

2017

Open to Public Inspection

Form 990-PF

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990PF for instructions and the latest information.

Department of the Treasury
Internal Revenue Service

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation

PACIFIC LIFE FOUNDATION

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

700 NEWPORT CENTER DRIVE

City or town, state or province, country, and ZIP or foreign postal code

NEWPORT BEACH, CA 92660

A Employer identification number

95-3433806

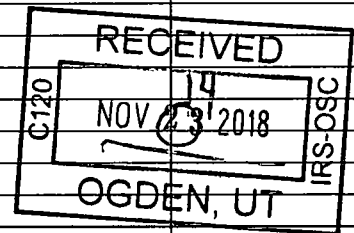
B Telephone number (see instructions)

949-219-3248

C If exemption application is pending, check here ☐ 6D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization ☒ Section 501(c)(3) exempt private foundation 04
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 104,637,085
J Accounting method ☐ Cash ☒ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants etc., received (attach schedule)	7,517,747			
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	2,617,614	2,617,614		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	4,340,966			
b Gross sales price for all assets on line 6a 11,623,900				
7 Capital gain net income (from Part IV, line 2)		4,340,966		
8 Net short-term capital gain.				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total Add lines 1 through 11	14,476,327	6,958,580		
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).	176,431			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	10,760	5,172		5,588
24 Total operating and administrative expenses. Add lines 13 through 23.	187,191	5,172		5,588
25 Contributions, gifts, grants paid	7,881,647			5,997,747
26 Total expenses and disbursements Add lines 24 and 25	8,068,838	5,172		6,003,335
27 Subtract line 26 from line 12	6,407,489			
a Excess of revenue over expenses and disbursements		6,953,408		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				



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			64,390	3,390,130	3,390,130
	2 Savings and temporary cash investments					
	3 Accounts receivable ▶					
	Less allowance for doubtful accounts ▶			0		0
	4 Pledges receivable ▶					
	Less allowance for doubtful accounts ▶					
	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					
	10a 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)			94,362,710	101,214,431	101,214,431
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶					
	15 Other assets (describe ▶)			13,092	32,524	32,524
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)			94,440,192	104,637,085	104,637,085
	17 Accounts payable and accrued expenses			193,268	230,631	
	18 Grants payable			2,038,000	3,921,900	
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
Net Assets or Fund Balances	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶)			10,600	10,600	
	23 Total liabilities (add lines 17 through 22)			2,241,868	4,163,131	
	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.					
	24 Unrestricted			92,198,324	100,473,954	
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> 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					
Part III Analysis of Changes in Net Assets or Fund Balances	29 Retained earnings, accumulated income, endowment, or other funds					
	30 Total net assets or fund balances (see instructions)			92,198,324	100,473,954	
	31 Total liabilities and net assets/fund balances (see instructions)			94,440,192	104,637,085	

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	92,198,324
2	Enter amount from Part I, line 27a	2	6,407,489
3	Other increases not included in line 2 (itemize) ▶ <u>UNREALIZED GAIN, STATEMENT 1</u>	3	1,868,140
4	Add lines 1, 2, and 3	4	100,473,953
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	100,473,953

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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)
1 a					
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 11,623,900		7,282,934	4,340,966		
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			4,340,966		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 10px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> - 2 </div> </div>		4,340,966		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 10px;"> If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8 </div> <div style="margin-left: 10px;"> 3 </div> </div>				

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☐ No

If "Yes," the foundation doesn't qualify under section 4940(e) Do not complete this part

(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))
2016	6,027,464	92,480,195	0.0652
2015	5,812,259	88,050,582	0.0660
2014	5,882,422	82,676,017	0.0712
2013	5,559,429	75,006,735	0.0741
2012	5,548,637	70,524,016	0.0787
2 Total of line 1, column (d)			2 0.3552
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 0.0710
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 94,064,434
5 Multiply line 4 by line 3			5 6,678,575
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 69,534
7 Add lines 5 and 6			7 6,748,109
8 Enter qualifying distributions from Part XII, line 4			8 6,003,335

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	139,068
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	139,068
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	139,068
6 Credits/Payments			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	171,592	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	171,592	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	32,524	
11 Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

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 the 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 <i>General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions <input type="checkbox"/> CALIFORNIA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? 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 2017 or the tax year beginning in 2017? See the 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)

	Yes	No
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.		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.		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.PACIFICLIFE.COM	X	
14 The books are in care of PACIFIC LIFE INSURANCE COMPANY Telephone no 949-219-3248 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 <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. 15		
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country 16		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly) <ul style="list-style-type: none"> (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. Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	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)) <ul style="list-style-type: none"> a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 2a 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 c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 2c 		
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 2017 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 2017) 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 2017? 4b		X

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

		Yes	No
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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.		
	Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		<input checked="" type="checkbox"/>
	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		

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 ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see 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	
Total. Add lines 1 through 3 ▶	

Form **990-PF** (2017)

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	94,918,730
b	Average of monthly cash balances	1b	578,157
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	95,496,887
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	95,496,887
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,432,453
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	94,064,434
6	Minimum investment return. Enter 5% of line 5	6	4,703,222

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	4,703,222
2a	Tax on investment income for 2017 from Part VI, line 5	2a	139,068
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	139,068
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,564,154
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,564,154
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	4,564,154

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	6,003,335
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	6,003,335
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	6,003,335

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				4,564,154
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012 2,079,186				
b From 2013 1,890,444				
c From 2014 1,823,655				
d From 2015 1,542,226				
e From 2016 1,471,871				
f Total of lines 3a through e	8,807,382			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 6,003,335				
a Applied to 2016, 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 2017 distributable amount.				4,564,154
e Remaining amount distributed out of corpus. . .	1,439,181			
5 Excess distributions carryover applied to 2017 (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:	10,246,563			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) . . .	2,079,186			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	8,167,377			
10 Analysis of line 9				
a Excess from 2013 . . . 1,890,444				
b Excess from 2014 . . . 1,823,655				
c Excess from 2015 . . . 1,542,226				
d Excess from 2016 . . . 1,471,871				
e Excess from 2017 . . . 1,439,181				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014
	0	0	0	0
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets.				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see 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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or email 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

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 Paid during the year SEE STATEMENT 5		AVAIL UPON REQUEST		5,997,747
Total			▶ 3a	5,997,747
b Approved for future payment SEE STATEMENT 6		AVAIL UPON REQUEST		3,921,900
Total			▶ 3b	3,921,900

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					2,617,614
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					4,340,966
8	Gain or (loss) from sales of assets other than inventory					
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)					6,958,580
13	Total. Add line 12, columns (b), (d), and (e)					6,958,580

(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) (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) (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 Edward R. Bryant Date 11-14-18

► CFO
Title

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**

OMB No 1545-0047

2017▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization PACIFIC LIFE FOUNDATION	Employer identification number 95-3433806
--	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PACIFIC LIFE INSURANCE COMPANY 700 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	\$ 7,517,747	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)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

PACIFIC LIFE FOUNDATION

95-3433806

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

[illegible]

Name of organization PACIFIC LIFE FOUNDATION	Employer identification number 95-3433806
---	--

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

PACIFIC LIFE FOUNDATION
(95-3433806)
STATEMENT OF INVESTMENTS
12/31/2017

DESCRIPTION	2015					2016					2017				
	BOOK VALUE @ 12/31/15	MARKET VALUE @ 12/31/15	COST @ 12/31/15	UNREALIZED GAIN/(LOSS)	CHANGE IN NET UNREALIZED GAIN/LOSS	BOOK VALUE @ 12/31/16	MARKET VALUE @ 12/31/16	COST @ 12/31/16	UNREALIZED GAIN/(LOSS)	CHANGE IN NET UNREALIZED GAIN/LOSS	BOOK VALUE @ 12/31/17	MARKET VALUE @ 12/31/17	COST @ 12/31/17	UNREALIZED GAIN/(LOSS)	CHANGE IN NET UNREALIZED GAIN/LOSS
VANGUARD TOTAL BOND FUND				-	-					-					-
VANGUARD FTSE ALL WORLD	5,241,831	5,040,544	5,241,831	(201,387)	(733,053)	5,687,597	5,815,818	5,687,597	(51,779)	146,608	11,148,245	12,618,652	11,148,245	1,468,408	1,520,187
VANGUARD STK INTL INDEX	13,239,254	21,377,974	13,239,254	8,138,720	252,882	14,043,167	24,067,932	14,043,167	10,024,765	1,866,046	9,414,215	18,729,607	9,414,215	9,315,393	(705,373)
Vanguard Intermediate - Term Corporate Bond Incl	27,581,767	27,952,521	27,581,767	360,753	259,434	28,553,219	29,448,789	28,553,219	895,570	537,836	28,539,555	31,068,402	28,539,555	1,528,848	633,268
Vanguard Intermediate - Term In Grade Admiral	35,140,118	33,656,079	35,140,118	(1,484,089)	(21,384)	36,235,304	35,032,170	36,235,304	(1,203,134)	(19,045)	39,580,752	38,801,079	39,580,752	(778,673)	424,061
ZAIS INT GR LTD VILCL 3C7 TYPE I 144A	93,822	93,822	93,822	-	-	84,609,287	94,382,710	84,609,287	8,683,423	2,549,444	89,682,867	101,214,430	89,682,867	11,531,563	1,885,140
	81,306,911	88,420,689	81,306,911	7,113,978	(242,143)										

