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Form ADV Part 2A ("Brochure")

November 2, 2012

This Brochure provides information about the qualifications and business practices of Pacific Global Advisors LLC. If you have any questions about the contents of this Brochure, please contact us at (212) 405-6300. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Pacific Global Advisors LLC is a registered investment adviser. Registration of an investment adviser does not imply a certain level of skill or training.

Additional information about Pacific Global Advisors LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

PURSUANT TO AN EXEMPTION FROM THE COMMODITY FUTURES TRADING COMMISSION IN CONNECTION WITH ACCOUNTS OF QUALIFIED ELIGIBLE PERSONS, THIS BROCHURE OR ACCOUNT DOCUMENT IS NOT REQUIRED TO BE, AND HAS NOT BEEN, FILED WITH THE COMMODITY FUTURES TRADING COMMISSION. THE COMMODITY FUTURES TRADING COMMISSION DOES NOT PASS UPON THE MERITS OF PARTICIPATING IN A TRADING PROGRAM OR UPON THE ADEQUACY OR ACCURACY OF COMMODITY TRADING ADVISOR DISCLOSURE. CONSEQUENTLY, THE COMMODITY FUTURES TRADING COMMISSION HAS NOT REVIEWED OR APPROVED THIS TRADING PROGRAM OR THIS BROCHURE OR ACCOUNT DOCUMENT.

Item 2 – Material Changes

On July 28, 2010, the United States Securities and Exchange Commission (“SEC”) published “Amendments to Form ADV” which amends the disclosure document that Pacific Global Advisors LLC (“Pacific Global Advisors”) provides to clients as required by SEC Rules. This Brochure is dated November 2, 2012. The date of the last Brochure was September 26, 2012.

While there have been no material changes to the Brochure, we have made certain routine updates including amending the assets under management.

A copy of our Brochure may be requested free of charge by contacting:

Pacific Life, Law Department- ADV
700 Newport Center Drive
Newport Beach, California 92660
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Item 4 – Advisory Business

About Pacific Global Advisors

Pacific Global Advisors is a Delaware limited liability company, formerly Pacific Pension Advisory Group LLC and Pension Advisory Group LLC, has offices in New York, New York and Newport Beach, California. Pacific Global Advisors is a wholly-owned subsidiary of Pacific Life Insurance Company (“Pacific Life”), which is wholly-owned by Pacific LifeCorp, which is a wholly-owned subsidiary of Pacific Mutual Holding Company. Pacific Global Advisors is also registered as a commodity trading advisor and a commodity pool operator with the Commodities Futures Trading Commission and is a member of the National Futures Association.

On July 29, 2011, Pacific Global Advisors completed its acquisition of JPMorgan’s U.S. pension advisory group business.

Pacific Global Advisors’ primary investment and client servicing activities are managed out of the New York office with certain legal, technology and back-office support provided by Pacific Life and affiliates of Pacific Life.

Advisory Services

Pacific Global Advisors provides and intends to provide risk advisory, modeling, consulting and investment management services to institutional investors including defined benefit pension plans (“DB Pension Plans”), corporate voluntary employees’ beneficiary associations (“VEBAs”), defined contribution retirement plans, nuclear decommissioning trusts (“NDTs”) endowments, foundations and other not-for-profit organizations, corporations, governmental entities and insurance companies (including Pacific Life and its affiliates). Pacific Global Advisors also provides and intends to provide services to DB Pension Plans and sponsors considering the benefits and costs of terminating their DB Pension Plans, along with but not limited to analyses of termination vs. ongoing management, partial terminations, annuitization without termination, and structured solutions. Analyses include but are not limited to economic considerations, participant risk, contribution analysis, tax structuring, shareholder value analysis, cost savings vs. timing, plan management during process, participant election issues, timing and procedures, and consequences for remaining defined benefit plan or other participant benefits. Pacific Global Advisors seeks to perform these termination related services as a service provider without concentrating on single product solutions and can advise either the plan sponsor or the plan fiduciaries on these transactions. Pacific Global Advisors seeks to manage each client account within the investment objectives, policies and restrictions provided by the client as well as the client’s liquidity needs.

Pacific Global Advisors' advisory service provides clients with customized investment and risk management solutions, consisting of both advice and implementation. Based on a philosophy of taking the least amount of risk required to meet a client's specific investment objectives, Pacific Global Advisors provides a full-service offering that includes: (i) asset allocation, (ii) portfolio construction, (iii) risk management, (iv) derivatives execution for risk management and asset allocation, (v) selection and monitoring of investment managers in equity, fixed income and alternative asset classes, (vi) collateral management, and (vii) ongoing monitoring and reporting.

The primary focus of Pacific Global Advisors' advisory services is to provide customized solutions to DB Pension Plans. In 2006, the Department of Labor issued Advisory Opinion 2006-08A. This DOL Advisory Opinion set the stage for liability driven investing by U.S. pension plans, by affirming that it is not a breach of fiduciary responsibility to take into consideration plan liabilities when developing an investment strategy. This approach forms the basis of Pacific Global Advisors advisory services offered to DB Pension Plans.

