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Form **990-PF**

# Return of Private Foundation

## or Section 4947(a)(1) Nonexempt Charitable Trust

### Treated as a Private Foundation

OMB No 1545-0052

**2012**Department of the Treasury  
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation <b>PACIFIC LIFE FOUNDATION</b>		<b>A Employer identification number</b> 95-3433806
Number and street (or P O box number if mail is not delivered to street address)  700 NEWPORT CENTER DRIVE		<b>B Telephone number (see instructions)</b>  (949) 219-7081
City or town, state, and ZIP code  NEWPORT BEACH, CA 92660		
<b>G Check all that apply</b>	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
<b>H Check type of organization</b> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<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"/>
<b>I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$</b> 77,116,278		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>J Accounting method</b> <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule) . . . . .	5,214,270			
	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 . . . . .	2,119,813	2,119,813		
	5a Gross rents . . . . .				
	b Net rental income or (loss) . . . . .				
	6a Net gain or (loss) from sale of assets not on line 10 . . . . .	3,065,416			
	b Gross sales price for all assets on line 6a . . . . . 26,470,012				
	7 Capital gain net income (from Part IV, line 2) . . . . .		3,065,416		
	8 Net short-term capital gain . . . . .			0	
	9 Income modifications . . . . .				
	10 a Gross sales less returns and allowances . . . . .				
b Less Cost of goods sold . . . . .					
c Gross profit or (loss) (attach schedule) . . . . .					
11 Other income (attach schedule) . . . . .					
12 Total. Add lines 1 through 11 . . . . .	10,399,499	5,185,229	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc . . . . .				
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .				
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) . . . . .	161,923			
	19 Depreciation (attach schedule) and depletion . . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	9,335	2,698		6,637
	24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	171,258	2,698	0	6,637
	25 Contributions, gifts, grants paid . . . . .	5,264,000			5,542,000
26 Total expenses and disbursements. Add lines 24 and 25 . . . . .	5,435,258	2,698	0	5,548,637	
27 Subtract line 26 from line 12 . . . . .					
a Excess of revenue over expenses and disbursements . . . . .	4,964,241				
b Net investment income (if negative, enter -0-) . . . . .		5,182,531			
c Adjusted net income (if negative, enter -0-) . . . . .			0		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .	67,216	0	0
	2	Savings and temporary cash investments . . . . .			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶		0	0
	4	Pledges receivable ▶ 5,000,000			
		Less allowance for doubtful accounts ▶	6,000,000	5,000,000	5,000,000
	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 ▶		0	
	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) ▶		0	
12	Investments - mortgage loans . . . . .				
13	Investments - other (attach schedule) . . . . .	63,432,342	72,116,278	72,116,278	
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶		0		
15	Other assets (describe ▶ )				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	69,499,558	77,116,278	77,116,278	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .	2,039,000	1,761,000	
	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>FEDERALE EXCISE TAXES PAYABLE</u> )	92,477	153,050	
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	2,131,477	1,914,050		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .	67,323,631	75,201,579	
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	67,323,631	75,201,579	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	69,499,559	77,116,278	

**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	67,323,631
2	Enter amount from Part I, line 27a . . . . .	2	4,964,241
3	Other increases not included in line 2 (itemize) ▶ <u>UNREALIZED GAIN/(LOSS), STATEMENT 1</u>	3	2,913,707
4	Add lines 1, 2, and 3 . . . . .	4	75,201,579
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	75,201,579

**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> 25,838,745		23,404,596	2,434,149		
<b>b</b>		SEE STATEMENT 2	0		
<b>c</b>		CAPITAL GAIN DISTRIBUTION	631,267		
<b>d</b>			0		
<b>e</b>			0		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
<b>a</b>		0	2,434,149		
<b>b</b>		0	0		
<b>c</b>		0	631,267		
<b>d</b>		0	0		
<b>e</b>		0	0		
<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>	3,065,416	
<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 FOR PRIVATE FOUNDATION <b>3</b>		

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	5,450,587	64,414,319	0.0846
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
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.4422
<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> 0.0884
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			<b>4</b> 70,524,015
<b>5</b> Multiply line 4 by line 3			<b>5</b> 6,234,323
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 51,825
<b>7</b> Add lines 5 and 6			<b>7</b> 6,286,148
<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> 5,548,637

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

<b>1 a</b> 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>1</b>	103,651
<b>b</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 . . . . .		
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	<b>2</b>	
<b>3</b> Add lines 1 and 2 . . . . .	<b>3</b>	103,651
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	<b>4</b>	
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	103,651
<b>6</b> Credits/Payments		
<b>a</b> 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	<b>6a</b>	103,000
<b>b</b> Exempt foreign organizations - tax withheld at source . . . . .	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	1,000
<b>d</b> Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d . . . . .	<b>7</b>	104,000
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	<b>8</b>	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	<b>9</b>	0
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	<b>10</b>	349
<b>11</b> Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> . . . . .	<b>11</b>	349

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> 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>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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
<b>c</b> Did the foundation file Form 1120-POL for this year? . . . . .		X
<b>d</b> 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"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> 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
<b>3</b> 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
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		X
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
<b>6</b> 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	
<b>7</b> 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	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CALIFORNIA		
<b>b</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	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
<b>10</b> 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? . . . . .	13	X	
Website address <b>▶</b> <u>WWW.PACIFICLIFE.COM</u>				
The books are in care of <b>▶</b> <u>PACIFIC LIFE INSURANCE COMPANY</u> Telephone no <b>▶</b> <u>949-219-3011</u>				
Located at <b>▶</b> <u>700 NEWPORT CENTER DRIVE, NEWPORT BEACH, CA</u> ZIP+4 <b>▶</b> <u>92660-6307</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . <b>▶</b> <input type="checkbox"/>	15		
and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>▶</b> <u>15</u>				
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16	Yes	No
				X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <b>▶</b>				

**Part VII-B: Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . <input type="checkbox"/> Yes <input type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . <b>▶</b> <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? . . . . . <b>▶</b> <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <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) . . . . . <b>▶</b> <input type="checkbox"/>	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>▶</b> _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) . . . . . <b>▶</b> <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . <b>▶</b> <input type="checkbox"/>	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? . . . . . <b>▶</b> <input type="checkbox"/>	4b	X

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b****Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see 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		
Total number of others receiving over \$50,000 for professional services		0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 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 (2012)



**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>	71,424,999
<b>b</b>	Average of monthly cash balances	<b>1b</b>	172,986
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	71,597,985
<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>	71,597,985
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	1,073,970
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	70,524,015
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	3,526,201

**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>	3,526,201
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	103,651
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	103,651
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	3,422,550
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	3,422,550
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	3,422,550

**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>	5,548,637
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0
<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>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	5,548,637
<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>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	5,548,637

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

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

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				3,422,550
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only . . . . .				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007 . . . . .	1,415,093			
<b>b</b> From 2008 . . . . .	2,024,346			
<b>c</b> From 2009 . . . . .	2,840,629			
<b>d</b> From 2010 . . . . .	2,478,532			
<b>e</b> From 2011 . . . . .	2,308,821			
<b>f</b> Total of lines 3a through e . . . . .	11,067,421			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 5,548,637				
<b>a</b> Applied to 2011, 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 2012 distributable amount . . . . .				3,422,550
<b>e</b> Remaining amount distributed out of corpus . .	2,079,186			
<b>5</b> Excess distributions carryover applied to 2012 . (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	13,146,607			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<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 . . . . .		0		
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				0
<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 2007 not applied on line 5 or line 7 (see instructions) . . .	1,415,093			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	11,731,514			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008 . . .	2,024,346			
<b>b</b> Excess from 2009 . . .	2,840,629			
<b>c</b> Excess from 2010 . . .	2,478,532			
<b>d</b> Excess from 2011 . . .	2,308,821			
<b>e</b> Excess from 2012 . . .	2,079,186			

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

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

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

4942(j)(3) or

4942(j)(5)

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

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

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

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

NONE

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

NONE

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

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

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

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>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<b>a Paid during the year</b> SEE STATEMENT 5				5,542,000
<b>Total</b> .....			<b>3a</b>	5,542,000
<b>b Approved for future payment</b> SEE STATEMENT 6				1,761,000
<b>Total</b> .....			<b>3b</b>	1,761,000

## 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.)
▼	

[illegible]

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

[illegible]

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

**b If "Yes," complete the following schedule**

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

▶ CFR  
Title

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

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.

**2012**

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

PACIFIC LIFE FOUNDATION

Employer identification number

95-3433806

**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	\$ 5,212,000.00	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  
(85-3433808)  
STATEMENT OF INVESTMENTS  
12/31/2012

DESCRIPTION	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)	BOOK VALUE 12/31/12	MARKET VALUE 12/31/12	COST 12/31/12	2012 UNREALIZED GAIN/(LOSS)	CHANGE IN NET UNREALIZED GAIN/(LOSS)
VANGUARD TOTAL BOND FUND	28,465,570	28,465,570	28,354,108	1,141,462	593,663	66,267	66,267	66,266	1	(1,141,461)	-	-	-	-	(1)
VANGUARD STAR FUND	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
VANGUARD FTSE ALL WORLD	12,449,374	12,449,374	11,709,459	749,916	1,117,465	5,536,219	5,536,219	6,153,704	(617,485)	(1,308,401)	3,009,607	3,734,562	3,609,607	124,955	724,955
VANGUARD REIT INDEX FUND SIGNAL	-	-	-	-	(401,765)	-	-	-	-	-	-	-	-	-	-
VANGUARD REIT INDEX FUND INST	3,119,736	3,119,736	2,915,508	204,228	204,228	-	-	-	-	(204,228)	-	-	-	-	-
VANGUARD S&P 500 INDEX	19,228,629	19,228,629	13,931,186	5,295,443	1,817,592	19,894,192	19,894,192	19,545,433	48,579	(613,263)	10,012,083	14,623,378	10,012,083	4,611,296	(70,978)
Vanguard Intermediate - Term Corporate Bond Inst	-	-	-	-	-	18,894,192	18,894,192	18,545,433	48,579	48,579	24,659,487	26,233,416	24,659,487	1,573,929	1,573,929
Vanguard Intermediate - Term In Grade Admiral	-	-	-	-	-	18,669,518	18,669,518	18,621,569	37,949	37,949	26,769,737	27,524,922	26,769,737	755,185	717,206
Vanguard Prime Money Market	-	-	-	-	-	10	10	10	-	-	-	-	-	-	-
	61,261,309	61,261,309	53,907,256	7,390,051	3,301,197	83,432,343	83,432,343	59,281,022	4,151,321	(3,238,777)	68,051,253	72,118,276	68,051,253	7,065,025	2,913,707

