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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation PACIFIC LIFE FOUNDATION		A Employer identification number 95-3433806
Number and street (or P O box number if mail is not delivered to street address) 700 NEWPORT CENTER DRIVE		B Telephone number (see instructions) (949) 219-3248
City or town, state or province, country, and ZIP or foreign postal code NEWPORT BEACH, CA 92660		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply—	Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/>	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 83,584,810		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <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)	7,724,000			
	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	2,917,103	2,917,103		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,153,319			
	b Gross sales price for all assets on line 6a	2,733,371			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	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	11,794,422	4,070,422			
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)	87,159			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	10,235	2,806		7,429
	24 Total operating and administrative expenses. Add lines 13 through 23	97,394	2,806		7,429
	25 Contributions, gifts, grants paid	5,485,000			5,552,000
26 Total expenses and disbursements. Add lines 24 and 25	5,582,394	2,806		5,559,429	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	6,212,028				
b Net investment income (if negative, enter -0-)		4,067,616			
c Adjusted net income (if negative, enter -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		0	32,016	32,016
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶ 7,500,000	5,000,000	7,500,000	7,500,000	
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)	72,116,278	76,052,794	76,052,794	
14		Land, buildings, and equipment basis ▶				
		Less: accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	77,116,278	83,584,810	83,584,810	
17		Accounts payable and accrued expenses		166,109		
18		Grants payable	1,761,000	1,694,000		
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 ▶)	153,050	20,000			
23	Total liabilities (add lines 17 through 22)	1,914,050	1,880,109			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	75,201,579	81,704,701		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ <input type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	75,201,579	81,704,701		
	31	Total liabilities and net assets/fund balances (see instructions)	77,116,278	83,584,810		

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	75,201,579
2	Enter amount from Part I, line 27a	2	6,212,028
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN/(LOSS), STATEMENT 1	3	291,094
4	Add lines 1, 2, and 3	4	81,704,701
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	81,704,701

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 2,733,371		1,580,052	1,153,319		
b		SEE STATEMENT 2			
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			1,153,319		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,153,319	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	N/A FOR PRIVATE FOUNDATIONS	

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))
2012	5,548,637	70,524,016	0.0787
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
2 Total of line 1, column (d)			0.4489
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			0.0898
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			75,006,735
5 Multiply line 4 by line 3			6,735,605
6 Enter 1% of net investment income (1% of Part I, line 27b)			40,676
7 Add lines 5 and 6			6,776,281
8 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			5,559,429

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	81,352
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	81,352
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	81,352
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	62,000	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	20,000	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	82,000	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	648	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	648	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>CALIFORNIA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address WWW.PACIFICLIFE.COM				
14	The books are in care of PACIFIC LIFE INSURANCE COMPANY Telephone no 949-219-3011			
	Located at 700 NEWPORT CENTER DRIVE, NEWPORT BEACH, CA ZIP+4 92660-6307			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year				
16	At any time during calendar year 2013, 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
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country _____				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	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 _____		
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 2013 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 2013)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	75,791,196
b	Average of monthly cash balances	1b	357,774
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	76,148,970
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	76,148,970
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,142,235
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	75,006,735
6	Minimum investment return. Enter 5% of line 5	6	3,750,337

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

1	Minimum investment return from Part X, line 6	1	3,750,337
2a	Tax on investment income for 2013 from Part VI, line 5	2a	81,352
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	81,352
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	3,668,985
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,668,985
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	3,668,985

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	5,559,429
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	5,559,429
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	5,559,429

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				3,668,985
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008	2,024,346			
b From 2009	2,840,629			
c From 2010	2,478,532			
d From 2011	2,308,821			
e From 2012	2,079,186			
f Total of lines 3a through e	11,731,514			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 5,559,429				
a Applied to 2012, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				3,668,985
e Remaining amount distributed out of corpus . .	1,890,444			
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,621,958			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	2,024,346			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	11,597,612			
10 Analysis of line 9				
a Excess from 2009 . . .	2,840,629			
b Excess from 2010 . . .	2,478,532			
c Excess from 2011 . . .	2,308,821			
d Excess from 2012 . . .	2,079,186			
e Excess from 2013 . . .	1,890,444			

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010		
0	0	0	0		0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address 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

JSA

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

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE STATEMENT 5		AVAIL. UPON REQUEST		5,552,000
Total			▶ 3a	5,552,000
b <i>Approved for future payment</i> SEE STATEMENT 6		AVAIL. UPON REQUEST		1,694,000
Total			▶ 3b	1,694,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities					2,917,103
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					1,153,319
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e)					4,070,422
13	Total. Add line 12, columns (b), (d), and (e)					4,070,422

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

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

Signature of officer or trustee _____ Date 11-14-14 Title CFO

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

**Paid
Preparer
Use Only**

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

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

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 foundationCheck 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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

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 92660-6397	\$ 5,150,000	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

PACIFIC LIFE FOUNDATION
(95-3433809)
STATEMENT OF INVESTMENTS
12/31/2013

DESCRIPTION	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)	BOOK VALUE \$ 12/31/13	MARKET VALUE \$ 12/31/13	COST \$ 12/31/13	2013 UNREALIZED GAIN/(LOSS)	CHANGE IN NET UNREALIZED GAIN/(LOSS)
VANGUARD TOTAL BOND FUND	69,287	69,287	69,286	1	(1,141,485)	-	-	-	-	-	-	-	-	-	-
VANGUARD STAR FUND	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
VANGUARD FTSE ALL WORLD	5,536,219	5,536,219	6,153,704	(617,485)	(1,366,401)	3,009,067	3,734,562	3,009,067	124,595	742,000	3,576,350	4,106,016	3,576,350	531,666	407,071
VANGUARD REIT INDEX FUND SIGNAL	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
VANGUARD REIT INDEX FUND INST	-	-	-	-	(204,230)	-	-	-	-	-	-	-	-	-	-
VANGUARD STK MKT INDEX	19,876,147	19,876,147	15,263,970	4,612,177	(613,263)	10,012,063	14,823,376	10,012,063	4,811,296	(70,878)	8,886,113	16,783,671	8,886,113	7,897,558	3,274,562
Vanguard Intermediate - Term Corporate Bond Inst	18,884,182	18,884,182	18,845,453	48,729	48,679	24,659,407	26,233,416	24,659,407	1,573,990	1,525,271	25,860,274	25,767,574	25,860,274	101,299	(1,472,650)
Vanguard Intermediate - Term U Grade Admtral	18,959,516	18,959,516	18,921,569	37,946	37,949	26,769,737	27,824,922	26,769,737	765,185	717,236	30,555,938	29,393,233	30,555,938	(1,162,704)	(1,617,669)
Vanguard Prime Money Market	10	10	10	-	-	-	-	-	-	-	-	-	-	-	-
	63,432,343	63,432,343	59,261,022	4,151,321	(3,238,727)	65,061,253	72,116,276	65,061,253	7,056,026	2,613,707	68,669,875	76,052,794	68,669,875	7,386,119	291,064

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

PL Foundation - Investment Transactions Report YTD

<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	03/22/2013	127 028	90.74	11,526.52	0.00	0.00
VANGUARD GROUP INC	VANGUARD FTSE ALL WORLD-INST		06/21/2013	580.489	86.14	50,003.32	0.00	0.00
VANGUARD GROUP INC	VANGUARD FTSE ALL WORLD-INST		09/20/2013	193 378	96.51	18,662.91	0.00	0.00
VANGUARD GROUP INC	VANGUARD FTSE ALL WORLD-INST		12/20/2013	326 858	96.56	31,561.41	0.00	0.00
			Total	1,227,763		111,754.16	0.00	0.00
<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	SELL	01/22/2013	-156 964	91.76	-14,403.02	-13,565.94	837.08
VANGUARD GROUP INC	VANGUARD FTSE ALL WORLD-INST		11/01/2013	-1,524 060	98.42	-149,999.95	-131,805.27	18,194.68
			Total	-1,681,024		-164,402.97	-145,371.21	19,031.76
<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 INTM TERM INV G-ADM	BUY	01/16/2013	218,023.256	10.32	2,250,000.00	0.00	0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		02/01/2013	7,624.765	10.24	78,077.59	0.00	0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		03/01/2013	7,166.576	10.29	73,744.07	0.00	0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		04/01/2013	32,187.630	10.19	327,991.95	0.00	0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		04/30/2013	7,600.760	10.29	78,211.82	0.00	0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		06/03/2013	7,950.842	10.07	80,064.98	0.00	0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		06/28/2013	7,898.215	9.78	77,244.54	0.00	0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		07/31/2013	8,223.001	9.83	80,832.10	0.00	0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		09/03/2013	8,465.697	9.71	82,201.92	0.00	0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		10/01/2013	8,047.317	9.81	78,944.18	0.00	0.00

VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	BUY	11/01/2013	8,460,907	9.89	83,678.37	0.00	0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		12/02/2013	8,245,531	9.86	81,300.94	0.00	0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		12/18/2013	33,882,238	9.73	329,674.18	0.00	0.00
Total				363,776,735		3,701,966.64	0.00	0.00