Separately Managed Investment Accounts

Pacific Global Advisors provides investment management services to certain fixed income separate accounts ("Separate Accounts"), including those of Pacific Life and its affiliates, tailored to each client's specific goals and objectives. The Separate Accounts that Pacific Global Advisors manages generally fall into two categories:

Stable value portfolios: these portfolios are generally managed to generate current income from investments in high-quality instruments maturing in less than thirteen months while seeking to maintain stable principal.

Current income / total return portfolios: these portfolios are actively managed to provide higher current income than stable value portfolios, with total return as a secondary emphasis. These portfolios generally have a weighted average duration of six months to three years.

Pacific Global Advisors seeks to manage each Separate Account within the investment objectives, policies and restrictions provided by the client as well as the client's liquidity needs. Clients may impose restrictions on investing in certain securities or types of securities.

In addition to the above, new strategies and products may be developed based on client needs and requirements.

Assets Under Management

As of September 30, 2012, Pacific Global Advisors managed the following client assets (amounts in U.S. dollars):

Discretionary	\$3,292,771,697
Non-Discretionary	<u>\$15,619,541,572</u>
Total	\$18,912,313,269

Limitations on Pacific Global Advisors' Liability

Pacific Global Advisors' agreements with its clients may contain provisions that waive, release or limit certain rights clients may have against Pacific Global Advisors arising from its services. In substance, these agreements may provide that Pacific Global Advisors and its personnel and affiliates are not liable for any loss arising out of its services, except for any act or omission which constitutes willful misfeasance, bad faith or gross negligence in the performance of its duties, or reckless disregard of its obligations and duties under the agreement.

Notwithstanding the liability limiting nature of these provisions, federal and state securities laws may impose liabilities on Pacific Global Advisors under certain circumstances. Therefore, nothing in the agreements will have the effect of waiving, releasing or limiting any rights a client may have under those laws or under any other laws that are not permitted to be waived by contract.

Item 5 – Fees and Compensation

Fees – Advisory Services

The specific manner in which Pacific Global Advisors is compensated for its advisory services is established in each client's contract. Pacific Global Advisors has no basic fee schedule as each client's fee is negotiable and based upon each client's facts and circumstances. The fees vary depending upon the level of complexity and the scope of engagement, as well as the size of client assets.

Fees – Separately Managed Investment Accounts

Pacific Global Advisors generally charges fees for Separate Accounts at the rate of 0.10% to 0.50% per annum. Fees for Pacific Life and its affiliates are managed at cost, although a higher fee may be set forth in a written agreement. Fees are negotiable in certain circumstances, including situations when there is a likelihood of significant growth of assets in the account or if interest rates are so low that a lower fee may be justified.

Client Billing

Fees are normally calculated as the product of (i) assets as of the close of business on the last business day of the immediately preceding month or quarter, as specified in the client contract, (ii) the applicable fee rate and (iii) the number of days during such fee period divided by 360. Fees charged are generally payable monthly or quarterly in arrears. Client agreements may be terminated at any time upon written notice pursuant to the terms of the agreement.

Accounts initiated or terminated during a fee period will be charged a prorated fee. Upon termination of an account any earned and unpaid fees will be due and payable and any fees paid in advance will be refunded on a prorated basis. Pacific Global Advisors does not deduct fees from the client's account. The client or its designee must direct fee payment.

Other Types of Fees and Expenses

In addition to Pacific Global Advisors' fees, clients may incur other fees and expenses such as brokerage commissions, dealer spreads, transaction fees, ticket charges and other related costs and expenses in connection with transactions. See Item 12 below for more information about brokerage related issues. Clients may also incur other charges imposed by custodians, broker-dealers, investment managers and other third parties, such as custodial fees, account maintenance fees, activity or inactivity fees, investment management fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer fees, termination fees, postage and handling charges and other fees and charges on accounts or transactions. These fees, charges and/or commissions are exclusive of and in addition to the management and other fees paid to Pacific Global Advisors. Pacific Global Advisors will not receive any portion of those charges.

Additionally, clients investing in mutual funds, either through advisory services or Separate Accounts, will also bear their proportionate share of the fund's internal expenses indirectly as fund shareholders. These internal fees and charges as a percentage of assets are known as the fund's expense ratio. Each fund's expense ratio will vary over time and is disclosed in its prospectus.

ERISA Disclosure

We are required under Section 408(b)(2) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), to provide written disclosures including the following: (a) a description of all services provided under contract or arrangement to the plan(s), (b) a statement that we reasonably expect to provide certain of our services as a fiduciary under ERISA or as an investment adviser registered under the Investment Advisers Act of 1940 (the "Advisers Act"), and (c) the direct or indirect compensation

we reasonably expect to receive in connection with the services. The specific written disclosures required by ERISA Section 408(b)(2) are set forth in our services agreement.

Item 6 – Performance-Based Fees and Side-By-Side Management

Pacific Global Advisors does not charge performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

Pacific Global Advisors provides and intends to provide investment advisory services to institutional investors, including DB Pension Plans, defined contribution retirement plans, NDTs, VEBAs, endowments, foundations and other not-for-profit organizations, corporations, insurance companies, institutions (including Pacific Life and affiliates) and governmental entities.