\* INVESTMENT WAS SOLD IN 2008 AND FUNDS WERE TRANSFERRED TO VANGUARD FUNDS  
\* INVESTMENT WAS SOLD IN 2009 AND FUNDS WERE TRANSFERRED TO OTHER VANGUARD FUNDS

**PL Foundation - Investment Transactions Report**  
**01/01/2012 - 12/31/2012**

<u>Account</u>	<u>Security</u>	<u>Type</u>	<u>Trade Date</u>	<u>Shares</u>	<u>Price</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Net Realiz. Gain/Loss</u>
VANGUARD GROUP INC	VANGUARD FTSE ALL WORLD-INST	BUY	09/21/2012	793.321	86.23	68,408.07		0.00
VANGUARD GROUP INC	VANGUARD FTSE ALL WORLD-INST	BUY	12/19/2012	503.978	88.92	44,813.72		0.00
		<b>BUY Total</b>		<b>1,297.299</b>		<b>113,221.79</b>	<b>0.00</b>	<b>0.00</b>
VANGUARD GROUP INC	VANGUARD FTSE ALL WORLD-INST	SELL	05/11/2012	-28,009.507	81.15	-2,272,971.49	-2,420,011.70	-147,040.21
VANGUARD GROUP INC	VANGUARD FTSE ALL WORLD-INST	SELL	10/31/2012	-939.518	85.15	-79,999.96	-81,171.16	-1,171.20
VANGUARD GROUP INC	VANGUARD FTSE ALL WORLD-INST	SELL	12/05/2012	-1,803.035	87.40	-157,585.26	-155,776.07	1,809.19
		<b>SELL Total</b>		<b>-30,752.060</b>		<b>-2,510,556.71</b>	<b>-2,656,958.93</b>	<b>-146,402.22</b>
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	BUY	01/11/2012	299,401.198	10.02	3,000,000.00		0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	BUY	01/31/2012	7,220.101	10.18	73,500.63		0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	BUY	02/29/2012	6,958.345	10.21	71,044.70		0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	BUY	03/30/2012	7,453.780	10.08	75,134.10		0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	BUY	03/30/2012	3,071.430	10.08	30,960.01		0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	BUY	03/30/2012	8,117.350	10.08	81,822.89		0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	BUY	04/30/2012	7,164.450	10.17	72,862.46		0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	BUY	05/11/2012	541,179.227	10.21	5,525,439.91		0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	BUY	05/31/2012	8,272.682	10.19	84,298.63		0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	BUY	06/29/2012	8,408.614	10.21	85,851.95		0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	BUY	07/31/2012	8,385.261	10.39	87,122.86		0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	BUY	08/31/2012	8,192.494	10.40	85,201.94		0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	BUY	09/28/2012	7,784.718	10.46	81,428.15		0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	BUY	10/31/2012	7,907.529	10.51	83,108.13		0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	BUY	11/30/2012	7,391.682	10.50	77,612.66		0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	BUY	12/28/2012	8,114.334	10.34	83,902.21		0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	BUY	12/28/2012	29,668.033	10.34	306,767.46		0.00
		<b>BUY Total</b>		<b>974,691.228</b>		<b>9,906,058.69</b>	<b>0.00</b>	<b>0.00</b>
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	SELL	05/17/2012	-1,473.477	10.18	-15,000.00	-14,770.94	229.06
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	SELL	05/24/2012	-7,905.138	10.12	-80,000.00	-79,245.36	754.64
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	SELL	06/13/2012	-1,409.508	10.17	-14,334.70	-14,130.36	204.34

# PL Foundation - Investment Transactions Report

## 01/01/2012 - 12/31/2012

Account	Security	Type	Trade Date	Shares	Price	Proceeds	Cost	Net Realiz. Gain/Loss
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	SELL	06/28/2012	-14,677.104	10.22	-150,000.00	-147,138.43	2,861.57
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	SELL	07/25/2012	-1,379.397	10.37	-14,304.35	-13,829.28	475.07
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	SELL	08/01/2012	-7,232.401	10.37	-75,000.00	-72,517.07	2,482.93
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	SELL	10/31/2012	-39,961.941	10.51	-420,000.00	-400,778.42	19,221.58
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	SELL	11/08/2012	-1,377.766	10.54	-14,521.65	-13,819.51	702.14
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	SELL	11/14/2012	-95,057.034	10.52	-1,000,000.00	-953,458.58	46,541.42
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	SELL	12/05/2012	-42,340.628	10.51	-445,000.00	-424,747.91	20,252.09
<b>SELL Total</b>				<b>-212,814.394</b>		<b>-2,228,160.70</b>	<b>-2,134,435.86</b>	<b>93,724.84</b>
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS	BUY	01/03/2012	210,897.822	27.24	5,744,051.25		0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS	BUY	01/03/2012	242,253.738	27.24	6,598,066.66		0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS	BUY	01/31/2012	1,953.948	27.76	54,241.60		0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS	BUY	02/29/2012	1,917.053	28.01	53,696.65		0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS	BUY	03/14/2012	2,235	27.67	61.84		0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS	BUY	03/29/2012	2,058.178	27.86	57,340.84		0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS	BUY	04/27/2012	2,074.517	28.06	58,210.95		0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS	BUY	05/11/2012	173,977.285	28.28	4,920,077.62		0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS	BUY	05/30/2012	2,526.167	28.11	71,010.55		0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS	BUY	06/28/2012	2,553.822	28.23	72,094.40		0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS	BUY	07/30/2012	2,513.166	28.77	72,303.79		0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS	BUY	08/30/2012	2,426.436	28.79	69,857.09		0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS	BUY	09/27/2012	2,437.645	29.10	70,935.47		0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS	BUY	11/01/2012	2,333.439	29.34	68,463.10		0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS	BUY	11/29/2012	2,339.562	29.34	68,642.75		0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS	BUY	12/21/2012	2,365.861	29.09	68,822.90		0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS	BUY	12/21/2012	1,659.175	29.09	48,265.40		0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS	BUY	12/21/2012	2,734.567	29.09	79,548.55		0.00
<b>BUY Total</b>				<b>659,024.616</b>		<b>18,175,691.41</b>	<b>0.00</b>	<b>0.00</b>
SELL			01/03/2012	-210,897.822	27.24	-5,744,051.25	-5,726,662.19	17,389.06

**PL Foundation - Investment Transactions Report**  
**01/01/2012 - 12/31/2012**

<u>Account</u>	<u>Security</u>	<u>Type</u>	<u>Trade Date</u>	<u>Shares</u>	<u>Price</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Net Realiz.</u> <u>Gain/Loss</u>
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS	SELL	01/03/2012	-242,253.738	27.24	-6,598,066.66	-6,578,092.22	19,974.44
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS	SELL	05/24/2012	-714.796	27.98	-19,999.99	-19,604.47	395.52
		<b>SELL Total</b>		<b>-453,866.356</b>		<b>-12,362,117.90</b>	<b>-12,324,358.88</b>	<b>37,759.02</b>
VANGUARD GROUP INC	VANGUARD PRIME MONEY MARKET FUND	BUY	01/31/2012	13.600	1.00	13.60		0.00
		<b>BUY Total</b>		<b>13.600</b>		<b>13.60</b>	<b>0.00</b>	<b>0.00</b>
VANGUARD GROUP INC	VANGUARD PRIME MONEY MARKET FUND	SELL	05/11/2012	-24.090	1.00	-24.09	-24.09	0.00
		<b>SELL Total</b>		<b>-24.090</b>		<b>-24.09</b>	<b>-24.09</b>	<b>0.00</b>
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	BUY	01/31/2012	5.655	11.07	62.60		0.00
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	BUY	02/29/2012	0.014	10.71	0.15		0.00
		<b>BUY Total</b>		<b>5.669</b>		<b>62.75</b>	<b>0.00</b>	<b>0.00</b>
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	SELL	01/05/2012	-1,254.334	10.96	-13,747.50	-13,797.67	-50.17
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	SELL	01/13/2012	-4,771.697	11.03	-52,631.82	-52,488.67	143.15
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	SELL	03/14/2012	-5.655	10.91	-61.70	-62.60	-0.90
VANGUARD GROUP INC	VANGUARD TOTL BD MKT INDX INST	SELL	03/14/2012	-0.014	10.71	-0.15	-0.15	0.00
		<b>SELL Total</b>		<b>-6,031.700</b>		<b>-66,441.17</b>	<b>-66,349.09</b>	<b>92.08</b>
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS	BUY	01/11/2012	15,499.070	32.26	500,000.00		0.00
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS	BUY	01/13/2012	1,635.544	32.18	52,631.81		0.00
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS	BUY	03/23/2012	2,832.003	34.94	98,950.18		0.00
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS	BUY	06/22/2012	2,107.611	33.18	69,930.53		0.00
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS	BUY	09/21/2012	2,031.537	36.35	73,846.37		0.00
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS	BUY	12/19/2012	3,009.850	35.84	107,873.02		0.00
		<b>BUY Total</b>		<b>27,115.615</b>		<b>903,231.91</b>	<b>0.00</b>	<b>0.00</b>
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS	SELL	03/22/2012	-51.033	34.95	-1,783.60	-1,234.00	549.60
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS	SELL	05/11/2012	-241,878.018	33.89	-8,197,246.03	-5,859,890.91	2,337,355.12
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS	SELL	09/10/2012	-3,493.572	35.78	-125,000.01	-84,795.10	40,204.91
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS	SELL	12/05/2012	-9,830.639	35.34	-347,414.78	-239,185.32	108,229.46
		<b>SELL Total</b>		<b>-255,253.262</b>		<b>-8,671,444.42</b>	<b>-6,185,105.33</b>	<b>2,486,339.09</b>
		<b>Buy Subtotal</b>				<b>29,098,280.15</b>		<b>0.00</b>
		<b>Sell Subtotal</b>				<b>(25,838,744.99)</b>		<b>2,471,512.81</b>
								<b>-37,363.50</b>
								<b>=2,434,145.50</b>

\*SELL NOT COMPLETE  
 IN 2012

# PL Foundation - Investment Transactions Report 01/01/2012 - 12/31/2012

<u>Account</u>	<u>Security</u>	<u>Type</u>	<u>Trade Date</u>	<u>Shares</u>	<u>Price</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Net Realiz.</u> <u>Gain/Loss</u>
		Grand Total				3,259,535.16		2,471,512.81

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

2012 OFFICER AND DIRECTORS AS OF 12/31/12

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
JENNIFER PORTNOFF	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
MARRYN D SANTUCCI	ASSISTANT SECREATRY	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 2014 GRANT

- **July 15 – August 15, 2013** Mailed applications must be postmarked or hand-delivered by 8/15/2013
- **Mid-November 2013** Pledges to agencies announced
- **Late January 2014** 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 2013 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 2012 through June 2013
- ☐ 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."

