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
2012
Open to public Inspection

For calendar year 2012 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) ▶$ 26,232,274.

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).)

	Line	(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	70,801.	70,801.		STATEMENT 1
	4 Dividends and interest from securities	379,352.	379,352.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-2,956,533.			
	b Gross sales price for all assets on line 6a 29,575,990.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	-151,605.	-151,605.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	-2,657,985.	298,548.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	127,006.	1,350.		125,656.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	23,300.	0.		3,495.
	c Other professional fees STMT 5	117,779.	71,436.		46,343.
	17 Interest				
	18 Taxes STMT 6	23,828.	1,328.		0.
	19 Depreciation and depletion				
	20 Occupancy	4,275.	0.		4,275.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	202,261.	1,186.		199,752.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	498,449.	75,300.		379,521.
	25 Contributions, gifts, grants paid	925,000.			925,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,423,449.	75,300.		1,304,521.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-4,081,434.			
	b **Net investment income** (if negative, enter -0-)		223,248.		
	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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	98,785.	18,003.	18,003.
	2 Savings and temporary cash investments		321,576.	321,576.
	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	16,900,815.	21,060,511.	21,592,737.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	12,681,924.	4,200,000.	4,268,628.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ DONATED ARTWORK)	46,800.	46,800.	31,330.
	16 **Total assets** (to be completed by all filers)	29,728,324.	25,646,890.	26,232,274.
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	29,728,324.	25,646,890.	
	30 **Total net assets or fund balances**	29,728,324.	25,646,890.	
	31 **Total liabilities and net assets/fund balances**	29,728,324.	25,646,890.	

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	29,728,324.
2	Enter amount from Part I, line 27a	2	-4,081,434.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	25,646,890.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	25,646,890.

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 STATEMENTS			
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	29,575,990.		32,532,523.	-2,956,533.

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				-2,956,533.

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 — -2,956,533.

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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,330,221.	26,221,597.	.050730
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

2	Total of line 1, column (d)	2	.261498
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	.052300
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	25,983,066.
5	Multiply line 4 by line 3	5	1,358,914.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,232.
7	Add lines 5 and 6	7	1,361,146.
8	Enter qualifying distributions from Part XII, line 4	8	1,304,521.

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 ▶ ☐ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		1	4,465.
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	4,465.
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	4,465.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 33,264.		
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	33,264.
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	28,799.
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 0. **Refunded** ▶		11	28,799.

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 2012 or the taxable year beginning in 2012 (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 2012, 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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ 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 2012 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 2012.)*	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 2012?		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
SEE STATEMENT 10		127,006.	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
GOLDMAN SACHS - 555 CALIFORNIA STREET, 45TH FLOOR, SAN FRANCISCO, CA 94104	INVESTMENT MANAGEMENT SERVICES	53,562.
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	19,337,078.
b	Average of monthly cash balances	1b	2,429,330.
c	Fair market value of all other assets	1c	4,612,339.
d	**Total** (add lines 1a, b, and c)	1d	26,378,747.
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	26,378,747.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	395,681.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	25,983,066.
6	**Minimum investment return.** Enter 5% of line 5	6	1,299,153.

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	1,299,153.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 4,465.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	4,465.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,294,688.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,294,688.
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	1,294,688.

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	1,304,521.
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	1,304,521.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,304,521.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,294,688.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,290,885.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,304,521.				
a Applied to 2011, but not more than line 2a			1,290,885.	
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 2012 distributable amount				13,636.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,281,052.
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 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail 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				925,000.
Total			▶ 3a	925,000.
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	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (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	70,801.	
4 Dividends and interest from securities			14	379,352.	
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	-151,605.	
8 Gain or (loss) from sales of assets other than inventory			18	-2,956,533.	
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.		-2,657,985.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 -2,657,985.

(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: [signature] Date: 11-15-13 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	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KRISTIN CREIGHTON	KRISTIN CREIGHTON	11/15/13		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-LONG TERM GOLDMAN SACH	P		
b	PUBLICLY TRADED SECURITIES-SHORT TERM GOLDMAN SAC	P		
c	PUBLICLY TRADED SECURITIES-LONG TERM BERNSTEIN	P		
d	PUBLICLY TRADED SECURITIES-SHORT TERM BERNSTEIN	P		
e	PASSTHROUGH K-1 CAPITAL GAIN: BERNSTEIN TAX-MANAG	P		
f	PASSTHROUGH K-1 CAPITAL GAIN: BERNSTEIN TAX-MANAG	P		
g	PASSTHROUGH K-1 CAPITAL LOSS: BERNSTEIN GLOBAL ST	P		
h	PASSTHROUGH K-1 CAPITAL LOSS: BERNSTEIN GLOBAL ST	P		
i	ARTWORK	D		
j	CAPITAL GAINS DIVIDENDS			
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	2,809,067.		2,347,911.	461,156.
b	6,312,495.		6,047,540.	264,955.
c	18,969,376.		22,280,487.	-3,311,111.
d	1,340,011.		1,275,005.	65,006.
e	78,980.			78,980.
f	58,650.			58,650.
g			208,071.	-208,071.
h			373,509.	-373,509.
i	624.			624.
j	6,787.			6,787.
k				
l				
m				
n				
o				