<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 IT CORP BD IDX-INS	BUY	01/31/2013	2,340,342	28.86	67,542.27	0.00	0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS		02/28/2013	2,364,600	29.02	68,620.69	0.00	0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS		03/28/2013	2,429,833	29.06	70,610.95	0.00	0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS		04/30/2013	2,342,447	29.45	68,985.06	0.00	0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS		05/31/2013	2,276,683	28.78	65,522.94	0.00	0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS		06/27/2013	2,406,039	27.68	66,599.16	0.00	0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS		07/31/2013	2,497,987	27.83	69,518.98	0.00	0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS		08/30/2013	2,536,712	27.48	69,708.85	0.00	0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS		09/30/2013	2,454,458	27.73	68,062.12	0.00	0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS		10/30/2013	2,460,546	28.11	69,165.95	0.00	0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS		11/29/2013	2,514,317	27.95	70,275.16	0.00	0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS		12/24/2013	9,134,191	27.61	252,195.01	0.00	0.00
Total				35,758,155		1,006,807.14	0.00	0.00

<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 TOTL STK MKT IND-IS	BUY	03/22/2013	1,879,832	38.83	72,993.88	0.00	0.00
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS		06/21/2013	1,951,542	39.86	77,788.46	0.00	0.00
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS		09/20/2013	1,938,678	43.20	83,750.89	0.00	0.00
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS		12/20/2013	1,889,878	45.60	86,178.44	0.00	0.00

Account	Security	Type	Trade Date	Shares	Price	Proceeds	Cost	Net Realiz. Gain/Loss	0.00
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS	SELL	04/17/2013	-378.516	38.83	-14,697.78	-9,266.4	5,431.38	
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS		07/24/2013	-343.718	42.44	-14,587.39	-8,439.45	6,147.94	
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS		08/12/2013	-10,538.642	42.70	-450,000.01	-258,759.8	191,240.21	
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS		09/30/2013	-7,035.647	42.64	-299,999.99	-173,377.9	126,622.09	
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS		10/14/2013	-338.616	43.36	-14,682.39	-8,344.43	6,337.96	
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS		11/01/2013	-30,309.820	44.54	-1,350,000.01	-746,918.53	603,081.48	
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS		11/26/2013	-9,316.070	45.62	-424,999.98	-229,574.31	195,425.67	
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS			-58,261.029		-2,568,967.55	-1,434,680.82	1,134,286.73	
		Total							
		Buy Subtotal				5,141,239.61		0.00	
		Sell Subtotal				-2,733,370.52		1,153,318.49	
		Grand Total				2,407,869.09		1,153,318.49	

Vanguard Intm Term Inv G-Adm 12/31/13 Buy 84,234.12 84,234.12
 Buy Total 5,225,473.73

ED = 1,584,352

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).

PACIFIC LIFE FOUNDATION
LIST OF OFFICERS AND DIRECTORS
12/31/2013

NAME	TITLE	COMPENSATION	Estimated Average Hrs per week	CONTACT ADDRESS
JAMES T MORRIS	CHAIRMAN, DIRECTOR	NONE	1	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
ROBERT G HASKELL	PRESIDENT, DIRECTOR	NONE	3	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
TENNYSON S OYLER	SR VICE PRESIDENT, DIRECTOR	NONE	5	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
MICHELE A TOWNSEND	VICE PRESIDENT, DIRECTOR	NONE	10	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
DAVID GARRICK	DIRECTOR	NONE	0	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
DAWN R TRAUTMAN	DIRECTOR	NONE	0	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
LUTHER N MARTIN	DIRECTOR	NONE	0	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
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JANE M GUON	SECRETARY	NONE	1	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
MARRYN D SANTUCCI	ASSISTANT SECRETARY	NONE	10	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660

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Funding Guidelines

Funding Guidelines: Annual Funding

Overview

Every year, the Pacific Life Foundation receives more requests than it can fund. For this reason, the Foundation has established guidelines that allow it to use its resources as wisely as possible. Receiving and reviewing grant requests at a predetermined time each year provides the framework for a thorough and thoughtful grant making process.

The Pacific Life Foundation accepts grant proposals from agencies seeking funds for programs and projects in the areas of health and human services; education; arts and culture; and civic, community, and environment.

Annual funding of grants allows the Foundation to respond to a broad spectrum of community needs by partnering with nonprofit agencies that serve a large geographic area, usually consisting of more than one city or community.

Application Timeline for a 2015 Grant

- Applications were accepted July 15 - August 15, 2014
- Mid November 2014 > Pledges to agencies announced
- Late January 2015 > Funding distributed

Application Timeline for a 2014 Grant

- Funding for the 2014 grant cycle is closed.

Restrictions

The Pacific Life Foundation does not accept applications from and/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" program;
- Sectarian or denominational religious organizations, except for programs that are broadly promoted, available to anyone, and free from religious orientation;
- Fundraising events (e.g., membership drives, luncheons/dinners, walks/runs, or tournaments);
- Sports leagues or teams; or
- Advertising sponsorship or conference underwriting/sponsorship.

Funding Guidelines: Application Information

Geographical Considerations

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

Length of Funding Period

Agencies may reapply annually for funding; however, grants are made to any one agency for no more than three consecutive years. Support may again be requested after a two-year interim period. 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 an application for a capital grant.

Types and Ranges of Funding - General Grants and Capital Grants

General grants range from \$5,000 to \$15,000 for a one-year period of funding and are given to support programs, operating expenses, or collaborative programs with other agencies.

Capital grants typically range from \$20,000 to \$100,000 and are given to an agency with an organized campaign already under way to raise substantial funds; for example, to finance a building or for major renovation. More than 50 percent of the campaign goal (excluding in-kind donations, anonymous gifts and loans) must be pledged prior to consideration by the Foundation. Agencies can reapply for a 2016 capital grant if their last Foundation capital grant payment was received in or before 2013.

Applications for funding assistance must be received between July 15 - August 15 to receive consideration for the following calendar year's budget. Announcement of pledges is made in early November, with payment intended to be made before the end of January. Award of a grant does not mean that future support will automatically be available.

Preparing a Grant Application

ALL PROPOSALS FOR CONSIDERATION MUST CONTAIN THE FOLLOWING:

- Completed Pacific Life Foundation Grant Application Form;
- If your agency received a grant in the prior year 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);
- Agency's most recent audited financial statement (if none, please provide IRS Form 990);
- Agency's current annual budget (revenues and expenditures);
- Line-item budget for the program/project to be funded;
- List of corporations and foundations, along with their contribution amounts that provided funding to your agency from July through June of the current year;
- 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); and
- Copy of the agency's informational brochure, if available.
- If requesting a capital grant, provide a list of corporate and foundation capital campaign supporters and their contribution amounts.

Please do not provide more information than requested above. Also, note that videos, DVDs, CDs, notebooks, and/or binders should not be included with the application. Faxed and emailed applications are not accepted.

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

Please mail one copy of the grant application form, including all required information, to:

**Mr. Tennyson Oyler
President
Pacific Life Foundation
700 Newport Center Drive
Newport Beach, California 92660-6397**

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Pacific Life Foundation
SUPPLEMENTAL SCHEDULE OF CONTRIBUTION TO
NOT - FOR PROFIT AGENCIES
CASH PAYMENTS FOR THE PERIOD ENDING DECEMBER 31, 2013

<u>Organization Name</u>	<u>Foundation Status of Recipient</u>	<u>Grant Amount</u>	<u>Type of Support</u>
ABC Unified School District/Artesia High School	AVAILABLE	1,500	E
AccessOC	UPON	10,000	G
Adrian College	REQUEST	250	NPMG
Age Well Senior Services		100,000	F
AIDS Education Global Information System		7,500	G
AIDS Project Los Angeles		75	NPMG
AIDS Project Los Angeles		50	NPMG
AIDS Project Los Angeles		50	NPMG
AIDS Project Los Angeles		50	NPMG
AIDS Project Los Angeles		50	NPMG
AIDS Project Los Angeles		50	NPMG
AIDS Services Foundation Orange County		50	NPMG
AIDS Services Foundation Orange County		100	NPMG
AIDS Services Foundation Orange County		10,000	G
Alliance for Housing and Healing		7,500	G
Alzheimer's Association, California Southland Chapter		50	NPMG
Alzheimer's Association, Orange County Chapter		10,000	G
American Cancer Society, National		50	NPMG
American Cancer Society, National		100	NPMG
American Cancer Society, National		50	NPMG
American Cancer Society, National		60	NPMG
American Cancer Society, National		50	NPMG
American Cancer Society, National		350	NPMG
American Cancer Society, National		100	NPMG
American Cancer Society, National		100	NPMG
American Cancer Society, Orange County		50	NPMG
American Cancer Society, San Diego County		50	NPMG
American Foundation for Suicide Prevention		150	NPMG
American Heart Association, Denver		50	NPMG
American Heart Association, National		50	NPMG
American Liver Foundation, Los Angeles		75	NPMG
American Red Cross, National		50,000	G
American Red Cross, National		50	NPMG
American Red Cross, National		50	NPMG
American Red Cross, National		50	NPMG
American Red Cross, National		100	NPMG
American Red Cross, National		100	NPMG
American Red Cross, National		50	NPMG
American Red Cross, National		50,000	G
American Red Cross, National		75,000	G
American Red Cross, National		50	NPMG
American Red Cross, National		500	NPMG
American Red Cross, National		100	NPMG
American Red Cross, National		250	NPMG
American Red Cross, National		250	NPMG

