & Girls Club of Santa Ana	\$ 10,000	G
Boys & Girls Club of Stanton	Boys & Girls Club of Stanton	\$ 8,000	G
Boys & Girls Club of the Harbor Area	Boys & Girls Club of the Harbor Area	\$ 7,500	G
Boys & Girls Club of Westminster	Boys & Girls Club of Westminster	\$ 10,000	G
Boys & Girls Clubs of Anaheim, Inc	Boys & Girls Clubs of Anaheim, Inc	\$ 10,000	G
Boys & Girls Clubs of Council Bluffs	Boys & Girls Clubs of Omaha, Inc	\$ 10,000	G
Boys & Girls Clubs of Garden Grove	Boys & Girls Clubs of Garden Grove	\$ 7,500	G
Boys & Girls Clubs of Huntington Valley	Boys & Girls Clubs of Huntington Valley	\$ 10,000	G
Boys & Girls Clubs of the South Bay	Boys & Girls Clubs of the South Bay	\$ 5,000	G
Boys Hope Girls Hope of Southern California	Boys Hope Girls Hope of Southern California	\$ 7,500	G
Brandman University	University College of Chapman University/Brandman University	\$ 7,500	G
Breast Cancer Solutions	Breast Cancer Survivors	\$ 7,500	G
California State University, Fullerton/Center for Insurance Studies	Cal State Fullerton Philanthropic Foundation	\$ 30,000	G
Camino Health Center	South County Community Clinic	\$ 10,000	G
Canine Companions for Independence/Southwest Region	Canine Companions for Independence	\$ 10,000	G
Canyon Acres Children and Family Services	Canyon Acres Children and Family Services	\$ 10,000	G
Casa Teresa, Inc	Casa Teresa, Inc	\$ 7,500	G
Catholic Charities of the Archdiocese of Omaha	Catholic Charities of the Archdiocese of Omaha, Inc	\$ 50,000	C
Chapman University	Chapman University	\$ 7,500	G
Child Care Connections	Public Health Foundation Enterprises, Inc	\$ 10,000	G
Child Guidance Center, Inc	Child Guidance Center, Inc	\$ 7,500	G
Child Saving Institute, Inc	Child Saving Institute, Inc	\$ 7,500	G
Children Now	Children Now	\$ 10,000	G
Children's Bureau of Southern California	Children's Bureau of Southern California	\$ 7,500	G
Children's Dental Health Clinic	Children's Dental Foundation	\$ 7,500	G
Children's Health Initiative of Orange County	OneOC	\$ 10,000	G
CHOC Foundation	CHOC Foundation	\$ 10,000	G
Claremont Graduate University	Claremont Graduate University	\$ 10,000	G
Coastal Mountain Youth Academy	Coastal Mountain Youth Academy	\$ 5,000	G
Community Action Partnership of Orange County	Community Action Partnership of Orange County	\$ 10,000	G
Community Connect	Community Connect	\$ 10,000	G
Completely KIDS	Completely KIDS	\$ 10,000	G
Constitutional Rights Foundation, Orange County	Constitutional Rights Foundation, Orange County	\$ 5,000	G
Corona-Norco Settlement House	Corona-Norco Settlement House	\$ 7,500	G
Court Appointed Special Advocates of Orange County	Court Appointed Special Advocates	\$ 10,000	G
Court Appointed Special Advocates of San Bernardino County	Child Advocates of San Bernardino County	\$ 7,500	G
Crossroads, Inc	Crossroads, Inc	\$ 7,500	G
Crystal Cove Alliance	Crystal Cove Alliance	\$ 5,000	G
Delhi Center	Delhi Center	\$ 7,500	G
Discovery Arts	Discovery Arts	\$ 7,500	G
Discovery Eye Foundation	Discovery Eye Foundation	\$ 10,000	G
El Viento Foundation	El Viento Foundation	\$ 10,000	G
Environmental Nature Center	Environmental Nature Center	\$ 10,000	G
Epilepsy Alliance of Orange County	Community Partners	\$ 5,000	G

