

EXTENSION GRANTED 11/15/2018
Return of Private Foundation

OMB No. 1545-0052

2017

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

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.

For calendar year 2017 or tax year beginning

and ending

Name of foundation: **THE PIMCO FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **650 NEWPORT CENTER DRIVE**

Room/suite: _____

City or town, state or province, country, and ZIP or foreign postal code: **NEWPORT BEACH, CA 92660**

A Employer identification number: **33-0891470**

B Telephone number: **949-720-6397**

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply:
 Initial return
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 Name change

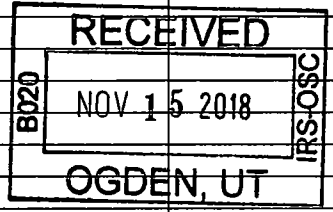
H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust
 Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 113,516,680.**

J Accounting method: Cash Accrual
 Other (specify) _____

SCANNED FEB 12 2019 04:24:64 6337 DEC 17 2018 Revenue

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))		(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	5,768,692.		N/A	
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	2,260.	2,260.		STATEMENT 1
4	Dividends and interest from securities	3,106,884.	3,106,884.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<1,898,898.>			
b	Gross sales price for all assets on line 6a	36,308,188.			
7	Capital gain net income (from Part IV, line 2)		0.		
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)				
11	Other income				
12	Total Add lines 1 through 11	6,978,938.	3,109,144.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 3	765.	383.		383.
b	Accounting fees STMT 4	67,446.	33,723.		33,723.
c	Other professional fees STMT 5	62,990.	62,990.		0.
17	Interest				
18	Taxes STMT 6	160.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 7	65,706.	20,229.		45,478.
24	Total operating and administrative expenses Add lines 13 through 23	197,067.	117,325.		79,584.
25	Contributions, gifts, grants paid	5,462,014.			4,769,964.
26	Total expenses and disbursements. Add lines 24 and 25	5,659,081.	117,325.		4,849,548.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	1,319,857.			
b	Net investment income (if negative, enter -0-)		2,991,819.		
c	Adjusted net income (if negative, enter -0-)			N/A	



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	747,983.	1,940,648.	1,940,648.	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges	21,247.	17,141.	17,141.	
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock				
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 9	88,517,285.	111,434,061.	111,434,061.		
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ DIVIDEND RECEIVABLE)	139,106.	124,830.	124,830.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	89,425,621.	113,516,680.	113,516,680.		
Liabilities	17	Accounts payable and accrued expenses	4,706.	5,184.		
	18	Grants payable	1,498,564.	2,215,465.		
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 10)	0.	16,783,436.		
23	Total liabilities (add lines 17 through 22)	1,503,270.	19,004,085.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31					
	24	Unrestricted	87,922,351.	94,512,595.		
	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				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances	87,922,351.	94,512,595.			
31	Total liabilities and net assets/fund balances	89,425,621.	113,516,680.			

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	87,922,351.
2	Enter amount from Part I, line 27a	2	1,319,857.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	3	5,270,387.
4	Add lines 1, 2, and 3	4	94,512,595.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	94,512,595.

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.)
1a REALIZED GAINS - SEE ATTACHED	P	12/31/11	12/31/17
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 36,308,188.		38,207,086.	<1,898,898.>
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<1,898,898.>
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	<1,898,898.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	4,111,384.	86,962,589.	.047278
2015	3,748,491.	82,256,117.	.045571
2014	3,558,100.	76,956,182.	.046235
2013	3,346,579.	67,154,711.	.049834
2012	2,698,498.	56,912,189.	.047415

2 Total of line 1, column (d)	2	.236333
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	.047267
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	91,973,731.
5 Multiply line 4 by line 3	5	4,347,322.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	29,918.
7 Add lines 5 and 6	7	4,377,240.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	4,849,548.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total amount owed is 0.00.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for Yes/No. Includes questions about political activities, unrelated business income, and substantial contributors. Marked with N/A and CA.

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.PIMCO.COM	X	
14 The books are in care of ► AMBER SKALSKY Telephone no. ► 949-720-4854 Located at ► 650 NEWPORT CENTER DRIVE, NEWPORT BEACH, CA ZIP+4 ► 92660		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year		N/A
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 ►		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): (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 type="checkbox"/> Yes <input checked="" 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		N/A
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?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 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 ► 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.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		N/A
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.)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?		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	N/A <input type="checkbox"/>	5b	
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No		
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? If "Yes" to 6b, file Form 8870.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
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?	N/A	7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and foundation managers and their compensation.