American Red Cross, National	100	NPMG
American Red Cross, National	100	NPMG
American Red Cross, National	50	NPMG
American Red Cross, National	100	NPMG
American Red Cross, Orange County Chapter	50	NPMG
American Red Cross, Orange County Chapter	10,000	G
American Society for the Prevention of Cruelty to Animals	150	NPMG
Amherst College	5,000	NPMG
Anaheim Ballet	7,500	G
Anaheim Union High School District/Cypress High School	2,500	E
Anaheim Union High School District/Cypress High School	100	NPMG
Angel Faces, Inc.	5,000	G
Antelope Valley College Foundation	200	NPMG
Aquarium of the Pacific	63,175	F
Arcadia Unified School District/Dana Middle School	1,500	E
Armed Services YMCA of the USA	50	NPMG
Art Institute of Chicago	5,000	G
Arthritis Foundation	500	NPMG
Arts Orange County	10,000	G
Asha for Education	250	NPMG
Asian Pacific American Legal Center of Southern California	5,000	G
Assistance League of Capistrano Valley	10,000	G
Assistance League of Omaha	5,000	G
Assistance League of Santa Ana	10,000	G
Asylum Access	500	NPMG
Atlantic Street Center	5,000	G
Autism Cares Foundation	150	NPMG
Autism Pensacola	5,000	G
Avon Foundation for Women	250	NPMG
Avon Foundation for Women	100	NPMG
Avon Foundation for Women	125	NPMG
Avon Foundation for Women	500	NPMG
Avon Foundation for Women	50	NPMG
Badge2Badge	5,000	G
Ballet Etudes	5,000	G
Barnard Elementary School PTA	500	NPMG
Bellevue Schools Foundation	325	NPMG
Bergeson Elementary School Foundation	500	NPMG
Bergeson Elementary School Foundation	180	NPMG
Best Friends Animal Society	50	NPMG
Best Friends Animal Society	50	NPMG
Bethany	5,000	G
Big Brothers Big Sisters of Helena	100	NPMG
Big Brothers Big Sisters of Northwest Florida	5,000	G
Big Brothers Big Sisters of the Midlands	10,000	G
Big Brothers Big Sisters of the Ozarks	5,000	G
Binghamton University Foundation	100	NPMG
Bixby Educational Events, Inc.	200	NPMG
Bloomington School District 13/Westfield Middle School	1,500	E
Boise Public Schools Education Foundation	100	NPMG
Bolsa Chica Conservancy	10,000	G
Bonita Canyon PTA	500	NPMG
Boston College	300	NPMG
Boston Latin School Association	500	NPMG

Bowdoin College	500	NPMG
Bowers Museum	7,500	G
Boy Scouts of America, Orange County Council	175	NPMG
Boy Scouts of America, Transatlantic Council	5,000	G
Boy Scouts of America, Ventura County Council, #57	50	NPMG
Boys & Girls Club of Laguna Beach	7,500	G
Boys & Girls Club of Santa Ana	200	NPMG
Boys & Girls Club of Santa Ana	50	NPMG
Boys & Girls Club of Stanton	8,000	G
Boys & Girls Club of the Harbor Area	7,500	G
Boys & Girls Club of Westminster	10,000	G
Boys & Girls Clubs of Anaheim, Inc	10,000	G
Boys & Girls Clubs of Capistrano Valley	7,500	G
Boys & Girls Clubs of Council Bluffs	10,000	G
Boys & Girls Clubs of Huntington Valley	10,000	G
Boys Hope Girls Hope of Southern California	10,000	G
Brandeis University	2,000	NPMG
Breast Cancer Solutions	7,500	G
Brigham Young University	250	NPMG
Brother Rice High School	500	NPMG
Brywood Elementary School PTA	150	NPMG
Brywood Elementary School PTA	100	NPMG
Bulldogs Care Foundation	5,000	G
Cal Poly Foundation	500	NPMG
California Academy of Sciences	10,000	G
California Institute of Technology	5,000	NPMG
California State University, Fullerton/Center for Insurance Studies	500	NPMG
California State University, Fullerton/Center for Insurance Studies	30,000	G
California State University, Long Beach Foundation	125	NPMG
California State University, Long Beach Foundation	150	NPMG
California State University, Long Beach Foundation	100	NPMG
Calvary Chapel of Costa Mesa/Maranatha Christian Academy	2,500	E
Camino Health Center	10,000	G
Camp Courageous of Iowa	500	NPMG
Canine Companions for Independence, Southwest Region	10,000	G
Capistrano Unified School District Foundation	450	NPMG
Capistrano Unified School District/Aliso Niguel High School	3,000	E
Capistrano Unified School District/Aliso Viejo Middle School	3,500	E
Capistrano Unified School District/Bathgate Elementary School	3,000	E
Capistrano Unified School District/Canyon Vista Elementary School	3,000	E
Capistrano Unified School District/Capistrano Valley High School	5,000	E
Capistrano Unified School District/Carl Hankey K-8 School	3,000	E
Capistrano Unified School District/Castille Elementary School	6,500	E
Capistrano Unified School District/Chaparral Elementary School	5,500	E
Capistrano Unified School District/Dana Hills High School	3,500	E
Capistrano Unified School District/Don Juan Avila Elementary School	3,000	E
Capistrano Unified School District/Don Juan Avila Middle School	3,000	E
Capistrano Unified School District/George White Elementary School	4,000	E
Capistrano Unified School District/George White Elementary School	75	NPMG
Capistrano Unified School District/George White Elementary School	50	NPMG
Capistrano Unified School District/Ladera Ranch Middle School	5,000	E
Capistrano Unified School District/Laguna Niguel Elementary School	5,000	E
Capistrano Unified School District/Las Flores Elementary School	3,500	E
Capistrano Unified School District/Marblehead Elementary School	3,000	E

Capistrano Unified School District/Newhart Middle School	2,500	E
Capistrano Unified School District/Niguel Hills Middle School	2,500	E
Capistrano Unified School District/Oso Grande Elementary School	3,500	E
Capistrano Unified School District/Palisades Elementary School	2,500	E
Capistrano Unified School District/San Clemente High School	3,500	E
Capistrano Unified School District/San Juan Elementary School	3,500	E
Capistrano Unified School District/San Juan Hills High School	2,500	E
Capistrano Unified School District/Shorecliffs Middle School	2,500	E
Capistrano Unified School District/Tesoro High School	3,500	E
Capistrano Unified School District/Wagon Wheel Elementary School	2,500	E
Capital Area Dental Foundation	5,000	G
CARE	220	NPMG
CARE	100	NPMG
CARE	280	NPMG
Carnegie Mellon University	175	NPMG
CASA of Hidalgo County	5,000	G
Casa Youth Shelter	7,500	G
Catholic Relief Services	300	NPMG
Catholic Relief Services	100	NPMG
Catholic Relief Services	75	NPMG
Catholic Social Services of Southern Nebraska	500	NPMG
Cedars-Sinai Medical Center	100	NPMG
Cedars-Sinai Medical Center	50	NPMG
Centralia Elementary School District	250	NPMG
Challenged Athletes Foundation, Inc.	500	NPMG
Chaparral Elementary School PTA	50	NPMG
Chaparral Elementary School PTA	150	NPMG
Chapman University	10,000	NPMG
Chapman University	7,500	G
Charitable Ventures of Orange County/UCI Child Development School	100,000	C
Cheetah Conservation Fund	425	NPMG
Chelsea's Hope Lafora Children Research Fund	100	NPMG
Child Guidance Center, Inc.	7,500	G
Child Saving Institute, Inc	7,500	G
Children Now	10,000	G
Children's Bureau of Southern California	7,500	G
Children's Cancer Association	250	NPMG
Children's Cancer Research Fund	150	NPMG
Children's Health Initiative of Orange County	10,000	G
Children's Hospital of Los Angeles	150	NPMG
Children's Tumor Foundation	100	NPMG
Children's Tumor Foundation	100	NPMG
Chino Valley Unified School District/Chino Hills High School	2,500	E
CHOC Foundation	50	NPMG
CHOC Foundation	50	NPMG
CHOC Foundation	150	NPMG
CHOC Foundation	10,000	G
City of Hope	50	NPMG
City of Newport Beach	7,500	G
Claremont Graduate University	10,000	NPMG
Claremont Graduate University	10,000	G
Clark University	175	NPMG
Classical KUSC 91.5 FM	100	NPMG
Clover Avenue Elementary School	500	NPMG

