Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: CHARLES PANKOW FOUNDATION

A Employer identification number: 71-0919052

Number and street (or P O box number if mail is not delivered to street address): 199 S. LOS ROBLES AVE. Room/suite: 300

B Telephone number: 626-304-1190

City or town, state, and ZIP code: PASADENA, CA 91101

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 24,667,015.

J Accounting method [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

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)
Revenue	1 Contributions, gifts, grants, etc , received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	243.	243.		STATEMENT 1
	4 Dividends and interest from securities	566,848.	566,848.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	541,455.			
	b Gross sales price for all assets on line 6a 17,021,921.				
	7 Capital gain net income (from Part IV, line 2)		541,455.		
	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	232,190.	232,190.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	1,340,736.	1,340,736.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	130,363.	1,350.		129,013.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	28,025.	0.		4,204.
	c Other professional fees STMT 5	188,471.	151,123.		37,348.
	17 Interest				
	18 Taxes STMT 6	33,511.	9,609.		0.
	19 Depreciation and depletion				
	20 Occupancy	10,260.	0.		10,260.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	123,919.	5,086.		118,833.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	514,549.	167,168.		299,658.
	25 Contributions, gifts, grants paid	1,042,299.			1,042,299.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,556,848.	167,168.		1,341,957.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-216,112.			
	b **Net investment income** (if negative, enter -0-)		1,173,568.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	50,900.	98,785.	98,785.
	2 Savings and temporary cash investments			
	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			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 8	9,708,132.	16,900,815.	15,726,764.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	20,139,584.	12,681,924.	8,810,166.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ DONATED ARTWORK)	46,800.	46,800.	31,300.
	16 **Total assets** (to be completed by all filers)	29,945,416.	29,728,324.	24,667,015.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	29,945,416.	29,728,324.	
	30 **Total net assets or fund balances**	29,945,416.	29,728,324.	
	31 **Total liabilities and net assets/fund balances**	29,945,416.	29,728,324.	

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	29,945,416.
2	Enter amount from Part I, line 27a	2	-216,112.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	29,729,304.
5	Decreases not included in line 2 (itemize) ▶ OTHER	5	980.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	29,728,324.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b	SEE ATTACHED STATEMENT			
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				
b				
c				
d				
e	17,021,921.		16,480,466.	541,455.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				541,455.

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 } 2 541,455.

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 does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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))
2010	1,202,524.	27,184,439.	.044236
2009	1,284,255.	24,546,214.	.052320
2008	1,939,199.	25,695,579.	.075468
2007	1,610,455.	41,566,748.	.038744
2006	1,588,940.	37,382,723.	.042505

2 Total of line 1, column (d)	2	.253273
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.050655
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	26,221,597.
5 Multiply line 4 by line 3	5	1,328,255.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,736.
7 Add lines 5 and 6	7	1,339,991.
8 Enter qualifying distributions from Part XII, line 4	8	1,341,957.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate
See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	11,736.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	11,736.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	11,736.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	12,500.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	12,500.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	764.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	764.	Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.PANKOWFOUNDATION.ORG

14 The books are in care of ▶ THE FOUNDATION Telephone no ▶626-304-1190

Located at ▶199 S. LOS ROBLES AVE., PASADENA, CA ZIP+4 ▶91101

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 ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ 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) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 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 2011)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(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
RICHARD M. KUNNATH, P.E. 199 S. LOS ROBLES AVE., SUITE 300 PASADENA, CA 91101	PRESIDENT AND DIRECTOR 0.50	1,500.	0.	0.
TIMOTHY P. MURPHY, ESQ. 199 S. LOS ROBLES AVE., SUITE 300 PASADENA, CA 91101	SECRETARY, CFO AND DIRECTO 10.00	25,500.	0.	0.
RON KLEMENCIC 199 S. LOS ROBLES AVE., SUITE 300 PASADENA, CA 91101	DIRECTOR 0.50	1,500.	0.	0.
ROBERT TENER 199 S. LOS ROBLES AVE., SUITE 300 PASADENA, CA 91101	EXECUTIVE DIRECTOR 40.00	101,863.	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

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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
SANFORD C. BERNSTEIN & CO., LLC - 1345 AVENUE OF THE AMERICAS, NEW YORK, NY 10105	INVESTMENT MANAGEMENT SERVICES	129,773.
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.

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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	21,366,396.
b	Average of monthly cash balances	1b	212,553.
c	Fair market value of all other assets	1c	5,041,962.
d	**Total** (add lines 1a, b, and c)	1d	26,620,911.
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	26,620,911.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	399,314.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	26,221,597.
6	**Minimum investment return.** Enter 5% of line 5	6	1,311,080.