# 2011 Grant Payments

<u>Organization Name</u>	<u>Organization Legal Name</u>	<u>Grant Amount</u>	<u>Type of Support</u>
Family Assessment, Counseling & Education Services, Inc	Family Assessment, Counseling & Education Services, Inc	\$ 10,000	G
Family Assistance Ministries	Family Assistance Ministries	\$ 10,000	G
Family Service Agency of San Bernardino	Family Service Agency of San Bernardino	\$ 7,500	G
Foothill Family Shelter, Inc	Foothill Family Shelter, Inc	\$ 10,000	G
Foundation for Public Affairs	Foundation for Public Affairs	\$ 2,500	G
Fresh Start Surgical Gifts	Fresh Start Surgical Gifts	\$ 5,000	G
Friendly Center, Inc	Friendly Center, Inc	\$ 10,000	G
Friends of the Children's Museum at La Habra, Inc	Friends of the Children's Museum at La Habra, Inc	\$ 7,500	G
Friendship Shelter, Inc	Friendship Shelter, Inc	\$ 10,000	G
Fullerton Interfaith Emergency Services, Inc	Fullerton Interfaith Emergency Services, Inc	\$ 75,000	C
Girls Incorporated of Omaha	Girls Incorporated of Omaha	\$ 10,000	G
Girls Incorporated of Orange County	Girls Incorporated of Orange County	\$ 7,500	G
Goodwill Industries of Orange County	Goodwill Industries of Orange County	\$ 7,500	G
GroundWork group Orange County	Orange County Community Foundation	\$ 50,000	C
Habitat for Humanity of Omaha, Inc	Habitat for Humanity of Omaha, Inc	\$ 10,000	G
Habitat for Humanity of Orange County, Inc	Habitat for Humanity of Orange County, Inc	\$ 7,500	G
Health Funders Partnership of Orange County	OneOC	\$ 10,000	G
HELP Adult Services	HELP Adult Services	\$ 7,500	G
Hoag Hospital Foundation	Hoag Hospital Foundation	\$ 12,500	G
HomeAid Orange County, Inc	HomeAid Orange County, Inc	\$ 5,000	G
Homes for Life Foundation	Homes for Life Foundation	\$ 7,500	G
Homework House, Inc	Homework House, Inc	\$ 5,000	G
iHOPEoc, Inc	iHOPEoc, Inc	\$ 5,000	G
Inclusive Communities	Inclusive Communities	\$ 7,500	G
Inland Empire United Way	Inland Empire United Way	\$ 7,500	G
Inland Hospice Association	Inland Hospice Association	\$ 5,000	G
Inland Valley Hope Partners	Inland Valley Council of Churches	\$ 10,000	G
Integrated Rehabilitation Therapies, Inc	Integrated Rehabilitation Therapies, Inc	\$ 5,000	G
Intervention Center for Early Childhood	Intervention Center for Early Childhood	\$ 7,500	G
Irvine Adult Day Health Services, Inc	Irvine Adult Day Health Services, Inc	\$ 10,000	G
J F Shea Therapeutic Riding Center, Inc	J F Shea Therapeutic Riding Center, Inc	\$ 10,000	G
Jamboree H O M E S , Inc	H O M E S , Inc	\$ 10,000	G
Junior Achievement of Orange County	Junior Achievement of Orange County	\$ 15,000	G
KidSingers	KidSingers	\$ 7,500	G
Latino Health Access	Latino Center For Prevention & Action In Health & Welfare	\$ 7,500	G