Coastal Mountain Youth Academy	5,000	G
Collegiate School	500	NPMG
Columbia University	500	NPMG
Community Action Partnership of Orange County	125	NPMG
Community Partners	5,000	G
Community Roots Academy	325	NPMG
Community SeniorServ, Inc.	200,000	F
Community Service Programs, Inc.	7,500	G
Community YMCA	250	NPMG
Conservation International	1,000,000	F
Constance Brown Hearing Centers	5,000	G
Constitutional Rights Foundation, Orange County	5,000	G
Cornell Lab of Ornithology	2,000	NPMG
Corona-Norco Settlement House	7,500	G
Corps Member Education Foundation	500	NPMG
Council on Aging Orange County	250,000	F
Court Appointed Special Advocates of Orange County	500	NPMG
Court Appointed Special Advocates of Orange County	10,000	G
Court Appointed Special Advocates of San Bernardino County	7,500	G
Creighton University	100	NPMG
Crossroads Christian School	2,500	E
Crossroads, Inc.	7,500	G
Crystal Cove Alliance	5,000	G
Cystic Fibrosis Foundation, National	100	NPMG
Cystic Fibrosis Foundation, Virginia Chapter	500	NPMG
Dana-Farber Cancer Institute	100	NPMG
De Marillac Academy	280	NPMG
Defenders of Wildlife	75	NPMG
Delhi Center	7,500	G
Denver Colorado AIDS Project	50	NPMG
Denver Rescue Mission	50	NPMG
DePaul University	500	NPMG
Diamond Head Theatre	5,000	G
Disabled American Veterans	75	NPMG
Discovery Arts	7,500	G
Discovery Eye Foundation	10,000	G
Discovery Science Center	7,500	G
Doctors Without Borders USA Inc	100	NPMG
Doctors Without Borders USA Inc.	200	NPMG
Doctors Without Borders USA Inc.	50	NPMG
Doctors Without Borders USA Inc.	100	NPMG
Donelson Christian Academy	500	NPMG
DonorsChoose.org	150	NPMG
DonorsChoose.org	100	NPMG
Doorways for Women and Families	100	NPMG
Down Syndrome Association of Orange County	50	NPMG
Down Syndrome Association of Orange County	5,000	G
Duke University	2,000	NPMG
Easter Seals, Florida	5,000	G
Eastern Illinois University	500	NPMG
Eastern Nazarene College	1,000	NPMG
Edmonds School District/Maplewood Parent Cooperative K-8	1,500	E
Educational Enrichment Foundation for the Arts	500	NPMG
El Viento Foundation	10,000	G

Emmaus	220	NPMG
Emmaus	50	NPMG
Emmaus	50	NPMG
Encinitas Educational Foundation	500	NPMG
English Springer Rescue America	250	NPMG
Ensign Fund	350	NPMG
Entertainment Industry Foundation	50	NPMG
Epilepsy Alliance of Orange County	5,000	G
Evergreen Health Foundation	5,000	G
Executive Service Corps of Southern California	7,500	G
Extend Your Heart	300	NPMG
Faith In Action Senior Access	5,000	G
Fallbrook Union Elementary School District/San Onofre Elementary School	1,500	E
Families Forward	100,000	C
Family Assessment, Counseling & Education Services, Inc.	10,000	G
Family Crisis Council of Rowan County	5,000	G
Family Service Agency of San Bernardino	7,500	G
Family Support Network	5,000	G
Farm Sanctuary	100	NPMG
Feeding America	125	NPMG
Festival Ballet Theatre	5,000	G
First Heartland Foundation	5,000	G
Food Allergy Research and Education	500	NPMG
Foothill Family Shelter, Inc	10,000	G
Forest Ridge School of the Sacred Heart	500	NPMG
Foundation for Public Affairs	2,500	G
Fountain Valley School District/James H. Cox Elementary School	3,000	E
Fountain Valley School District/Kazuo Masuda Middle School	3,500	E
Fountain Valley School District/Robert Gisler Elementary School	2,500	E
Fountain Valley School District/Roch Courreges Elementary School	3,000	E
Freedom Station USA	250	NPMG
Fresh Start Surgical Gifts	5,000	G
Friendly Center, Inc.	500	NPMG
Friendly Center, Inc.	10,000	G
Friends of the Children's Museum at La Habra, Inc	7,500	G
Friends of Weaver	2,500	E
Friendship Shelter	5,500	G
Fullerton Joint Union High School District/Troy High School	2,500	E
Fullerton School District/Acacia Elementary School	3,000	E
Garden Grove Unified School District/Bolsa Grande High School	2,500	E
Gay & Lesbian Community Services Center of Orange County	5,000	G
George White Elementary School PTA	225	NPMG
George White Elementary School PTA	140	NPMG
Girl Scouts of Greater Los Angeles	150	NPMG
Girls Incorporated of Omaha	50,000	C
Girls Incorporated of Orange County	7,500	G
Golden Gate University	50	NPMG
Golden View PTO	300	NPMG
Grace Christian School	1,500	E
Gray Whales Count	7,500	F
GreaterGood.org	150	NPMG
Greenpeace	100	NPMG
Greentree Elementary School PTA	55	NPMG
Gretna Public Schools/Squire John Thomas Elementary	1,500	E

Grove City College	2,000	NPMG
Guitar Foundation of America	100	NPMG
Habitat for Humanity International	100	NPMG
Habitat for Humanity of Greene County	5,000	G
Habitat for Humanity of Omaha, Inc.	10,000	G
Habitat for Humanity of Orange County, Inc.	7,500	G
Habitat for Humanity Riverside, Inc.	5,000	G
Hampden-Sydney College	50	NPMG
Hampshire College	1,000	NPMG
Hands Together - A Center for Children	7,500	G
Harmony Project	5,000	G
Harvey Mudd College	500	NPMG
Healthy Smiles for Kids of Orange County	10,000	G
Hearts United for Animals	450	NPMG
Heifer International	200	NPMG
Heifer International	120	NPMG
HELP Adult Services	7,500	G
Helping Hand World Wide, Inc.	5,000	G
Hicks Canyon Elementary School PTO	180	NPMG
Hidaya Foundation	500	NPMG
Hillsborough Education Foundation	5,000	G
Hoag Hospital Foundation	2,500	G
Hoag Hospital Foundation	10,000	G
Holy Family Cathedral School	150	NPMG
HomeAid Orange County, Inc.	5,000	G
Homes for Life Foundation	7,500	G
Homework House, Inc	5,000	G
HOPE Worldwide	60	NPMG
Hospice By The Bay	300	NPMG
Human Options, Inc.	300	NPMG
Human Options, Inc.	10,000	G
Huntington Beach City School District/Isaac Sowers Middle School	2,500	E
Huntington Beach City School District/John H. Eader Elementary School	2,500	E
Huntington Beach Union High School District/Fountain Valley High School	6,500	E
Huntington's Disease Society of America	500	NPMG
Huntington's Disease Society of America	200	NPMG
iHOPEoc, Inc.	500	NPMG
iHOPEoc, Inc	5,000	G
Immaculate Heart High School	100	NPMG
inCOMMON Community Development	100	NPMG
Indiana University Foundation	750	NPMG
Inland Empire United Way	7,500	G
Inland Valley Hope Partners	10,000	G
International Fund for Animal Welfare	7,500	F
International Rett Syndrome Foundation	100	NPMG
Interval House	10,000	G
Iowa State University	700	NPMG
Irvine Adult Day Health Services, Inc	10,000	G
Irvine Barclay Theatre	10,000	G
Irvine Community Alliance Fund	10,000	F
Irvine Community Alliance Fund	100	NPMG
Irvine Public Schools Foundation	125	NPMG
Irvine Public Schools Foundation	100	NPMG
Irvine Public Schools Foundation	500	NPMG

Irvine Unified School District/Alderwood Basics Plus School	3,000	E
Irvine Unified School District/College Park Elementary School	4,000	E
Irvine Unified School District/Deerfield Elementary School	3,000	E
Irvine Unified School District/Irvine High School	4,000	E
Irvine Unified School District/Northwood Elementary School	1,500	E
Irvine Unified School District/Northwood High School	3,500	E
Irvine Unified School District/Northwood High School	100	NPMG
Irvine Unified School District/Oak Creek Elementary School	4,000	E
Irvine Unified School District/Rancho San Joaquin Middle School	3,000	E
Irvine Unified School District/Springbrook Elementary School	3,500	E
Irvine Unified School District/Stone Creek Elementary School	4,000	E
Irvine Unified School District/Stonegate Elementary School	2,500	E
Irvine Unified School District/Turtle Rock Elementary School	2,500	E
Irvine Unified School District/University High School	6,000	E
Irvine Unified School District/Venado Middle School	3,000	E
Irvine Unified School District/Vista Verde Elementary School	4,000	E
Irvine Unified School District/Woodbridge High School	5,000	E
Irvine Unified School District/Woodbury Elementary School	3,500	E
J. F. Shea Therapeutic Riding Center, Inc.	500	NPMG
J. F. Shea Therapeutic Riding Center, Inc.	10,000	G
Jewish Family Service of Los Angeles	100	NPMG
John H. Eader Elementary School PTA	320	NPMG
John H. Eader Elementary School PTA	150	NPMG
Johns Hopkins University	500	NPMG
Johns Hopkins University	250	NPMG
JSerra Catholic High School	3,000	E
Junior Achievement of Orange County	15,000	G
Junior League of Orange County	152	NPMG
Junior League of Orange County	100	NPMG
Juvenile Diabetes Research Foundation International, Orange County Chapter	5,000	G
Juvenile Diabetes Research Foundation, Colorado Springs Chapter	5,000	G
Juvenile Diabetes Research Foundation, Northeast Ohio Chapter	500	NPMG
Juvenile Diabetes Research Foundation, Orange County Chapter	500	NPMG
Juvenile Diabetes Research Foundation, Orange County Chapter	100	NPMG
Juvenile Diabetes Research Foundation, Orange County Chapter	250	NPMG
Juvenile Diabetes Research Foundation, Orange County Chapter	100	NPMG
Juvenile Diabetes Research Foundation, Orange County Chapter	100	NPMG
KCET/Community Television of Southern California	50	NPMG
Kenneth Young Center	5,000	G
Kenyan Children Foundation	5,000	G
Kids Can Community Center	10,000	C
Kids TLC	5,000	G
KidSingers	7,500	G
KidWorks Community Development Corporation	5,000	G
Kinship Center	10,000	G
KLRU-TV, Austin PBS	500	NPMG
Ladera Ranch Education Foundation, Inc.	50	NPMG
Ladera Ranch Education Foundation, Inc.	250	NPMG
Laguna Art Museum	10,000	G
Laguna Ballet	200	NPMG
Laguna Canyon Foundation	5,000	G
Laguna Niguel Elementary School Foundation	400	NPMG
Laguna Niguel Elementary School Foundation	250	NPMG
Laguna Niguel Elementary School Foundation	500	NPMG