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	1,311,080.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	11,736.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	11,736.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,299,344.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	1,299,344.
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	1,299,344.

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	1,341,957.
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	1,341,957.
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	11,736.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,330,221.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,299,344.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			1,333,498.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 1,341,957.				
a Applied to 2010, but not more than line 2a			1,333,498.	
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 2011 distributable amount				8,459.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				1,290,885.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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 2011, 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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

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 SCHEDULE				1,042,299.
Total			▶ 3a	1,042,299.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	243.	
4 Dividends and interest from securities			14	566,848.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	232,190.	
8 Gain or (loss) from sales of assets other than inventory			18	541,455.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		1,340,736.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,340,736.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(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) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Signature of officer or trustee: T. P. [signature] Date: 11-8-12 Title: SECRETARY, CFO AND DIRECTOR

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

Paid Preparer Use Only				
Print/Type preparer's name: KRISTIN CREIGHTON	Preparer's signature: KRISTIN CREIGHTON	Date: 11/8/12	Check ☐ if self-employed	PTIN: P00632729
Firm's name ▶ GOEHNER ACCOUNTANCY			Firm's EIN ▶ 95-4835865	
Firm's address ▶ 251 S. LAKE AVENUE, SUITE 190 PASADENA, CA 91101			Phone no 626-449-6321	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES	P		
b	PASSTHROUGH K-1 CAPITAL LOSS: BERNSTEIN TAX-MANAG	P		
c	PASSTHROUGH K-1 CAPITAL LOSS: BERNSTEIN TAX-MANAG	P		
d	PASSTHROUGH K-1 CAPITAL LOSS: BERNSTEIN GLOBAL ST	P		
e	PASSTHROUGH K-1 CAPITAL GAIN: BERNSTEIN GLOBAL ST	P		
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	16,490,904.		16,439,003.	51,901.
b			21,734.	-21,734.
c			8,231.	-8,231.
d			11,498.	-11,498.
e	257,324.			257,324.
f	273,693.			273,693.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				51,901.
b				-21,734.
c				-8,231.
d				-11,498.
e				257,324.
f				273,693.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	541,455.
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

123591
05-01-11

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

SOURCE	AMOUNT
INTEREST	243.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	243.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	840,541.	273,693.	566,848.
TOTAL TO FM 990-PF, PART I, LN 4	840,541.	273,693.	566,848.

FORM 990-PF	OTHER INCOME	STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PASSTHROUGH K-1 INCOME: BERNSTEIN TAX-MANAGED INTL BLEND SERIES	61,165.	61,165.	
PASSTHROUGH K-1 INCOME: BERNSTEIN GLOBAL STYLE SERIES	171,025.	171,025.	
TOTAL TO FORM 990-PF, PART I, LINE 11	232,190.	232,190.	

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 AND AUDIT FEES	28,025.	0.		4,204.
TO FORM 990-PF, PG 1, LN 16B	28,025.	0.		4,204.

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
INVESTMENT MANAGEMENT SERVICES	152,273.	150,023.		2,250.
IT SERVICES	3,698.	0.		3,698.
CONSULTING	32,500.	1,100.		31,400.
TO FORM 990-PF, PG 1, LN 16C	188,471.	151,123.		37,348.

FORM 990-PF — TAXES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	23,902.	0.		0.
FOREIGN TAXES	1,346.	1,346.		0.
PASSTHROUGH K-1 FOREIGN TAXES: BERNSTEIN TAX-MANAGED INTL BLEND	6,383.	6,383.		0.
PASSTHROUGH K-1 FOREIGN TAXES: BERNSTEIN GLOBAL STYLE BLEND SERIES	1,880.	1,880.		0.
TO FORM 990-PF, PG 1, LN 18	33,511.	9,609.		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
DESIGN MANAGEMENT PROGRAM	31,780.	0.		31,780.
OTHER EXPENSES	18,796.	0.		18,796.
PASSTHROUGH K-1 EXPENSES: BERNSTEIN TAX-MANAGED INTL BLEND SERIES	1,888.	1,888.		0.
PASSTHROUGH K-1 EXPENSES: BERNSTEIN GLOBAL STYLE BLEND SERIES	2,677.	2,677.		0.
CHARLES PANKOW LEGACY PROJECT	20,172.	0.		20,172.