For Separate Accounts, Pacific Global Advisors generally requires a minimum of \$25 million to open an account, although it has discretion to waive the minimum in certain circumstances.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

Advisory Services:

Pacific Global Advisors' approach is based on taking a holistic perspective across assets, liabilities and contributions in the context of the funded status and overall objectives for each client. Typically this involves developing strategies which reflect the minimum amount of risk required to match liability growth and meet investment objectives. This approach is highly customized to each client and can lead to unique strategies.

The methods of analysis draw upon tools and techniques from the actuarial, risk management, investment management, asset-liability management, corporate finance and investment banking professions.

Through detailed discussions with each client, Pacific Global Advisors develops a thorough understanding of the client's objectives, constraints, context and, where applicable, contribution strategies. Equipped with this understanding, Pacific Global Advisors then takes specific client data, along with information about the current market environment and future market expectations, to develop a customized investment and risk management strategy. In developing the data, Pacific Global Advisors utilizes public research as well as proprietary analysis to determine the appropriate instruments, managers and strategies for implementation.

The investment and risk management strategy is developed in a way that is tailored to each client's objectives, constraints and market perspective using a combination of: (i) quantitative modeling, including long-term stochastic simulations of future scenarios, and (ii) qualitative input, based on professional judgment, expertise and experience.

Pacific Global Advisors then seeks to implement this investment and risk management strategy through three primary avenues:

- Assisting the client in the selection of appropriate external investment managers for certain asset classes. This includes addressing the active vs. passive decision, as well as the ongoing screening, evaluating and monitoring of external investment managers.
- Making discretionary investments on behalf of the client.
- Entering into derivative positions for the client to manage the risk-return profile, for example, by: (i) hedging long-term interest rate risk using interest rate swaps/ swaptions, (ii) gaining exposure to asset classes synthetically via futures or total return swaps, and (iii) adjusting the portfolio risk/return profile over the short-term if appropriate via equity options to limit downside equity risk.

Immunization Services. For certain clients, Pacific Global Advisors applies a risk management approach that seeks to align to varying degrees the client's assets with its liabilities. Pacific Global Advisors designs, implements and rebalances an immunizing portfolio whose "mark-to-market" value is intended to move in a direction that offsets the increase or decrease in the client's liabilities resulting from changes in interest rates. The level of hedging can vary from client to client. In connection with this service, Pacific Global Advisors may enter into and close-out over-the-counter derivative transactions and futures contracts and purchase and sell fixed income securities, including, without limitation, money-market instruments.

Pacific Global Advisors works closely with each client to understand the client's objectives, develop a customized strategy, develop investment guidelines and then implement.

Allocation Services: Pacific Global Advisors may also assist in developing a strategic asset allocation by identifying asset classes in which the assets may be invested and the proportion of assets to consider allocating to each class. Pacific Global Advisors may implement this asset allocation via portfolio construction techniques, including investment manager selection and monitoring, direct security purchases and sales, and the purchase and sale of certain derivatives. This process maintains consistency with investment management, risk management and liquidity management objectives, guidelines and constraints.

Pacific Global Advisors may also assist in determining the liquidity necessary to meet expected payment obligations.

Pacific Global Advisors provides reports and, if requested by the client, attends meetings with the client to discuss reports. Pacific Global Advisors may also, if requested by the client, assist in preparing or reviewing an investment policy that seeks to reflect the client's investment and diversification objectives, policies, constraints and risk tolerance as communicated to Pacific Global Advisors.

Pacific Global Advisors may enter into and close-out derivative transactions in respect of which the underlying reference assets are within the asset classes permitted by the client's investment guidelines and the intended performance objective is the benchmark applicable to the relevant asset class in the investment guidelines. Pacific Global Advisors may use leverage in respect of the Allocation Services but will manage the resulting positions in a manner such that the cash equivalent exposure at any one time will not exceed an agreed upon amount.

Use of Derivatives. Derivatives such as futures, forwards and options can be valuable tools within any portfolio. They can be used to reduce portfolio risk, to diversify portfolio holdings, to hedge against various types of risks and to improve revenue within a portfolio. When derivatives are utilized, the client must establish certain documentation with a futures commission merchant in order to transact in exchange traded derivative instruments and must enter into an International Swaps and Derivative Association Agreement and other related agreements in order to transact in over-the-counter instruments. Pacific Global Advisors may negotiate and establish the necessary documents. Pacific Global Advisors may also monitor the credit exposure to a client's derivative counterparties and manage the collateral and margining requirements of derivative positions.

Pacific Global Advisors monitors client portfolios against objectives and rebalances the portfolio if required, on a periodic basis. Pacific Global Advisors reports to clients the performance of the various strategies on a periodic basis.

Separately Managed Investment Accounts

When developing an investment strategy for fixed income Separate Accounts, Pacific Global Advisors concentrates on macro economic factors including the leading economic indicators, the shape of the yield curve, the business cycle and Federal Reserve Board monetary policy. Portfolio managers make weighting and selection decisions in accordance with each client's guidelines and risk tolerances within each portfolio. All of these decisions are made within the context of the client's overall investment policy.

Credit risk is managed and evaluated through a robust process. Credit review occurs prior to a purchase, as well as continually during the holding period of the obligation. Since similarly rated issuers do not necessarily possess the same credit risk, Pacific Global Advisors' credit research emphasizes credit metrics, ratings expectations and other factors to uncover these differences.