Lamp for Haiti Foundation	500	NPMG
Latino Health Access	7,500	G
Laura's House	7,500	G
LEAP Learning Center	5,000	G
Lestonnac Free Clinic	7,500	G
LifeWorks Austin	5,000	G
Lighthouse of Pinellas	5,000	G
Literacy Project Foundation	10,000	G
Lomarena Elementary School PTA	300	NPMG
Long Beach (BLAST) - Better Learning for All Students Today	7,500	G
Long Beach Education Foundation	500	NPMG
Long Beach Search and Rescue	100	NPMG
Long Beach Unified School District/Rogers Middle School	2,500	E
Los Angeles County Museum of Art	10,000	G
Los Angeles Unified School District/Crestwood Street Elementary School	1,500	E
Los Angeles Waterkeeper	7,500	G
Loyola Law School	50	NPMG
Make-A-Wish Foundation of Arizona	5,000	G
Make-A-Wish of Orange County and the Inland Empire	5,000	G
Malibu Pet Companions	90	NPMG
March of Dimes, National	50	NPMG
March of Dimes, Nebraska Chapter	500	NPMG
March of Dimes, Texas Chapter	5,000	G
Marina High School Education Foundation	2,500	E
Marine Applied Research & Exploration	10,000	G
Mariners Christian School	2,500	E
Mariposa Women and Family Center	10,000	G
Meadow Park Elementary School PTA	200	NPMG
Meadow Park Elementary School PTA	200	NPMG
Meadow Park Elementary School PTA	100	NPMG
Meadow Park Elementary School PTA	150	NPMG
Meadow Park Foundation	3,500	E
Melinda Heights PTA	300	NPMG
Mental Health Association	5,000	G
Mercury One	100	NPMG
Mercy House Living Centers	10,000	G
Mercy Ships	50	NPMG
Methodist Mission Home	5,000	G
Millard Public Schools/Millard West High School	2,500	E
Millard Public Schools/Wheeler Elementary School	1,500	E
Millard Public Schools/Wilma Upchurch Elementary School	2,500	E
Miracles for Kids, Inc.	7,500	G
Miriam's House Inc.	5,000	G
Mission Viejo Community Foundation, Inc.	5,000	G
Moreno Valley Unified School District/Mountain View Middle School	1,500	E
Movember Foundation, Inc.	100	NPMG
Mt. Edgecumbe High School District	500	NPMG
Multiple Sclerosis Association of America	100	NPMG
Museum of Tolerance, Simon Wiesenthal Center	7,500	G
My Stuff Bags Foundation	125	NPMG
National Brain Tumor Society	100	NPMG
National Brittany Rescue & Adoption Network, Inc.	500	NPMG
National Multiple Sclerosis Society, Central Virginia Chapter	5,000	G
National Multiple Sclerosis Society, Long Island Chapter	5,000	G

National Multiple Sclerosis Society, SoCal and Nevada Chapter	200	NPMG
Navy SEAL Foundation	5,000	G
Nebraska Community Foundation	10,000	G
New Covenant Schools	500	NPMG
New Jersey Guitar & Mandolin Society	100	NPMG
New York City Classical Guitar Society	100	NPMG
New York University School of Medicine	2,000	NPMG
Newport Bay Conservancy	5,000	G
Newport Coast Elementary School Foundation	100	NPMG
Newport Elementary School Foundation	500	NPMG
Newport Harbor Educational Foundation	5,000	G
Newport-Mesa ProLiteracy	7,500	G
Newport-Mesa Schools Foundation	5,000	G
Newport-Mesa Unified School District/Corona del Mar High School	6,500	E
Newport-Mesa Unified School District/Corona del Mar Middle School	4,000	E
Newport-Mesa Unified School District/Costa Mesa High School	3,000	E
Newport-Mesa Unified School District/Estancia High School	1,500	E
Newport-Mesa Unified School District/Lincoln Elementary School	2,500	E
Newport-Mesa Unified School District/Mariners Elementary School	3,000	E
Newport-Mesa Unified School District/Newport Coast Elementary School	2,500	E
Newport-Mesa Unified School District/Newport Elementary School	3,500	E
Newport-Mesa Unified School District/Newport Harbor High School	3,500	E
No Limits Theatre Group, Inc.	5,000	G
North Hawaii Hospice	100	NPMG
Northern.Lights.mn	50	NPMG
NorthStar Foundation	25,000	C
Northwestern University	1,000	NPMG
Oak Grove Elementary School PTA	100	NPMG
Oak View Renewal Partnership	10,000	G
Oakland School for the Arts	250	NPMG
Ocean Institute	5,000	G
Ocean View School District/Golden View Elementary School	3,000	E
Ocean View School District/Village View Elementary School	3,000	E
Oceana, Inc.	10,000	G
Ohio University Foundation	100	NPMG
Omaha Area Youth Orchestra	7,500	G
Omaha Children's Museum	10,000	G
Omaha Community Playhouse	7,500	G
Omaha Film Festival	10,000	G
Omaha Performing Arts Society	10,000	G
Omaha Public Schools/Benson High School	1,500	E
Omaha Public Schools/Rose Hill Elementary School	3,000	E
Omaha Theater Company	50,000	C
Omaha Zoo Foundation	10,000	G
OneOC	10,000	G
OneOC/Caterina's Club	100	NPMG
OneOC/Clinic in the Park Promoting Wellness	7,500	G
OneOC/Orange County Funders Roundtable	5,000	G
OneWorld Community Health Centers, Inc.	50,000	F
Operation Clean Slate	8,000	G
Operation Jump Start	5,000	G
Operation SafeHouse, Inc.	5,000	G
Operation Smile	240	NPMG
Orange Coast Interfaith Shelter	7,500	G

Orange County Children's Therapeutic Arts Center	7,500	G
Orange County Community Housing Corporation	10,000	G
Orange County Congregation Community Organization	5,000	G
Orange County Council, Boy Scouts of America	500	NPMG
Orange County Council, Boy Scouts of America	75	NPMG
Orange County Forum	5,000	G
Orange County Great Park Corporation	7,500	G
Orange County High School of the Arts Foundation	3,000	E
Orange County High School of the Arts Foundation	275	NPMG
Orange County High School of the Arts Foundation	500	NPMG
Orange County High School of the Arts Foundation	7,500	G
Orange County Human Relations Council	7,500	G
Orange County Museum of Art	10,000	G
Orange County Rescue Mission	125	NPMG
Orange County Rescue Mission	200	NPMG
Orange County United Way	23,570	G
Orange County United Way	34,572	G
Orange County United Way	75,317	G
Orange County United Way	74,912	G
Orange County United Way	74,075	G
Orange County United Way	72,137	G
Orange County Women's Chorus	250	NPMG
Orange Unified School District/Canyon High School	3,000	E
Orange Unified School District/Canyon Rim Elementary School	1,500	E
Orange Unified School District/El Modena High School	2,500	E
Orange Unified School District/El Rancho Charter School	2,500	E
Orange Unified School District/Villa Park High School	2,500	E
Oregon State University/Marine Mammal Institute	50,000	F
OSU Chabad House/LifeTown	5,000	G
Oxford Preparatory Academy, South Orange County	4,000	E
Pacific Lutheran University	750	NPMG
Pacific Marine Mammal Center	200	NPMG
Pacific Marine Mammal Center	100	NPMG
Pacific Marine Mammal Center	10,000	G
Palm Beach Atlantic University	5,000	G
Parents For Carpenter	500	NPMG
PBS SoCal	10,000	G
PetSmart Charities	200	NPMG
Philharmonic Society of Orange County	10,000	G
Philip J. Reilly Elementary School PTA	103	NPMG
Phoenix House of Orange County, Inc.	10,000	G
Planned Parenthood Federation of America	300	NPMG
Pomona Valley Community Services	5,000	G
Preeclampsia Foundation	50	NPMG
Princeton Day School	1,500	E
Princeton University	100	NPMG
Project Access, Inc.	10,000	G
Project Independence	5,000	G
Providence Day School	250	NPMG
Providence Speech & Hearing Center	10,000	G
Public Policy Institute of California	10,000	G
Ralston Public Schools/Ralston High School	1,500	E
Randall Boys & Girls Club	5,000	G
Reality Changers	5,000	G