REIMBURSED EXPENSES	40,886.	521.		40,365.
INSURANCE	4,720.	0.		4,720.
WEBSITE DESIGN AND OTHER RELATED EXPENSES	3,000.	0.		3,000.
TO FORM 990-PF, PG 1, LN 23	123,919.	5,086.		118,833.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	16,900,815.	15,726,764.
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,900,815.	15,726,764.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AB GLOBAL DIVERSIFIED STRATEGIES HEDGE FD	COST	6,455,436.	3,799,534.
BERNSTEIN GLOBAL STYLE BLEND SERIES	COST	4,298,316.	3,175,008.
TAX MANAGED INTERNATIONAL DBT	COST	1,928,172.	1,835,624.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,681,924.	8,810,166.

Charles Pankow Foundation
EIN: 71-0919052
Grants and Contributions Paid During the Year Ended December 31, 2011

Recipient Name and Address	Recipient's Foundations Status	Purpose of Grant or Contribution	Recipient Relationship		Amount
ACE Mentor Program of America Inc. 400 Main St. Suite 711 Stamford, CT 06901	509(a)(1)	Unrestricted/General	None	$	10,000.00
Ace Mentor Los Angeles Metropolitan Area Inc. 2901 28th St. Ste 100 Santa Monica, CA 90405	509(a)(1)	Unrestricted/General	None	$	5,000.00
ACI Foundation American Concrete Institute (ACI) 38800 Country Club Drive Farmington Hills, MI 48331	509(a)(3)	Unrestricted/General	None	$	7,250.00
American Institute of Architects 1735 New York Avenue NW Washington, DC 20006	501 (c)	Unrestricted/General	None	$	500.00
American Society of Civil Engineers Foundation Inc. 1801 Alexander Bell Drive, 3rd Floor Reston, VA 20191	509(a)(3)	OPAL Awards Gala program	None	$	25,000.00
American Society of Civil Engineers Foundation 1801 Alexander Bell Drive, 3rd Floor Reston, VA 20191	509(a)(3)	ASCE Charles Pankow Foundation Architectural Engineering Annual Student Competition Program	None	$	35,000.00
Applied Technology Council 201 Redwood Shores Pkwy. Ste 240 Redwood City, CA 94065	509(a)(1)	Industry Foundation Classes (IFCs) for Structural Components project	None	$	60,000.00
ASCC Education, Research & Development Foundati 2025 S. Brentwood Blvd., #105 St. Louis, MO 63144	509(a)(2)	Users' Guide to "Green" Concrete in Building Construction	None	$	40,000.00

Recipient Name and Address	Recipient's Foundations Status	Purpose of Grant or Contribution	Recipient Relationship	Amount
Berkeley YMCA 2111 Martin Luther King Jr. Way Berkeley, CA 94704	509(a)(2)	Unrestricted/General	None	$ 2,000.00
Beverly Hills Rotary Community Foundation 1900 Avenue of the Start #400 Los Angeles, CA 90067	509(a)(1)	Unrestricted/General	None	$ 3,500.00
Bishop O'Dowd High School 9500 Stearns Avenue Oakland, CA 94605	509(a)(1)	Unrestricted/General	None	$ 1,500.00
Boy Scouts of America, Aloha Council 42 Puiwa Road Honolulu, HI 96817	509(a)(1)	Unrestricted/General	None	$ 2,000.00
Cal Pacific Medical Center Foundation PO Box 7999 San Francisco, CA 94120	509(a)(3)	Unrestricted/General	None	$ 500.00
California State University Long Beach Foundation 6300 E. State University Drive, Suite 332 Long Beach, CA 90815	509(a)(1)	Unrestricted/General	None	$ 3,000.00
Children of Strength 1325 Valencia Street San Francisco, CA 94110	509(a)(2)	Unrestricted/General	None	$ 1,500.00
Cypress Mandela Training Center 2229 Poplar Street Oakland, CA 94607	509(a)(1)	Pre-apprentice Construction Training Program	None	$ 4,000.00
East Bay Asian Local Development Corp. 310 8th Street, Suite 200 Oakland, CA 94607	509(a)(1)	Unrestricted/General	None	$ 1,500.00