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

PL Foundation - Investment Transactions Report YTD 12/31/2017

Account	Security	Type	Trade Date	Shares	Price	Proceeds	Cost	Net Realiz. Gain/Loss
VANGUARD GROUP INC	VANGUARD FTSE ALL WORLD-INST	BUY	03/21/2017	202 619	93.71	18 987.43	0.00	0.00
VANGUARD GROUP INC	VANGUARD FTSE ALL WORLD-INST		06/20/2017	620 668	97.86	60 800.64	0.00	0.00
VANGUARD GROUP INC	VANGUARD FTSE ALL WORLD-INST		07/19/2017	55,123 782	101.31	5,584,590.35	0.00	0.00
VANGUARD GROUP INC	VANGUARD FTSE ALL WORLD-INST		08/19/2017	630 912	104.17	65,722.10	0.00	0.00
VANGUARD GROUP INC	VANGUARD FTSE ALL WORLD-INST		12/20/2017	962 645	106.18	102 213.65	0.00	0.00
VANGUARD GROUP INC	VANGUARD FTSE ALL WORLD-INST		12/27/2017	4,568 339	107.26	490 000.04	0.00	0.00
Total				52,108 965		6,322,314.21	0.00	0.00
Account	Security	Type	Trade Date	Shares	Price	Proceeds	Cost	Net Realiz. Gain/Loss
VANGUARD GROUP INC	VANGUARD FTSE ALL WORLD-INST	SELL	01/09/2017	-4 782 700	88.86	-424 995.86	-419 905.1	5,084.86
VANGUARD GROUP INC	VANGUARD FTSE ALL WORLD-INST		04/27/2017	-3,951 750	95.16	-379,889.99	-347,018.72	32 981.27
VANGUARD GROUP INC	VANGUARD FTSE ALL WORLD-INST		05/31/2017	-1 211 370	99.06	-120 000.00	-106,376.73	13,623.27
VANGUARD GROUP INC	VANGUARD FTSE ALL WORLD-INST		07/07/2017	-509 980	98.04	-50,000.01	-44,840.45	5,159.56
VANGUARD GROUP INC	VANGUARD FTSE ALL WORLD-INST		09/08/2017	-1 307 270	103.27	-135,000.02	-123,526	11,474.02
Total				-11,763 160		-1,109,889.98	-1,041,667	68,332.98
Account	Security	Type	Trade Date	Shares	Price	Proceeds	Cost	Net Realiz. Gain/Loss
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	BUY	01/31/2017	8 295 576	9.66	80 135.26	0.00	0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		02/28/2017	7,923 047	9.72	77,012.02	0.00	0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		03/31/2017	9 161 164	9.70	88 863.29	0.00	0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		04/28/2017	8,799 661	9.77	85,972.69	0.00	0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		05/31/2017	8 868 899	9.82	87 092.58	0.00	0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		06/30/2017	8 817 464	9.78	86,234.80	0.00	0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		07/31/2017	8 753 310	9.84	86 132.57	0.00	0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		08/31/2017	8,524 967	9.89	84,311.92	0.00	0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		09/29/2017	7 858 833	9.82	77 173.74	0.00	0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		10/31/2017	8,359 231	9.82	82,087.65	0.00	0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		11/30/2017	8,694 639	9.76	84 859.68	0.00	0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		12/13/2017	5,964 394	9.77	58 272.13	0.00	0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		12/27/2017	344,455 852	9.74	3,355 000.00	0.00	0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		12/29/2017	6,030 895	9.75	58,801.23	0.00	0.00
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		01/04/2018	3 821 598	9.75	37 260.58	0.00	0.00
Total				454,329 530		4,429,210.15	0.00	0.00
Account	Security	Type	Trade Date	Shares	Price	Proceeds	Cost	Net Realiz. Gain/Loss
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM	SELL	01/09/2017	-34,090 920	9.68	-330 000.00	-339,922.97	-9 922.97
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		01/24/2017	-1 663 710	9.66	-16,071.17	-16 588.7	-517.53
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		04/24/2017	-1,640 010	9.77	-16,022.96	-16,349.52	-326.56
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		04/27/2017	-6 147 550	9.76	-60 000.00	-61,285.58	-1,285.58
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		05/31/2017	-12,219 940	9.82	-120 000.00	-121,816.42	-1 816.42
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		07/07/2017	-45 640 970	9.75	-445 000.00	-454 941.64	-9 941.64
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		07/24/2017	-1,633 880	9.84	-16,077.41	-16,286.27	-208.86
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		09/08/2017	-4 032 230	9.92	-40 000.00	-40,190.84	-190.84

Account	Security	Type	Trade Date	Shares	Price	Proceeds	Cost	Net Realiz. Gain/Loss
VANGUARD GROUP INC	VANGUARD INTM TERM INV G-ADM		10/18/2017	-1,643,410	9.82	-16,138.23	-16,379.83	-241.60
			Total	-108,712.620		-1,069,309.77	-1,083,761.77	-24,452.00
Account	Security	Type	Trade Date	Shares	Price	Proceeds	Cost	Net Realiz. Gain/Loss
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS	BUY	01/31/2017	2,428.977	28.53	69,298.71	0.00	0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS		02/28/2017	2,811.738	28.76	80,865.58	0.00	0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS		03/31/2017	2,790.981	28.68	80,045.34	0.00	0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS		04/29/2017	2,917.402	28.94	84,429.61	0.00	0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS		05/31/2017	2,833.748	29.14	82,575.42	0.00	0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS		06/30/2017	2,814.154	29.05	81,751.17	0.00	0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS		07/31/2017	2,803.375	29.24	81,970.69	0.00	0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS		08/31/2017	2,815.392	29.38	82,716.22	0.00	0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS		09/29/2017	2,861.347	29.17	83,465.49	0.00	0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS		10/31/2017	2,864.187	29.22	83,891.54	0.00	0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS		11/30/2017	2,928.329	29.02	84,980.11	0.00	0.00
VANGUARD GROUP INC	VANGUARD IT CORP BD IDX-INS		12/22/2017	3,132.230	28.94	90,646.74	0.00	0.00
			Total	34,001.860		986,436.62	0.00	0.00
Account	Security	Type	Trade Date	Shares	Price	Proceeds	Cost	Net Realiz. Gain/Loss
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS	BUY	03/23/2017	1,748.608	58.51	102,311.05	0.00	0.00
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS		06/20/2017	1,733.574	60.78	105,366.63	0.00	0.00
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS		09/21/2017	1,206.316	62.44	75,322.37	0.00	0.00
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS		12/20/2017	1,355.560	66.80	90,553.41	0.00	0.00
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS		12/27/2017	2,315.506	66.94	154,999.87	0.00	0.00
			Total	8,359.594		528,553.43	0.00	0.00
Account	Security	Type	Trade Date	Shares	Price	Proceeds	Cost	Net Realiz. Gain/Loss
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS	SELL	01/09/2017	-43,015.480	56.84	-2,445,000.00	-1,407,785.59	1,037,214.41
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS		04/27/2017	-12,682.050	58.88	-760,000.01	-416,853.42	343,146.59
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS		05/31/2017	-165.840	60.30	-9,999.97	-5,448.73	4,553.24
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS		07/07/2017	-4,205.870	60.63	-255,000.02	-138,675.85	116,324.17
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS		07/19/2017	-90,277.870	61.86	-5,584,590.34	-2,976,862.87	2,607,927.47
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS		09/08/2017	-3,248.360	61.57	-199,999.99	-107,104.8	92,895.19
VANGUARD GROUP INC	VANGUARD TOTL STK MKT IND-IS		09/29/2017	-3,171.590	63.06	-200,000.02	-104,976.51	95,023.51
			Total	-156,777.060		-9,454,590.35	-5,157,505.77	4,297,084.58
	Buy Subtotal					12,266,514.41		0.00
	Sell Subtotal					-11,623,900.10		4,340,965.56
	Grand Total					642,614.31		4,340,965.56

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
12/31/2017

NAME	TITLE	COMPENSATION	Estimated Average HRS per week	CONTACT ADDRESS
Edward Byrd	CFO	NONE	0 37	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
Rose Ann Faughnan	Support	NONE	0 10	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
L Lisa Fields	Director	NONE	0 16	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
Lorene Gordon	Director	NONE	0 16	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
Carol Grace	Director	NONE	0 14	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
Jane Guon	Secretary	NONE	0 37	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
Howard Hirakawa	Investment Committee	NONE	0 14	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
Santa Lampe	Administrative Support	NONE	15 10	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
Scott Marshall	Director	NONE	0 18	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
James Morris	Chairman	NONE	0 55	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
Joeseeph Nagel	Director	NONE	0 16	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
Tod Nasser	Investment Committee Chair	NONE	0 18	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
John O'Donnell	Director	NONE	0 16	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
Tennyson Oyler	President	NONE	4 20	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
Maryn Santucci	Assistant Secretary	NONE	15 14	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
Josh Scott	Director	NONE	0 18	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
Christy Shafer	Director	NONE	0 14	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
Tim Shaheen	Director	NONE	0 12	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
Janne Stallings	Director	NONE	0 12	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
Carol Sudbeck	Vice Chairman	NONE	0 55	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
Joseph Tortorelli	General Counsel	NONE	0 37	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
Michele Townsend	Vice President	NONE	12 20	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
Rebecah Weber	Director	NONE	0 12	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
Daniel Wolf	Creative Support	NONE	0 51	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
Brian Woolfolk	Director	NONE	0 12	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
Starla Yamauchi	Assistant Secretary	NONE	0 27	PACIFIC LIFE INSURANCE COMPANY, 700 NEWPORT CENTER DR NEWPORT BEACH, CA 92660
			51.86	



Guidelines and Application Directions

APPLICATION TIMELINE FOR A 2017 GRANT

- **July 15 – August 15, 2016** All applications must be finalized and submitted by 8/15/2016
- **Mid-November 2016** Pledges to agencies announced
- **Late January 2017** Funding distributed

TYPES AND RANGE OF FUNDING

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.

GEOGRAPHIC CONSIDERATIONS

Contributions are made primarily in areas with large concentrations of Pacific Life employees—generally, the greater Orange County, California area. Ideally, agencies should serve a large area, usually including more than one city or community. In addition, some grants are provided in greater Omaha, Nebraska. A few California statewide and national organizations also receive support.

LENGTH OF FUNDING PERIOD

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

When completing your application, please DO NOT use all caps. Our eyes thank you.

Organization and Contacts

Organization Information

Agency Name

Year Agency Established

If the name of your agency as stated above is different than the name that appears on the IRS tax-exempt letter being submitted, please note the full legal name below.

Agency Address

City State
- Select One -

Zip Code

Agency Phone

Agency Website

Brief description of the agency

Number of Board of Directors

Are any of the directors related by blood or marriage?
(If yes, please identify on board list)
Yes

Executive Director Information

Prefix First Name
- Select One -

Last Name

Title

E-mail

Office Phone

Extension

Contact Person for Application

Same as Executive Director?

No

Prefix

First Name

- Select One -

Last Name

Title

E-mail

Phone

Extension

Application

Name of program/project for which you are requesting funding

Existing or New program/project for 2017

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

Number of people to be served by program/project in 2017

Provide a brief overview of **this program/project** (do not state "see attached")

Provide a short summation of this program/project

Project Statement of Need

Project Objectives

Total Program/Project Budget

(A line-item budget totaling this amount must be submitted)

Grant Amount Requested

(\$5,000 to \$15,000)

Please use figures from your most recent audited financial statement to provide the information requested below.

Do not state "see enclosed"

For the Fiscal Year Ended

A. Total Annual Income

C. Net Assets, Unrestricted

B. Total Annual Expenses

D. Property & Equipment Assets

If requesting funding for an existing program/project, list the corporate and foundation funders for this calendar year (2016) to date and their contribution amounts

List the corporate and foundation funders specifically **committed** for this program/project in 2017

List the corporate and foundation funders you ***plan to solicit for support*** for this program/project in 2017
(including \$ to be requested)

Did your agency receive a Pacific Life Foundation grant in 2016?

If your agency received a 2016 grant from the Pacific Life Foundation, please include a brief summary of the outcome of the grant

Attachments

Copy of the agency's informational brochure (if available)

List of the corporations and foundations, along with their contribution amounts, that provided funding to your agency from July 2015 through June 2016

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)

Line-item budget for the program/project to be funded

Agency's current annual budget
(revenues and expenditures)

Agency's most recent audited financial statement
(if none, please provide agency's most recent IRS Form 990)

Guidelines and Application Directions

2017 CAPITAL GRANT APPLICATIONS ARE ACCEPTED JULY 15 through AUGUST 15, 2016

All applications must be finalized and submitted by August 15, 2016. Funding decisions are announced in mid-November 2016 and grants are distributed in late January 2017.

FUNDING RANGE FOR A CAPITAL GRANT

Capital grants typically range from \$20,000 to \$100,000 and are generally given to an agency with an organized campaign already under way to raise substantial funds (e.g., to finance a building or major renovation). *More than 50 percent of the campaign goal (excluding pledges of in-kind donations, anonymous gifts, and loans) must be pledged prior to consideration by the Foundation.*

GEOGRAPHIC CONSIDERATIONS FOR A CAPITAL GRANT

Contributions are made primarily in areas with large concentrations of Pacific Life employees—generally, the greater Orange County, California, area. Ideally, agencies should serve a large area, usually including more than one city or community. In addition, grants are provided in the greater Omaha, Nebraska area.

LENGTH OF FUNDING PERIOD FOR A CAPITAL GRANT

Capital grants may be paid out over multiple years. Agencies may reapply for a capital grant if their last Foundation capital grant payment was received in or before 2014. Note: If an agency is on a two-year sabbatical from applying to the Foundation for a general grant, it can still apply for a capital grant during the interim period.