Pacific Global Advisors utilizes a combination of externally published material and internally generated research in this process. Pacific Global Advisors monitors client portfolios against objectives and benchmarks.

Risk Factors

The risk factors discussed below provide a general description of the nature of various risks the client may be exposed to as a result of pursuing strategies recommended by Pacific Global Advisors. These risks may arise from either Pacific Global Advisors' investment advice, direct investment decisions made by Pacific Global Advisors, or through investments made with external investment managers by the client.

Investing involves risk of loss that clients should be prepared to bear. Not all of the risks listed below will pertain to every client and clients are likely to be exposed to additional risks not described herein.

Securities, Futures and Derivatives Selection Risk. Securities, futures and derivatives may not perform to expectations. This could result in the underperformance of the account compared to other accounts with similar investment objectives.

Duration risk. Duration (interest rate risk) is one of the primary risk factors driving portfolio risk and return for fixed income accounts. Duration is measured as the interest rate sensitivity of a portfolio to an instantaneous, parallel shift in the yield curve. Clients may add duration to their portfolio to offset the duration risk of liabilities. There is risk that the actual performance will not match the performance anticipated by assessment of the duration.

Yield curve risk. One component of interest rate risk includes the maturity profile of holdings across the yield curve. Specifically, changes in the shape of the yield curve may cause losses greater than parallel shifts in yield curves.

Default risk. Default risk is the risk of loss arising from an issuer's failure to pay principal and interest when due.

Liquidity risk. Liquidity risk is the risk that a security or derivative may have to be sold at a lower price than that at which it is being valued, or cannot be sold when

desired. This can happen due to the complexity of the security or other issuer or market-specific factors.

Credit Risk. The value of a security may decline if the security's credit rating is downgraded or credit quality otherwise falls. There is the risk that the issuers or guarantors of securities, including securities issued by U.S. Government agencies not backed by the full faith and credit of the U.S. Government, will default on the payment of principal or interest or the obligation to repurchase securities.

Foreign Exposure Risk. Investing in securities issued or supported by foreign entities carries potential foreign exposure considerations, including but not limited to the risk of: (i) political and financial instability, (ii) less liquidity and greater volatility, (iii) lack of uniform accounting, auditing and financial reporting standards, and (iv) increased price volatility.

Government-Sponsored Enterprises Risk. Investments in government sponsored enterprises are debt obligations issued by agencies and instrumentalities of the U.S. Government. These obligations vary in the level of support they receive from the U.S. Government. They may be: (i) supported by the full faith and credit of the U.S. Treasury, such as those of the Government National Mortgage Association; (ii) supported by the right of the issuer to borrow from the U.S. Treasury, such as those of the Federal Home Loan Mortgage Corporation and the Federal Farm Credit Banks; (iii) supported by the discretionary authority of the U.S. Government to purchase the issuer's obligations, such as those of the Federal National Mortgage Association and the Federal Home Loan Banks; or (iv) supported only by the credit of the issuer, such as those of the Federal Farm Credit Bureau. The U.S. Government may choose not to provide financial support to U.S. Government sponsored agencies or instrumentalities if it is not legally obligated to do so in which case, if the issuer defaulted, a purchaser might not be able to recover its investment from the U.S. Government.

U.S. Government Securities Risk. A security backed by the U.S. Treasury or the full faith and credit of the United States is guaranteed only as to the timely payment of interest and principal when held to maturity. The market prices for such securities are not guaranteed and will fluctuate. In addition, because many types of U.S. government securities trade actively outside the United States, their prices may rise and fall as changes in global economic conditions affect the demand for these securities.

U.S. Government Credit Risk. The risk that the value of a U.S. Government issued obligation may decline, if the U.S. Government's credit rating is downgraded or credit quality otherwise falls and as a result their prices may rise and fall.

Market Risk. Market risks can affect the value of securities, futures and derivatives. These risks include political, regulatory, market and economic developments, including

developments that impact specific economic sectors, industries or segments of the market. For example, developments relating to subprime mortgages have adversely affected fixed-income markets worldwide. These developments reduced the willingness of some lenders to extend credit and have made it more difficult for borrowers to obtain financing. In addition, certain market participants have been less willing to make a market in some types of debt instruments. There is a risk that the lack of liquidity or other adverse credit market conditions may hamper the ability to purchase and sell certain securities.

Market Events. Turbulence in financial markets and reduced liquidity in credit and fixed income markets may negatively affect many issuers worldwide, which may have an adverse effect on investments.

Counterparty Risk. The credit risk of a counterparty can affect the value of futures and derivatives. The counterparty for futures transactions and certain over-the-counter transactions is a clearinghouse. The clearinghouse reduces its risk to market participants with initial margin requirements and rules for liquidating positions if a participant fails to post required margin. Over-the-counter transactions are agreements between a client and counterparty that may not currently trade, settle or clear on an exchange or through a clearinghouse. As such, the client is at risk to the counterparty. Pacific Global Advisors seeks to mitigate counterparty risks by including certain protections in its client's counterparty agreements including collateral arrangements.