# 2014 PACIFIC LIFE FOUNDATION GENERAL GRANT APPLICATION

Grant applications are accepted between July 15 and August 15.  
Applications must be postmarked or hand-delivered by August 15, 2013.

☐ Check this box to confirm you have read the Pacific Life Foundation "Funding Guidelines" and "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 2014

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 2014 \_\_\_\_\_ Program/Project Period \_\_\_\_\_ to \_\_\_\_\_

Total Program/Project Budget \$ \_\_\_\_\_  
(A line-item budget totaling this amount must be submitted.)

Grant Amount Requested \$ \_\_\_\_\_  
(\$5,000 to \$10,000)

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

For the Year Ended (Month/Day/Year) \_\_\_\_ / \_\_\_\_ / \_\_\_\_

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 (2013) to date and their contribution amounts \_\_\_\_\_

List the corporate and foundation funders specifically **committed** for this program/project in 2014 (including \$ awarded) \_\_\_\_\_

List the corporate and foundation funders you **plan to solicit for support** for this program/project in 2014 (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 CONTRIBUTION TO**  
**NOT - FOR PROFIT AGENCIES**  
**CASH PAYMENTS FOR THE PERIOD ENDING DECEMBER 31, 2012**

<u>Organization Name</u>	<u>Grant Amount</u>	<u>Type of Support</u>
2 Million Dogs	50.00	NPMG
ABC Unified School District/Nixon Academy	2,500.00	E
Academy for the Performing Arts Foundation	500.00	NPMG
AIDS Services Foundation Orange County	75.00	NPMG
AIDS Services Foundation Orange County	100.00	NPMG
Almada Lodge-Times Farm Camp Corporation	5,000.00	G
ALS Association, Central & Southern Ohio Chapter	250.00	NPMG
Alzheimer's Association	50.00	NPMG
Alzheimer's Association	200.00	NPMG
Alzheimer's Association	250.00	NPMG
Alzheimer's Association	60.00	NPMG
Alzheimer's Association, Orange County Chapter	175.00	NPMG
Alzheimer's Association, Orange County Chapter	250.00	NPMG
American Alliance For World Music and Arts	400.00	NPMG
American Cancer Society	100.00	NPMG
American Cancer Society	150.00	NPMG
American Cancer Society	250.00	NPMG
American Cancer Society	100.00	NPMG
American Cancer Society, Orange County Region	125.00	NPMG
American Cancer Society, Orange County Region	50.00	NPMG
American Cancer Society, Orange County Region	175.00	NPMG
American Cancer Society, Orange County Region	150.00	NPMG
American Cancer Society, Orange County Region	50.00	NPMG
American Cetacean Society	15,000.00	F
American Diabetes Association	5,000.00	G
American Diabetes Association	50.00	NPMG
American Heart Association, Austin	180.00	NPMG
American Heart Association, Inc	50.00	NPMG
American Heart Association, Western State Affiliate	50.00	NPMG
American Parkinson Disease Association, Utah Chapter	5,000.00	G
American Red Cross	5,000.00	G
American Red Cross	2,720.00	NPMG
American Red Cross	100.00	NPMG
American Red Cross	140.00	NPMG
American Red Cross, Orange County Chapter	250.00	NPMG
Amherst College	5,000.00	NPMG
Anaheim Union High School District/Cypress High School	2,500.00	E
Anaheim Union High School District/Cypress High School	100.00	NPMG
Animal Regulation Volunteer Auxiliary	100.00	NPMG
Aquarium of the Pacific	25,000.00	F
Aquarium of the Pacific	100,000.00	F
Arthritis Foundation	50.00	NPMG
Asha for Education	150.00	NPMG
Autism Society of Minnesota	500.00	NPMG
Avon Foundation	50.00	NPMG
Avon Foundation	500.00	NPMG
Avon Foundation	50.00	NPMG
Backfield in Motion, Inc.	5,000.00	G
Ballet Etudes	250.00	NPMG
Be The Match Foundation	50.00	NPMG
Bedford County Public Schools/Jefferson Forest High School	2,500.00	E
Bellevue Public Schools/Bellevue East High School	1,500.00	E
Benet Academy	100.00	NPMG
Bergeson Elementary School Foundation	180.00	NPMG
Best Buddies International, Inc.	250.00	NPMG

**Pacific Life Foundation**  
**SUPPLEMENTAL SCHEDULE OF CONTRIBUTION TO**  
**NOT - FOR PROFIT AGENCIES**  
**CASH PAYMENTS FOR THE PERIOD ENDING DECEMBER 31, 2012**

<u>Organization Name</u>	<u>Grant Amount</u>	<u>Type of Support</u>
Best Buddies International, Inc.	100.00	NPMG
Best Friends Animal Society	50.00	NPMG
Big Brothers/Big Sisters of Orange County	5,000.00	G
Bonita Canyon PTA	450.00	NPMG
Boston College	75.00	NPMG
Bowdoin College	1,000.00	NPMG
Boys & Girls Clubs of Northeast Florida, Inc	5,000.00	G
Boys Hope Girls Hope of Illinois	5,000.00	G
Boys Town New York, Inc.	5,000.00	G
Bridges	5,000.00	G
Brigham Young University	250.00	NPMG
Brywood PTA	110.00	NPMG
Brywood PTA	200.00	NPMG
Buddhist Tzu Chi Foundation	500.00	NPMG
California Institute of Technology	5,000.00	NPMG
California Polytechnic State University	500.00	NPMG
California State Fullerton Philanthropic Foundation	1,000 00	NPMG
California State Polytechnic University, Pomona	500 00	NPMG
California State University, Fullerton	50.00	NPMG
California State University, Long Beach Foundation	150.00	NPMG
California State University, Long Beach Foundation	175.00	NPMG
Capistrano Unified School District/Aliso Niguel High School	4,500.00	E
Capistrano Unified School District/Bathgate Elementary School	3,000.00	E
Capistrano Unified School District/Canyon Vista Elementary School	2,500.00	E
Capistrano Unified School District/Capistrano Valley High School	5,000.00	E
Capistrano Unified School District/Carl Hankey Elementary School	3,000.00	E
Capistrano Unified School District/Castille Elementary School	3,000.00	E
Capistrano Unified School District/Chaparral Elementary School	5,000.00	E
Capistrano Unified School District/Dana Hills High School	4,500.00	E
Capistrano Unified School District/Don Juan Avila Elementary School	2,500.00	E
Capistrano Unified School District/Don Juan Avila Elementary School	3,500 00	E
Capistrano Unified School District/George White Elementary School	4,000.00	E
Capistrano Unified School District/Ladera Ranch Middle School	5,500 00	E
Capistrano Unified School District/Niguel Hills Middle School	3,500 00	E
Capistrano Unified School District/Tesoro High School	4,500 00	E
Capistrano Unified School District/Wagon Wheel Elementary School	2,500 00	E
Carnegie Mellon University	150 00	NPMG
Casey Cares Foundation	5,000 00	G
Catholic Relief Services	150.00	NPMG
Catholic Relief Services	250 00	NPMG
Catholic Social Services of Southern Nebraska	500.00	NPMG
Central Park Conservancy	200.00	NPMG
Challenged Athletes Foundation, Inc.	500 00	NPMG
Chapman University	1,000 00	NPMG
Charitable Ventures of Orange County/Caterina's Club	100.00	NPMG
Chelsea's Hope Lafora Children Research Fund	300 00	NPMG
Children's Organ Transplant Association, Inc.	140.00	NPMG
Children's Tumor Foundation	100.00	NPMG
Chino Valley Unified School District/Michael G. Wickman Elementary School	1,500.00	E
CHOC Foundation	50.00	NPMG
City of Hope	100.00	NPMG
Claremont Graduate University	10,000.00	NPMG
Cleveland Leadership Center	5,000.00	G
Collegiate School	500.00	NPMG
Columbia University	700 00	NPMG

**Pacific Life Foundation**  
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<u>Organization Name</u>	<u>Grant Amount</u>	<u>Type of Support</u>
Community Action Partnership of Orange County	150.00	NPMG
Community First Foundation	500.00	NPMG
Conservation International	1,000,000.00	F
Corona-Norco Unified School District/Centennial High School	2,500.00	E
Corona-Norco Unified School District/Cesar Chavez Academy	1,500 00	E
Corona-Norco Unified School District/Garretson Elementary School	3,000.00	E
Corona-Norco Unified School District/Lincoln Alternative Elementary School	3,000 00	E
Corona-Norco Unified School District/Orange Elementary School	2,500.00	E
Corona-Norco Unified School District/Todd Elementary School	2,500 00	E
Crossroads Christian School	2,500.00	E
Cystic Fibrosis Foundation	500.00	NPMG
Dana-Farber Cancer Institute Inc.	52 00	NPMG
Dave Gorczyca Memorial Foundation, Inc	5,000.00	G
De La Salle Institute	500 00	NPMG
Dedicated Animal Welfare Group of Laguna Niguel and Mission Viejo	100.00	NPMG
DeMarillac Academy	100.00	NPMG
DePaul University	1,250.00	NPMG
Disabled American Veterans	140 00	NPMG
Doctors Without Borders USA Inc.	100.00	NPMG
Doctors Without Borders USA Inc.	100.00	NPMG
Don Juan Avila Elementary School PTA	500.00	NPMG
DonorsChoose.org	100 00	NPMG
Downtown Women's Center	100.00	NPMG
Duke University	2,000.00	NPMG
Eastern Illinois University Foundation	2,000.00	NPMG
Education Foundation of the Osage Community Schools	50.00	NPMG
Elkhorn Public Schools/West Dodge Station Elementary School	1,500 00	E
Emmaus, Inc.	50.00	NPMG
Equestrian Connection, NFP	5,000.00	G
Esperanza Entertainment Unit Boosters Organization	500.00	NPMG
Extend Your Heart	320.00	NPMG
Family Assistance Ministries	5,740.00	G
Feeding America	100.00	NPMG
Feeding America	100 00	NPMG
Festival Ballet Theatre	250.00	NPMG
Food for the Poor, Inc.	133.00	NPMG
Foothill Ranch Elementary PTA	200.00	NPMG
Fountain Valley School District/Fred Moiola Elementary School	3,500.00	E
Fountain Valley School District/James H. Cox Elementary School	3,000.00	E
Fountain Valley School District/Kazuo Masuda Middle School	4,500.00	E
Free the Slaves	500 00	NPMG
Freedom Station USA	100.00	NPMG
Freire Charter School	2,500.00	G
Friends Christian School	500.00	NPMG
Friends Life	5,000.00	G
Friends of Seal Beach Animal Care Center, Inc.	500.00	NPMG
Fullerton School District/Fern Drive Elementary School	1,500.00	E
Gateway Battered Women's Services	5,000.00	G
Gay For Good	50.00	NPMG
Gay For Good	400.00	NPMG
Girls at Work	5,000.00	G
Golden Gate University	50.00	NPMG
Golden Heart Ranch	250.00	NPMG
Golden View PTO	300.00	NPMG
Golden View PTO	150 00	NPMG