When completing an application, please DO NOT use all caps. Our eyes thank you.

Organization and Contacts

Organization Information

Agency Name

Year Agency Established

If the name of your agency as stated above is different from the name that appears on the IRS tax-exempt letter being submitted, please list the legal name below.

Agency Address

City State
- Select One -

Zip Code

Agency Phone

Agency Website

Brief description of the agency

Number of Board of Directors

Are any of the directors related by blood or marriage?
(If yes, please identify on board list)
Yes

Executive Director Information

Prefix First Name
- Select One -

Last Name

Title
E-mail

Office Phone

Extension

Contact Person for Application

Same as Executive Director?

No

Prefix First Name

- Select One -

Last Name

Title

E-mail

Office Phone

Extension

Application

Name of the capital project

Capital Fundraising Start Date

Capital Fundraising End Date

Construction Start Date

Construction End Date

Select the geographic area(s) served by the agency

Provide a brief summary of the capital project (do not state "see attached")

Project Statement of Need

Project Objectives

List all of the funders that you plan to solicit for support for the capital project in 2016 - 2017
(including \$ to be requested)

Total Budget for capital project

The total amount of pledges and funding received to date
(excluding pledges of in-kind donations, anonymous gifts, and loans)

Grant Amount Requested
(\$20,000 to \$100,000)

Please use figures from your most recent audited financial statement to provide the information requested below.

Do not state "see enclosed"

For the Fiscal Year Ended

A. Total Annual Income

C. Net Assets Unrestricted

B. Total Annual Expenses

D. Property & Equipment Assets

Attachments

Copy of the agency's informational brochure and/or capital project brochure (if available)

List of the corporations and foundations, along with their contribution amounts, that provided funding to your agency from July 2015 through June 2016

Detailed list of all capital campaign supporters and their contribution amounts
(paid and pledged)

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)

Line-item budget for capital project

Agency's current annual budget
(revenues and expenditures)

Agency's most recent audited financial statement
(if none, please provide agency's most recent IRS Form 990)

Pacific Life Foundation

SUPPLEMENTAL SCHEDULE OF CONTRIBUTION TO NOT-FOR-PROFIT AGENCIES

CASH PAYMENTS FOR THE PERIOD ENDING DECEMBER 31, 2017

Organization Name	Foundation Status of Recipient	Purpose of grant or contribution	Grant Amount
American Red Cross, Orange County Chapter	AVAILABLE UPON REQUEST	CG	50,000
KidWorks Community Development Corporation		CG	50,000
Susan G. Komen for the Cure, Orange County		CG	30,000
Taller San Jose		CG	75,000
Women Helping Women		CG	25,000
Alhambra Unified School District/San Gabriel High School		E	1,500
Aliso Viejo Christian School		E	3,500
Bellevue West High School		E	3,500
Bevendge Magnet School		E	3,000
Blair Community Schools/Blair High School		E	1,500
Brea Olinda Unified School District/Manposa Elementary School		E	3,000
Calvary Chapel Junior High School		E	3,000
Campbell County Public Schools/Leesville Road Elementary School		E	4,000
Campbell County Schools/Brookville Middle School		E	3,000
Capistrano Unified School District/Aliso Niguel High School		E	9,500
Capistrano Unified School District/Aliso Viejo Middle School		E	5,500
Capistrano Unified School District/Arroyo Vista Elementary School		E	3,000
Capistrano Unified School District/Bernice Ayer Middle School		E	3,000
Capistrano Unified School District/Canyon Vista Elementary School		E	4,500
Capistrano Unified School District/Capistrano Valley High School		E	6,500
Capistrano Unified School District/Castille Elementary School		E	7,000
Capistrano Unified School District/Chaparral Elementary School		E	4,000
Capistrano Unified School District/Community Roots Academy		E	3,500
Capistrano Unified School District/Dana Hills High School		E	3,500
Capistrano Unified School District/Don Juan Avila Elementary School		E	4,000
Capistrano Unified School District/Don Juan Avila Middle School		E	5,000
Capistrano Unified School District/John Malcom Elementary School		E	3,000
Capistrano Unified School District/Ladera Ranch Middle School		E	3,500
Capistrano Unified School District/Laguna Niguel Elementary School		E	3,000
Capistrano Unified School District/Las Flores Middle School		E	5,500
Capistrano Unified School District/Marblehead Elementary School		E	3,500
Capistrano Unified School District/Marco F. Forster Middle School		E	3,000
Capistrano Unified School District/Manan Bergeson Elementary School		E	4,000
Capistrano Unified School District/Newhart Middle School		E	4,500
Capistrano Unified School District/Oak Grove Elementary School		E	4,500
Capistrano Unified School District/Oso Grande Elementary School		E	3,000
Capistrano Unified School District/San Clemente High School		E	4,000
Capistrano Unified School District/San Juan Elementary School		E	3,000
Capistrano Unified School District/San Juan Hills High School		E	4,000
Capistrano Unified School District/Shorecliffs Middle School		E	1,500
Capistrano Unified School District/Tesoro High School		E	6,500
Capistrano Unified School District/Wagon Wheel Elementary School		E	4,000
Capistrano Unified School District/Wood Canyon Elementary School		E	4,500
Cathedral Catholic High School		E	1,500
Chino Valley Unified School District/Chino Hills High School		E	3,000
Corona-Norco Unified School District/El Cerrito Middle School		E	3,000
Corona-Norco Unified School District/Foothill Elementary School		E	3,500
Council Bluffs Community School District/Hoover Elementary School		E	3,500
Council Bluffs Community School District/Thomas Jefferson High School		E	3,500
Council Bluffs Community School District/Woodrow Wilson Junior High School		E	3,000
Crean Lutheran High School		E	4,000
District 66/Westside High School		E	3,000
Elkhorn Public Schools /Elkhorn Ridge Middle School		E	3,000
Encinitas Union School District/Olivenhain Pioneer Elementary		E	1,500
Fountain Valley School District/Isojro "OKA Elementary" School		E	3,000
Fountain Valley School District/Roch Courreges Elementary School		E	3,000
Fountain Valley School District/William T. Newland Elementary School		E	3,000
Fullerton School District/Acacia Elementary School		E	3,000
Garden Grove Unified School District/Garden Park Elementary School		E	3,000

George Norns Elementary School		E	1,500
Gretna High Schools		E	1,500
H B City School District/Agnes L. Smith Elementary School		E	3,000
H B City School District/Isaac Sowers Middle School		E	6,000
H B Union High School District/Edison High School		E	6,000
H B Union High School District/Fountain Valley High School		E	4,000
H B Union High School District/Huntington Beach High School		E	4,000
Hentage Christian School		E	3,000
Huntington Beach City School District/S. A. Moffett Elementary School		E	3,000
Huntington Christian School		E	3,500
Irvine Unified School District/Alderwood Elementary School		E	3,000
Irvine Unified School District/Bonita Canyon Elementary School		E	3,500
Irvine Unified School District/Canyon View Elementary School		E	3,500
Irvine Unified School District/Cypress Village Elementary School		E	3,500
Irvine Unified School District/Irvine High School		E	4,000
Irvine Unified School District/Lakeside Middle School		E	3,000
Irvine Unified School District/Meadow Park Elementary School		E	3,000
Irvine Unified School District/Northwood High School		E	4,000
Irvine Unified School District/Portola Springs Elementary School		E	3,000
Irvine Unified School District/Rancho San Joaquin Middle School		E	3,500
Irvine Unified School District/Sierra Vista Middle School		E	3,500
Irvine Unified School District/South Lake Middle School		E	3,500
Irvine Unified School District/Springbrook Elementary School		E	3,500
Irvine Unified School District/Stonegate Elementary School		E	4,500
Irvine Unified School District/Turtle Rock Elementary School		E	3,500
Irvine Unified School District/University High School		E	5,500
Irvine Unified School District/Venado Middle School		E	3,000
Irvine Unified School District/Vista Verde Elementary School		E	3,000
Irvine Unified School District/Westpark Elementary School		E	5,500
Irvine Unified School District/Woodbridge High School		E	7,000
Irvine Unified School District/Woodbury Elementary School		E	3,500
Komarek School District 94/Komarek Elementary School		E	1,500
Laguna Beach Unified School District/Laguna Beach High School		E	3,500
Laguna Beach Unified School District/Thurston Middle School		E	3,000
Laguna Beach Unified School District/Top of the World Elementary School		E	3,000
Los Alamitos Unified School District/Jack L. Weaver Elementary School		E	1,500
Los Alamitos Unified School District/McAuliffe Middle School		E	1,500
Lowell Joint School District/Olita Elementary School		E	3,000
Lutheran High School of Orange		E	4,500
Maranatha Christian Academy		E	4,500
Manners Christian Elementary School		E	3,000
Millard Public Schools/Millard North Middle School		E	3,000
Millard Public Schools/Millard West High School		E	3,000
Millard Public Schools/Ronald Reagan Elementary School		E	3,500
Millard Public Schools/Wheeler Elementary School		E	3,000
Millard Public Schools/Wilma Upchurch Elementary School		E	5,500
Murrieta Valley Unified School District/Cole Canyon Elementary		E	1,500
Newport Mesa Unified School District/Eastbluff Elementary School		E	3,000
Newport-Mesa Unified School District/Corona del Mar High School		E	7,500
Newport-Mesa Unified School District/Corona del Mar Middle School		E	3,500
Newport-Mesa Unified School District/Horace Ensign Intermediate School		E	4,000
Newport-Mesa Unified School District/Kaiser Elementary School		E	3,000
Newport-Mesa Unified School District/Manners Elementary School		E	4,500
Newport-Mesa Unified School District/Newport Elementary School		E	3,000
Newport-Mesa Unified School District/Newport Harbor High School		E	3,000
Northborough Public Schools/Marguerite E. Peaslee Elementary School		E	1,500
Omaha Public Schools/Crestridge Magnet Center School		E	3,000
Omaha Public Schools/Omaha North High Magnet School		E	3,000
Omaha School Foundation/Kellom Elementary School		E	1,500
Orange County School of the Arts Foundation		E	3,000
Orange Unified School District/Canyon High School		E	3,500
Orange Unified School District/Canyon Rim Elementary School		E	3,000
Orange Unified School District/El Rancho Charter School		E	3,000
Orange Unified School District/Imperial Elementary School		E	3,000
Orange Unified School District/Villa Park High School		E	3,500
Our Lady Queen of Angels School		E	3,500