Recipient Name and Address	Recipient's Foundations Status	Purpose of Grant or Contribution	Recipient Relationship	Amount
Five Acres-The Boys & Girls Aid Society of L.A. County 760 W. Mountain View St. Altadena, CA 91001	509(a)(1)	Unrestricted/General	None	$ 2,500.00
Friends of Foster Children PO Box 1105 Arcadia, CA 91077	509(a)(2)	Unrestricted/General	None	$ 2,500.00
Georgia Tech Research Corporation PO Box 100117 Atlanta, GA 30384	509(a)(3)	CPF Research Grant: Precast Concrete National BIM Standard Project	None	$ 48,742.00
Girl Scouts of Hawaii 420 Wyllie Street Honolulu, HI 96817	509(a)(1)	Unrestricted/General	None	$ 3,000.00
Hale Kipa, Inc. 615 Piikoi Street Suite 203 Honolulu, HI 96814	509(a)(1)	Unrestricted/General	None	$ 1,000.00
Hathaway-Sycamores Child and Family Services 210 S. De Lacey Avenue, Suite 110 Pasadena, CA 91005	509(a)(1)	Unrestricted/General	None	$ 2,500.00
Heart of Los Angeles 2701 Wilshire Blvd. Los Angeles, CA 90057	509(a)(2)	Unrestricted/General	None	$ 3,500.00
Hillsides 940 Avenue 64 Pasadena, CA 91105	509(a)(2)	Unrestricted/General	None	$ 2,500.00
Malama Learning Center PO Box 75467 Kapolei, HI 96707	509(a)(2)	Unrestricted/General	None	$ 1,000.00

Recipient Name and Address	Recipient's Foundations Status	Purpose of Grant or Contribution	Recipient Relationship	Amount
National Building Museum 401 F St NW 4th Floor Washington, DC 20001	509(a)(1)	Membership at Corinthian Level fund	None	$ 1,000.00
National Institute of Building Sciences 1090 Vermont Ave NW, Suite 700 Washington, DC 20005	509(a)(1)	Membership in BuildingSmart Alliance program	None	$ 1,000.00
Pacific Legal Foundation 3900 Lennane Dr. Ste 200 Sacramento, CA 95834	509(a)(1)	Unrestricted/General	None	$ 5,000.00
Pasadena Educational Foundation 351 South Hudson Avenue, Room 214 Pasadena, CA 91109	509(a)(3)	Unrestricted/General	None	$ 10,000.00
Ronald McDonald House Charities of Southern Califor 765 S. Pasadena Avenue Pasadena, CA 91105	509(a)(1)	Unrestricted/General	None	$ 2,500.00
Pennsylvania State University 227 West Beaver Avenue, Suite 401 State College, PA 16801	509(a)(1)	CPF Research Project: Owner's Guide to Building Information Modeling	None	$ 70,000.00
Purdue University - Sponsored Program Services 23510 Network Place Chicago, IL 60673	509(a)(1)	Design Procedure for Dual-Plate Composite Shear Walls project	None	$ 45,000.00
San Francisco Architectural Heritage 2007 Franklin Street San Francisco, CA 94109	509(a)(1)	Unrestricted/General	None	$ 1,200.00
San Mateo County Community Colleges Foundation 3401 CSM Drive San Mateo, CA 94402	509(a)(1)	Unrestricted/General	None	$ 4,000.00

Recipient Name and Address	Recipient's Foundations Status	Purpose of Grant or Contribution	Recipient Relationship	Amount
TLC for Kids Sports 1520 Fourth Street Berkeley, CA 94710	509(a)(2)	Unrestricted/General	None	$ 1,000.00
UC Berkeley 2195 Hearst Avenue, Room 130 Berkeley, CA 94720	509(a)(1)	CPF Research Grant: Corrugated Metal Shear Walls	None	$ 12,500.00
Union Station Homeless Services 825 E. Orange Grove Blvd. Pasadena, CA 91104	509(a)(1)	Unrestricted/General	None	$ 2,500.00
University of Arizona Sponsored Project Services PO Box 44390 Tuscon, AZ 85733	509(a)(1)	Development and Design of Precast Concrete Diaphragm Systems project	None	$ 40,000.00
University of California Los Angeles 10920 Wilshire Blvd Ste 620 Los Angeles, CA 90024	509(a)(1)	Composite Concrete Coupling Beams project	None	$ 80,000.00
University of Cincinnati PO Box 691031 Cincinnati, OH 45269	509(a)(1)	Continuous Stirrups for Shear and Torsion Reinforcement in Beams	None	$ 40,000.00
University of Kansas Center for Research, Inc. 2385 Irving Hill Road Lawrence, KS 66045	509(a)(1)	Anchorage of High-strength Reinforcing Bars	None	$ 30,000.00
University of Michigan 3003 South State, Room 1066 Ann Arbor, MI 48109	509(a)(1)	Effect of Shear Stud Layout on the Seismic Behavior of Slab-column Connections	None	$ 72,000.00
University of Nebraska-Lincoln 312 N 14th St, Alex West Bldg Lincoln, NE 68588	509(a)(1)	Shallow Hollow-Core Floor System Project	None	$ 15,000.00