(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 11		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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 ▶ 0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	91,807,480.
b	Average of monthly cash balances	1b	1,566,866.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	93,374,346.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	93,374,346.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,400,615.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	91,973,731.
6	Minimum investment return Enter 5% of line 5	6	4,598,687.

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	4,598,687.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,598,687.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,598,687.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,598,687.

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	4,849,548.
b	Program-related investments - total from Part IX-B	1b	0.
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	4,849,548.
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	5	29,918.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,819,630.

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				4,598,687.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017.				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 4,849,548.				
a Applied to 2016, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				4,598,687.
e Remaining amount distributed out of corpus	250,861.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	250,861.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract - lines 4d and 5 from line 1. This amount must be distributed in 2018				0.
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)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018 Subtract lines 7 and 8 from line 6a	250,861.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017	250,861.			

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

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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.

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.

a The name, address, and telephone number or email address of the person to whom applications should be addressed:
AMBER SKALSKY, 949-720-7690, PIMCOFOUNDATION@PIMCO.COM
650 NEWPORT CENTER DRIVE, NEWPORT BEACH, CA 92660

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

c Any submission deadlines:
SEE ATTACHED

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

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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 ATTACHED	NONE	501(C)(3)	GENERAL CONTRIBUTION	4,769,964.
Total				▶ 3a 4,769,964.
b Approved for future payment				
TECHNOSERVE 1120 19TH ST NW #8 WASHINGTON, DC 20036	NONE	501(C)(3)	GENERAL CONTRIBUTION	500,000.
GLOBAL FOODBANKING NETWORK SUITE 1200, 70 E LAKE ST. CHICAGO, IL 60601	NONE	501(C)(3)	GENERAL CONTRIBUTION	1,000,000.
OC FOOD BANK 11870 MONARCH STREET GARDEN GROVE, CA 92841	NONE	501(C)(3)	GENERAL CONTRIBUTION	272,500.
Total SEE CONTINUATION SHEET(S)				▶ 3b 2,245,500.

Part XVI-A Analysis of Income-Producing Activities

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include program service revenue, membership dues, interest on investments, dividends, rental income, and other revenue. Totals are shown at the bottom.

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

Table with 2 columns: Line No, Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.

Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

- 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 | | X |
| (2) Other assets | | X |
| b Other transactions: | | |
| (1) Sales of assets to a noncharitable exempt organization | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | X |
| (3) Rental of facilities, equipment, or other assets | | X |
| (4) Reimbursement arrangements | | X |
| (5) Loans or loan guarantees | | X |
| (6) Performance of services or membership or fundraising solicitations | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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. | | |

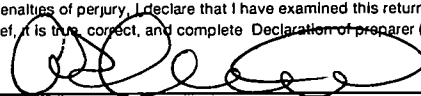
(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

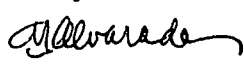
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here  11/14/2018 **VICE PRESIDENT**

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below? See instr.

Yes No

Paid Preparer Use Only	Print/Type preparer's name MARISA E. ALVARADO	Preparer's signature 	Date 10/1/2018	Check <input type="checkbox"/> if self-employed	PTIN P00202904
	Firm's name ▶ WRIGHT FORD YOUNG & CO. CPA'S			Firm's EIN ▶ 95-3288054	
	Firm's address ▶ 16140 SAND CANYON AVENUE IRVINE, CA 92618-3715			Phone no. (949) 910-2727	

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	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
BOYS & GIRLS CLUBS OF CENTRAL ORANGE COAST 17701 COWAN, SUITE 110 IRVINE, CA 62614	NONE	501(C)(3)	GENERAL CONTRIBUTION	50,000.
HARLEM CHILDREN'S ZONE OF NYC 35 EAST 125TH ST. NEW YORK, NY 10035	NONE	501(C)(3)	GENERAL CONTRIBUTION	65,000.
THE WOODEN FLOOR 1810 N MAIN ST. SANTA ANA, CA 92706	NONE	501(C)(3)	GENERAL CONTRIBUTION	65,000.
CALLISTO 501 SILVERSIDE RD STE 123 WILMINGTON, DE 19809	NONE	501(C)(3)	GENERAL CONTRIBUTION	60,000.
GLOBAL AIDS INTERFAITH ALLIANCE 2171 FRANCISCO BLVD. EAST SUITE I SAN RAFAEL, CA 94901	NONE	501(C)(3)	GENERAL CONTRIBUTION	35,000.
HOT BREAD KITCHEN 1590 PARK AVE, BOX #1 NEW YORK, NY 10029	NONE	501(C)(3)	GENERAL CONTRIBUTION	75,000.
MERCADO GLOBAL 254 36TH STREET, SUITE C-308, UNIT 41 BROOKLYN, NY 11232	NONE	501(C)(3)	GENERAL CONTRIBUTION	25,000.
IMPACT 2030 1199 NORTH FAIRFAX STREET, SUITE 300 ALEXANDRIA, VA 22314	NONE	501(C)(3)	GENERAL CONTRIBUTION	98,000.
Total from continuation sheets				473,000.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2017