Oxford Preparatory Academy - Saddleback Valley	E	4,000
Oxford Preparatory Academy - South Orange County	E	3,000
Placentia-Yorba Linda Unified School District/Valencia High School	E	3,000
S V U S D /El Toro High School	E	6,500
S V U S D /La Madera Elementary School	E	3,500
S V U S D /La Paz Intermediate School	E	3,000
S V U S D /Laguna Hills High School	E	3,000
S V U S D /Lomarena Elementary School	E	4,000
S V U S D /Melinda Heights Elementary School	E	5,000
S V U S D /Mission Viejo High School	E	5,000
S V U S D /Montevideo Elementary School	E	3,000
S V U S D /Portola Hills Elementary School	E	5,000
S V U S D /Rancho Canada Elementary School	E	1,500
S V U S D /Rancho Santa Marganta Intermediate School	E	4,000
S V U S D /Santiago Elementary School	E	1,500
S V U S D /Trabuco Hills High School	E	6,500
S V U S D /Valencia Elementary School	E	4,500
Saint Albert Catholic Elementary School	E	3,500
Saint Paul Public School District #625/Frost Lake Elementary School	E	1,500
San Diego Unified School District/Miramar Ranch Elementary	E	1,500
Santa Ana Unified School District/Andrew Jackson Elementary School	E	1,500
Santa Ana Unified School District/Century High School	E	1,500
Santa Ana Unified School District/Segerstrom Fundamental High School	E	3,000
Santa Marganta Catholic High School	E	3,000
Serra Catholic Elementary School	E	4,500
St Anne School K-8	E	6,500
St Mary's School	E	3,000
Tustin Unified School District/Arnold O Beckman High School	E	8,500
Tustin Unified School District/Columbus Tustin Middle School	E	3,000
Tustin Unified School District/Hentage Elementary School	E	1,500
Tustin Unified School District/Hicks Canyon Elementary	E	4,500
Tustin Unified School District/Myford Elementary School	E	3,000
Tustin Unified School District/Orchard Hills Middle School	E	5,500
Tustin Unified School District/Pioneer Middle School	E	4,500
Tustin Unified School District/Tustin Memorial Academy	E	5,500
Westside Community School District/Westside Middle School	E	3,500
HomeAid Orange County, Inc	F	1,000,000
1736 Family Cnsis Center	G	5,000
AccessOC	G	12,500
Age Well Senior Services, Inc	G	15,000
Alliance for Housing and Healing	G	7,500
Alzheimer's Association Central and Western Virginia	G	10,000
Alzheimer's Association, Nebraska Chapter	G	5,000
Alzheimer's Orange County	G	12,500
Amazement Square	G	10,000
Amerca On Track	G	10,000
American Cancer Society, Orange County Region	G	10,000
American Red Cross	G	5,000
American Red Cross of Blue Ridge	G	10,000
American Red Cross, National	G	100,000
American Red Cross, National	G	100,000
American Red Cross, National	G	30,000
American Red Cross, National	G	30,000
American Red Cross, National Capital Region	G	5,000
American Red Cross, Orange County Chapter	G	10,000
Appendix Cancer Pseudomyxoma Pentonei Research Foundation	G	5,000
Assistance League of Orange, California, Inc	G	10,000
Assistance League of Santa Ana	G	10,000
Associates For Breast And Prostate Cancer Studies	G	5,000
Atlantic Street Center	G	5,000
Autism Society of Nebraska	G	5,000
AWT Chantable Foundation	G	2,500
Ballet Etudes	G	7,500
Big Brothers Big Sisters of the Midlands	G	10,000
Blind Children's Learning Center	G	10,000
Blind Children's Learning Center	G	5,000

Bolsa Chica Conservancy	G	12,500
Boys & Girls Club of Cypress	G	7,500
Boys & Girls Club Of Greater Lynchburg	G	2,553
Boys & Girls Club of Greater Nashua	G	5,000
Boys & Girls Club of Laguna Beach	G	7,500
Boys & Girls Club of Santa Ana	G	12,500
Boys & Girls Club Of Washington County	G	5,000
Boys & Girls Clubs of Anaheim, Inc	G	10,000
Boys & Girls Clubs of Garden Grove	G	8,100
Boys & Girls Clubs of Greater Redlands-Riverside	G	10,000
Boys & Girls Clubs of Huntington Valley	G	10,000
Boys & Girls Clubs of the Midlands	G	5,000
Boys & Girls Clubs of the South Bay	G	5,000
Boys Hope Girls Hope of Southern California	G	10,000
Breast Cancer Solutions	G	7,500
California Charter Schools Association	G	5,000
California Community Foundation	G	15,000
California Science Center Foundation	G	10,000
California State University, Fullerton/Center for Insurance Studies	G	30,000
Camino Health Center	G	10,000
Canine Companions for Independence	G	10,000
Canine Companions for Independence	G	5,000
Captain Care Intervention	G	5,000
Care Harbor	G	10,000
Carolina Thread Trail	G	5,000
CASA of Denton County	G	5,000
Casa Teresa, Inc	G	10,000
Catenna's Club	G	7,500
Chapman University	G	7,500
Chantable Ventures of Orange County	G	5,000
Child Creatvity Lab	G	5,000
Child Guidance Center, Inc	G	7,500
Children's Bureau of Southern California	G	10,000
Children's Dental Health Clinic	G	10,000
Children's Education Foundation Of Orange County	G	5,000
Children's Home Society of California	G	5,000
Childress Institute For Pediatric Trauma	G	5,000
CHOC Foundation	G	15,000
City of Newport Beach	G	7,500
City of Omaha, Public Library Foundation	G	5,000
Club 21 Learning and Resource Center	G	5,000
Community 360	G	4,367
Community Action Partnership of Orange County	G	15,000
Community Action Partnership Orange County	G	5,000
Completely KIDS	G	5,000
Constitutional Rights Foundation, Orange County	G	5,000
Council on Aging Southern California	G	50,000
Council on Aging Southern California	G	15,000
Courage League Sports	G	5,000
Crossroads, Inc	G	7,500
Crystal Cove Alliance	G	7,500
Cystic Fibrosis Foundation, National Office	G	5,000
Daily Bread Inc	G	2,500
DIBS for Kids	G	5,000
Discovery Arts	G	7,500
El Viento Foundation	G	12,500
Environmental Nature Center	G	15,000
Epilepsy Support Network of Orange County	G	5,000
F A C E S	G	10,000
Family Assistance Ministries	G	10,000
Family Assistance Ministries	G	5,000
Family Guidance Centers	G	5,000
Fidelco Guide Dog Foundation	G	5,000
First Place AZ	G	5,000
Free Arts for Abused Children of Arizona	G	5,000
Free Clinic of Central Virginia	G	5,000

Fresh Start Surgical Gifts	G	5,000
Friendly Center, Inc	G	12,500
Friendship Shelter, Inc	G	10,000
Fulfillment Fund	G	5,000
GeneSpark	G	5,000
Gilda's Club-Metro Detroit	G	5,000
Girls Incorporated of Omaha	G	15,000
Giving Children Hope	G	5,000
Go For Broke National Education Center	G	5,000
Goodwill Industries of Orange County	G	15,000
Gray Whales Count	G	7,500
Habitat For Humanity International Inc	G	2,500
Habitat for Humanity of Omaha, Inc	G	10,000
Habitat for Humanity of Orange County, Inc	G	10,000
Hawaii Children's Cancer Foundation	G	5,000
Heartland Family Service	G	15,000
HELP Adult Services	G	7,500
Heritage Museum of Orange County	G	5,000
High Valley Arts	G	5,000
Hoag Hospital Foundation	G	15,000
Holy Name Housing Corporation	G	10,000
HomeAid America	G	15,000
HomeAid Orange County, Inc	G	10,000
HomeAid Orange County, Inc	G	920
Honor Flight Northern Colorado	G	5,000
Human Options, Inc	G	10,000
Idaho Veterans Network	G	5,000
Illumination Foundation	G	15,000
inCOMMON Community Development	G	6,000
Inland Empire United Way	G	10,000
Inland Valley Hope Partners	G	10,000
Inspire Life Skills Training, Inc	G	10,000
Integrated Rehabilitation Therapies, Inc	G	7,500
Interfaith Older Adult Programs	G	5,000
International FOP Association	G	5,000
IRON Lives, Inc	G	5,000
Irvine Adult Day Health Services, Inc	G	10,000
Irvine Valley College Foundation	G	2,500
J F Shea Therapeutic Riding Center, Inc	G	12,500
Jesse Rees Foundation	G	23,000
Jessie Rees Foundation	G	25,000
Jessie Rees Foundation	G	10,000
Jessie Rees Foundation	G	100,000
Jessie Rees Foundation	G	136,000
Jessie Rees Foundation	G	5,000
Jewish Big Brothers Big Sisters Association of Los Angeles	G	5,000
Jewish Family Service of Greater Hartford	G	5,000
Jewish Service For The Developmentally Disabled	G	5,000
Junior Achievement of Orange County	G	2,500
Junior Achievement of Orange County	G	15,000
Juvenile Diabetes Research Foundation International, Orange County Chapter	G	10,000
KaBOOM	G	187,340
KaBOOM	G	9,860
KID HEALTHY	G	5,000
Kidpower	G	7,500
Kids In The Spotlight	G	5,000
KidSingers	G	7,500
L A Kitchen, Inc	G	10,000
Laurel House, Inc	G	7,500
Leadership Tomorrow	G	5,000
Lineage Dance	G	5,000
Los Angeles Waterkeeper	G	7,500
Lynchburg Community Action Group	G	5,000
Make-A-Wish Foundation of Arizona	G	5,000
Manposa Women and Family Center	G	10,000
Meals-on-Wheels Greater San Diego, Inc	G	5,000

Melissa's House	G	5,000
Mercy House Living Centers	G	10,000
MICAH House	G	7,500
MIND Research Institute	G	15,000
Minam's House Inc	G	5,000
Mission Hospital Regional Medical Center	G	15,000
Naperville Youth Development Coalition	G	5,000
Nature Conservancy	G	100,000
Nebraska Council on Economic Education	G	5,000
Newport Beach Public Library Foundation	G	5,000
Newport-Mesa ProLiteracy	G	7,500
Nexus Youth And Families	G	5,000
No Limits Theatre Group, Inc	G	5,000
NorthStar Foundation	G	10,000
Oak View Renewal Partnership	G	10,000
OC Gateway to Housing	G	7,500
Ocean Conservancy, Inc	G	100,000
Ocean Institute	G	15,000
Oceana, Inc	G	15,000
Oceana, Inc	G	100,000
Ollie Webb Center Inc	G	5,000
Omaha Children's Museum	G	12,500
Omaha Community Playhouse	G	7,500
Omaha Home for Boys	G	10,000
Omaha Home for Boys	G	500
Omaha Theater Company	G	10,000
Omaha Zoo Foundation	G	15,000
OneOC	G	15,000
OneOC	G	14,000
OneWorld Community Health Centers, Inc	G	15,000
Operation Helping Hands	G	5,000
Operation Jump Start	G	10,000
Opportunity Fund	G	10,000
Orange County Coastkeeper	G	10,000
Orange County Community Housing Corporation	G	10,000
Orange County Conservation Corps	G	5,000
Orange County Food Access Coalition	G	7,500
Orange County Forum	G	5,000
Orange County Human Relations Council	G	7,500
Orange County Ronald McDonald House	G	5,000
Orange County School of the Arts Foundation	G	7,500
Orange County United Way	G	39,766
Orange County United Way	G	2,731
Orange County United Way	G	5,025
Orange County United Way	G	122,300
Orange County United Way	G	100,523
Orange County United Way	G	99,096
Orange County United Way	G	97,955
Outreach Concern, Inc	G	7,500
Pacific Chorale	G	10,000
Pacific Symphony	G	15,000
Parent Institute For Quality Education, Inc	G	10,000
Partnership For Our Kids	G	10,000
Patnotic Service Dog Foundation	G	5,000
PBS SoCal	G	10,000
People Against A Violent Environment Incorporated	G	5,000
Philharmonic Society of Orange County	G	12,500
Point Blue Conservation Science	G	10,000
Pretend City Children's Museum	G	15,000
Project Access, Inc	G	12,500
Project Dignity	G	10,000
Project Harmony	G	10,000
Project Hope Alliance	G	12,500
Project Pink'd	G	5,000
Promises2Kids Foundation	G	5,000
Providence Speech & Hearing Center	G	12,500