Red Hill Lutheran School	250	NPMG
Reef Check Foundation	7,500	G
Relampago del Cielo, Inc.	7,500	G
Rensselaer Polytechnic Institute	125	NPMG
Rensselaer Polytechnic Institute	175	NPMG
Rising Star Outreach Inc.	240	NPMG
Riverside Area Rape Crisis Center	10,000	G
Rose-Hulman Institute of Technology	50	NPMG
S S. Huebner Foundation for Insurance Education	2,500	G
Saddleback Valley Unified School District/Cielo Vista Elementary School	3,000	E
Saddleback Valley Unified School District/de Portola Elementary School	2,500	E
Saddleback Valley Unified School District/El Toro High School	250	NPMG
Saddleback Valley Unified School District/El Toro High School	4,500	E
Saddleback Valley Unified School District/Foothill Ranch Elementary School	3,500	E
Saddleback Valley Unified School District/La Madera Elementary School	5,000	E
Saddleback Valley Unified School District/Laguna Hills High School	2,500	E
Saddleback Valley Unified School District/Melinda Heights Elementary School	3,500	E
Saddleback Valley Unified School District/Mission Viejo High School	4,500	E
Saddleback Valley Unified School District/Montevideo Elementary School	2,500	E
Saddleback Valley Unified School District/Portola Hills Elementary School	3,000	E
Saddleback Valley Unified School District/Rancho Santa Margarita Intermediate School	2,500	E
Saddleback Valley Unified School District/Serrano Intermediate School	3,500	E
Saddleback Valley Unified School District/Trabuco Hills High School	7,500	E
Saddleback Valley Unified School District/Valencia Elementary School	2,500	E
Sahuaro High Cougar Foundation, Inc.	150	NPMG
Saint Albert Catholic Elementary School	2,500	E
Saint Columban Catholic School	500	NPMG
Saint Joseph's University	10,000	NPMG
Saint Louis Zoo	500	NPMG
Saint Vrain Valley School District/Red Hawk Elementary School	1,500	E
San Diego State University/Campanile Foundation	100	NPMG
San Marcos Unified School District/Mission Hills High School	1,500	E
Santa Ana Unified School District/Jim Thorpe Fundamental School	4,000	E
Santa Ana Unified School District/Segerstrom Fundamental High School	2,500	E
Santa Barbara Zoo	60	NPMG
Santa Barbara Zoo	50	NPMG
Santa Barbara Zoo	150	NPMG
Santa Clara University	1,000	NPMG
Santa Margarita Catholic High School	4,500	E
Savanna School District/Cerritos Elementary School	2,500	E
Save Our Youth	5,000	G
Save The Children	300	NPMG
Save The Children	100	NPMG
Scleroderma Foundation, Heartland Chapter	60	NPMG
Scleroderma Research Foundation	300	NPMG
SeaWeb	5,000	G
Second Harvest Food Bank of Orange County	25,000	G
Second Harvest Food Bank of Orange County	7,500	G
Second Harvest Heartland	50	NPMG
SEEDS Arts and Education, Inc	300	NPMG
Segerstrom Center for the Arts	50	NPMG
Segerstrom Center for the Arts	10,000	G
Serra Catholic Elementary School	2,500	E
Serving People In Need, Inc.	10,000	G

Shakespeare by the Sea	10,000	G
Shangri-La Therapeutic Academy of Riding Inc.	50	NPMG
Shanti Orange County	7,500	G
Share Our Selves	8,630	G
Sherman Library and Gardens	7,500	G
Shoreline Christian School	3,000	E
Simmons College	1,000	NPMG
SJ Foundation	5,000	G
Smile Train	50	NPMG
Society for Marine Mammology	10,000	F
Someone Cares Soup Kitchen	200	NPMG
Someone Cares Soup Kitchen	10,000	G
South Coast Repertory	20,000	G
South County Outreach	50	NPMG
South County Outreach	500	NPMG
South County Outreach	10,000	G
South Lake Middle School PTSA	150	NPMG
Southern California Abyssinian Rescue	100	NPMG
Southern California Children's Choral Association	7,500	G
Southern California Public Radio	250	NPMG
Southern California Public Radio	100	NPMG
Southern California Public Radio	15,000	G
Southern Methodist University	50	NPMG
Spare Key	50	NPMG
SPCA For Monterey County	150	NPMG
Special Needs Network, Inc.	5,000	G
Springbrook Elementary School PTA	150	NPMG
St. Anthony High School Foundation	5,000	G
St. Baldrick's Foundation	150	NPMG
St. Baldrick's Foundation	100	NPMG
St. Gregory's University	200	NPMG
St. Gregory's University	250	NPMG
St. Jude Children's Research Hospital	100	NPMG
St. Jude Children's Research Hospital	50	NPMG
St. Jude Children's Research Hospital	200	NPMG
St. Jude Children's Research Hospital	50	NPMG
St. Margaret's Episcopal School	500	NPMG
St. Mary's School	150	NPMG
St. Mary's School	150	NPMG
St. Norbert School	500	NPMG
St. Olaf College	300	NPMG
St. Philip Neri School	500	NPMG
St. Thomas Aquinas High School	50	NPMG
Stanford University	1,250	NPMG
Stanford University	500	NPMG
Stanford University	2,000	NPMG
Stanford University	5,000	NPMG
Stanford University	10,000	NPMG
Stanford University	10,000	NPMG
Stanford University	100	NPMG
Stella's Hope	75	NPMG
Sunny Hollow Montessori	50	NPMG
Support Center For Child Advocates	5,000	G
Susan G. Komen Breast Cancer Foundation	500	NPMG

Susan G. Komen for the Cure, National	50	NPMG
Susan G. Komen for the Cure, Orange County Chapter	50	NPMG
Susan G. Komen for the Cure, Orange County Chapter	50	NPMG
Susan G. Komen for the Cure, Orange County Chapter	50	NPMG
Susan G. Komen for the Cure, Orange County Chapter	125	NPMG
Susan G. Komen for the Cure, Orange County Chapter	75	NPMG
Talk About Curing Autism	5,000	G
Taller San Jose	10,000	G
Tee It Up For The Troops	250	NPMG
Tee It Up For The Troops	200	NPMG
Tee It Up For The Troops	200	NPMG
Temple City Unified School District/Longden Elementary School	1,500	E
Texas A&M University	2,000	NPMG
The Actuarial Foundation	1,000	G
The All-American Boys Chorus	7,500	G
The ALS Association, Golden West Chapter	250	NPMG
The ALS Association, Orange County Chapter	50	NPMG
The American College	10,000	G
The American Ireland Fund, Pittsburgh	5,000	G
The Cambodian Family, Inc.	7,500	G
The CDM Foundation	500	NPMG
The CDM Foundation	500	NPMG
The CDM Foundation	500	NPMG
The CDM Foundation	150	NPMG
The CDM Foundation	500	NPMG
The CDM Foundation	500	NPMG
The CdM Foundation	5,000	G
The Children's Dental Center of Greater Los Angeles	10,000	G
The Children's Hospital of Philadelphia Foundation	150	NPMG
The Gary Center	7,500	G
The James L. West Alzheimer's Center	500	NPMG
The Leukemia & Lymphoma Society, National	500	NPMG
The Leukemia & Lymphoma Society, National	200	NPMG
The Leukemia & Lymphoma Society, National	50	NPMG
The Leukemia & Lymphoma Society, National	250	NPMG
The Leukemia & Lymphoma Society, National	50	NPMG
The Leukemia & Lymphoma Society, National	50	NPMG
The Leukemia & Lymphoma Society, National	500	NPMG
The Leukemia & Lymphoma Society, National	50	NPMG
The Leukemia & Lymphoma Society, National	250	NPMG
The Leukemia & Lymphoma Society, National	100	NPMG
The Leukemia & Lymphoma Society, National	250	NPMG
The Leukemia & Lymphoma Society, National	50	NPMG
The Leukemia & Lymphoma Society, National	50	NPMG
The Leukemia & Lymphoma Society, National Capital Area Chapter	50	NPMG
The Leukemia & Lymphoma Society, Nebraska Chapter	50	NPMG
The Leukemia & Lymphoma Society, Nebraska Chapter	100	NPMG
The Leukemia & Lymphoma Society, Orange County/Inland Empire Chapter	100	NPMG
The Leukemia & Lymphoma Society, Orange County/Inland Empire Chapter	100	NPMG
The Leukemia & Lymphoma Society, Orange County/Inland Empire Chapter	200	NPMG
The Leukemia & Lymphoma Society, Orange County/Inland Empire Chapter	100	NPMG
The Maddie James Foundation	50	NPMG
The Maddie James Foundation	500	NPMG
The Maddie James Foundation	50	NPMG