Laura's House	Laura's House	\$ 75,000	C
Literacy Center for the Midlands	Literacy Center for the Midlands	\$ 7,500	G
Literacy Project Foundation	The Literacy Project Foundation	\$ 9,500	G
Make-A-Wish Foundation of Orange County and the Inland Empire	Make-A-Wish Foundation of Orange County, Inc	\$ 5,000	G
Mercy House Living Centers	Mercy House Living Centers	\$ 10,000	G
Mercy Housing Nebraska	Mercy Housing Nebraska	\$ 5,000	G
Miracles for Kids, Inc	Mortgage Miracles For Kids, Inc	\$ 7,500	G
Miriam's House Inc	Miriam's House Inc	\$ 5,000	G
Mission Viejo Community Foundation, Inc	Mission Viejo Community Foundation, Inc	\$ 5,000	G
Muscular Dystrophy Association, Orange County Chapter	Muscular Dystrophy Association	\$ 5,000	G
National Academy of Sciences	National Academy of Sciences	\$ 7,500	G
Nebraska Community Foundation	Nebraska Community Foundation	\$ 7,500	G
Nebraska Council on Economic Education	Nebraska Council on Economic Education	\$ 5,000	G
Newport Harbor Educational Foundation	Newport Harbor Educational Foundation	\$ 5,000	G
Newport-Mesa ProLiteracy	Newport-Mesa ProLiteracy	\$ 7,500	G
Newport-Mesa Schools Foundation	Newport-Mesa Schools Foundation	\$ 5,000	G
No Limits Theatre Group, Inc	No Limits Theatre Group, Inc	\$ 5,000	G
Oak View Renewal Partnership	Oak View Renewal Partnership	\$ 10,000	G
Ocean Institute	Ocean Institute	\$ 10,000	G
Oceana, Inc	Oceana, Inc	\$ 10,000	G
Omaha Children's Museum	Omaha Children's Museum, Inc	\$ 10,000	G
Omaha Community Playhouse	Omaha Community Playhouse	\$ 5,000	G
Omaha Performing Arts Society	Omaha Performing Arts Society	\$ 10,000	G
Omaha Theater Company/The Rose Theater	Omaha Theater Company	\$ 7,500	G
Omaha Zoo Foundation	Omaha Zoo Foundation	\$ 10,000	G
OneWorld Community Health Centers, Inc	One World Community Health Centers, Inc	\$ 10,000	G
Operation Clean Slate	Operation Clean Slate	\$ 8,000	G
Operation Jump Start	Operation Jump Start	\$ 5,000	G
Operation SafeHouse, Inc	Operation SafeHouse, Inc	\$ 5,000	G
Orange Coast College Foundation	Orange Coast College Foundation	\$ 7,500	G
Orange Coast Interfaith Shelter	Orange Coast Interfaith Shelter	\$ 7,500	G
Orange County Community Housing Corporation	Orange County Community Housing Corporation	\$ 10,000	G
Orange County Forum	Orange County Forum	\$ 5,000	G
Orange County Great Park Corporation	Orange County Great Park Corporation	\$ 7,500	G
Orange County High School of the Arts Foundation	Orange County High School of the Arts Foundation	\$ 7,500	G
Orange County Hispanic Chamber of Commerce Education Foundation	Hispanic Chamber of Commerce of Orange County Education Foundation	\$ 5,000	G