Ranch Hands Rescue	G	5,000
Reading is Fundamental of Southern California, Inc	G	5,000
Reading to Kids	G	10,000
Rebuilding Together Omaha	G	7,500
Rise Against Hunger	G	5,500
Riverside Area Rape Crisis Center	G	10,000
S.S. Huebner Foundation for Insurance Education	G	5,000
Saddleback Memorial Foundation	G	15,000
Save Our Youth	G	10,000
Second Harvest Food Bank of Orange County	G	12,500
Segerstrom Center for the Arts	G	15,000
Seneca Family of Agencies	G	10,000
Sentinels of Freedom Scholarship Foundation	G	10,000
Shanti Orange County	G	7,500
Share Our Selves	G	12,500
Siena Francis House	G	7,500
Smith Mountain Lake Chanty Home Tour/Adult Care Center of Central Virginia	G	5,000
Songs For Kids Foundation	G	5,000
South Coast Repertory	G	20,000
South Coast Symphony	G	7,500
South County Outreach	G	12,500
Spirit League	G	5,000
Spirit Youth Sports Inc	G	31,510
St. Anthony High School Foundation	G	5,000
Strength in Support	G	5,000
Teen Leadership Foundation	G	5,000
Tennyson Center For Children	G	5,000
The Actuanal Foundation	G	1,000
The Cambodian Family, Inc	G	7,500
The CDM Foundation	G	5,000
The Center OC	G	10,000
The Children's Dental Center of Greater Los Angeles	G	10,000
The Chinn Guitar Project Inc	G	5,000
The Community Center	G	5,000
The Connection	G	5,000
The Eli Home, Inc	G	10,000
The Laguna Playhouse	G	10,000
The Literacy Project Foundation	G	10,000
The New Children's Museum	G	5,000
The Ocean Foundation	G	19,500
The Phoenix Family Housing Corporation	G	5,000
The Raise Foundation	G	10,000
The Rose	G	5,000
The Society for Marine Mammalogy	G	10,000
The Unforgettables Foundation	G	5,000
The Women's Center	G	5,000
There With Care	G	5,000
THINK Together	G	15,000
Thomas House Temporary Shelter	G	10,000
Trails4All	G	5,000
Trauma Intervention Programs, Inc	G	7,500
UCI Foundation/Center for Diabetes Treatment and Research	G	15,000
UCI Foundation/Center for Investment and Wealth Management	G	10,000
UCI Foundation/Claire Trevor School of the Arts	G	10,000
UCI Foundation/SAGE Scholars Program	G	10,000
UCSD/Scripps Institution of Oceanography	G	3,000
United Way of Central Virginia	G	10,000
United Way Toronto	G	4,519
United Way Toronto	G	2,662
United Way Toronto	G	2,655
United Way Toronto	G	2,485
Vital Link	G	10,000
Voices for Children	G	5,000
Warriors For Warriors Inc	G	5,000
Washington Coalition For Open Government	G	5,000
Water Buffalo Club	G	5,000

We Care of Los Alamitos, Inc	G	5,000
Wild Dolphin Project, Inc	G	10,000
Women Helping Women	G	10,000
Women's Transitional Living Center, Inc	G	10,000
Woodward Youth Corporation	G	5,000
Working Wardrobes	G	500
Working Wardrobes	G	500
World Wildlife Fund	G	100,000
YMCA of Greater Omaha	G	10,000
Youth Care & Beyond, Inc	G	10,000
Youth Emergency Services, Inc	G	10,000
Youth Emergency Services, Inc	G	530
Youth Employment Service of the Harbor Area, Inc	G	7,500
A Woman's Nation	NPMG	250
A E Arnold Elementary	NPMG	50
Adnan College	NPMG	2,000
Aid for AIDS of Nevada - AFAN	NPMG	50
AIDS Services Foundation Orange County	NPMG	50
AIDS Services Foundation Orange County	NPMG	50
AIDS Walk Los Angeles	NPMG	50
Aliso Niguel High School Instrumental Music Boosters	NPMG	500
Alzheimer's Association	NPMG	100
Alzheimer's Association	NPMG	100
Alzheimer's Association	NPMG	75
Alzheimer's Association	NPMG	50
Alzheimer's Association Central and Western Virginia	NPMG	50
Alzheimer's Association Central and Western Virginia	NPMG	120
Alzheimer's Association, Orange County Chapter	NPMG	100
Alzheimer's Association, Orange County Chapter	NPMG	100
Alzheimer's Orange County	NPMG	100
American Cancer Society, National Office	NPMG	100
American Cancer Society, Orange County Region	NPMG	50
American Diabetes Association	NPMG	50
American Diabetes Association, National Headquarters	NPMG	125
American Friends of Beit Issie Shapiro	NPMG	126
American Heart Association	NPMG	100
American Heart Association	NPMG	50
American Heart Association	NPMG	50
American Heart Association	NPMG	150
American Heart Association	NPMG	100
American Heart Association	NPMG	50
American Heart Association	NPMG	90
American Heart Association	NPMG	50
American Heart Association	NPMG	100
American Heart Association	NPMG	50
American Heart Association	NPMG	100
American Heart Association	NPMG	105
American Heart Association	NPMG	250
American Heart Association, Denver	NPMG	100
American Heart Association, Inc Orange County Division	NPMG	225
American Heart Association, National	NPMG	200
American Heart Association, National	NPMG	100
American Lung Association in California	NPMG	50
American Public Media Group	NPMG	100
American Red Cross, National Chapter	NPMG	100
American Red Cross, National Chapter	NPMG	50
American Red Cross, National Chapter	NPMG	100
American Red Cross, Orange County Chapter	NPMG	50
American Red Cross, Orange County Chapter	NPMG	50
American Red Cross, Orange County Chapter	NPMG	50
American Red Cross, Orange County Chapter	NPMG	250
American Society for the Prevention of Cruelty to Animals	NPMG	250
American Society for the Prevention of Cruelty to Animals	NPMG	100
Andersen DEANs Foundation	NPMG	250
Animal Legal Defense Fund	NPMG	100
Anti-Defamation League	NPMG	100
Anti-Defamation League	NPMG	50
Arnold O Beckman High School PTO	NPMG	105
Arthritis Foundation	NPMG	100
ASPIRE Creative Arts Program	NPMG	100
Associates For Breast And Prostate Cancer Studies	NPMG	150
Autism Society Of Nebraska	NPMG	50
Autism Speaks Inc	NPMG	50
Autism Speaks Inc	NPMG	50

Autism Speaks Inc	NPMG	150
Autism Speaks Inc	NPMG	50
Avenues Supported Living Services	NPMG	150
AVON 39 - Avon Breast Cancer Crusade	NPMG	50
AVON 39 - Avon Breast Cancer Crusade	NPMG	50
AVON 39 - Avon Breast Cancer Crusade	NPMG	50
AVON 39 - Avon Breast Cancer Crusade	NPMG	50
AVON 39 - Avon Breast Cancer Crusade	NPMG	50
AVON 39 - Avon Breast Cancer Crusade	NPMG	50
AVON 39 - Avon Breast Cancer Crusade	NPMG	100
AVON 39 - Avon Breast Cancer Crusade	NPMG	50
AVON 39 - Avon Breast Cancer Crusade	NPMG	50
AVON 39 - Avon Breast Cancer Crusade	NPMG	50
Avon Breast Cancer Crusade	NPMG	50
AWT Charitable Foundation	NPMG	500
AWT Charitable Foundation	NPMG	200
Ayala Band and Pageantry Boosters	NPMG	500
Ballet Etudes	NPMG	250
Banning Ranch Conservancy	NPMG	100
Barbells For Boobs	NPMG	100
Bark N Rest Retirement Center	NPMG	85
Barnard Asian Pacific Language Academy	NPMG	125
Beckman High School PTO	NPMG	100
Bellevue Public School Foundation	NPMG	250
Bengali Association of Southern California	NPMG	250
Best Friends Animal Society	NPMG	100
Bicycles for Humanity - Colorado	NPMG	500
Bicycles for Humanity - Colorado	NPMG	50
Big Brothers Big Sisters of Colorado	NPMG	50
Big Brothers Big Sisters of Helena	NPMG	100
Big Life Foundation USA	NPMG	91
Blind Children's Learning Center	NPMG	100
Blue Ridge PBS	NPMG	125
Blue Ridge PBS	NPMG	125
Bob Jones University	NPMG	2,000
Booster Club of Playa Del Rey	NPMG	150
Border Collies In Need	NPMG	250
Boston College	NPMG	2,000
Boy Scouts of America, Orange County Council	NPMG	150
Boy Scouts of America, Ventura County Council, #57	NPMG	50
Boys & Girls Club of Greater Lynchburg	NPMG	500
Braille Institute of America, Inc	NPMG	50
Brethren Christian Junior & Senior High School	NPMG	500
Brigham Young University	NPMG	1,000
Brother Rice High School	NPMG	250
Brown University	NPMG	2,000
Buddhist Tzu Chi Foundation	NPMG	500
Bunny Bunch O C	NPMG	100
California GSP Rescue, Inc	NPMG	100
California Institute of Technology	NPMG	5,000
California Polytechnic State University	NPMG	500
California School Education Foundation	NPMG	250
California State University, Fullerton Philanthropic Foundation	NPMG	200
California State University, Fullerton/Center for Insurance Studies	NPMG	1,000
California State University, Fullerton/Center for Insurance Studies	NPMG	1,500
Canyon View Elementary School PTA	NPMG	250
Canyon View Elementary School PTA	NPMG	250
Capistrano Unified School District/John Malcom Elementary School	NPMG	500
Capistrano Unified School District/Laguna Niguel Elementary School	NPMG	500
Capistrano Unified School District/San Clemente High School	NPMG	250
Capistrano Unified School District/San Clemente High School	NPMG	250
Captain Care Intervention	NPMG	50
Captain Care Intervention	NPMG	50
Captain Care Intervention	NPMG	250
Captain Care Intervention	NPMG	75
Captain Care Intervention	NPMG	75
Captain Care Intervention	NPMG	300
Carnegie Mellon University	NPMG	1,000
Cat Town	NPMG	125
Catena's Club	NPMG	75
Catholic Relief Services	NPMG	225
Catholic Social Services of Southern Nebraska	NPMG	500
Center for Biological Diversity, Inc	NPMG	100
Challenged Athletes Foundation, Inc	NPMG	100
Chapman Hills Elementary PTA	NPMG	250
Chapman University	NPMG	5,000