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<u>Organization Name</u>	<u>Grant Amount</u>	<u>Type of Support</u>
Golf Fore Africa	500.00	NPMG
Gray Whales Count	5,000.00	F
Greenpeace	180 00	NPMG
Grosse Ile Township Schools/Parke Lane Elementary School	1,500.00	E
Grove City College	2,000.00	NPMG
Guitar Foundation of America	100.00	NPMG
Habitat for Humanity International	100.00	NPMG
Hampshire College	1,300.00	NPMG
Healthy Smiles for Kids of Orange County	400,000 00	F
Hermosa Beach School Foundation	400.00	NPMG
Hicks Canyon PTO	180.00	NPMG
Hidaya Foundation	500.00	NPMG
Holy Family Parish School	150.00	NPMG
Holy Family Parish School	50.00	NPMG
HOPE Worldwide	125 00	NPMG
Hospice by the bay	200.00	NPMG
Hospice of Wake County Inc.	100.00	NPMG
Human Options, Inc.	500.00	NPMG
Humane Society International	50.00	NPMG
Hunt for a Cure	5,000.00	G
Huntington Beach City School District/S.A. Moffett Elementary School	2,500.00	E
Huntington Beach Union High School District/Edison High School	2,500.00	E
Huntington Beach Union High School District/Fountain Valley High School	6,500.00	E
Huntington Beach Union High School District/Huntington Beach High School	3,000.00	E
Huntington Beach Union High School District/Marina High School	3,000.00	E
Illumination Foundation	150.00	NPMG
Illumination Foundation	100,000.00	F
Indiana University Foundation	750 00	NPMG
Invest In Others Charitable Foundation	5,000.00	G
Irvine Public Schools Foundation	500.00	NPMG
Irvine Public Schools Foundation	500.00	NPMG
Irvine Unified School District/Alderwood Basics Plus School	2,500.00	E
Irvine Unified School District/Bonita Canyon Elementary School	2,500.00	E
Irvine Unified School District/College Park Elementary School	4,000.00	E
Irvine Unified School District/Deerfield Elementary School	2,500.00	E
Irvine Unified School District/Irvine High School	3,500 00	E
Irvine Unified School District/Lakeside Middle School	3,000 00	E
Irvine Unified School District/Meadow Park Elementary School	3,000.00	E
Irvine Unified School District/Northwood High School	3,500.00	E
Irvine Unified School District/Oak Creek Elementary School	4,000.00	E
Irvine Unified School District/Plaza Vista Elementary School	2,500.00	E
Irvine Unified School District/Stone Creek Elementary School	4,000.00	E
Irvine Unified School District/Stonegate Elementary School	3,500 00	E
Irvine Unified School District/Turtle Rock Elementary School	4,000.00	E
Irvine Unified School District/University High School	7,000 00	E
Irvine Unified School District/Vista Verde Elementary School	4,000.00	E
Irvine Unified School District/Woodbridge High School	5,000.00	E
Irvine Unified School District/Woodbury Elementary School	3,500.00	E
Johns Hopkins University	250.00	NPMG
Joyal Capital Management Foundation, Inc.	5,000.00	G
JSerra Catholic High School	4,000.00	E
Junior Achievement of Southern California	5,000.00	G
Junior League of Orange County	100.00	NPMG
Junior League of Orange County	50.00	NPMG
Juvenile Diabetes Research Foundation International	500.00	NPMG

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<u>Organization Name</u>	<u>Grant Amount</u>	<u>Type of Support</u>
Juvenile Diabetes Research Foundation International	100.00	NPMG
Kemmerer Library Harding Township	200.00	NPMG
KPBS Public Broadcasting	110 00	NPMG
L.A. Gay & Lesbian Center	150.00	NPMG
L.A. Gay & Lesbian Center	175.00	NPMG
L A. Gay & Lesbian Center	50.00	NPMG
L.A. Gay & Lesbian Center	100 00	NPMG
L.A. Gay & Lesbian Center	100.00	NPMG
L.A. Gay & Lesbian Center	60 00	NPMG
L.A. Gay & Lesbian Center	250.00	NPMG
L.A. Gay & Lesbian Center	100.00	NPMG
L.A. Gay & Lesbian Center	75 00	NPMG
L.A. Gay & Lesbian Center	500.00	NPMG
L.A. Gay & Lesbian Center	75.00	NPMG
L.A. Gay & Lesbian Center	100.00	NPMG
L.A. Gay & Lesbian Center	200.00	NPMG
L.A. Gay & Lesbian Center	100.00	NPMG
L.A. Gay & Lesbian Center	100.00	NPMG
L.A. Gay & Lesbian Center	50.00	NPMG
Ladera Elementary School PTO	500.00	NPMG
Ladera Ranch Education Foundation/Oso Grande Elementary School	3,000.00	E
Laguna Beach Unified School District/Laguna Beach High School	3,000.00	E
Laguna Beach Unified School District/Thurston Middle School	2,500.00	E
Laguna Beach Unified School District/Top of the World Elementary School	3,500.00	E
Lewis Central Community School District/Lewis Central Middle School	1,500.00	E
Lewis Central Community School District/Titan Hill Intermediate School	1,500.00	E
LIFECycle Inc.	5,000.00	G
Lincoln Elementary PTA	500 00	NPMG
Linda's Legacy Foundation	5,000 00	G
LNES Foundation/Laguna Niguel Elementary School	3,500 00	E
Long Beach Education Foundation	500.00	NPMG
Long Beach Unified School District/Charles F. Kettering Classic Elementary	1,500.00	E
Los Alamitos Unified School District/Rossmoor Elementary School	3,500.00	E
Los Angeles Unified School District/Alexander Fleming Middle School	1,500.00	E
Lynchburg City Schools/E. C. Glass High School	1,500.00	E
Malibu Pet Companions	50.00	NPMG
Maranatha Christian Academy	2,500.00	E
March of Dimes, Connecticut Chapter	5,000.00	G
Marine Toys for Tots Foundation	50.00	NPMG
Mariners Christian School	3,000.00	E
Meadow Park Elementary School PTA	400.00	NPMG
Meadow Park Foundation	250.00	NPMG
Medal of Honor Foundation, Inc	5,000.00	G
MEJORC	200.00	NPMG
Mid-America Council, Boy Scouts of America	5,000.00	G
Mid-America Council, Boy Scouts of America	150.00	NPMG
Millard Public Schools/Millard West High School	2,500.00	E
Millard Public Schools/Ronald Reagan Elementary School	2,500 00	E
MIND Research Institute	100,000.00	G
Mt. Edgecumbe High School District	500 00	NPMG
National Brittany Rescue & Adoption Network, Inc.	500.00	NPMG
National Financial Planning Support Center	5,000.00	G
National Multiple Sclerosis Society, Greater New England Chapter	50.00	NPMG
National Multiple Sclerosis Society, Long Island Chapter	250.00	NPMG
National Multiple Sclerosis Society, SoCal and Nevada Chapter	500.00	NPMG

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<u>Organization Name</u>	<u>Grant Amount</u>	<u>Type of Support</u>
National Public Radio	50.00	NPMG
Navy League of the United States San Diego Council/Warrior Fndt	100.00	NPMG
New Covenant Schools	500.00	NPMG
New Jersey Guitar and Mandolin Society	100.00	NPMG
New York City Classical Guitar	100.00	NPMG
Newport Aquatic Center	50.00	NPMG
Newport Elementary School Foundation	500.00	NPMG
Newport Harbor Educational Foundation	250.00	NPMG
Newport Harbor Educational Foundation	50.00	NPMG
Newport-Mesa Unified School District/College Park Elementary School	1,500.00	E
Newport-Mesa Unified School District/Corona del Mar High School	5,500.00	E
Newport-Mesa Unified School District/Corona del Mar Middle School	4,000.00	E
Newport-Mesa Unified School District/Lincoln Elementary School	3,500.00	E
Newport-Mesa Unified School District/Mariners Elementary School	3,500.00	E
Newport-Mesa Unified School District/Newport Coast Elementary School	3,000.00	E
Newport-Mesa Unified School District/Newport Elementary School	3,500.00	E
Newport-Mesa Unified School District/Newport Harbor High School	3,500.00	E
Newport-Mesa Unified School District/Roy O. Andersen Elementary School	2,500.00	E
Newport-Mesa Unified School District/Woodland Elementary School	3,000.00	E
North Hawaii Hospice	150.00	NPMG
Northwestern University	1,000.00	NPMG
Oak Grove Elementary School Foundation/Oak Grove Elementary School	3,000.00	E
Oakland School for the Arts	250.00	NPMG
Occidental College	200.00	NPMG
Ocean Conservation Society	10,000.00	F
Ocean Institute	20,000.00	C
Ocean View School District/Golden View Elementary School	2,500.00	E
Ocean View School District/Marine View Middle School	1,500.00	E
Omaha Public Schools/Rose Hill Elementary School	3,500.00	E
OneOC	3,500.00	G
OneOC/Workforce Development Collaborative	100,000.00	F
Operation Smile	250.00	NPMG
Orange County Community Foundation	350.00	NPMG
Orange County Council, Boy Scouts of America	175.00	NPMG
Orange County High School of the Arts Foundation	3,000.00	E
Orange County High School of the Arts Foundation	220.00	NPMG
Orange County High School of the Arts Foundation	500.00	NPMG
Orange County High School of the Arts Foundation	500.00	NPMG
Orange County Rescue Mission	220.00	NPMG
Orange County Rescue Mission	125.00	NPMG
Orange County Rescue Mission	150.00	NPMG
Orange County United Way	117,773.00	G
Orange County United Way	23,161.00	G
Orange County United Way	64,204.00	G
Orange County United Way	62,629.00	G
Orange County United Way	60,632.00	G
Orange County Walk to Remember Inc.	100.00	NPMG
Orange Unified School District/Canyon High School	2,500.00	E
Orange Unified School District/El Modena High School	3,000.00	E
Orange Unified School District/El Rancho Charter School	2,500.00	E
Orange Unified School District/Imperial Elementary School	3,000.00	E
Orange Unified School District/Villa Park High School	3,500.00	E
Our Lady Queen of Angels School	375.00	NPMG
Oxford Academy Foundation	500.00	NPMG
Oxford Preparatory Academy, South Orange County	4,500.00	E