Name of the organization

THE PIMCO FOUNDATION

Employer identification number

33-0891470

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).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization

Employer identification number

THE PIMCO FOUNDATION

33-0891470

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	DONOR ONE C/O PIMCO 650 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92600	\$ 5,755,595.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	DONOR TWO C/O PIMCO 650 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92600	\$ 10,025.	Person <input 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)
-No.		\$ _____	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 THE PIMCO FOUNDATION	Employer identification number 33-0891470
---	---

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

Name of organization THE PIMCO FOUNDATION	Employer identification number 33-0891470
---	---

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 info once) ▶ \$ _____
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	
	_____	_____	
	_____	_____	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	2,260.	2,260.	
TOTAL TO PART I, LINE 3	2,260.	2,260.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND AND INTEREST INCOME	3,106,884.	0.	3,106,884.	3,106,884.	
TO PART I, LINE 4	3,106,884.	0.	3,106,884.	3,106,884.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	765.	383.		383.
TO FM 990-PF, PG 1, LN 16A	765.	383.		383.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	67,446.	33,723.		33,723.
TO FORM 990-PF, PG 1, LN 16B	67,446.	33,723.		33,723.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OTHER	62,990.	62,990.			0.
TO FORM 990-PF, PG 1, LN 16C	62,990.	62,990.			0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
REGISTRATION AND FILING FEES	160.	0.			0.
TO FORM 990-PF, PG 1, LN 18	160.	0.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE	10,993.	5,497.			5,497.
COMPUTER AND SOFTWARE	23,184.	11,592.			11,592.
COMPANY CHARITABLE MEMBERSHIPS	19,250.	0.			19,250.
BANK FEES	5,991.	2,996.			2,995.
OFFICE SUPPLIES	288.	144.			144.
SPONSOR	6,000.	0.			6,000.
TO FORM 990-PF, PG 1, LN 23	65,706.	20,229.			45,478.

FOOTNOTES

STATEMENT 8

AS OF JANUARY 1, 2013 THIS FOUNDATION TERMINATED ITS PRIVATE FOUNDATION STATUS UNDER INTERNAL REVENUE CODE SECTION 507(B)(1)(B) AND INTENDS TO OPERATE AS A PUBLIC CHARITY AS DESCRIBED IN SECTION 509(A)(1) AND 170(B)(1)(A)(VI) OF THE CODE FOR A 60 MONTH PERIOD.

PLEASE REFER TO THE ATTACHED INTERNAL REVENUE

SERVICE APPROVAL LETTER DATED MAY 27, 2014.

BASED ON THE ABOVE MENTIONED LETTER THE PIMCO FOUNDATION WILL BE TREATED AS A PUBLIC CHARITY DESCRIBED IN SECTION 509(A)(1) AND 170(B)(1)(A)(VI) FOR A PERIOD OF 60 MONTHS BEGINNING JANUARY 1, 2013. THE LETTER ALSO STATES THAT THE PIMCO FOUNDATION IS REQUIRED TO CONTINUE FILING FORM 990-PF, RETURN OF PRIVATE FOUNDATION UNTIL THE COMPLETION OF THE 60 MONTH TERMINATION.

ACCORDING TO SECTION 301.6104(D)-1(B)(4)(II), "IN THE CASE OF A TAX-EXEMPT ORGANIZATION OTHER THAN A PRIVATE FOUNDATION, THE TERM ANNUAL INFORMATION RETURN DOES NOT INCLUDE THE NAME AND ADDRESS OF ANY CONTRIBUTOR TO THE ORGANIZATION." BECAUSE THE PIMCO FOUNDATION IS TREATED AS A PUBLIC CHARITY AND NOT AS A PRIVATE FOUNDATION, SCHEDULE B OF THE RETURN DOES NOT INCLUDE THE NAME OF ANY CONTRIBUTOR TO THE ORGANIZATION FOR PURPOSES OF THE PUBLICLY DISCLOSED ANNUAL INFORMATION RETURN. AS IS THE CASE FOR OTHER PUBLIC CHARITIES, SUCH INFORMATION WILL STILL BE FILED WITH THE INTERNAL REVENUE SERVICE UNDER SEPARATE COVER.