Chapman University		NPMG	5,000
Charities Aid Foundation America		NPMG	500
Chelsea's Hope Lafora Children Research Fund		NPMG	50
Child Creativity Lab		NPMG	100
Child Foundation		NPMG	500
Children's Cancer Association		NPMG	100
Children's Cerebral Palsy Movement		NPMG	500
Children's Miracle Network Hospitals		NPMG	250
Children's Miracle Network Hospitals		NPMG	50
Children's Tumor Foundation		NPMG	75
Children's Tumor Foundation		NPMG	50
Children's Tumor Foundation		NPMG	50
Children's Tumor Foundation		NPMG	50
Children's Tumor Foundation		NPMG	200
Children's Tumor Foundation		NPMG	100
Children's Tumor Foundation		NPMG	100
Children's Tumor Foundation		NPMG	50
Children's Tumor Foundation		NPMG	50
Children's Tumor Foundation		NPMG	50
Children's Tumor Foundation		NPMG	50
CHOC Foundation		NPMG	50
CHOC Foundation		NPMG	50
City of Hope		NPMG	125
City On A Hill Inc		NPMG	350
Claremont McKenna College		NPMG	250
Cleveland Clinic Foundation		NPMG	150
Close Up Foundation		NPMG	500
Close Up Foundation		NPMG	100
Clover Avenue Elementary School		NPMG	500
Club 21, A Learning and Resource Center, Inc		NPMG	75
Columbus Tustin Middle School PTO		NPMG	300
Columbus Tustin Middle School PTO		NPMG	250
Columbus Tustin Parent Teacher Organization		NPMG	200
Comfort Cases		NPMG	200
Comic Relief Inc		NPMG	50
Community Action Partnership of Orange County		NPMG	120
Concordia University Irvine (CUI)		NPMG	300
Cornell Lab of Ornithology		NPMG	100
Council on Aging - Southern California		NPMG	100
Cradles to Crayons, Inc		NPMG	200
Crohn's & Colitis Foundation		NPMG	100
Crohn's & Colitis Foundation of America		NPMG	100
Crohn's & Colitis Foundation, Central & Northeastern Florida Chapter		NPMG	500
Cypress Village Elementary PTA		NPMG	100
Cystic Fibrosis Foundation, National Office		NPMG	100
Del Obispo Family YMCA		NPMG	300
Direct Relief		NPMG	50
Disabled American Veterans		NPMG	500
Doctors Without Borders USA Inc		NPMG	125
Doctors Without Borders USA Inc		NPMG	50
Doctors Without Borders USA Inc		NPMG	125
Doctors Without Borders USA Inc		NPMG	50
Doctors Without Borders USA Inc		NPMG	299
Doggone Crazy Animal Rescue, Inc		NPMG	100
Domestic Violence Services, Inc		NPMG	250
DonorsChoose.org		NPMG	50
DonorsChoose.org		NPMG	50
DonorsChoose.org		NPMG	50
Donovans Smile Inc		NPMG	100
Down Syndrome Alliance of the Midlands		NPMG	50
Eastern Nazarene College		NPMG	1,000
Edison High School Band Boosters Association		NPMG	500
El Hogar Ministries Inc		NPMG	55
El Toro High School Cheer-Song Boosters Club		NPMG	500
Encinitas Educational Foundation at OPE		NPMG	500
Engeye, Inc		NPMG	100
Essex County Community Foundation		NPMG	250
Extend Your Heart		NPMG	300
Families Forward		NPMG	250
Families Forward		NPMG	75
Feed The Children, Inc		NPMG	50
FITGirl Inc		NPMG	500
Food Bank for the Heartland		NPMG	500
Fountain Valley School District/Isojiro "OKA Elementary" School		NPMG	50
Franconia Sculpture Park		NPMG	200
Friendly Center, Inc		NPMG	500

Friends Christian Elementary School	NPMG	500
Friends of Mandann Immersion Program	NPMG	500
Friends of Mandann Immersion Program	NPMG	100
Friends Of Marquez	NPMG	100
Friends of Reed	NPMG	250
Gentle Barn Foundation	NPMG	100
Give Kids The World	NPMG	50
GlobalGiving Foundation	NPMG	50
GlobalGiving Foundation	NPMG	55
GlobalGiving Foundation Inc	NPMG	450
Golden View PTO	NPMG	100
Guitar Foundation of America	NPMG	150
Harvest Pack	NPMG	100
Hearts United for Animals	NPMG	225
Heifer International	NPMG	50
Heifer International	NPMG	240
Helping Hand For Relief & Development, Inc	NPMG	500
Hermosa Beach Education Foundation	NPMG	200
Heroes Hall Veterans Foundation	NPMG	100
Hewes Middle School PTA	NPMG	250
Hillsdale College	NPMG	250
Hooves & Paws Animal Rescue	NPMG	150
HOPE Worldwide	NPMG	150
Houston Food Bank	NPMG	50
Houston Society For The Prevention Of Cruelty To Animals	NPMG	50
Human Options, Inc /Continuum of Care Coalition Partners	NPMG	500
Humane Society International	NPMG	70
Humane Society of the United States	NPMG	50
Humane Society of the United States	NPMG	100
IDEAS	NPMG	300
Indiana University Foundation	NPMG	2,000
International Peace Choir	NPMG	500
International Rescue Committee	NPMG	125
International Rescue Committee	NPMG	50
Insh Pub Children's Foundation	NPMG	50
Irvine Community Alliance Fund	NPMG	100
Irvine Public Schools Foundation	NPMG	350
Irvine Public Schools Foundation	NPMG	101
Irvine Public Schools Foundation	NPMG	100
Irvine Public Schools Foundation	NPMG	500
Irvine Unified School District/Lakeside Middle School	NPMG	75
Irvine Unified School District/University High School	NPMG	101
Irvine Unified School District/Venado Middle School	NPMG	200
Irvine Unified School District/Woodbridge High School	NPMG	80
Irvine Unified School District/Woodbridge High School	NPMG	200
Jackson Middle School PTA	NPMG	100
Jacobs and Cushman San Diego Food Bank	NPMG	125
JDRF	NPMG	250
JDRF	NPMG	60
JDRF	NPMG	50
Jewish Free Loan Association	NPMG	100
John Malcom Elementary School PTA	NPMG	100
Jonathan Jaques Children's Cancer Center	NPMG	50
Journey School	NPMG	500
JSerra Catholic High School	NPMG	500
Junior League of Orange County	NPMG	500
Junior League of Orange County	NPMG	100
Juvenile Diabetes Research Foundation International	NPMG	75
Juvenile Diabetes Research Foundation International	NPMG	500
Juvenile Diabetes Research Foundation International	NPMG	100
Juvenile Diabetes Research Foundation International, Orange County Chapter	NPMG	120
Juvenile Diabetes Research Foundation International, Orange County Chapter	NPMG	500
KCET/Community Television of Southern California	NPMG	50
KEEN New York	NPMG	500
Kinship Of The Park Rapids Area	NPMG	100
Kiwanis Fountain Valley	NPMG	300
KPBS Public Broadcasting	NPMG	50
KUSC	NPMG	180
La Paz Music Boosters	NPMG	200
Ladera Ranch Education Foundation, Inc	NPMG	500
Laguna Beach Education Foundation	NPMG	100
Laguna Niguel & Capistrano Beach Cities Family YMCAs	NPMG	500
Laguna Radio, Inc	NPMG	100
Leocadia	NPMG	100
Leocadia	NPMG	100
Leocadia	NPMG	75

Leukemia & Lymphoma Society, Inc	NPMG	150
Lift Up America	NPMG	275
Little Free Library Ltd	NPMG	50
Little Free Library Ltd	NPMG	50
Little Free Library Ltd	NPMG	50
Little Free Library Ltd	NPMG	50
Long Beach Pipe Band	NPMG	250
Los Angeles LGBT Center	NPMG	150
Los Angeles LGBT Center	NPMG	300
Los Angeles LGBT Center	NPMG	103
Los Angeles Opera Company	NPMG	100
Los Angeles Pet Rescue	NPMG	100
Los Angeles Pet Rescue	NPMG	50
Los Angeles Pet Rescue	NPMG	150
Luther College	NPMG	100
Mackenzies Mission	NPMG	500
Make-A-Wish	NPMG	500
Make-A-Wish Foundation of Orange County	NPMG	100
Make-A-Wish Greater Bay Area	NPMG	100
Manhattan Beach Education Foundation	NPMG	500
March of Dimes, National Office	NPMG	50
Marian Bergeson Elementary School Friends of MIP	NPMG	500
Manne Mammal Care Center Los Angeles	NPMG	100
Manners Christian Elementary School	NPMG	50
Manners Elementary School Foundation	NPMG	100
Markham School PTA	NPMG	100
MBA Challenge for Chanty	NPMG	100
MBA Open Doors Foundation	NPMG	250
Meadow Park Elementary School PTA	NPMG	75
Meadow Park PTA	NPMG	150
Melinda Heights Elementary School PTA	NPMG	260
Memorial Sloan Kettering Cancer Center	NPMG	100
Memorial Sloan Kettering Cancer Center	NPMG	100
Memorial Sloan Kettering Cancer Center	NPMG	150
Mercy Corps	NPMG	50
Mercy For Animals	NPMG	73
Mercy Ships	NPMG	100
Mercy Ships	NPMG	100
Mercy Ships Inc	NPMG	50
Michael J. Fox Foundation for Parkinson's Research	NPMG	100
Michael J. Fox Foundation for Parkinson's Research	NPMG	250
Midwest YouCan Foundation, Inc	NPMG	100
Mill Valley Schools Community Foundation	NPMG	500
Minnesota Public Radio	NPMG	100
Minnesota Public Television Association	NPMG	100
Mira Costa High School - MBX Foundation	NPMG	100
Monterey Bay Aquanum	NPMG	225
Moulton Elementary School	NPMG	500
Moulton Elementary School PTA	NPMG	50
Moulton Elementary School PTA	NPMG	50
Movember Foundation, Inc	NPMG	100
Movember Foundation, Inc	NPMG	100
Movember Foundation, Inc	NPMG	50
Movember Foundation, Inc	NPMG	50
Movember Foundation, Inc	NPMG	100
Movember Foundation, Inc	NPMG	50
Movember Foundation, Inc	NPMG	51
Movember Foundation, Inc	NPMG	50
Murmeta Valley Unified School District/Murmeta Mesa High School	NPMG	500
Museum of Tolerance, Simon Wiesenthal Center	NPMG	100
My Refuge House	NPMG	500
My Stuff Bags Foundation	NPMG	200
My Stuff Bags Foundation	NPMG	180
NAMI Orange County	NPMG	100
National MS Society	NPMG	50
National MS Society	NPMG	75
National MS Society - Pacific South Coast Chapter	NPMG	100
National Multiple Sclerosis Society	NPMG	50
National Multiple Sclerosis Society	NPMG	250
National Multiple Sclerosis Society	NPMG	300
National Multiple Sclerosis Society	NPMG	100
National Multiple Sclerosis Society, Pacific South Coast Chapter	NPMG	500
National Parkinson Foundation	NPMG	500
Natural Resources Defense Council Inc	NPMG	50
New York City Classical Guitar Society	NPMG	150
Newport Harbor Educational Foundation	NPMG	300