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<u>Organization Name</u>	<u>Grant Amount</u>	<u>Type of Support</u>
Pacific Lutheran University	750.00	NPMG
Parent Faculty Association of Red Oak Elementary	100.00	NPMG
Pediatric Cancer Research Foundation	200.00	NPMG
Pediatric Cancer Research Foundation	50.00	NPMG
Peters Canyon PTO	250.00	NPMG
Peterson Foundation for Parkinsons	5,000.00	G
Placentia-Yorba Linda Unified School District/Travis Ranch Middle School	1,500.00	E
Planned Parenthood Federation of America	100 00	NPMG
Providence Day School	250.00	NPMG
Red Hill Lutheran School	300.00	NPMG
Red River Theaters, Inc.	100.00	NPMG
Reilly Elementary School PTA	92 00	NPMG
Rensselaer Polytechnic Institute	100.00	NPMG
Rensselaer Polytechnic Institute	150.00	NPMG
Rice University	50.00	NPMG
Rose-Hulman Institute of Technology	50.00	NPMG
Saddleback Valley Unified School District/Cielo Vista Elementary School	3,000.00	E
Saddleback Valley Unified School District/El Toro High School	3,000.00	E
Saddleback Valley Unified School District/Foothill Ranch Elementary School	4,500.00	E
Saddleback Valley Unified School District/La Madera Elementary School	4,000 00	E
Saddleback Valley Unified School District/Laguna Hills High School	2,500.00	E
Saddleback Valley Unified School District/Melinda Heights Elementary School	3,000.00	E
Saddleback Valley Unified School District/Mission Viejo High School	4,500 00	E
Saddleback Valley Unified School District/Portola Hills Elementary School	2,500.00	E
Saddleback Valley Unified School District/Rancho Canada Elementary School	2,500.00	E
Saddleback Valley Unified School District/Rancho Santa Margarita Elementary School	4,000.00	E
Saddleback Valley Unified School District/Robinson Elementary School	2,500.00	E
Saddleback Valley Unified School District/Serrano Intermediate School	3,500 00	E
Saddleback Valley Unified School District/Trabuco Hills High School	7,500.00	E
Sahuaro High Cougar Foundation Inc.	150.00	NPMG
Saint Albert Education Foundation/Saint Albert Catholic Elementary School	2,500.00	E
Saint Louis Zoo	500.00	NPMG
San Juan Children's Education Foundation	500 00	NPMG
San Pedro & Peninsula YMCA	150 00	NPMG
Santa Ana Unified School District/Jim Thorpe Fundamental Elementary School	4,000.00	E
Santa Ana Unified School District/MacArthur Fundamental Intermediate School	3,000.00	E
Santa Barbara Zoo	50.00	NPMG
Santa Barbara Zoo	50.00	NPMG
Santa Clara University	1,000 00	NPMG
Santa Margarita Catholic High School	3,000 00	E
Scripps Health	100.00	NPMG
Scripps Health	50.00	NPMG
Sea Shepherd Conservation Society	60.00	NPMG
Seattle Preparatory School	150.00	NPMG
Seattle University	100 00	NPMG
Second Harvest Food Bank of Orange County	150.00	NPMG
Second Harvest Food Bank of Orange County	50.00	NPMG
SEEDS Arts and Education, Inc.	250.00	NPMG
Serra Catholic School	2,500 00	E
Shoreline Christian School/Shoreline Christian Elementary School	2,500.00	E
Sioux Falls Catholic Schools	500 00	NPMG
Smile Train	250.00	NPMG
South Bevard Women's Center	5,000.00	G
South County Outreach	500.00	NPMG
South Lake PTSA	150 00	NPMG

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<u>Organization Name</u>	<u>Grant Amount</u>	<u>Type of Support</u>
Southern California Abyssinian Rescue	75.00	NPMG
Southern California Public Radio	150.00	NPMG
Southern California Public Radio	300.00	NPMG
Southern California Public Radio	180.00	NPMG
Southern California Public Radio	90.00	NPMG
Southern California Public Radio	500.00	NPMG
SouthSide Early Childhood Center	5,000.00	G
SPCALA	50.00	NPMG
Special Olympics New Jersey	100.00	NPMG
Springbrook Elementary PTA	300.00	NPMG
St. Anne School	4,000.00	E
St. Anthony's Charitable Foundation	5,000.00	G
St. Francis of Assisi Catholic School	1,500.00	E
St. Gregory's University	150.00	NPMG
St. Irenaeus/Boy Scout Troop 660	75.00	NPMG
St. John's Episcopal School	2,500.00	E
St. Jude Children's Research Hospital	50.00	NPMG
St. Jude Children's Research Hospital	220.00	NPMG
St. Jude Children's Research Hospital	50.00	NPMG
St. Jude Children's Research Hospital	100.00	NPMG
St. Mary's School	150.00	NPMG
St. Mary's School	350.00	NPMG
St. Norbert School	500.00	NPMG
St. Olaf College	500.00	NPMG
St. Olaf College	250.00	NPMG
St. Philip Neri School	500.00	NPMG
Stanford University	1,250.00	NPMG
Stanford University	100.00	NPMG
Stanford University	10,000.00	NPMG
Stanford University	2,000.00	NPMG
Stanford University	10,000.00	NPMG
Stanford University	5,000.00	NPMG
Stanford University	1,500.00	NPMG
Stanford University	300.00	NPMG
Stanford University	100.00	NPMG
Stanford University	500.00	NPMG
Sts. Simon & Jude Catholic School	3,000.00	E
Supporting Riley Children, Inc.	500.00	NPMG
Susan F. Lasky Cancer Foundation	5,000.00	G
Susan G. Komen 3-Day for the Cure	500.00	NPMG
Susan G. Komen for the Cure	270.00	NPMG
Susan G. Komen For The Cure	100.00	NPMG
Susan G. Komen For The Cure	220.00	NPMG
Symphony NH	5,000.00	G
Tee It Up for the Troops Inc.	200.00	NPMG
Texas Tech Foundation - Therapeutic Riding Center	5,000.00	G
The ALS Association, Golden West Chapter	100.00	NPMG
The ALS Association, Texas Chapter	50.00	NPMG
The American College	2,000.00	NPMG
The Cdm Foundation	1,000.00	NPMG
The Cdm Foundation	500.00	NPMG
The Center Orange County	75.00	NPMG
The Center Orange County	500.00	NPMG
The High Desert Partnership in Academic Excellence/Norton Space & Aeronautic	1,500.00	E
The Leukemia & Lymphoma Society	300.00	NPMG



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<u>Organization Name</u>	<u>Grant Amount</u>	<u>Type of Support</u>
The Leukemia & Lymphoma Society	650.00	NPMG
The Leukemia & Lymphoma Society	360.00	NPMG
The Leukemia & Lymphoma Society	100.00	NPMG
The LSE Centennial Fund Inc.	100.00	NPMG
The Maddie James Foundation	500.00	NPMG
The Maddie James Foundation	500.00	NPMG
The Nature Conservancy	5,000.00	G
The Nature Conservancy	200.00	NPMG
The Nature Conservancy	500.00	NPMG
The Ocean Foundation	415,000.00	F
The Salvation Army	50.00	NPMG
The Salvation Army	100.00	NPMG
The Webb Schools	100.00	NPMG
Trip of a Lifetime	100.00	NPMG
Trip of a Lifetime	100.00	NPMG
Turning Pointe Autism Foundation	5,000.00	G
Tustin Public Schools Foundation	100.00	NPMG
Tustin Unified School District/Arnold O. Beckman High School	6,000.00	E
Tustin Unified School District/Hicks Canyon Elementary School	3,000.00	E
Tustin Unified School District/Ladera Elementary School	3,500.00	E
Tustin Unified School District/Myford Elementary School	4,000.00	E
Tustin Unified School District/Peters Canyon Elementary School	3,500.00	E
Tustin Unified School District/Pioneer Middle School	4,000.00	E
Tustin Unified School District/Tustin High School	1,500.00	E
Tustin Unified School District/Tustin Memorial Academy	5,000.00	E
Union County Public Schools/Marvin Ridge Middle School	1,500.00	E
United Community Fund of Greater Toronto	3,131.00	G
United Community Fund of Greater Toronto	3,075.00	G
United Community Fund of Greater Toronto	3,163.00	G
United Community Fund of Greater Toronto	3,113.00	G
United Way of Central New Mexico	5,000.00	G
University at Albany Foundation	100.00	NPMG
University at Albany Foundation	100.00	NPMG
University of California, Berkeley	500.00	NPMG
University of California, Berkeley	200.00	NPMG
University of California, Berkeley	100.00	NPMG
University of California, Irvine Foundation	2,000.00	NPMG
University of California, Irvine Foundation	600.00	NPMG
University of California, Irvine Foundation/Center for Diabetes Treatment and R	10,000.00	NPMG
University of California, Irvine Foundation/Center for Diabetes Treatment and R	25,000.00	G
University of California, Los Angeles Foundation	25,500.00	NPMG
University of California, Los Angeles Foundation	1,000.00	NPMG
University of California, San Diego/Scripps-Hildebrand Laboratory	15,000.00	F
University of California, Santa Barbara	262.00	NPMG
University of California, Santa Barbara	2,000.00	NPMG
University of California, Santa Barbara	275.00	NPMG
University of California, Santa Barbara	50.00	NPMG
University of Connecticut Foundation	100.00	NPMG
University of Connecticut Law School Foundation	100.00	NPMG
University of Illinois	250.00	NPMG
University of Illinois	100.00	NPMG
University of Indianapolis	147.00	NPMG
University of Iowa	1,000.00	NPMG
University of Iowa Foundation	150.00	NPMG
University of Kansas	500.00	NPMG