Prepayment and Extension Risk. Investments in asset-backed and mortgage-backed securities are subject to the risk that the principal amount of the underlying collateral may be repaid prior to the bond's maturity date. If this occurs, no additional interest will be paid on the investment and an investment may have to be made at a lower rate. Conversely, a decrease in expected prepayments may result in the extension of a security's effective maturity and a decline in its price.

High Portfolio Turnover Risk. Portfolio turnover is a measure of trading activity over a one-year period. A portfolio turnover rate of 100% would indicate that an account sold and replaced the entire value of its securities holdings during the period. High portfolio turnover could increase transaction costs and possibly have a negative impact on performance. Frequent trading could also result in increased short-term capital gain distributions to clients, which are taxable as ordinary income for taxable investors.

Arbitrage Risk. An account that invests in securities purchased pursuant to an arbitrage strategy in order to take advantage of a perceived relationship between the values of two securities presents certain risks. Securities purchased or sold short pursuant to an arbitrage strategy may not perform as intended, which may result in a loss to the account.

Currency Risk. If an account invests directly in non-U.S. currencies or in securities that trade in and receive revenues in, non-U.S. currencies, or in derivatives that provide exposure to non-U.S. currencies, it will be subject to the risk that those currencies will decline in value relative to the U.S. dollar, or, in the case of hedging positions, that the U.S. dollar will decline in value relative to the currency being hedged. Currency rates in foreign countries may fluctuate significantly over short periods of time for a number of reasons, including changes in interest rates, intervention (or the failure to intervene) by U.S. or foreign governments, central banks or supranational entities such as the International Monetary Fund, or by the imposition of currency controls or other political developments in the United States or abroad. As a result, an account's investments in non-U.S. currency-denominated securities may reduce the returns of the account.

Derivatives Risk. Derivatives are financial contracts whose value depends on, or is derived from, the value of an underlying asset, reference rate or index. A variety of derivatives may be available to an account, depending on the specific type of account and/or investment guidelines. In implementing certain investment strategies, PGA may use derivatives as a substitute for taking a position in the underlying asset and/or as part of a strategy designed to reduce exposure to other risks. Pacific Global Advisors may also use derivatives for leverage, in which case their use would involve leveraging risk. An account's use of derivative instruments involves risks different from, or possibly greater than, the risks associated with investing directly in securities and other traditional investments. Derivatives are subject to a number of risks such as liquidity risk, market risk and management risk. They also involve the risk of mispricing or improper valuation and the risk that changes in the value of the derivative may not correlate perfectly with the underlying asset, rate or index. An account's investments in commodity-linked derivative instruments may subject the account to greater volatility than investments in traditional securities. The value of commodity-linked derivative instruments may be affected by changes in overall market movements, commodity index volatility, changes in interest rates, or factors affecting a particular industry or commodity, such as drought, floods, weather, livestock disease, embargoes, tariffs and international economic, political and regulatory developments. Because an account may concentrate assets in a particular sector of the commodities market (such as oil, metal or agricultural products), it may be more susceptible to risks associated with those sectors. An account investing in a derivative instrument could lose more than the principal amount invested. Also, suitable derivative transactions may not be available in all circumstances and there can be no assurance that Pacific Global Advisors will engage in these transactions to reduce exposure to other risks or otherwise when doing so would be beneficial for a particular account.

Equity Securities Risk. Equity securities represent an ownership interest, or the right to acquire an ownership interest, in an issuer. Equity securities also include, among other things, preferred stocks, convertible stocks and warrants. The values of equity

securities, such as common stocks and preferred stocks, may decline due to general market conditions which are not specifically related to a particular company, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates or adverse investor sentiment generally. They may also decline due to factors which affect a particular industry or industries, such as labor shortages or increased production costs and competitive conditions within an industry. Equity securities generally have greater price volatility than fixed income securities.

Short Sale Risk. Short sales are subject to special risks. A short sale involves the sale by an account of a security that it does not own with the hope of purchasing the same security at a later date at a lower price. An account may also enter into a short position through a forward commitment or a short derivative position through a futures contract or swap agreement. If the price of the security or derivative has increased during this time, then the account will incur a loss equal to the increase in price from the time that the short sale was entered into plus any premiums and interest paid to the third party. Therefore, short sales involve the risk that losses may be exaggerated, potentially losing more money than the actual cost of the investment. Also, there is the risk that the third party to the short sale may fail to honor its contract terms, causing a loss to the account.

Tax Risk. Tax laws and regulations applicable to an account are subject to change, and unanticipated tax liabilities could be incurred by investors as a result of such changes. Investors should consult their own tax advisors to determine the potential tax-related consequences of investing.

Regulatory Risk. The value of securities, futures and/or derivatives may be adversely affected as a result of new or revised legislation or regulations, or by changes in the interpretation or enforcement of existing laws and regulations. The Dodd-Frank Wall Street Reform and Consumer Protection Act requires the SEC and CFTC to develop rules and regulations relating to trading swaps. Additional rules and regulations may be adopted relating to futures and derivatives. Although the rules are not final at this time, Pacific Global Advisors anticipates that some of the documentation, trading and operations processes relating to derivatives will change substantially. These changes, or even the uncertainty as to what the changes may require, may affect the market. This market uncertainty may affect liquidity and pricing which may present additional risks to clients. In addition, the Department of Labor may adopt additional regulations or amend existing regulations relating to accounts subject to ERISA. These changes, if adopted, may present additional risks to clients.