Newport Heights Elementary Foundation	NPMG	500
Newport Heights Elementary Foundation	NPMG	500
Newport-Mesa Unified School District/Davis Education Center	NPMG	175
Northwestern University	NPMG	500
Nuru International	NPMG	500
NutritionFacts.org	NPMG	50
Oak Creek Elementary School PTA	NPMG	250
Oak Creek PTA	NPMG	100
Oak Grove Elementary School PTA	NPMG	150
Occidental College	NPMG	300
Ohio Alleycat Resource & Spay Neuter Clinic Inc	NPMG	200
Ohio State University Foundation	NPMG	100
Operation Be Kind	NPMG	500
Orange Coast College Foundation	NPMG	750
Orange Coast College Foundation	NPMG	1,035
Orange County Council, Boy Scouts of America	NPMG	250
Orange County High School of the Arts Foundation	NPMG	500
Orange County Pet Rescue Center, Inc	NPMG	100
Orange County Pet Rescue Center, Inc	NPMG	100
Orange County Rescue Mission	NPMG	125
Orange County Rescue Mission	NPMG	50
Orange County Rescue Mission	NPMG	50
Orange County Rescue Mission	NPMG	500
Orange County Rescue Mission	NPMG	250
Orange County Rescue Mission	NPMG	50
Orange County Rescue Mission	NPMG	140
Orange County School of the Arts Foundation	NPMG	500
Orange County School of the Arts Foundation	NPMG	500
Orange County School of the Arts Foundation	NPMG	500
Orangewood Children's Foundation	NPMG	500
Orangewood Children's Foundation	NPMG	500
Our Lady Queen of Angels School	NPMG	500
Overseas China Education Foundation	NPMG	100
Oxfam-America Inc	NPMG	100
Pacific Lutheran University	NPMG	1,000
Pacific Symphony	NPMG	250
Pacific Wildlife Project	NPMG	300
Pacific Band & Auxiliary Corps Boosters	NPMG	200
Pan Mass Challenge, Inc	NPMG	100
Pancreatic Cancer Action Network	NPMG	50
Pancreatic Cancer Action Network	NPMG	100
Pancreatic Cancer Action Network	NPMG	200
Paralyzed Veterans of America	NPMG	100
Parents For Carpenter, Inc	NPMG	250
Parkinson's Association	NPMG	100
Pas de Deux, Segerstrom Center for the Arts	NPMG	500
Pediatric Adolescent Diabetes Research & Education Foundation	NPMG	100
Pediatric Cancer Research Foundation	NPMG	60
Penn State Milton S. Hershey Medical Center	NPMG	50
People for the Ethical Treatment of Animals	NPMG	64
People for the Ethical Treatment of Animals	NPMG	50
Perthes Kids Foundation	NPMG	350
Pillars Academy	NPMG	500
Pioneer Middle School PTO	NPMG	150
Planned Parenthood Federation of America	NPMG	395
Planned Parenthood Federation of America	NPMG	100
Police Unity Tour Inc	NPMG	500
Portola Springs Elementary School PTA	NPMG	200
Pottawattamie Arts Culture & Entertainment	NPMG	500
Pretend City Children's Museum	NPMG	300
Priceless Puppy Rescue Corp	NPMG	100
Purdue Research Foundation	NPMG	100
RCU Community Fund	NPMG	250
Red Hill Elementary PTA	NPMG	250
Red Hill Elementary PTA	NPMG	500
Red Hill Lutheran School	NPMG	100
Red Hill Lutheran School	NPMG	250
Riverside Meals On Wheels Inc	NPMG	500
Roy O. Andersen Elementary PTA	NPMG	250
Running for a Better Oakland	NPMG	50
S.V.U.S.D./Valencia Elementary School	NPMG	100
Sahuaro High Cougar Foundation, Inc	NPMG	250
Saint Irenaeus/Boy Scout Troop 660	NPMG	250
San Diego Rescue Mission Inc	NPMG	50
San Diego State University	NPMG	400
San Diego State University	NPMG	50

San Juan Hills High School Performing Arts Boosters, Inc	NPMG	500
Santa Barbara Zoo	NPMG	50
Santa Barbara Zoo	NPMG	50
Santa Clara University	NPMG	1,000
Santa Marganta Catholic High School	NPMG	100
Santiago Hills Elementary PTA	NPMG	195
Save Mount Diablo	NPMG	100
Save The Children	NPMG	75
Save The Children	NPMG	200
Second Chance Sheridan Cat Rescue	NPMG	100
Second Harvest Food Bank of Orange County	NPMG	50
Second Harvest Food Bank of Orange County	NPMG	310
Second Harvest Food Bank of Orange County	NPMG	60
Second Harvest Food Bank of Orange County	NPMG	500
Second Harvest Food Bank of Orange County	NPMG	50
Serra Catholic Elementary School	NPMG	500
Servite High School	NPMG	411
Shnners Hospitals for Children	NPMG	50
Siena College	NPMG	2,000
Sierra Vista Middle School	NPMG	150
Simi Valley Missing Pets	NPMG	100
Simi Valley Missing Pets	NPMG	50
Simi Valley Missing Pets	NPMG	150
Simmons College	NPMG	1,000
Sky Dog Sanctuary, Inc	NPMG	500
Smile Train	NPMG	375
Society of St Vincent de Paul, Distinct Council of Orange	NPMG	100
Soka University of Amencia	NPMG	1,000
Someone Cares Soup Kitchen	NPMG	140
South County Outreach	NPMG	75
South Lake Middle PTSA	NPMG	100
Southern California Public Radio	NPMG	300
Southern Counties Rescue Inc	NPMG	50
Southern Counties Rescue Inc	NPMG	50
Southern Counties Rescue Inc	NPMG	100
Southern Counties Rescue Inc	NPMG	50
Southern Counties Rescue Inc	NPMG	200
Southern Poverty Law Center, Inc	NPMG	100
Southern Poverty Law Center, Inc	NPMG	105
Special Olympics Southern California	NPMG	150
Springbrook Elementary School PTA	NPMG	200
Springbrook Elementary School PTA	NPMG	200
St Rita Of Cascia High School Corporation	NPMG	250
St Anthony High School Foundation	NPMG	500
St Baldrick's Foundation	NPMG	250
St Gregory's University	NPMG	500
St Joseph's University	NPMG	10,000
St Jude Children's Research Hospital	NPMG	50
St Jude Children's Research Hospital	NPMG	60
St Jude Children's Research Hospital	NPMG	250
St Jude Children's Research Hospital	NPMG	250
St Jude Children's Research Hospital	NPMG	200
St Jude Children's Research Hospital	NPMG	50
St Jude Children's Research Hospital	NPMG	500
St Louis Zoo Foundation	NPMG	500
Stanford University	NPMG	1,000
Stanford University	NPMG	1,000
Stanford University	NPMG	10,000
Stanford University	NPMG	10,000
Strngs Music Festival	NPMG	250
Studio 395 Foundation	NPMG	500
Support The Enlisted Project	NPMG	75
Susan G Komen 3-Day	NPMG	375
Susan G Komen Breast Cancer Foundation, Orange County Chapter	NPMG	500
Susan G Komen Breast Cancer Foundation, Orange County Chapter	NPMG	100
Susan G Komen Breast Cancer Foundation, Orange County Chapter	NPMG	125
Susan G Komen for the Cure, National	NPMG	50
Susan G Komen for the Cure, Orange County	NPMG	125
Susan G Komen for the Cure, Orange County	NPMG	150
Susan G Komen for the Cure, Orange County	NPMG	60
Susan G Komen for the Cure, Orange County	NPMG	50
Susan G Komen for the Cure, Orange County	NPMG	50
Susan G Komen for the Cure, Orange County	NPMG	75
Susan G Komen for the Cure, Orange County	NPMG	50
Susan G Komen for the Cure, Orange County	NPMG	75
Susan G Komen for the Cure, Orange County	NPMG	200

Susan G Komen for the Cure, Orange County	NPMG	60
Susan G Komen for the Cure, Orange County	NPMG	230
Susan G Komen for the Cure, Orange County	NPMG	57
Susan G Komen for the Cure, Orange County	NPMG	75
Susan G Komen for the Cure, Orange County	NPMG	50
Swim Across America Inc	NPMG	50
Team Rubicon	NPMG	100
Team Rubicon, Inc	NPMG	50
Team Rubicon, Inc	NPMG	100
Tesoro Titan Foundation	NPMG	50
Texas A&M University	NPMG	2,000
The Actuanal Foundation	NPMG	300
The American Himalayan Foundation	NPMG	150
The Ark Animal Rescue	NPMG	150
The Barack H Obama Foundation	NPMG	100
The CDM Foundation	NPMG	500
The CDM Foundation	NPMG	500
The CDM Foundation	NPMG	500
The Cholangiocarcinoma Foundation	NPMG	50
The Cholangiocarcinoma Foundation	NPMG	100
The College Of Idaho Inc	NPMG	1,000
The College Of William & Mary Foundation	NPMG	100
The Cup Foundation/Social and Environmental Entrepreneurs	NPMG	400
The Fountain Valley Community Foundation	NPMG	250
The Gleason Initiative Foundation	NPMG	50
The Happiness Project Inc	NPMG	51
The Laguna Beach Education Foundation	NPMG	500
The Laguna Beach Education Foundation	NPMG	300
The Leukemia & Lymphoma Society	NPMG	500
The Leukemia & Lymphoma Society, Orange County/Inland Empire Chapter	NPMG	250
The Leukemia & Lymphoma Society, Orange County/Inland Empire Chapter	NPMG	500
The Leukemia & Lymphoma Society, Orange County/Inland Empire Chapter	NPMG	500
The Leukemia & Lymphoma Society, Orange County/Inland Empire Chapter	NPMG	100
The Leukemia & Lymphoma Society, Orange County/Inland Empire Chapter	NPMG	500
The Leukemia & Lymphoma Society, Orange County/Inland Empire Chapter	NPMG	400
The Leukemia & Lymphoma Society, Orange County/Inland Empire Chapter	NPMG	500
The Leukemia & Lymphoma Society, Orange County/Inland Empire Chapter	NPMG	500
The Little Red Dog	NPMG	500
The Nature Conservancy	NPMG	500
The Pinhead Institute	NPMG	350
The Salvation Army USA Western Territory	NPMG	50
The Salvation Army USA Western Territory	NPMG	50
The Salvation Army USA Western Territory	NPMG	200
The Salvation Army, Orange County	NPMG	50
The Seahawk Music Boosters, Inc	NPMG	100
The Unicorn Childrens Foundation, Inc	NPMG	100
The University of Chicago	NPMG	151
The University of North Carolina at Chapel Hill	NPMG	1,000
Theatre Arts Guild	NPMG	50
Thrive Animal Rescue Inc	NPMG	50
Timberwolf Instrumental Music Boosters Northwood High School	NPMG	200
Tustin Memorial Academy PTO	NPMG	500
Tustin Unified School District/Heritage Elementary School PTA	NPMG	100
Tustin Unified School District/Tustin Memorial Academy	NPMG	365
UCI Foundation	NPMG	100
UCI Foundation/The Paul Merage School of Business	NPMG	2,000
UCI Foundation/UC Irvine Diabetes Center	NPMG	10,000
Union Rescue Mission	NPMG	50
Union Rescue Mission	NPMG	500
Union Station Homeless Services	NPMG	100
United Service Organizations	NPMG	50
United States Friends Of The David Sheldrick Wildlife Trust, Inc	NPMG	72
United States Fund for UNICEF	NPMG	75
United States Fund for UNICEF	NPMG	150
United Way of Greater Houston	NPMG	200
University at Albany Foundation	NPMG	100
University of Arizona	NPMG	100

University of California, Berkeley	NPMG	100
University of California, Berkeley	NPMG	100
University of California, Berkeley	NPMG	100
University of California, Berkeley	NPMG	200
University of California, Berkeley	NPMG	100
University of California, Irvine Foundation	NPMG	400
University of California, Los Angeles	NPMG	100
University of California, Los Angeles	NPMG	10,000
University of California, Los Angeles	NPMG	300
University of California, Los Angeles	NPMG	1,000
University of California, Los Angeles	NPMG	2,000
University of California, Los Angeles	NPMG	10,000
University of California Santa Barbara	NPMG	225
University of California, Santa Barbara	NPMG	1,000
University of Connecticut Foundation, Inc	NPMG	100
University of Illinois	NPMG	200
University of Massachusetts Amherst	NPMG	200
University of Michigan	NPMG	1,000
University of Michigan	NPMG	1,500
University of Minnesota	NPMG	2,000
University of Nevada Las Vegas Foundation	NPMG	5,000
University of Notre Dame	NPMG	300
University of Oklahoma	NPMG	350
University of Oklahoma	NPMG	350
University of San Diego	NPMG	100
University of Southern California	NPMG	1,500
University of Southern California	NPMG	2,000
University of Southern California	NPMG	400
University of Texas at Austin	NPMG	1,250
University of Tulsa	NPMG	50
University of Virginia	NPMG	500
University of Wisconsin	NPMG	1,000
Urban Justice Center	NPMG	50
Valencia Elementary School PTA	NPMG	125
Valencia Elementary School PTA	NPMG	250
Valencia Elementary School PTA	NPMG	100
Valencia Elementary School PTA	NPMG	250
Valencia Elementary School PTA	NPMG	250
Valencia Elementary School PTA	NPMG	200
Valencia Elementary School PTA	NPMG	100
Virginia Tech	NPMG	100
Vista Verde Elementary PTA	NPMG	450
Vocational Visions	NPMG	100
Walnut Creek Open Space Foundation	NPMG	200
Washington and Lee University	NPMG	50
Washington Trails Association	NPMG	150
Water Org Inc	NPMG	100
Westmont College	NPMG	2,000
Westpark Elementary School PTA	NPMG	250
Wheaton College	NPMG	100
Wikimedia Foundation, Inc	NPMG	100
Wildbirds in Northern Kentucky	NPMG	300
Wilson High School PTSA	NPMG	500
Wings of Rescue	NPMG	150
Women Helping Women	NPMG	259
Wood Canyon Elementary School PTA	NPMG	150
World Animal Protection	NPMG	100
World Vision	NPMG	100
World Vision	NPMG	500
World Vision	NPMG	400
World Wildlife Fund, Inc	NPMG	50
WWTF Public Radio	NPMG	125
WWTF Public Radio	NPMG	125
Xaverian Brothers High School	NPMG	500
YMCA of Greater Omaha	NPMG	500
YMCA of Orange County	NPMG	500
Youth Eastside Services (YES)	NPMG	250
Totals		5,997,747