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<u>Organization Name</u>	<u>Grant Amount</u>	<u>Type of Support</u>
University of Massachusetts Amherst	100.00	NPMG
University of Massachusetts Amherst	100.00	NPMG
University of Michigan	1,000.00	NPMG
University of Missouri	10,000.00	NPMG
University of Nebraska Foundation	125.00	NPMG
University of Nebraska Foundation	10,000.00	NPMG
University of North Carolina at Chapel Hill	5,000.00	NPMG
University of Notre Dame	150.00	NPMG
University of Notre Dame	1,500.00	NPMG
University of Notre Dame	150.00	NPMG
University of Oklahoma	300.00	NPMG
University of Oklahoma	250.00	NPMG
University of Pennsylvania	700.00	NPMG
University of Southern California	2,000.00	NPMG
University of Tennessee at Chattanooga	100.00	NPMG
University of Tennessee Foundation	100.00	NPMG
University of Texas at Austin	1,000.00	NPMG
University of Tulsa	200.00	NPMG
University of Virginia	1,000.00	NPMG
University of Virginia	2,000.00	NPMG
University of Wisconsin	1,000.00	NPMG
University of Wisconsin Foundation	600.00	NPMG
Utica College	1,250.00	NPMG
Visiting Nurse Association of the Inland Counties	150.00	NPMG
Volunteers for International Development and Aid	5,000.00	G
Wake Forest University	250.00	NPMG
Waldorf School of Orange County	2,500.00	E
Waldorf School of Orange County	500.00	NPMG
Walnut Valley Unified School District/Chaparral Middle School	1,500.00	E
Western Carolina University Foundation	250.00	NPMG
Westminster School District/Clegg Elementary School	2,500.00	E
Westport Public Library	500.00	NPMG
Westside Community Schools District/Westbrook Elementary School	3,000.00	E
Westside Waldorf School	200.00	NPMG
Wheaton College	150.00	NPMG
WisePlace	50.00	NPMG
WisePlace	100.00	NPMG
WisePlace	200.00	NPMG
Wistar Institute, The	2,500.00	G
Women Helping Women	500.00	NPMG
Worcester Art Museum	5,000.00	G
World Vision	500.00	NPMG
World Wildlife Fund, Inc.	50.00	NPMG
World Wildlife Fund, Inc.	63.00	NPMG
World Wildlife Fund, Inc.	120.00	NPMG
WriteGirl	100.00	NPMG
Yosemite Conservancy	500.00	NPMG
Youth Eastside Services	100.00	NPMG
Youth Eastside Services	100.00	NPMG
Youth Eastside Services	500.00	NPMG
Youth Employment Service of the Harbor Area, Inc.	500.00	NPMG
AccessOC	10,000.00	G
Age Well Senior Services, Inc.	7,500.00	G
AIDS Education Global Information System	7,500.00	G
Alliance for Housing and Healing	7,500.00	G

**Pacific Life Foundation**  
**SUPPLEMENTAL SCHEDULE OF CONTRIBUTION TO**  
**NOT - FOR PROFIT AGENCIES**  
**CASH PAYMENTS FOR THE PERIOD ENDING DECEMBER 31, 2012**

<u>Organization Name</u>	<u>Grant Amount</u>	<u>Type of Support</u>
Alzheimer's Association, Orange County Chapter	10,000.00	G
Alzheimer's Association, San Diego/Imperial Chapter	5,000.00	G
American Academy of Pediatrics, California Chapter 4	10,000.00	G
American Family Housing	7,500.00	G
American Red Cross, Orange County Chapter	10,000.00	G
Angel Faces, Inc.	5,000.00	G
Arts Orange County	10,000.00	G
Assistance League of Capistrano Valley	10,000.00	G
Assistance League of Omaha	5,000.00	G
Assistance League of Santa Ana	10,000.00	G
Bethany	5,000.00	G
Big Brothers Big Sisters of the Midlands	10,000.00	G
Blind Children's Learning Center	10,000.00	G
Boys & Girls Club of Laguna Beach	7,500.00	G
Boys & Girls Club of Santa Ana	10,000.00	G
Boys & Girls Club of Stanton	8,000.00	G
Boys & Girls Club of the Harbor Area	7,500.00	G
Boys & Girls Club of Westminster	10,000.00	G
Boys & Girls Clubs of Anaheim, Inc.	10,000.00	G
Boys & Girls Clubs of Council Bluffs	10,000.00	G
Boys & Girls Clubs of Garden Grove	7,500.00	G
Boys & Girls Clubs of Huntington Valley	10,000.00	G
Boys & Girls Clubs of the South Bay	5,000.00	G
Boys Hope Girls Hope of Southern California	7,500.00	G
Brandman University	7,500.00	G
Breast Cancer Solutions	7,500.00	G
Camino Health Center	10,000.00	G
Canine Companions for Independence/Southwest Region	10,000.00	G
Canyon Acres Children and Family Services	10,000.00	G
Casa Teresa, Inc.	7,500.00	G
Chapman University	7,500.00	G
Child Care Connections	10,000.00	G
Child Guidance Center, Inc.	7,500.00	G
Child Saving Institute, Inc.	7,500.00	G
Children Now	10,000.00	G
Children's Bureau of Southern California	7,500.00	G
Children's Dental Health Clinic	7,500.00	G
Children's Health Initiative of Orange County	10,000.00	G
CHOC Foundation	10,000.00	G
Community Action Partnership of Orange County	10,000.00	G
Community Connect	10,000.00	G
Completely KIDS	10,000.00	G
Corona-Norco Settlement House	7,500.00	G
Court Appointed Special Advocates of San Bernardino County	7,500.00	G
Crossroads, Inc	7,500.00	G
Crystal Cove Alliance	5,000.00	G
Delhi Center	7,500.00	G
Discovery Arts	7,500.00	G
Discovery Eye Foundation	10,000.00	G
El Viento Foundation	10,000.00	G
Environmental Nature Center	10,000.00	G
Epilepsy Alliance of Orange County	5,000.00	G
Family Assessment, Counseling & Education Services, Inc.	10,000.00	G
Family Assistance Ministries	10,000.00	G
Family Service Agency of San Bernardino	7,500.00	G

**Pacific Life Foundation**  
**SUPPLEMENTAL SCHEDULE OF CONTRIBUTION TO**  
**NOT - FOR PROFIT AGENCIES**  
**CASH PAYMENTS FOR THE PERIOD ENDING DECEMBER 31, 2012**

<u>Organization Name</u>	<u>Grant Amount</u>	<u>Type of Support</u>
Foothill Family Shelter, Inc	10,000.00	G
Fresh Start Surgical Gifts	5,000.00	G
Friends of the Children's Museum at La Habra, Inc.	7,500.00	G
Friendship Shelter, Inc.	10,000.00	G
Girls Incorporated of Omaha	10,000.00	G
Girls Incorporated of Orange County	7,500.00	G
Goodwill Industries of Orange County	7,500.00	G
Habitat for Humanity of Omaha, Inc.	10,000.00	G
Habitat for Humanity of Orange County, Inc.	7,500.00	G
HELP Adult Services	7,500.00	G
HomeAid Orange County, Inc.	5,000.00	G
Homes for Life Foundation	7,500.00	G
Homework House, Inc.	5,000.00	G
iHOPEoc, Inc.	5,000.00	G
Inclusive Communities	7,500.00	G
Inland Empire United Way	7,500.00	G
Inland Hospice Association	5,000.00	G
Inland Valley Hope Partners	10,000.00	G
Integrated Rehabilitation Therapies, Inc	5,000.00	G
Intervention Center for Early Childhood	7,500.00	G
Irvine Adult Day Health Services, Inc.	10,000.00	G
J. F. Shea Therapeutic Riding Center, Inc.	10,000.00	G
Jamboree H.O.M.E.S., Inc.	10,000.00	G
KidSingers	7,500.00	G
Latino Health Access	7,500.00	G
Literacy Center for the Midlands	7,500.00	G
Mercy House Living Centers	10,000.00	G
Mercy Housing Nebraska	5,000.00	G
Miracles for Kids, Inc.	7,500.00	G
Miriam's House Inc.	5,000.00	G
Muscular Dystrophy Association, Orange County Chapter	5,000.00	G
National Academy of Sciences	7,500.00	G
Nebraska Community Foundation	7,500.00	G
Nebraska Council on Economic Education	5,000.00	G
No Limits Theatre Group, Inc.	5,000.00	G
Oak View Renewal Partnership	10,000.00	G
Oceana, Inc.	10,000.00	G
Omaha Children's Museum	10,000.00	G
Omaha Theater Company/The Rose Theater	7,500.00	G
OneWorld Community Health Centers, Inc.	10,000.00	G
Operation Clean Slate	8,000.00	G
Operation Jump Start	5,000.00	G
Operation SafeHouse, Inc.	5,000.00	G
Orange Coast College Foundation	7,500.00	G
Orange Coast Interfaith Shelter	7,500.00	G
Orange County Community Housing Corporation	10,000.00	G
Orange County Great Park Corporation	7,500.00	G
Orange County High School of the Arts Foundation	7,500.00	G
Outreach Concern, Inc.	7,500.00	G
Pacific Chorale	7,500.00	G
Paint Your Heart Out, Inc.	7,500.00	G
Parent Institute For Quality Education, Inc.	10,000.00	G
PBS SoCal	10,000.00	G
Philharmonic Society of Orange County	10,000.00	G
Phoenix House of Orange County, Inc.	10,000.00	G

**Pacific Life Foundation**  
**SUPPLEMENTAL SCHEDULE OF CONTRIBUTION TO**  
**NOT - FOR PROFIT AGENCIES**  
**CASH PAYMENTS FOR THE PERIOD ENDING DECEMBER 31, 2012**