Unaffiliated Investment Managers. Pacific Global Advisors may assist clients with the selection of unaffiliated investment managers. Pacific Global Advisors follows a disciplined process for suggesting investment managers to clients and evaluating their performance; however typically the client ultimately selects the investment manager

and enters into an investment management agreement with the investment manager. These investment managers may not perform as they have in the past or underperform. A number of other factors including those described herein may influence the performance of the account advised by the investment manager. These factors could result in the underperformance of the account compared to other accounts with similar investment objectives.

Legal, Tax or Accounting Advice. Pacific Global Advisors does not provide, tax, legal or accounting advice. Clients should consult their advisors with respect to these areas.

Item 9 – Disciplinary Information

Pacific Global Advisors is required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Pacific Global Advisors or the integrity of Pacific Global Advisors' management. Pacific Global Advisors has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Pacific Life is the sole member of Pacific Global Advisors. Pacific Life is wholly-owned by Pacific LifeCorp, which is wholly-owned by Pacific Mutual Holding Company. Pacific Mutual Holding Company is a mutual insurance holding company, whose members are policyholders and contract holders of Pacific Life. Through its direct and indirect subsidiaries, Pacific Mutual Holding Company is engaged in a wide variety of insurance, financial services, and other investment-related businesses. Pacific Global Advisors manages assets for Pacific Life and its affiliates. As the sole member, Pacific Life has the ability to influence Pacific Global Advisor's business.

Pacific Global Advisors is registered as a commodity trading advisor and commodity pool operator with the Commodities Futures Trading Commission and is a member of the National Futures Association. Certain of our management persons are registered, or have an application pending to register, as associated person and/or principal of Pacific Global Advisors.

Pacific Global Advisors has various financial industry affiliations that may be significant to its clients. Pacific Life Fund Advisors LLC, a registered investment adviser and a wholly-owned subsidiary of Pacific Life, is the investment adviser to and is compensated for various services provided to the Pacific Life Funds and the Pacific Select Fund.

Pacific Global Advisors performs advisory services for client accounts and vehicles with investment objectives and policies similar to one another.

Certain Pacific Global Advisors' employees, including some who are Pacific Global Advisors management personnel, may also be registered representatives of Pacific Select Distributors, Inc., a limited purpose broker-dealer which is a wholly-owned subsidiary of Pacific Life. Pacific Select Distributors, Inc. serves as distributor of the Pacific Life Funds and Pacific Select Fund. Pacific Global Advisors employees who are involved in marketing these products may also be registered representatives of Pacific Select Distributors. These employees, in appropriate circumstances and consistent with clients' objectives, may recommend to investment advisory clients or prospective clients the purchase of shares in the Pacific Life Funds and Pacific Select Fund or other investment companies or pooled investment vehicles that Pacific Select Distributors distributes or underwrites. These investment companies or pooled investment vehicles may pay investment management or administrative fees to Pacific Life Fund Advisors LLC, Pacific Life or affiliates of Pacific Life, or may pay sales commissions or distribution fees to Pacific Select Distributors, Pacific Life or affiliates of Pacific Life, including 12b-1 fees, loads, or contingent deferred sales charges. Pacific Global Advisors does not use affiliated broker-dealers to execute transactions for clients.

Pacific Global Advisors has arrangements which are material to its advisory business with Pacific Life and its affiliates. In particular, Pacific Global Advisors provides investment advisory services to Pacific Life and its affiliates.

Pacific Life Fund Advisors, a registered investment adviser and an affiliate of Pacific Global Advisors and Pacific Life and its affiliates provides administrative services pursuant to an Administrative Services Agreement to Pacific Global Advisors. In rendering investment advisory services to its clients, Pacific Global Advisors may use the resources of Pacific Life Fund Advisors to provide portfolio management, research and trading services.

Pacific Life is an insurance company. Pacific Life & Annuity Company is an insurance company and a wholly-owned subsidiary of Pacific Life.

Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics

Pacific Global Advisors has adopted a Code of Ethics (the "Code") pursuant to Rule 204A-1 of the Investment Advisers Act of 1940, as amended, and Rule 17j-1 of the Investment Company Act of 1940, as amended. Pacific Global Advisors has designed the Code to inform the firm's directors, officers and employees of their duty to place client interests above their own personal interests.

The Code significantly restricts the personal trading of all directors, officers and employees with access to non-public portfolio information ("Access Persons"). In general, the Code prohibits Access Persons from purchasing or selling a security, if the Access Person has knowledge that the security is being purchased or sold or being considered for purchase or sale by Pacific Global Advisors or an investment manager on behalf of a client account. In certain instances, the Code requires that Access Persons obtain pre-approval of their personal securities trades from Pacific Global Advisors' compliance department.

The Code also requires that directors, officers and employees comply with Pacific Global Advisors' policy on the use of material non-public information, which is intended to prevent the use of such information for personal or client benefit.