Codes:

(G) General Grant - Operating expenses or program support

(CG) Capital Grant - Building construction or multiyear funding

(E) Education Grant - 3T's of Education Program for K-12 schools

(F) Focus/Safety Net 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, 2017

<u>Organization</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
1736 Family Crisis Center	AVAILABLE	G	5,000
Academy for Grassroots Organizations	UPON	G	5,000
Alliance for Housing and Healing	REQUEST	G	7,500
Alzheimer's Association Central and Western Virginia		G	10,000
Alzheimer's Orange County		G	12,500
Amazement Square		G	10,000
America On Track		G	10,000
American Red Cross of Blue Ridge		G	10,000
American Red Cross, Orange County Chapter		G	15,000
Anaheim Ballet		G	7,500
Arts & Learning Corporation		G	5,000
Assistance League of Santa Ana		G	10,000
AWT Charitable Foundation		G	5,000
Ballet Etudes		G	7,500
Big Brothers Big Sisters of Central Virginia, Inc		G	5,000
Big Brothers Big Sisters of the Midlands		G	12,500
Blue Ridge Area Food Bank		G	5,000
Bolsa Chica Conservancy		G	12,500
Bowers Museum		G	12,500
Boys & Girls Club of Greater Lynchburg		G	5,000
Boys & Girls Club of Laguna Beach		G	7,500
Boys & Girls Clubs of Capistrano Valley		G	15,000
Boys & Girls Clubs of Greater Redlands-Riverside		G	10,000
Boys & Girls Clubs of Huntington Valley		G	12,500
Boys & Girls Clubs of the Midlands		G	5,000
Boys Hope Girls Hope of Southern California		G	12,500
Boys Town		G	10,000
Breast Cancer Solutions		G	7,500
C.A S A of San Bernardino County		G	7,500
California Community Foundation		G	15,000
California Science Center Foundation		G	10,000
California State University, Fullerton/Center for Insurance Studies		G	30,000
Camino Health Center		G	12,500
Canine Companions for Independence		G	12,500
CASA for Douglas County		G	10,000

CASA of Central Virginia, Inc.		G	5,000
Casa Teresa, Inc.		G	10,000
Casa Youth Shelter		G	7,500
Chapman University		G	7,500
Child Creativity Lab		G	5,000
Child Guidance Center, Inc		G	10,000
Child Saving Institute, Inc.		G	10,000
Children's Bureau of Southern California		G	10,000
CHOC Foundation		G	15,000
City of Newport Beach		G	7,500
City of Omaha, Public Library Foundation		G	5,000
Community Partners/Instituto Para La Mujer		G	7,500
Community Service Programs, Inc		G	10,000
Completely KIDS		G	5,000
Constitutional Rights Foundation, Orange County		G	5,000
Council on Aging - Southern California		G	15,000
Court Appointed Special Advocates of Orange County		G	12,500
Crossroads, Inc		G	7,500
Crystal Cove Conservancy		G	7,500
DIBS for Kids		G	5,000
Discovery Arts		G	7,500
EnCorps, Inc		G	10,000
Epilepsy Support Network of Orange County		G	5,000
Executive Service Corps of Southern California		G	7,500
F.A.C.E.S		G	10,000
Family Support Network		G	7,500
Food Bank for the Heartland		G	5,000
Fresh Start Surgical Gifts		G	5,000
Friendly Center, Inc		G	12,500
Girls Incorporated of Orange County		G	10,000
Girls on the Run of Central Virginia, Inc		G	5,000
Giving Children Hope		G	5,000
Gray Whales Count		G	7,500
Habitat for Humanity of Omaha		G	10,000
Habitat for Humanity of Orange County		G	10,000
Hands Together - A Center for Children		G	7,500
Healthy Smiles for Kids of Orange County		G	15,000

Heartland Hope Mission		G	5,000
HELP Adult Services		G	10,000
Heritage Museum of Orange County		G	5,000
Hoag Hospital Foundation		G	15,000
HomeAid America		G	15,000
Human Options, Inc		G	10,000
HumanKind		G	5,000
iHOPEoc, Inc		G	10,000
inCOMMON Community Development		G	5,000
Inland Empire United Way		G	10,000
Inland Valley Hope Partners		G	10,000
Integrated Rehabilitation Therapies, Inc		G	7,500
Interval House		G	12,500
Intervention Center for Early Childhood		G	7,500
IRON Lives, Inc		G	5,000
Irvine Adult Day Health Services, Inc		G	10,000
J F Shea Therapeutic Riding Center		G	12,500
Jessie Rees Foundation		G	10,000
Jubilee Family Development Center, Inc		G	5,000
Junior Achievement of Orange County		G	15,000
Juvenile Diabetes Research Foundation International, Orange County Chapter		G	10,000
KaBOOM!		G	394,400
KID HEALTHY		G	5,000
Kidpower		G	7,500
KidSingers		G	7,500
KidWorks Community Development Corporation		G	10,000
L A Kitchen, Inc		G	10,000
Laguna Art Museum		G	10,000
Latino Health Access		G	10,000
Laura's House		G	10,000
Laurel House, Inc.		G	7,500
LEAP Learning Center		G	7,500
Literacy Center for the Midlands		G	7,500
Long Beach BLAST		G	10,000
Los Angeles LGBT Center		G	10,000
Los Angeles Waterkeeper		G	7,500
Lynchburg Symphony Orchestra, Inc		G	5,000

Marine Mammal Care Center Los Angeles		G	5,000
Mariposa Women and Family Center		G	10,000
Meals-on-Wheels Greater San Diego, Inc.		G	5,000
Mercy House Living Centers		G	12,500
Miracles for Kids, Inc		G	15,000
Miriam's House, Inc		G	5,000
Mission Hospital Regional Medical Center		G	15,000
National Marine Sanctuary Foundation		G	5,000
Nebraska Council on Economic Education		G	5,000
New Directions for Women Foundation		G	5,000
Newport Beach Public Library Foundation		G	5,000
No Limits Theatre Group, Inc.		G	5,000
Oak View Renewal Partnership/CIELO		G	10,000
OC Gateway to Housing		G	10,000
Ocean Conservancy		G	400,000
Oceana, Inc		G	15,000
Oceana, Inc		G	400,000
Off The Streets - Huntington Beach		G	5,000
Ollie Webb Center, Inc		G	5,000
Omaha Children's Museum		G	15,000
Omaha Community Playhouse		G	7,500
Omaha Home for Boys		G	10,000
Omaha Symphony Association		G	10,000
Omaha Theater Company		G	10,000
OneOC		G	15,000
OneOC/Clinic in the Park		G	7,500
Operation Jump Start		G	10,000
Operation SafeHouse, Inc		G	5,000
Opportunity Fund		G	10,000
Orange County Coastkeeper		G	10,000
Orange County Community Housing Corporation		G	10,000
Orange County Conservation Corps		G	5,000
Orange County Food Access Coalition		G	7,500
Orange County Human Relations Council		G	7,500
Orange County Museum of Art		G	15,000
Orange County Ronald McDonald House		G	5,000
Orange County School of the Arts Foundation		G	10,000
Orange County United Way		G	15,000
Partnership For Our Kids		G	10,000

Patriotic Service Dog Foundation		G	5,000
PBS SoCaL		G	12,500
Pediatric Adolescent Diabetes Research & Education Foundation		G	7,500
Philharmonic Society of Orange County		G	15,000
Point Blue Conservation Science		G	10,000
Pretend City Children's Museum		G	15,000
Project Access		G	12,500
Project Harmony-Haven For Abuse Response Members Serving Our		CG	50,000
Providence Speech & Hearing Center		G	12,500
Reading is Fundamental of Southern California, Inc.		G	5,000
Reading to Kids		G	10,000
Rebuilding Together Omaha		G	7,500
Riverside Area Rape Crisis Center		G	10,000
Saddleback Memorial Foundation		G	15,000
San Diego Coastkeeper		G	5,000
Save Our Youth		G	10,000
Saving Grace Perishable Food Rescue, Inc		G	7,500
Scholars' Hope Foundation		G	15,000
Science@OC		G	10,000
Second Harvest Food Bank of Orange County		G	12,500
Seegerstrom Center for the Arts		G	15,000
Serving People In Need, Inc.		G	10,000
Shanti Orange County		G	10,000
Siena Francis House		G	7,500
Someone Cares Soup Kitchen		G	12,500
South Coast Repertory		G	20,000
South County Outreach		G	15,000
St Anthony High School Foundation		G	5,000
Step Up on Second Street, Inc		G	5,000
Taller San Jose		G	15,000
Teen Leadership Foundation		G	5,000
The Cambodian Family, Inc		G	7,500
The CDM Foundation		G	5,000
The Children's Dental Center of Greater Los Angeles		G	10,000
The Ecology Center		G	5,000
The Eli Home, Inc		G	10,000
The Friendship Foundation		G	5,000
The Literacy Project Foundation		G	10,000

The Nature Conservancy		G	400,000
The Raise Foundation		G	10,000
The Soldiers Project		G	5,000
The World Wildlife Fund		G	400,000
THINK Together		G	15,000
Thomas House Family Shelter		G	10,000
Trails4All		G	5,000
Trauma Intervention Programs, Inc		G	7,500
UCI Foundation/Center for Investment and Wealth Management		G	10,000
UCI Foundation/SAGE Scholars Program		G	10,000
UCI Foundation/UC Irvine Diabetes Center		G	15,000
United Cerebral Palsy of Orange County		G	5,000
Vital Link		G	10,000
Voices for Children		G	5,000
We Care of Los Alamitos, Inc		G	5,000
Wild Dolphin Project, Inc		G	10,000
Women Helping Women		G	10,000
Women's Transitional Living Center, Inc		G	10,000
Working Wardrobes for a New Start		G	10,000
YMCA of Greater Omaha		G	10,000
Youth Care & Beyond, Inc.		G	10,000
Youth Emergency Services, Inc		G	10,000
Youth Employment Service of the Harbor Area (YES)		G	7,500
YWCA of North Orange County		G	7,500
Total			3,921,900

Codes:

(G) General Grant - Operating expenses or program support

(CG) Capital Grant - Building construction or multiyear funding

(E) Education Grant - 3T's of Education Program for K-12 schools

(F) Focus/Safety Net Grant - Programs/Organizations focused on critical community needs

(NPMG) Nonprofit Matching Gift or Higher Education Grants - Matching employee contributions