The Maddie James Foundation	100	NPMG
The Maddie James Foundation	100	NPMG
The Maddie James Foundation	50	NPMG
The Nature Conservancy	500	NPMG
The Ocean Foundation	200,000	F
The Ocean Foundation	152,000	F
The Omprakash Foundation	100	NPMG
The Raise Foundation	7,500	G
The Retreat Inc.	5,000	G
The Salvation Army	50	NPMG
The Salvation Army, National Headquarters	50	NPMG
The Salvation Army, USA Western Territory	100	NPMG
The Webb Schools	100	NPMG
Thomas House Temporary Shelter	10,000	G
Thunderbird School of Global Management	150	NPMG
Tiger Woods Learning Center Foundation	5,000	G
Toby's Dream Foundation	5,000	G
Trails4All	5,000	G
Trauma Intervention Programs, Inc.	7,500	G
Travis Ranch PTA	250	NPMG
Tustin Memorial Academy PTO	500	NPMG
Tustin Public Schools Foundation	100	NPMG
Tustin Unified School District/Arnold O. Beckman High School	5,000	E
Tustin Unified School District/Hicks Canyon Elementary	2,500	E
Tustin Unified School District/Myford Elementary School	3,500	E
Tustin Unified School District/Orchard Hills Middle School	1,500	E
Tustin Unified School District/Peters Canyon Elementary School	2,500	E
Tustin Unified School District/Pioneer Middle School	4,000	E
Tustin Unified School District/Tustin High School	2,500	E
Tustin Unified School District/Tustin Memorial Academy	4,500	E
United Cerebral Palsy of Orange County	5,000	G
United States Fund for UNICEF	50	NPMG
United States Fund for UNICEF	300	NPMG
United States Fund for UNICEF	200	NPMG
United Through Reading	5,000	G
United Way Toronto	6,275	G
United Way Toronto	4,111	G
United Way Toronto	4,178	G
United Way Toronto	4,033	G
University of Arizona	100	NPMG
University of California, Berkeley	500	NPMG
University of California, Berkeley	200	NPMG
University of California, Irvine Foundation	2,000	NPMG
University of California, Irvine Foundation	500	NPMG
University of California, Irvine Foundation/Center for Diabetes Treatment and Research	10,000	G
University of California, Irvine Foundation/Center for Diabetes Treatment and Research	10,000	NPMG
University of California, Irvine Foundation/Sage Scholars Program	10,000	G
University of California, Los Angeles Foundation	10,000	NPMG
University of California, Los Angeles Foundation	500	NPMG
University of California, Los Angeles Foundation	150	NPMG
University of California, Los Angeles Foundation	2,500	NPMG
University of California, Los Angeles Foundation	5,000	NPMG
University of California, Los Angeles Foundation	10,000	NPMG

University of California, Los Angeles Foundation	2,000	NPMG
University of California, San Diego/Scripps Hildebrand Lab	25,000	F
University of California, San Diego/Scripps Hildebrand Lab	3,000	F
University of California, San Diego/Scripps Hildebrand Lab	11,825	F
University of California, Santa Barbara	100	NPMG
University of California, Santa Barbara	50	NPMG
University of California, Santa Barbara	200	NPMG
University of California, Santa Barbara	1,000	NPMG
University of Connecticut Law School Foundation	100	NPMG
University of Illinois	100	NPMG
University of Iowa	175	NPMG
University of Kansas	500	NPMG
University of Massachusetts Amherst	100	NPMG
University of Missouri	2,000	NPMG
University of Nebraska Foundation	125	NPMG
University of Nevada, Las Vegas	2,500	NPMG
University of Nevada, Las Vegas	2,500	NPMG
University of New Hampshire	250	NPMG
University of North Carolina, Chapel Hill	5,000	NPMG
University of North Dakota	500	NPMG
University of North Texas	250	NPMG
University of Notre Dame	200	NPMG
University of Notre Dame	200	NPMG
University of Notre Dame	1,500	NPMG
University of Oklahoma	250	NPMG
University of Oklahoma	250	NPMG
University of San Diego	250	NPMG
University of San Diego	105	NPMG
University of San Diego	50	NPMG
University of South Carolina	100	NPMG
University of Southern California	50	NPMG
University of Southern California	2,000	NPMG
University of Tennessee Foundation	250	NPMG
University of Texas at Austin	1,000	NPMG
University of the Pacific	500	NPMG
University of Tulsa	200	NPMG
University of Virginia	1,000	NPMG
University of Virginia	2,000	NPMG
University of Washington	100	NPMG
University of Wisconsin	1,250	NPMG
University of Wisconsin	1,250	NPMG
University of Wisconsin-Stevens Point	50	NPMG
USA Cares, Inc.	10,000	G
Utica College	1,250	NPMG
Vermont Community Foundation	250	NPMG
Vietnamese American Cancer Foundation	100	NPMG
Virginia Military Institute	250	NPMG
Visiting Nurse Association of the Inland Counties	100	NPMG
Voices for Children	5,000	G
Wake Forest University	250	NPMG
Waldorf School of Orange County	500	NPMG
Waldorf School of Orange County	5,000	G
We Care of Los Alamitos, Inc.	5,000	G
Wesleyan University	1,000	NPMG

Western Carolina University	275	NPMG
Westminster School District/Clegg Elementary School	2,500	E
Westside Community School District/Westbrook Elementary School	3,000	E
Westside Community School District/Westside Middle School	2,500	E
Westside Waldorf School	300	NPMG
WhyArts?	5,000	G
Wild Dolphin Project, Inc.	20,000	F
Wild Dolphin Project, Inc.	10,000	F
Wildbirds in Northern Kentucky	500	NPMG
WISEPlace	10,000	G
Women Helping Women	10,000	G
WomenShelter of Long Beach	7,500	G
Woodbury Elementary School PTA	100	NPMG
Working Wardrobes for a New Start	10,000	G
World Vision	420	NPMG
World Vision	50	NPMG
World Vision	500	NPMG
World Vision	150	NPMG
World Vision	80	NPMG
World Wildlife Fund, Inc.	100	NPMG
World Wildlife Fund, Inc.	150	NPMG
World Wildlife Fund, Inc.	50	NPMG
YAI Network	50	NPMG
YMCA of Orange County	250	NPMG
Yosemite Conservancy	500	NPMG
Youth Care & Beyond, Inc.	10,000	G
Youth Eastside Services	200	NPMG
Youth Eastside Services	500	NPMG
Youth Eastside Services	150	NPMG
Youth Emergency Services, Inc.	7,500	G
Youth Employment Service of the Harbor Area, Inc.	7,500	G
YWCA of North Orange County	7,500	G
Zoological Society of San Diego	200	NPMG
Zoological Society of San Diego	500	NPMG
Zoological Society of San Diego	175	NPMG
Total Contribution	5,552,000	

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

Pacific Life Foundation
SUPPLEMENTAL SCHEDULE OF CONTRIBUTION TO
NOT - FOR PROFIT AGENCIES
ACCRUAL PAYMENTS FOR THE PERIOD ENDING DECEMBER 31, 2013

2013 Pledge Letters Sent/Paid in 2014	2013 Accrual List		
<u>Organization</u>	<u>Foundation Status of Recipient</u>	<u>Coding</u>	<u>Amount</u>
2-1-1 Orange County	AVAILABLE	G	\$10,000.00
Acacia Adult Day Services	UPON	G	\$10,000.00
AccessOC	REQUEST	G	\$10,000.00
AIDS Services Foundation Orange County		G	\$10,000.00
Algalita Marine Research Foundation		G	\$7,500.00
Alisa Ann Ruch Burn Foundation		G	\$10,000.00
Alzheimer's Family Services Center		G	\$10,000.00
American Family Housing		G	\$10,000.00
American Red Cross, Nebraska/SW Iowa Region		G	\$10,000.00
American Red Cross, Orange County Chapter		G	\$10,000.00
Anaheim Ballet		G	\$7,500.00
Aquarium of the Pacific		G	\$10,000.00
Art & Creativity for Healing, Inc.		G	\$7,500.00
Arts Orange County		G	\$10,000.00
Asian Americans Advancing Justice Los Angeles		G	\$5,000.00
Assistance League of Omaha		G	\$5,000.00
Assistance League of San Bernardino		G	\$7,500.00
Autism Action Partnership		G	\$6,000.00
Back to Natives Restoration		G	\$5,000.00
Ballet Etudes		G	\$5,000.00
Big Brothers Big Sisters of the Midlands		G	\$10,000.00
Big Brothers Big Sisters of Orange County		G	\$7,500.00
Bolsa Chica Conservancy		G	\$10,000.00
Bowers Museum		G	\$7,500.00
Boys & Girls Club of Buena Park		G	\$7,500.00
Boys & Girls Club of Laguna Beach		G	\$7,500.00
Boys & Girls Club of Santa Ana		C	\$75,000.00
Boys & Girls Club of the Harbor Area		G	\$7,500.00
Boys & Girls Club of Westminster		G	\$10,000.00
Boys & Girls Clubs of Capistrano Valley		G	\$10,000.00
Boys & Girls Clubs of Huntington Valley		G	\$10,000.00
Boys Town California, Inc.		G	\$5,000.00
Breast Cancer Solutions		G	\$7,500.00
C.A.S.A. of San Bernardino County		G	\$7,500.00
California State University, Fullerton/Center for Insurance Studies		G	\$30,000.00
Camino Health Center		G	\$10,000.00
Casa Youth Shelter		G	\$7,500.00
Catholic Charities of the Archdiocese of Omaha		G	\$10,000.00
Charitable Ventures of Orange County/UCI Child Development School		G	\$10,000.00