All Access Persons must report their personal securities trades and holdings on a regular basis, including those in the Pacific Life Funds and Pacific Select Funds, to the compliance department, which reviews the reports for compliance with the Code. All Access Persons are required to report any violation of the Code of which they are aware to Pacific Global Advisors' Chief Compliance Officer. The Code provides for an executive officer, in consultation with the Chief Compliance Officer, to determine appropriate sanctions for violations, up to and including termination of employment.

Corporate and employees' political contributions to U.S. or non-U.S. government officials, if not prohibited by law or regulation, may raise potential conflicts of interest. As a result, Pacific Global Advisors maintains policies and procedures which generally limit the amount of contributions to political candidates or elected officials. Employees may not make political contributions on behalf of Pacific Global Advisors or any of its affiliates or use corporate assets without approval of the Chief Compliance Officer. Certain employees, and in certain cases spouses and minor children, must obtain approval are prohibited from making personal political contributions in excess of exempted amounts or engaging in political activities.

Pacific Global Advisors provides the Code to each Access Person upon hire and annually, at which time Access Persons certify in writing that they agree to comply with the Code. Pacific Global Advisors will provide a copy of the Code to any client or prospective client upon request.

Investing in the Same Securities or at the Same Time

The overriding objective of Pacific Global Advisors' trade allocation policy is to achieve fair and equitable treatment of client accounts. Pacific Global Advisors has adopted procedures that are designed to ensure that trade allocations are timely, that no set of trade allocations is accomplished to unfairly advantage one client over another and that

over time client accounts are treated equitably, even though a specific trade may have the effect of benefitting one account as against another when viewed in isolation.

Fixed Income and Derivatives. Pursuant to these policies and procedures, Pacific Global Advisors may, in appropriate circumstances, aggregate fixed income or derivative trades for a client with trades in the same security for other clients. Pacific Global Advisors determines whether aggregation of such transactions is appropriate and allocates the securities among participating accounts with the general purpose of maintaining consistent concentrations across similar accounts in order to achieve, as nearly as possible, portfolio characteristic parity among such accounts, where appropriate.

Equity. Pursuant to PGA policies and procedures, Pacific Global Advisors may also, in appropriate circumstances, aggregate equity trades for a client with trades in the same security for other clients. If the trading desk receives multiple orders in the same security placed at or around the same time and on the same terms, the orders will be aggregated if it is determined that aggregation is consistent with Pacific Global Advisor's duty of best execution. With respect to orders for the same equity investment opportunity of limited availability, our policy is to allocate the equity investment opportunity based upon the orders communicated to the equities trading desk by each participating portfolio manager for his or her participating accounts.

Trade Allocation. Each portfolio manager allocates trades among his or her eligible accounts. In allocating trades, portfolio managers allocate orders across accounts with similar investment guidelines and investment styles fairly and equitably, taking into consideration relevant factors.

Item 12 –Brokerage Practices

Selection of Brokers and Dealers; Best Execution

Pacific Global Advisors has discretion to select brokerage firms and dealers for securities in the accounts under Pacific Global Advisors' direct management. Pacific Global Advisors has a fiduciary duty to seek best execution on all transactions in order to reduce the impact of trading costs on client portfolio returns. Broadly defined, to seek "best execution" is to seek to maximize the value of a client transaction considering the relevant circumstances of that transaction. Pacific Global Advisors will use its best efforts to obtain the most favorable price and execution available under the circumstances. Transactions executed by Pacific Global Advisors which are purchases or sales of fixed-income securities, are typically traded with a mark-up (or spread) charged by the dealer rather than a negotiated or stated commission rate. In seeking best execution of a fixed-income transaction, Pacific Global Advisors may consider several factors, including the price of the security, fill capability of the broker-dealer,

settlement efficiency, the reasonableness of the spread, and other services or expertise provided by the broker-dealer.

Futures and Exchange-Traded Options

When a Pacific Global Advisors' client executes trades in futures and exchange-traded options, the client must initially establish an account with a futures commission merchant. Pacific Global Advisors has discretion to select futures commission merchants and seeks to negotiate the most favorable commission schedule available for its clients.

Over-the-Counter Derivatives

When a Pacific Global Advisors' client executes trades in over-the-counter derivatives, the client must establish certain documents with a counterparty and in certain cases the futures commission merchant and clearing house. The documents specify certain terms that apply to all transactions between the client and counterparty. Alternatively, the client may use Pacific Global Advisor's umbrella documents established with certain counterparties. In order to use Pacific Global Advisor's umbrella documents, the client must provide certain certificates and other documents.

Pacific Global Advisors has discretion to select counterparties, futures commission merchants and clearing houses for its clients. Pacific Global Advisors considers various factors in selecting eligible counterparties, futures commission merchants and clearing houses including (i) credit rating and credit worthiness, (ii) documentation terms, (iii) execution and settlement capabilities, and (iv) collateral exchange requirements, procedures, and back office support.

Research and Other Soft Dollar Benefits

It is Pacific Global Advisors' policy to seek to obtain the best price and execution on all client transactions. Under the Securities Exchange Act of 1934, investment managers are permitted to cause a client to pay a higher commission than another broker-dealer might have charged for research and/or brokerage services provided by the broker-dealer that provide lawful and appropriate assistance to the investment manager in the investment decision-making or trade execution processes. In such circumstances, the investment manager may be deemed to be paying for such research or brokerage services with "soft" or commission dollars.