<u>Organization Name</u>	<u>Grant Amount</u>	<u>Type of Support</u>
Pretend City Children's Museum	10,000.00	G
Project Access, Inc.	10,000.00	G
Project Dignity	7,500.00	G
Promises2Kids	5,000.00	G
Providence Speech & Hearing Center	10,000.00	G
Reality Changers	5,000.00	G
Reef Check Foundation	7,500.00	G
Relampago del Cielo, Inc.	7,500.00	G
Riverside Area Rape Crisis Center	10,000 00	G
Saint Anselm's Cross-Cultural Community Center	10,000.00	G
San Diego Coastkeeper	5,000.00	G
Santa Monica Baykeeper	7,500.00	G
SeaWeb	5,000.00	G
Second Harvest Food Bank of Orange County	7,500.00	G
Shakespeare by the Sea	10,000.00	G
Shanti Orange County	7,500.00	G
Share Our Selves	10,000.00	G
South County Outreach	10,000.00	G
Southern California Children's Chorus	7,500.00	G
Southland Opera	7,500 00	G
Surfrider Foundation	7,500 00	G
The All-American Boys Chorus	7,500.00	G
The Children's Dental Center of Greater Los Angeles	10,000.00	G
The Eli Home, Inc.	10,000.00	G
The Gary Center	7,500.00	G
The Groundwater Foundation	7,500.00	G
The Laguna Playhouse	10,000.00	G
The New Children's Museum	5,000.00	G
The Raise Foundation	7,500.00	G
The Unforgettables Foundation	5,000.00	G
THINK Together	10,000.00	G
Thomas House Temporary Shelter	10,000 00	G
Trails4All	5,000.00	G
Trauma Intervention Programs, Inc.	7,500.00	G
UCI Foundation/SAGE Scholars Program	10,000.00	G
Voices for Children	5,000.00	G
We Care of Los Alamitos, Inc.	5,000.00	G
Women Helping Women	10,000.00	G
WomenShelter of Long Beach	5,000.00	G
Working Wardrobes for a New Start	10,000.00	G
Youth Care & Beyond, Inc.	10,000.00	G
Youth Emergency Services, Inc.	7,500.00	G
Youth Employment Service of the Harbor Area, Inc.	7,500.00	G
AIDS Services Foundation Orange County	10,000.00	G
Ballet Etudes	5,000.00	G
Bolsa Chica Conservancy	10,000 00	G
California State University, Fullerton/Center for Insurance Studies	30,000.00	G
Claremont Graduate University	10,000.00	G
Coastal Mountain Youth Academy	5,000.00	G
Constitutional Rights Foundation, Orange County	5,000.00	G
Court Appointed Special Advocates of Orange County	10,000.00	G
Friendly Center, Inc	10,000.00	G
Hoag Hospital Foundation	10,000.00	G
Junior Achievement of Orange County	15,000.00	G
Literacy Project Foundation	9,500.00	G

**Pacific Life Foundation**  
**SUPPLEMENTAL SCHEDULE OF CONTRIBUTION TO**  
**NOT - FOR PROFIT AGENCIES**  
**CASH PAYMENTS FOR THE PERIOD ENDING DECEMBER 31, 2012**

<u>Organization Name</u>	<u>Grant Amount</u>	<u>Type of Support</u>
Make-A-Wish Foundation of Orange County and the Inland Empire	5,000.00	G
Mission Viejo Community Foundation, Inc.	5,000 00	G
Newport Harbor Educational Foundation	5,000 00	G
Newport-Mesa ProLiteracy	7,500.00	G
Ocean Institute	10,000.00	G
Omaha Community Playhouse	5,000.00	G
Omaha Performing Arts Society	10,000.00	G
Omaha Zoo Foundation	10,000.00	G
Orange County Hispanic Chamber of Commerce Education Foundation	5,000.00	G
Orange County Human Relations Council	7,500.00	G
Public Policy Institute of California	10,000 00	G
South Coast Repertory	20,000.00	G
Southern California Public Radio	15,000.00	G
St. Anthony High School Foundation	5,000.00	G
The CdM Foundation	5,000.00	G
UCI Foundation/Center for Diabetes Treatment and Research	10,000.00	G
Vital Link Education-Business Consortium	10,000.00	G
Waldorf School of Orange County	5,000.00	G
Foundation for Public Affairs	2,500.00	G
Health Funders Partnership of Orange County	10,000.00	G
Newport-Mesa Schools Foundation	5,000.00	G
Orange County Forum	5,000.00	G
S.S. Huebner Foundation for Insurance Education	2,500 00	G
Seegerstrom Center for the Arts	10,000 00	G
Sherman Library and Gardens	7,500 00	G
The Actuarial Foundation	1,000.00	G
Catholic Charities of the Archdiocese of Omaha	50,000.00	C
Fullerton Interfaith Emergency Services, Inc.	75,000.00	C
Laura's House	75,000.00	C
Hoag Hospital Foundation	2,500.00	G
American Red Cross	200,000.00	G
GroundWork group Orange County	50,000.00	C
<b>CASH TOTAL</b>	<b>5,542,000.00</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

## 2012 GRANT PAYMENTS

PACIFIC LIFE FOUNDATION  
SUPPLEMENTAL SCHEDULES OF CONTRIBUTION TO NOT-FOR-PROFIT AGENCIES  
ACCRUAL FOR THE PERIOD ENDING DECEMBER 31, 2012

<u>Organization Name</u>	<u>Grant Amount</u>	<u>Accrued Fiscal Year</u>	<u>Type of Support</u>
AccessOC	\$ 10,000	2012	G
AIDS Education Global Information System	\$ 7,500	2012	G
AIDS Services Foundation Orange County	\$ 10,000	2012	G
Alliance for Housing and Healing	\$ 7,500	2012	G
Alzheimer's Association, Orange County Chapter	\$ 10,000	2012	G
American Red Cross, Orange County Chapter	\$ 10,000	2012	G
Anaheim Ballet	\$ 7,500	2012	G
Angel Faces, Inc	\$ 5,000	2012	G
Arts Orange County	\$ 10,000	2012	G
Asian Pacific American Legal Center of Southern California	\$ 5,000	2012	G
Assistance League of Capistrano Valley	\$ 10,000	2012	G
Assistance League of Omaha	\$ 5,000	2012	G
Assistance League of Santa Ana	\$ 10,000	2012	G
Ballet Etudes	\$ 5,000	2012	G
Bethany	\$ 5,000	2012	G
Big Brothers Big Sisters of the Midlands	\$ 10,000	2012	G
Bolsa Chica Conservancy	\$ 10,000	2012	G
Bowers Museum	\$ 7,500	2012	G
Boy Scouts of America, Transatlantic Council	\$ 5,000	2012	G
Boys & Girls Club of Laguna Beach	\$ 7,500	2012	G
Boys & Girls Club of Stanton	\$ 8,000	2012	G
Boys & Girls Club of the Harbor Area	\$ 7,500	2012	G
Boys & Girls Club of Westminster	\$ 10,000	2012	G
Boys & Girls Clubs of Anaheim, Inc	\$ 10,000	2012	G
Boys & Girls Clubs of Capistrano Valley	\$ 7,500	2012	G
Boys & Girls Clubs of Council Bluffs	\$ 10,000	2012	G
Boys & Girls Clubs of Huntington Valley	\$ 10,000	2012	G
Boys Hope Girls Hope of Southern California	\$ 10,000	2012	G
Breast Cancer Solutions	\$ 7,500	2012	G
California Academy of Sciences	\$ 10,000	2012	G
California State University, Fullerton/Center for Insurance Studies	\$ 30,000	2012	G
Camino Health Center	\$ 10,000	2012	G
Canine Companions for Independence, Southwest Region	\$ 10,000	2012	G
Casa Youth Shelter	\$ 7,500	2012	G
Chapman University	\$ 7,500	2012	G
Child Guidance Center, Inc	\$ 7,500	2012	G
Child Saving Institute, Inc	\$ 7,500	2012	G
Children Now	\$ 10,000	2012	G
Children's Bureau of Southern California	\$ 7,500	2012	G
Children's Health Initiative of Orange County	\$ 10,000	2012	G
CHOC Foundation	\$ 10,000	2012	G
City of Newport Beach	\$ 7,500	2012	G
Claremont Graduate University	\$ 10,000	2012	G
Coastal Mountain Youth Academy	\$ 5,000	2012	G
Community Partners	\$ 5,000	2012	G
Community Service Programs, Inc	\$ 7,500	2012	G
Constitutional Rights Foundation, Orange County	\$ 5,000	2012	G
Corona-Norco Settlement House	\$ 7,500	2012	G
Court Appointed Special Advocates of Orange County	\$ 10,000	2012	G
Court Appointed Special Advocates of San Bernardino County	\$ 7,500	2012	G
Crossroads, Inc	\$ 7,500	2012	G
Crystal Cove Alliance	\$ 5,000	2012	G
Delhi Center	\$ 7,500	2012	G
Discovery Arts	\$ 7,500	2012	G
Discovery Eye Foundation	\$ 10,000	2012	G
Discovery Science Center	\$ 7,500	2012	G
Down Syndrome Association of Orange County	\$ 5,000	2012	G
El Viento Foundation	\$ 10,000	2012	G
Epilepsy Alliance of Orange County	\$ 5,000	2012	G
Executive Service Corps of Southern California	\$ 7,500	2012	G
Family Assessment, Counseling & Education Services, Inc	\$ 10,000	2012	G
Family Service Agency of San Bernardino	\$ 7,500	2012	G
Family Support Network	\$ 5,000	2012	G
Festival Ballet Theatre	\$ 5,000	2012	G
Foothill Family Shelter, Inc	\$ 10,000	2012	G
Fresh Start Surgical Gifts	\$ 5,000	2012	G
Friendly Center, Inc	\$ 10,000	2012	G
Friends of the Children's Museum at La Habra, Inc	\$ 7,500	2012	G
Gay & Lesbian Community Services Center of Orange County	\$ 5,000	2012	G
Girls Incorporated of Orange County	\$ 7,500	2012	G

## 2012 GRANT PAYMENTS

PACIFIC LIFE FOUNDATION  
SUPPLEMENTAL SCHEDULES OF CONTRIBUTION TO NOT-FOR-PROFIT AGENCIES  
ACCRUAL FOR THE PERIOD ENDING DECEMBER 31, 2012