Child Saving Institute, Inc.	G	\$10,000.00
Children Now	G	\$10,000.00
Children Today	G	\$5,000.00
Children's Health Initiative of Orange County	G	\$10,000.00
Claremont Graduate University	G	\$10,000.00
Coastal Mountain Youth Academy	G	\$5,000.00
Colette's Children's Home, Inc.	G	\$7,500.00
Community Partners	G	\$5,000.00
Community SeniorServ, Inc.	G	\$10,000.00
Community Service Programs, Inc.	G	\$7,500.00
Constitutional Rights Foundation, Orange County	G	\$5,000.00
Corona-Norco Settlement House	G	\$7,500.00
Court Appointed Special Advocates of Orange County	G	\$10,000.00
Discovery Eye Foundation	G	\$10,000.00
Discovery Science Center	G	\$10,000.00
Executive Service Corps of Southern California	G	\$7,500.00
Families Forward	G	\$10,000.00
Family Promise of Orange County	G	\$5,000.00
Family Service Agency of San Bernardino	G	\$7,500.00
Family Support Network	G	\$5,000.00
Festival Ballet Theatre	G	\$5,000.00
Food Finders, Inc.	G	\$10,000.00
Fresh Start Surgical Gifts	G	\$5,000.00
Friendly Center, Inc.	G	\$10,000.00
Friends of Cabrillo Marine Aquarium	G	\$5,000.00
Friends of Santa Ana Zoo	G	\$5,500.00
Friends of the Children's Museum at La Habra, Inc.	G	\$7,500.00
Girls Incorporated of Orange County	G	\$7,500.00
GroundWork group Orange County	G	\$10,000.00
Habitat for Humanity of Omaha, Inc.	G	\$10,000.00
Habitat for Humanity of Orange County, Inc.	G	\$10,000.00
Hands Together - A Center for Children	G	\$7,500.00
Heal the Bay	G	\$7,500.00
Healthy Smiles for Kids of Orange County	G	\$10,000.00
Helping Hand World Wide, Inc.	G	\$7,500.00
Heritage Museum of Orange County	G	\$5,000.00
Hoag Hospital Foundation	G	\$10,000.00
HomeAid Orange County, Inc.	G	\$7,500.00
Hope Center for Kids, Inc.	G	\$10,000.00
Hope Medical Outreach Coalition	G	\$10,000.00
Human Options, Inc.	G	\$10,000.00
iHOPEoc, Inc.	G	\$10,000.00
Inland Valley Hope Partners	G	\$10,000.00
International Fund for Animal Welfare	F	\$7,500.00
Interval House	G	\$10,000.00
Intervention Center for Early Childhood	G	\$7,500.00
Irvine Adult Day Health Services, Inc.	G	\$10,000.00
Irvine Barclay Theatre	G	\$10,000.00

J. F. Shea Therapeutic Riding Center, Inc.		G	\$10,000.00
Joslyn Art Museum		G	\$10,000.00
Junior Achievement of Orange County		G	\$15,000.00
Juvenile Diabetes Research Foundation, Orange County Chapter		G	\$5,000.00
Kids Can Community Center		G	\$10,000.00
Kids Konnected		G	\$7,500.00
KidSingers		G	\$7,500.00
KidWorks Community Development Corporation		G	\$5,000.00
Laguna Art Museum		G	\$10,000.00
Laguna Beach Community Clinic		G	\$10,000.00
Latino Health Access		G	\$10,000.00
Laura's House		G	\$7,500.00
LEAP Learning Center		G	\$5,000.00
Lestonnac Free Clinic		G	\$10,000.00
LIFE Fund		G	\$10,000.00
Loaves and Fishesx10		G	\$5,000.00
Long Beach Better Learning For All Students Today		G	\$7,500.00
Los Angeles County Museum of Art		G	\$10,000.00
Los Angeles Waterkeeper		G	\$7,500.00
Marine Applied Research & Exploration		G	\$10,000.00
Mariposa Women and Family Center		G	\$10,000.00
Mental Health Association of Orange County		G	\$10,000.00
Mercy House Living Centers		G	\$10,000.00
Miriam's House Inc.		G	\$5,000.00
MOMS Orange County		G	\$10,000.00
Museum of Tolerance, Simon Wiesenthal Center		G	\$7,500.00
Newport Bay Conservancy		G	\$5,000.00
Newport Community Counseling Center		G	\$7,500.00
Newport Harbor Educational Foundation		G	\$5,000.00
Newport-Mesa ProLiteracy		G	\$7,500.00
Newport-Mesa Schools Foundation		G	\$5,000.00
Omaha Area Youth Orchestra		G	\$7,500.00
Omaha Community Playhouse		G	\$7,500.00
Omaha Film Festival		G	\$10,000.00
Omaha Performing Arts Society		G	\$10,000.00
Omaha Zoo Foundation		G	\$10,000.00
OneOC		G	\$10,000.00
OneOC/Clinic in the Park: Promoting Wellness		G	\$7,500.00
Operation SafeHouse, Inc.		G	\$5,000.00
Orange Coast College Foundation		G	\$7,500.00
Orange County Bar Foundation		G	\$7,500.00
Orange County Child Abuse Prevention Center, Inc.		G	\$7,500.00
Orange County Community Housing Corporation		G	\$10,000.00
Orange County Congregation Community Organization		G	\$7,500.00
Orange County Human Relations Council		G	\$7,500.00
Orange County Museum of Art		G	\$10,000.00
Pacific Marine Mammal Center		F	\$10,000.00
Pathways of Hope		G	\$7,500.00

PBS SoCal		G	\$10,000.00
Pediatric Adolescent Diabetes Research & Education Foundation		G	\$10,000.00
Pomona Valley Community Services		G	\$5,000.00
Project Independence		G	\$5,000.00
Project Tomorrow		G	\$5,000.00
Providence Speech & Hearing Center		G	\$10,000.00
Public Policy Institute of California		G	\$10,000.00
Regional Task Force on the Homeless		G	\$5,000.00
Relampago del Cielo, Inc.		G	\$7,500.00
Riverside Area Rape Crisis Center		G	\$10,000.00
Second Harvest Food Bank of Orange County		G	\$10,000.00
Segerstrom Center for the Arts		G	\$10,000.00
Serve The People, Inc.		G	\$5,000.00
Serving People In Need, Inc.		G	\$10,000.00
Shakespeare by the Sea		G	\$10,000.00
Sherman Library and Gardens		G	\$7,500.00
Shoes That Fit		G	\$5,000.00
Sierra Club Foundation		G	\$10,000.00
Smiles for Seniors Foundation		G	\$5,000.00
Someone Cares Soup Kitchen		G	\$10,000.00
South Coast Repertory		G	\$20,000.00
Southern California Children's Choral Association		G	\$7,500.00
Southern California Public Radio		G	\$15,000.00
Southwest Minority Economic Development Association		G	\$5,000.00
Special Needs Network, Inc.		G	\$5,000.00
Special Olympics Southern California, Inc.		G	\$10,000.00
St. Anthony High School Foundation		G	\$5,000.00
Support The Enlisted Project		G	\$10,000.00
Talk About Curing Autism		G	\$5,000.00
Taller San Jose		G	\$10,000.00
The All-American Boys Chorus		G	\$7,500.00
The ALS Association, Orange County Chapter		G	\$10,000.00
The American College		G	\$10,000.00
The Cambodian Family, Inc.		G	\$7,500.00
The CDM Foundation		G	\$5,000.00
The Children's Dental Center of Greater Los Angeles		G	\$10,000.00
The Wooden Floor		G	\$7,500.00
Thomas House Temporary Shelter		G	\$10,000.00
Tiger Woods Foundation		G	\$7,500.00
Together, Inc. of Metropolitan Omaha		G	\$5,000.00
University of California, Irvine Foundation/Center for Diabetes Treatment and Research		G	\$10,000.00
United Cerebral Palsy of Orange County		G	\$5,000.00
United Through Reading		G	\$5,000.00
Vietnamese American Cancer Foundation		G	\$7,500.00
Voices for Children		G	\$5,000.00
Volunteers Assisting Seniors		G	\$10,000.00
Waldorf School of Orange County		G	\$5,000.00

Wild Dolphin Project, Inc.		F	\$10,000.00
WISEPlace		G	\$10,000.00
Women Helping Women		G	\$10,000.00
Women's Center for Advancement		G	\$10,000.00
WomenShelter of Long Beach		G	\$7,500.00
Working Wardrobes for a New Start		G	\$10,000.00
Wright Foundation for Pediatric Ophthalmology and Strabismus		G	\$5,000.00
YMCA of Orange County		G	\$10,000.00
Youth Care & Beyond, Inc.		G	\$10,000.00
Youth Emergency Services, Inc.		G	\$10,000.00
Youth Employment Service of the Harbor Area, Inc.		G	\$7,500.00
YWCA of North Orange County		G	\$7,500.00
TOTAL			\$1,694,000.00

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

PACIFIC LIFE FOUNDATION
List of 5417s and PFIC Statements
2013

1	ZAIS INVESTMENT GRADE LTD VII	5471	FILED PURSUANT TO REV PROC 92-70 FOR DORMANT FOREIGN COPRORATIONS
	UNDERLYING		
	↓		
3	CODA CDO 2007-I LTD	5471	FILED PURSUANT TO REV PROC 92-70 FOR DORMANT FOREIGN COPRORATIONS
4	ISCHUS SYNTHETIC ABS CDO 2006-1 LTD	5471	FILED PURSUANT TO REV PROC 92-70 FOR DORMANT FOREIGN COPRORATIONS
2	AURUM CLO 2002-1 LTD	PFIC STATEMENT	
5	STONE TOWER CDO III LTD	PFIC STATEMENT	
6	AYERSOME CDO I, LTD	PFIC STATEMENT	