Pacific Global Advisors does not currently have any soft dollar arrangements with broker-dealers and Pacific Global Advisors does not direct client transactions to particular broker-dealers in return for soft dollars. Nevertheless, there are circumstances, such as with respect to equity transactions, where Pacific Global

Advisors may determine that it is appropriate to use a broker-dealer that has provided research on a topic of interest or other products or services and to pay commissions higher than those charged by other broker-dealers in return for such benefits, subject to best execution. When client brokerage activity is used to obtain research or other products or services, the adviser receives a benefit because the adviser does not have to produce or pay for the research, products or services itself out of its own resources. This poses a conflict of interest for the adviser to the extent it creates an incentive for the adviser to select a broker-dealer based on the adviser's interest in receiving the research or other products or services, rather than based strictly on the client's interest in receiving best execution. In addition, research and other products and services obtained through client brokerage activity may be used to service other of the adviser's client accounts, not allocated proportionately to the accounts whose brokerage transactions paid for the benefits. This poses a conflict of interest among clients to the extent that clients that did not bear any of the cost for the information may nonetheless benefit from the information obtained.

To Pacific Global Advisors' knowledge, the products and services that it may receive from broker-dealers are not conditioned upon any certain amount of brokerage activity directed to those broker-dealers.

Directed Brokerage

Pacific Global Advisors does not permit clients to direct their transactions to particular broker-dealers. Pacific Global Advisors has discretion to select brokers and dealers for all client accounts under its direct management.

Item 13 – Review of Accounts

For discretionary assets, estimates of account assets are reviewed daily. For non-discretionary assets, estimates are reviewed either on a weekly or monthly basis, where practically feasible.

For those portfolios for which Pacific Global Advisors assists clients in selecting investment managers, the due diligence team reviews compliance checklists completed by the investment manager. Pacific Global Advisors periodically makes on-site visits of investment managers to review their operations and internal compliance programs. In addition, Pacific Global Advisors meets regularly with the individual investment managers to review performance and style adherence.

The frequency of client reports depends upon the nature of the account and each client's requirements. Some clients receive reports on a monthly basis, while others receive reports quarterly or on a less frequent basis. Client reports are in writing and generally provide account performance and information about the client's investment strategy.

Item 14 – Client Referrals and Other Compensation

Pacific Global Advisors does not compensate third parties for referrals. Pacific Global Advisors may receive research from broker-dealers in connection with transactions executed for client accounts, as more fully described under Item 12.

Item 15 – Custody

Pacific Global Advisors does not have custody of any client funds or securities. Instead, client assets are held with banks, registered broker-dealers, custodians or trustees. Clients should receive at least quarterly statements from the broker-dealer, bank, custodian or trustee that holds and maintains the client's investment assets.

Item 16 – Investment Discretion

Pacific Global Advisors has discretionary authority for all or a portion of its client's assets to select the identity and amount of securities, futures and derivatives to be bought or sold. Pacific Global Advisors is given this authority in the agreement it executes with the client. The authority is generally limited by the stated investment objectives, policies and restrictions for the particular client account.

Item 17 – Voting Client Securities

Advisory Services

DB Pension Plans, VEBA and NDT clients either retain proxy voting authority or delegate the authority to third party investment managers who are responsible for proxy voting for assets they manage on behalf of the client.

Separately Managed Investment Accounts

In connection with Fixed Income Separate Accounts, Pacific Global Advisors may be required to vote proxies. Pacific Global Advisors does not currently have any proxy voting obligations. Pacific Global Advisors has adopted proxy voting policies and procedures designed to implement its duty to vote proxies in the best interests of each client that has delegated proxy voting authority to Pacific Global Advisors.

For routine proposals that will not change the structure, bylaws or operations of the company, Pacific Global Advisors' policy is to support management; however, each proposal will be considered individually focusing on the financial interests of the client. Non-routine proposals, such as board elections, advisory contract and distribution plan

approvals, and mergers, will generally be reviewed on a case-by-case basis with Pacific Global Advisors first and foremost considering the effect of the proposal on the client.

Because the Separate Accounts can invest in certain investment companies managed by affiliates of Pacific Global Advisors, Pacific Global Advisors may be called upon to vote a proxy issued by an investment company that an affiliate manages. To avoid the appearance of a conflict of interest in these cases, Pacific Global Advisors will contact the client to obtain consent before voting. If other potential conflicts of interest arise when voting a proxy, Pacific Global Advisors will contact the client to obtain consent before voting. For voting matters that do not represent a conflict of interest, it is not Pacific Global Advisors' practice to solicit a client's instructions for voting.

A copy of Pacific Global Advisors' proxy voting policies and procedures is available upon request. A client may also contact Pacific Global Advisors to receive a detailed record of any proxies voted on its behalf.

Item 18 - Financial Information

Pacific Global Advisors does not require or solicit prepayment of fees by any client six months or more in advance.

This item requires an adviser to make certain disclosures that are not applicable to Pacific Global Advisors, because it has no financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients, and it has not been the subject of a bankruptcy petition at any time during the past 10 years.