**2011 Grant Payments**

<u>Organization Name</u>	<u>Organization Legal Name</u>	<u>Grant Amount</u>	<u>Type of Support</u>
Orange County Human Relations Council	Orange County Human Relations Council	\$ 7,500	G
Outreach Concern, Inc	Outreach Concern, Inc	\$ 7,500	G
Pacific Chorale	Pacific Chorale	\$ 7,500	G
Paint Your Heart Out, Inc	Paint Your Heart Out, Inc	\$ 7,500	G
Parent Institute For Quality Education, Inc	Parent Institute For Quality Education, Inc	\$ 10,000	G
PBS SoCal	KOCE-TV Foundation	\$ 10,000	G
Philharmonic Society of Orange County	Philharmonic Society of Orange County	\$ 10,000	G
Phoenix House of Orange County, Inc	Phoenix House of Orange County, Inc	\$ 10,000	G
Pretend City Children's Museum	Pretend City, The Children's Museum of Orange County	\$ 10,000	G
Project Access, Inc	Project Access, Inc	\$ 10,000	G
Project Dignity	Project Dignity	\$ 7,500	G
Promises2Kids	Child Abuse Prevention Foundation	\$ 5,000	G
Providence Speech & Hearing Center	Providence Speech & Hearing Center	\$ 10,000	G
Public Policy Institute of California	Public Policy Institute of California	\$ 10,000	G
Reality Changers	Reality Changers	\$ 5,000	G
Reef Check Foundation	Reef Check Foundation	\$ 7,500	G
Relampago del Cielo, Inc	Relampago del Cielo, Inc	\$ 7,500	G
Riverside Area Rape Crisis Center	Riverside Area Rape Crisis Center	\$ 10,000	G
S S Huebner Foundation for Insurance Education	S S Huebner Foundation for Insurance Education	\$ 2,500	G
Saint Anselm's Cross-Cultural Community Center	Saint Anselm's Cross-Cultural Community Center	\$ 10,000	G
San Diego Coastkeeper	San Diego Coastkeeper	\$ 5,000	G
Santa Monica Baykeeper	Santa Monica Baykeeper	\$ 7,500	G
SeaWeb	SeaWeb	\$ 5,000	G
Second Harvest Food Bank of Orange County	Second Harvest Food Bank of Orange County	\$ 7,500	G
Segerstrom Center for the Arts	Orange County Performing Arts Center	\$ 10,000	G
Shakespeare by the Sea	Shakespeare by the Sea	\$ 10,000	G
Shanti Orange County	Shanti Orange County	\$ 7,500	G
Share Our Selves	Share Our Selves, Inc	\$ 10,000	G
Sherman Library and Gardens	Sherman Library and Gardens	\$ 7,500	G
South Coast Repertory	South Coast Repertory	\$ 20,000	G
South County Outreach	South County Outreach	\$ 10,000	G
Southern California Children's Chorus	Southern California Children's Choral Association	\$ 7,500	G
Southern California Public Radio	Southern California Public Radio	\$ 15,000	G
Southland Opera	Southland Opera	\$ 7,500	G
St Anthony High School Foundation	St Anthony High School Foundation	\$ 5,000	G
Surfrider Foundation	Surfrider Foundation	\$ 7,500	G
The Actuarial Foundation	The Actuarial Foundation	\$ 1,000	G
The All-American Boys Chorus	The All-American Boys Chorus	\$ 7,500	G
The CdM Foundation	Corona del Mar High School Foundation	\$ 5,000	G
The Children's Dental Center of Greater Los Angeles	The Children's Dental Center	\$ 10,000	G
The Eli Home, Inc	The Eli Home, Inc	\$ 10,000	G
The Gary Center	The Gary Center	\$ 7,500	G
The Groundwater Foundation	The Groundwater Foundation	\$ 7,500	G
The Laguna Playhouse	The Laguna Playhouse	\$ 10,000	G
The New Children's Museum	The Children's Museum	\$ 5,000	G
The Raise Foundation	The Raise Foundation	\$ 7,500	G
The Unforgettables Foundation	The Unforgettables Foundation	\$ 5,000	G
THINK Together	THINK Together	\$ 10,000	G
Thomas House Temporary Shelter	Thomas House Temporary Shelter	\$ 10,000	G
Trails4All	Trails4All	\$ 5,000	G
Trauma Intervention Programs, Inc	Trauma Intervention Programs, Inc	\$ 7,500	G
UCI Foundation/Center for Diabetes Treatment and Research	UCI Foundation	\$ 10,000	G
UCI Foundation/SAGE Scholars Program	UCI Foundation	\$ 10,000	G
Vital Link Education-Business Consortium	Vital Link Education-Business Consortium	\$ 10,000	G
Voices for Children	Voices for Children	\$ 5,000	G
Waldorf School of Orange County	Waldorf School of Orange County	\$ 5,000	G
We Care of Los Alamitos, Inc	We Care of Los Alamitos, Inc	\$ 5,000	G
Women Helping Women	Women Helping Women	\$ 10,000	G
WomenShelter of Long Beach	WomenShelter of Long Beach	\$ 5,000	G
Working Wardrobes for a New Start	Working Wardrobes for a New Start	\$ 10,000	G
Youth Care & Beyond, Inc	Youth Care, Inc	\$ 10,000	G
Youth Emergency Services, Inc	Youth Emergency Services, Inc	\$ 7,500	G
Youth Employment Service of the Harbor Area, Inc	Youth Employment Service of the Harbor Area, Inc	\$ 7,500	G
<b>Total Accruals:</b>		<b>\$ 2,039,000</b>	

Codes

- (G) General Grant - Operating expenses or program support
- (C) Capital Grant - Building construction or multiyear funding



# THE BANK OF NEW YORK MELLON

The Bank of New York Mellon Trust Company, National Association

## ZAIS INVESTMENT GRADE LIMITED VII

### NOTICE OF EVENTS IN CHAPTER 11 CASE

**NOTE: THIS NOTICE CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE REGISTERED AND BENEFICIAL OWNERS OF THE SUBJECT NOTES AND COMPOSITE OBLIGATIONS. IF APPLICABLE, ALL DEPOSITORIES, CUSTODIANS, AND OTHER INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUESTED TO EXPEDITE RE-TRANSMITTAL TO BENEFICIAL OWNERS OF THE NOTES AND COMPOSITE OBLIGATIONS IN A TIMELY MANNER.**