<u>Organization Name</u>	<u>Grant Amount</u>	<u>Accrued Fiscal Year</u>	<u>Type of Support</u>
Gray Whales Count	\$ 7,500	2012	F
Habitat for Humanity of Omaha, Inc	\$ 10,000	2012	G
Habitat for Humanity of Orange County, Inc	\$ 7,500	2012	G
Habitat for Humanity Riverside, Inc	\$ 5,000	2012	G
Hands Together - A Center for Children	\$ 7,500	2012	G
Healthy Smiles for Kids of Orange County	\$ 10,000	2012	G
HELP Adult Services	\$ 7,500	2012	G
Helping Hand World Wide, Inc	\$ 5,000	2012	G
Hoag Hospital Foundation	\$ 10,000	2012	G
HomeAid Orange County, Inc	\$ 5,000	2012	G
Homes for Life Foundation	\$ 7,500	2012	G
Homework House, Inc	\$ 5,000	2012	G
Human Options, Inc	\$ 10,000	2012	G
iHOPEoc, Inc	\$ 5,000	2012	G
Inland Empire United Way	\$ 7,500	2012	G
Inland Valley Hope Partners	\$ 10,000	2012	G
International Fund for Animal Welfare	\$ 7,500	2012	F
Interval House	\$ 10,000	2012	G
Irvine Adult Day Health Services, Inc	\$ 10,000	2012	G
Irvine Barclay Theatre	\$ 10,000	2012	G
J F Shea Therapeutic Riding Center, Inc	\$ 10,000	2012	G
Junior Achievement of Orange County	\$ 15,000	2012	G
Juvenile Diabetes Research Foundation International, Orange County Chapter	\$ 5,000	2012	G
KidSingers	\$ 7,500	2012	G
KidWorks Community Development Corporation	\$ 5,000	2012	G
Kinship Center	\$ 10,000	2012	G
Laguna Art Museum	\$ 10,000	2012	G
Laguna Canyon Foundation	\$ 5,000	2012	G
Latino Health Access	\$ 7,500	2012	G
Laura's House	\$ 7,500	2012	G
LEAP Learning Center	\$ 5,000	2012	G
Lestonnac Free Clinic	\$ 7,500	2012	G
Literacy Project Foundation	\$ 10,000	2012	G
Long Beach (BLAST) - Better Learning for All Students Today	\$ 7,500	2012	G
Los Angeles County Museum of Art	\$ 10,000	2012	G
Los Angeles Waterkeeper	\$ 7,500	2012	G
Make-A-Wish of Orange County and the Inland Empire	\$ 5,000	2012	G
Marine Applied Research & Exploration	\$ 10,000	2012	G
Mariposa Women and Family Center	\$ 10,000	2012	G
Mercy House Living Centers	\$ 10,000	2012	G
Miracles for Kids, Inc	\$ 7,500	2012	G
Miriam's House Inc	\$ 5,000	2012	G
Mission Viejo Community Foundation, Inc	\$ 5,000	2012	G
Museum of Tolerance, Simon Wiesenthal Center	\$ 7,500	2012	G
Nebraska Community Foundation	\$ 10,000	2012	G
Newport Bay Conservancy	\$ 5,000	2012	G
Newport Harbor Educational Foundation	\$ 5,000	2012	G
Newport-Mesa ProLiteracy	\$ 7,500	2012	G
Newport-Mesa Schools Foundation	\$ 5,000	2012	G
No Limits Theatre Group, Inc	\$ 5,000	2012	G
NorthStar Foundation	\$ 25,000	2012	C
Oak View Renewal Partnership	\$ 10,000	2012	G
Oceana, Inc	\$ 10,000	2012	G
Omaha Area Youth Orchestra	\$ 7,500	2012	G
Omaha Children's Museum	\$ 10,000	2012	G
Omaha Community Playhouse	\$ 7,500	2012	G
Omaha Film Festival	\$ 10,000	2012	G
Omaha Performing Arts Society	\$ 10,000	2012	G
Omaha Theater Company	\$ 50,000	2012	C
Omaha Zoo Foundation	\$ 10,000	2012	G
OneOC	\$ 10,000	2012	G
OneOC/Clinic in the Park Promoting Wellness	\$ 7,500	2012	G
OneWorld Community Health Centers, Inc	\$ 50,000	2012	F
Operation Clean Slate	\$ 8,000	2012	G
Operation Jump Start	\$ 5,000	2012	G
Operation SafeHouse, Inc	\$ 5,000	2012	G
Orange Coast Interfaith Shelter	\$ 7,500	2012	G
Orange County Children's Therapeutic Arts Center	\$ 7,500	2012	G
Orange County Community Housing Corporation	\$ 10,000	2012	G



## 2012 GRANT PAYMENTS

PACIFIC LIFE FOUNDATION  
SUPPLEMENTAL SCHEDULES OF CONTRIBUTION TO NOT-FOR-PROFIT AGENCIES  
ACCRUAL FOR THE PERIOD ENDING DECEMBER 31, 2012

<u>Organization Name</u>	<u>Grant Amount</u>	<u>Accrued Fiscal Year</u>	<u>Type of Support</u>
Orange County Congregation Community Organization	\$ 5,000	2012	G
Orange County Great Park Corporation	\$ 7,500	2012	G
Orange County High School of the Arts Foundation	\$ 7,500	2012	G
Orange County Human Relations Council	\$ 7,500	2012	G
Orange County Museum of Art	\$ 10,000	2012	G
Pacific Marine Mammal Center	\$ 10,000	2012	G
PBS SoCal	\$ 10,000	2012	G
Philharmonic Society of Orange County	\$ 10,000	2012	G
Phoenix House of Orange County, Inc	\$ 10,000	2012	G
Pomona Valley Community Services	\$ 5,000	2012	G
Project Access, Inc	\$ 10,000	2012	G
Project Independence	\$ 5,000	2012	G
Providence Speech & Hearing Center	\$ 10,000	2012	G
Public Policy Institute of California	\$ 10,000	2012	G
Reality Changers	\$ 5,000	2012	G
Reef Check Foundation	\$ 7,500	2012	G
Relampago del Cielo, Inc	\$ 7,500	2012	G
Riverside Area Rape Crisis Center	\$ 10,000	2012	G
Save Our Youth	\$ 5,000	2012	G
SeaWeb	\$ 5,000	2012	G
Second Harvest Food Bank of Orange County	\$ 7,500	2012	G
Segerstrom Center for the Arts	\$ 10,000	2012	G
Serving People In Need, Inc	\$ 10,000	2012	G
Shakespeare by the Sea	\$ 10,000	2012	G
Shanti Orange County	\$ 7,500	2012	G
Sherman Library and Gardens	\$ 7,500	2012	G
Someone Cares Soup Kitchen	\$ 10,000	2012	G
South Coast Repertory	\$ 20,000	2012	G
South County Outreach	\$ 10,000	2012	G
Southern California Children's Choral Association	\$ 7,500	2012	G
Southern California Public Radio	\$ 15,000	2012	G
Special Needs Network, Inc	\$ 5,000	2012	G
St Anthony High School Foundation	\$ 5,000	2012	G
Talk About Curing Autism	\$ 5,000	2012	G
Taller San Jose	\$ 10,000	2012	G
The All-American Boys Chorus	\$ 7,500	2012	G
The American College	\$ 10,000	2012	G
The Cambodian Family, Inc	\$ 7,500	2012	G
The CdM Foundation	\$ 5,000	2012	G
The Children's Dental Center of Greater Los Angeles	\$ 10,000	2012	G
The Gary Center	\$ 7,500	2012	G
The Raise Foundation	\$ 7,500	2012	G
Thomas House Temporary Shelter	\$ 10,000	2012	G
Tiger Woods Learning Center Foundation	\$ 5,000	2012	G
Trails4All	\$ 5,000	2012	G
Trauma Intervention Programs, Inc	\$ 7,500	2012	G
University of California, Irvine Foundation/Sage Scholars Program	\$ 10,000	2012	G
University of California, Irvine Foundation/Center for Diabetes Treatment and Research	\$ 10,000	2012	G
United Cerebral Palsy of Orange County	\$ 5,000	2012	G
United Through Reading	\$ 5,000	2012	G
USA Cares, Inc	\$ 10,000	2012	G
Voices for Children	\$ 5,000	2012	G
Waldorf School of Orange County	\$ 5,000	2012	G
We Care of Los Alamitos, Inc	\$ 5,000	2012	G
WhyArts?	\$ 5,000	2012	G
Wild Dolphin Project, Inc	\$ 20,000	2012	C
Wild Dolphin Project, Inc	\$ 10,000	2012	G
WISEPlace	\$ 10,000	2012	G
Women Helping Women	\$ 10,000	2012	G
WomenShelter of Long Beach	\$ 7,500	2012	G
Working Wardrobes for a New Start	10,000	2012	G
Youth Care & Beyond, Inc	\$ 10,000	2012	G
Youth Emergency Services, Inc	\$ 7,500	2012	G
Youth Employment Service of the Harbor Area, Inc	\$ 7,500	2012	G
YWCA of North Orange County	\$ 7,500	2012	G
<b>TOTAL APPROVED FOR FUTURE PAYMENT</b>	<b>1,761,000</b>		

**PACIFIC LIFE FOUNDATION**  
**List of 5417s**  
**2012**

1	ZAIS INVESTMENT GRADE LTD VII	5471	FILED PURSUANT TO REV PROC. 92-70 FOR DORMANT FOREIGN COPORATIONS
	UNDERLYING		
	➔		
2	AURUM CLO 2002-1 LTD	PFIC STATEMENT	
3	AYERSOME CDO I, LTD	PFIC STATEMENT	
4	CODA CDO 2007-I LTD	5471	FILED PURSUANT TO REV PROC. 92-70 FOR DORMANT FOREIGN COPORATIONS
6	ISCHUS SYNTHETIC ABS CDO 2006-1 LTD	5471	FILED PURSUANT TO REV PROC. 92-70 FOR DORMANT FOREIGN COPORATIONS
7	NEPTUNE CDO V LTD	5471	FILED PURSUANT TO REV PROC. 92-70 FOR DORMANT FOREIGN COPORATIONS
8	NOMURA CBO 1997-2, LTD	PFIC STATEMENT	
9	OCTAGON INVESTMENT PARTNERS VI LTD	PFIC STATEMENT	FINAL 2012
10	STONE TOWER CDO III LTD	5471	FILED PURSUANT TO REV PROC. 92-70 FOR DORMANT FOREIGN COPORATIONS



# 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 Certificated*
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  
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Richard M. Meth (RM 7791)  
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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  
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Los Angeles, California 90017

*Counsel for the Hildene Plan Proponents.*

Dated: January 10, 2012