ALTHOUGH THE FOUNDATION IS CURRENTLY TREATED AS A PUBLIC CHARITY, THE CHOICES ON SCHEDULE B, PAGE 1 FOR FILERS OF FORM 990-PF DO NOT INCLUDE A PUBLIC CHARITY. BECAUSE THE CORRECT CHOICE IS NOT AVAILABLE, THE FOUNDATION HAS CHECKED THE BOX LABELED, FILERS OF: FORM 990-PF, SECTION: 501(C)(3) EXEMPT PRIVATE FOUNDATION.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PIMCO TOTAL RETURN FUND	FMV	12,561,316.	12,561,316.
PIMCO GLOBAL MULTI ASSET INST	FMV	26,499,486.	26,499,486.
PAPS SHORT-TERM FLOATING NAV II	FMV	2,615,394.	2,615,394.
PIMCO INCOME INST	FMV	16,871,415.	16,871,415.
PIMCO ALL ASSET INSTITUTIONAL	FMV	4,662,443.	4,662,443.
PIMCO INFLATION RESPONSE M-A INSTITUTIONAL	FMV	2,038,682.	2,038,682.
PIMCO TRENDS MGD FUTURES STRAT INST	FMV	2,883,614.	2,883,614.
PIMCO SENIOR FLOATING RATE INSTITUTIONAL	FMV	4,934,728.	4,934,728.
PIMCO MULTI STRATEGY ALTERNATIVE	FMV	4,006,778.	4,006,778.
PIMCO RAE FUNDAMENTAL PLUS EMG INST	FMV	6,021,951.	6,021,951.
PIMCO CAPITAL SEC & FINANCIAL INST	FMV	1,707,498.	1,707,498.
PIMCO REAL ESTATE REAL RETURN	FMV	1,527,897.	1,527,897.
OPTIONS	FMV	16,438.	16,438.
FUTURES	FMV	<302,707.>	<302,707.>
DERIVATIVES	FMV	<686,803.>	<686,803.>
TSY INFL IX N/B	FMV	19,859,273.	19,859,273.
CURRENCY FORWARD CONTRACTS	FMV	<37,599.>	<37,599.>
CASH COLLATERAL	FMV	808,000.	808,000.
PIMCO UNCONSTRAINED BOND INSTITUTIONAL	FMV	2,455,412.	2,455,412.
PIMCO EQS LONG/SHORT	FMV	2,990,845.	2,990,845.
TOTAL TO FORM 990-PF, PART II, LINE 13		111,434,061.	111,434,061.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	10
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
UNSETTLED FUNDS LIABILITY	0.	16,783,436.	
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	16,783,436.	

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ARTHUR ONG 650 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	SECRETARY/DIRECTOR 2.00	0.	0.	0.
JULIE MEGGERS 650 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	TREASURER / DIRECTOR 2.00	0.	0.	0.
SARAH MIDDLETON 650 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	EXECUTIVE DIRECTOR 40.00	0.	0.	0.
MANNY ROMAN 650 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	PRESIDENT/DIRECTOR 2.00	0.	0.	0.
MIHIR WORAH 650 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	DIRECTOR 1.00	0.	0.	0.
MARK KIESEL 650 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	DIRECTOR 1.00	0.	0.	0.
DAN IVASCYN 650 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	DIRECTOR 1.00	0.	0.	0.
ERIC JOHNSON 650 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	DIRECTOR 1.00	0.	0.	0.
CATHY STAHL 650 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	DIRECTOR 1.00	0.	0.	0.
BETH MACLEAN 650 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	DIRECTOR 1.00	0.	0.	0.
CANDICE STACK 650 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	VICE PRESIDENT/DIRECTOR 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 11
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ARTHUR ONG 650 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	SECRETARY/DIRECTOR 2.00	0.	0.	0.
JULIE MEGGERS 650 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	TREASURER / DIRECTOR 2.00	0.	0.	0.
SARAH MIDDLETON 650 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	EXECUTIVE DIRECTOR 40.00	0.	0.	0.
MANNY ROMAN 650 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	PRESIDENT/DIRECTOR 2.00	0.	0.	0.
MIHIR WORAH 650 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	DIRECTOR 1.00	0.	0.	0.
MARK KIESEL 650 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	DIRECTOR 1.00	0.	0.	0.
DAN IVASCYN 650 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	DIRECTOR 1.00	0.	0.	0.
ERIC JOHNSON 650 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	DIRECTOR 1.00	0.	0.	0.
CATHY STAHL 650 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	DIRECTOR 1.00	0.	0.	0.
BETH MACLEAN 650 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	DIRECTOR 1.00	0.	0.	0.
CANDICE STACK 650 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	VICE PRESIDENT/DIRECTOR 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.