January 20, 2012

To: The Holders of the Notes and Composite Obligations described as:

Note	Common Code Reg S*	CUSIP Reg S*	ISIN Reg S*	CUSIP Rule 144A*	CUSIP Rule 144A*	CUSIP Certified*
Class A-1A	023271397	G9884L AA 6	USG9884LAA64	98886A AA 8	US98886AAA88	98886AAB 6
Class A-1B	023271508	G9884L AB 4	USG9884LAB48	98886A AC 4	US98886AAC45	98886AAD 2
Class A-2	023271591	G9884L AC 2	USG9884LAC21	98886A AE 0	US98886AAE01	98886AAF 7
Class A-3	023271621	G9884L AD 0	USG9884LAD04	98886A AG 5	US98886AAG58	98886AAH 3
Class B-1A	023271737	G9884L AE 8	USG9884LAE86	98886A AJ 9	US98886AAJ97	98886AAK 6
Class B-1B	023271770	G9884L AF 5	USG9884LAF51	98886A AL 4	US98886AAL44	98886AAM 2
Class B-2A	023271826	G9884L AG 3	USG9884LAG35	98886A AN 0	US98886AAN00	98886AAP 5
Class B-2B	023271877	G9884L AH 1	USG9884LAH18	98886A AQ 3	US98886AAQ31	98886AAR 1
Income Notes	023271958	G9884L AJ 7	USG9884LAJ73	N/A	N/A	98886AAT 7
Type I Composite Obligation	023272008	G9884L AK 4	USG9884LAK47	N/A	N/A	98886AAV 2
Type II Composite Obligation	023272032	G9884L AL 2	USG9884LAL20	N/A	N/A	98886AAX 8
Type III Composite Obligation	023272091	G9884L AM 0	USG9884LAM03	N/A	N/A	98886AAZ 3

To: Those Additional Parties Listed on Schedule I hereto

Reference is hereby made to that certain (i) Indenture dated as of October 19, 2005 (as amended, modified or supplemented from time to time, the "Indenture"), between ZAIS INVESTMENT GRADE LIMITED VII, as Issuer (the "Issuer"), THE BANK OF NEW YORK MELLON TRUST COMPANY, NATIONAL ASSOCIATION (successor in trust to JPMorgan Chase Bank, National Association), as Trustee (the "Trustee") and as Securities Intermediary;

\* No representation is made as to the correctness of the Common Codes, CUSIPs or ISIN numbers either as printed on the Notes or on the Composite Obligations or as contained in this notice. Such numbers are included solely for the convenience of the Holders of Notes and Composite Obligations.



and (ii) Notice of Event of Default dated March 11, 2009, wherein the Trustee provided notice that an Event of Default under Section 5.1(g) of the Indenture had occurred. Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned to such terms in the Indenture or the Third Amended Plan (as defined below).

By previous notices we have advised you of the occurrence of certain events related to the involuntary petition under chapter 11 of the United States Bankruptcy Code filed against the Issuer in the United States Bankruptcy Court, District of New Jersey, Case No. 11-20243 (the "Chapter 11 Case") including the agreement reached between the Anchorage Plan Proponents and the Hildene Plan Proponents resulting in the filing of the Third Amended Prepackaged Plan of Reorganization by Anchorage Plan Proponents and the Hildene Plan Proponents (the "Third Amended Plan").

The purpose of this Notice is to advise you that the Third Amended Plan was confirmed by order of Bankruptcy Court dated as of December 21, 2011 and that the Effective Date of the Third Amended Plan occurred on January 6, 2012

Pursuant to the Third Amended Plan on the Effective Date all Designated Assets of the Debtor were transferred to NewCo., a new entity created under the Third Amended Plan. In addition, on the Effective Date the Indenture and the Notes were terminated and cancelled. The Notes remain in effect solely for purposes of allowing Noteholders to receive Plan Distributions as through the Notes remained outstanding. However, with respect to each Priority Note Class, all Priority Outstanding Notes must be fully satisfied in order for distributions to be made to a class of Junior Notes.