Recipient Name and Address	Recipient's Foundations Status	Purpose of Grant or Contribution	Recipient Relationship	Amount
University of California, San Diego 9500 Gillman Drive, Mail Code 0934 La Jolla, CA 92093	509(a)(1)	Design Procedures for Precast Concrete Cladding Subsystems	None	$ 125,000.00
University of California, Davis PO Box 984062 West Sacramento, CA 95798	509(a)(1)	Design of Embedded Column Base Connections	None	$ 90,000.00
University of California, Davis PO Box 984062 West Sacramento, CA 95798	509(a)(1)	Tensile Capacity of Braced Frame Anchor Bolt Groups	None	$ 30,000.00
San Diego State University Foundation 5250 Campanile Drive MC1944 San Diego, CA 92182	509(a)(2)	Imrpoved Tolerance Management in Concrete Construction	None	$ 12,107.00
University of Washington 12455 Collections Drive Chicago, IL 60693	509(a)(1)	CPF Research Project: Performance-Based Seismic Design of Concrete Walls	None	$ 80,000.00
YWCA of Oahu 1040 Richards Street Honolulu, HI 96813	509(a)(1)	Unrestricted/General	None	$ 3,000.00
			Total	$ 1,042,299.00

Charles Pankow Foundation
EIN: 71-0919052
Form 990-PF, Part II, Line 15 - Other Assets
Donated Artwork
Tax Year Ending: December 31, 2011

Asset Description	Book Value	Fair Market Value
E-153 Black Granite Bowl	1,600	130
IMP 9 Renoir	500	500
O-102 Very Large Glazed Figure of a Camel	40,000	25,000
O-180 Cloisonne Enamel Vase	1,000	1,000
O-181 Cloisonne Enamel Vase	1,000	1,000
P-15 Mayan Polychrome Tripod Bowl	2,400	2,500
S-335 Watercolor rendering of 3800 Washington	150	200
S-340 pair of horse cheekbits (framed)	150	1,000
Total	46,800	31,330

[redacted]

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions CHARLES PANKOW FOUNDATION	Employer identification number (EIN) or [X] 71-0919052
	Number, street, and room or suite no. If a P.O. box, see instructions. 199 S. LOS ROBLES AVE., NO. 300	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PASADENA, CA 91101	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ THE FOUNDATION 199 S. LOS ROBLES AVE., NO. 300 - PASADENA, CA 91101

  Telephone No. ▶ 626-304-1190 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2012.

5 For calendar year 2011 , or other tax year beginning ________ , and ending ________ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
WE HAVE BEEN UNABLE TO GATHER THE NECESSARY INFORMATION TO FILE A COMPLETE AND TIMELY RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 22,500.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 22,500.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ CPA Date ▶ 8/1/12

Form **8868** (Rev. 1-2012)

123842
01-06-12

Form **8868**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print		
	Name of exempt organization or other filer, see instructions. CHARLES PANKOW FOUNDATION	Employer identification number (EIN) or [X] 71-0919052
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 199 S. LOS ROBLES AVE., NO. 300	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PASADENA, CA 91101	

Enter the Return code for the return that this application is for (file a separate application for each return) ... 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ THE FOUNDATION
  199 S. LOS ROBLES AVE., NO. 300 - PASADENA, CA 91101
  Telephone No. ▶ 626-304-1190 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2011 or
▶ [ ] tax year beginning ______, and ending ______.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 22,500.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 22,500.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions CHARLES PANKOW FOUNDATION	Employer identification number (EIN) or [X] 71-0919052
	Number, street, and room or suite no. If a P.O. box, see instructions. 199 S. LOS ROBLES AVE., NO. 300	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PASADENA, CA 91101	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ THE FOUNDATION 199 S. LOS ROBLES AVE., NO. 300 - PASADENA, CA 91101
  Telephone No. ▶ 626-304-1190 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2012.

5 For calendar year 2011 , or other tax year beginning ______ , and ending ______ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
WE HAVE BEEN UNABLE TO GATHER THE NECESSARY INFORMATION TO FILE A COMPLETE AND TIMELY RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 22,500.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 22,500.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ CPA Date ▶ 8/1/12

123842
01-06-12