**HOLDERS SHOULD NOT RELY ON THE TRUSTEE AS THEIR SOLE SOURCE OF INFORMATION. THE TRUSTEE MAKES NO RECOMMENDATION AND GIVES NO LEGAL ADVICE AS TO THE ABOVE MATTERS OR THE NOTES OR COMPOSITE OBLIGATIONS GENERALLY. HOLDERS SHOULD CONSULT WITH THEIR OWN BANKRUPTCY COUNSEL AND/OR CONTACT DIRECTLY ONE OF THE THREE PETITIONING CREDITORS FOR FURTHER INFORMATION AS TO THE ABOVE MATTERS.**

Attached as Exhibit A is the Corrected Notice of the Occurrence of the Effective Date of the Third Amended Plan (the "Plan Notice"). All parties receiving this Notice should carefully review the description of Administrative Claims and Fee Claims described in the Plan Notice and the procedures and time periods for filing such claims.

Questions regarding this notice should be directed to Shelly Sterling at (713) 483-6500 or at [shelly.a.sterling@bnymellon.com](mailto:shelly.a.sterling@bnymellon.com).

THE BANK OF NEW YORK MELLON TRUST  
COMPANY, NATIONAL ASSOCIATION,  
as Trustee and Income Note Issuing and Paying  
Agent

## **SCHEDULE I**

### **Additional Parties**

#### **Issuer:**

ZAIS Investment Grade Limited VII  
c/o Maples Finance Limited  
P. O. Box 1093, Boundary Hall  
Cricket Square  
Grand Cayman KY1-1102  
Cayman Islands  
Attn: The Directors  
Fax: (345) 945-7100

#### **Collateral Manager:**

ZAIS Group, LLC  
The Galleria Building Three, 2nd Floor  
Two Bridge Avenue  
Red Bank, New Jersey 07701-1106  
Fax: (732) 747-7619  
Attn: Christian Zugel  
Russell Prince

#### **DTC:**

lensnotices@dtcc.com  
voluntaryreorgannouncements@dtcc.com

#### **Rating Agencies:**

Moody's Investor's Service  
7 World Trade Center  
250 Greenwich Street  
New York, New York 10007  
Attn: CBO/CLO Monitoring  
Fax: 212-553-0355  
Email: cdomonitoring@moody.com

Standard & Poor's  
Structured Finance Ratings  
55 Water Street, 41<sup>st</sup> Floor  
New York, New York 10004  
Attn: Asset-Backed Surveillance Group-CBO/CLO  
Fax: (212) 438-2664  
Email: cdo\_surveillance@sandp.com  
stephen\_anderberg@sandp.com

**Irish Stock Exchange Announcement Office:**

Company Announcements Office  
Irish Stock Exchange Limited  
28 Anglesea Street  
Dublin 2, Ireland  
Attn: James Ferguson  
Fax: +353 1 677 6045  
Email (in Microsoft Word format): [announcements@ise.ie](mailto:announcements@ise.ie)

**EXHIBIT A**

WHITE & CASE LLP  
1155 Avenue of Americas  
New York, New York 10036-2787  
Telephone: (212) 819-8200  
Facsimile: (212) 354-8113  
Gerard H. Uzzi (No. 00516-1997)  
guzzi@whitecase.com

-and-

FOX ROTHSCHILD LLP  
75 Eisenhower Parkway, Suite 200  
Roseland, New Jersey 07068  
Telephone: (973) 992-4800  
Facsimile: (973) 992-9125  
Richard M. Meth (RM 7791)  
rmeth@foxrothschild.com

Counsel for the Anchorage Plan Proponents.

QUINN EMANUEL URQUHART &  
SULLIVAN, LLP  
51 Madison Avenue, 22nd Floor  
New York, New York 10010  
Telephone: (212) 849-7000  
Facsimile: (212) 849-7100  
Jonathan Pickhardt (NY Bar No. JP 8590)  
Susheel Kirpalani (NY Bar No. SK 8926)  
Scott C. Shelley (NJ Bar No. SS-1013)

QUINN EMANUEL URQUHART &  
SULLIVAN, LLP  
Eric D. Winston (Cal. No. 202407)  
865 S. Figueroa St., 10th Floor  
Los Angeles, California 90017  
Telephone: (213) 443-3000  
Facsimile: (212) 443-3100

Counsel for the Hildene Plan Proponents.

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEW JERSEY**

**In re:**

**ZAIS INVESTMENT GRADE  
LIMITED VII,**

**Debtor.**

**: Chapter 11**

**: Case No. 11-20243(RTL)**

**CORRECTED<sup>1</sup> NOTICE OF THE OCCURRENCE OF THE EFFECTIVE  
DATE OF THE THIRD AMENDED PREPACKAGED CHAPTER 11 PLAN  
OF REORGANIZATION FOR ZAIS INVESTMENT GRADE LIMITED VII  
PROPOSED BY GRF MASTER FUND, L.P., ANCHORAGE ILLIQUID  
OPPORTUNITIES OFFSHORE MASTER, L.P., ANCHORAGE CAPITAL  
MASTER OFFSHORE, LTD, HILDENE CAPITAL MANAGEMENT AND  
HILDENE OPPORTUNITIES MASTER FUND, LTD.**

<sup>1</sup> This Corrected Notice of the Occurrence of the Effective Date has been filed solely to correct an error in the original Notice of the Occurrence of the Effective Date filed on January 9, 2012 [Docket No. 280] that incorrectly provided that the Effective Date of the Plan was January 6, 2011. The correct Effective Date of the Plan is January 6, 2012.

**PLEASE TAKE NOTICE THAT** on December 21, 2011, the United States Bankruptcy Court for the District of New Jersey (the "Bankruptcy Court") entered an order [Docket No. 272] (the "Confirmation Order") confirming the Third Amended Prepackaged Chapter 11 Plan of Reorganization for Zais Investment Grade Limited VII Proposed By GRF Master Fund, L.P., Anchorage Illiquid Opportunities Offshore Master, L.P. and Anchorage Capital Master Offshore, Ltd., Hildene Capital Management, and Hildene Opportunities Master Fund, Ltd. (the "Plan"). Capitalized terms that are used but not otherwise defined in this Notice shall have the meanings ascribed to such terms in the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** the "Effective Date" of the Plan is January 6, 2012. As of the Effective Date, the terms of the Plan (including the exhibits thereto, the Plan Documents and all documents and agreements executed pursuant to the Plan) and the Confirmation Order are binding upon NewCo, the Debtor, the holders of all Claims and Old Equity Interests, parties in interest, Persons and their respective successors and assigns. To the extent any provision of the Confirmation Order may be inconsistent with the terms of the Plan or any Plan Documents, the terms of the Confirmation Order are binding and conclusive.

**PLEASE TAKE FURTHER NOTICE THAT** the Plan and Confirmation Order provide, among other things, that (a) all requests for payment of Administrative Claims, other than (i) Fee Claims, (ii) liabilities incurred and payable in the ordinary course of business by the Debtor (and not past due) or (iii) Administrative Claims that have been Allowed on or before the Effective Date, (b) applications for the payment of Fee Claims, (c) proofs of Claim evidencing Tax Claims, (d) proofs of Claim evidencing Indenture Administrative Expense Claims, (e) proofs of Claim evidencing Indenture Priority Claims and (f) proofs of claim evidencing Rejection Damages Claims must be filed with the Bankruptcy Court and served on the Debtor, the Plan

Proponents, and the Office of the United States Trustee pursuant to the procedures specified in the Plan no later than February 6, 2012 (*i.e.*, forty-five (45) days after service of the Notice of Confirmation). Any such request, application or proof of claim that is not timely and properly filed and served in accordance with the Plan shall result in the Claim being forever barred from assertion against the Debtor and its Estate.

**FOX ROTHSCHILD LLP**

By: /s/ Richard M. Meth  
Richard M. Meth  
75 Eisenhower Parkway, Suite 200  
Roseland, New Jersey 07068

-and-

Gerard Uzzi  
**WHITE & CASE LLP**  
1155 Avenue of Americas  
New York, New York 10036-2787

*Counsel for Anchorage Plan  
Proponents.*

**QUINN EMANUEL URQUHART &  
SULLIVAN, LLP**

By: /s/ Scott C. Shelley  
Scott C. Shelley  
Jonathan Pickhardt  
Susheel Kirpalani  
51 Madison Avenue, 22nd Floor  
New York, New York 10010

-and-

Eric D. Winston  
865 S. Figueroa St., 10th Floor  
Los Angeles, California 90017

*Counsel for the Hildene Plan Proponents.*

Dated: January 10, 2012