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				461,156.
b				264,955.
c				-3,311,111.
d				65,006.
e				78,980.
f				58,650.
g				-208,071.
h				-373,509.
i				624.
j				6,787.
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	-2,956,533.
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

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

SOURCE	AMOUNT
INTEREST-GOLDMAN SACHS AND BERNSTEIN	70,801.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	70,801.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS-GOLDMAN SACHS AND BERNSTEIN	386,139.	6,787.	379,352.
TOTAL TO FM 990-PF, PART I, LN 4	386,139.	6,787.	379,352.

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	12,396.	12,396.	
PASSTHROUGH K-1 LOSS: BERNSTEIN GLOBAL STYLE SERIES	-164,001.	-164,001.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-151,605.	-151,605.	

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	23,300.	0.		3,495.
TO FORM 990-PF, PG 1, LN 16B	23,300.	0.		3,495.

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	70,236.	70,236.		0.
IT SERVICES	5,543.	0.		5,543.
CONSULTING	42,000.	1,200.		40,800.
TO FORM 990-PF, PG 1, LN 16C	117,779.	71,436.		46,343.

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	22,500.	0.		0.
PASSTHROUGH K-1 FOREIGN TAXES: BERNSTEIN TAX-MANAGED INTL BLEND	879.	879.		0.
PASSTHROUGH K-1 FOREIGN TAXES: BERNSTEIN GLOBAL STYLE BLEND SERIES	449.	449.		0.
TO FORM 990-PF, PG 1, LN 18	23,828.	1,328.		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
OTHER EXPENSES	16,326.	0.		16,326.
PASSTHROUGH K-1 EXPENSES: BERNSTEIN TAX-MANAGED INTL BLEND SERIES	301.	301.		0.
PASSTHROUGH K-1 EXPENSES: BERNSTEIN GLOBAL STYLE BLEND SERIES	529.	529.		0.
CHARLES PANKOW LEGACY PROJECT	130,149.	0.		130,149.
REIMBURSED EXPENSES	49,010.	356.		48,654.
INSURANCE	4,623.	0.		4,623.

IRS INTEREST AND PENALTIES	1,323.	0.		0.
TO FORM 990-PF, PG 1, LN 23	202,261.	1,186.		199,752.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	21,060,511.	21,592,737.
TOTAL TO FORM 990-PF, PART II, LINE 10B	21,060,511.	21,592,737.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AB GLOBAL DIVERSIFIED STRATEGIES HEDGE FD	COST	0.	0.
BERNSTEIN GLOBAL STYLE BLEND SERIES	COST	0.	0.
TAX MANAGED INTERNATIONAL DBT	COST	0.	0.
GOLDMAN SACHS HEDGE FUNDS	COST	4,200,000.	4,268,628.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,200,000.	4,268,628.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
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 & DIRECTOR 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 (UNTIL JUNE 2012) 40.00	40,700.	0.	0.
MARK PERNICONI 199 S. LOS ROBLES AVE., SUITE 300 PASADENA, CA 91101	EXECUTIVE DIRECTOR 40.00	57,806.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		127,006.	0.	0.

Charles Pankow Foundation
EIN: 71-0919052
Grants and Contributions Paid During the Year Ended December 31, 2012

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	$	8,000.00
American Society of Civil Engineers Foundation Inc. 1801 Alexander Bell Drive, 3rd Floor Reston, VA 20191	509(a)(3)	Annual Architectural Engineering Student Competition	None	$	25,000.00
ASCC Education, Research & Development Foundatic 2025 S. Brentwood Blvd., #105 St. Louis, MO 63144	509(a)(2)	Users' Guide to "Green" Concrete in Building Construction	None	$	20,000.00
California Pacific Medical Center Foundation PO Box 7999 San Francisco, CA 94120	509(a)(3)	Bayview Child Health Center	None	$	5,000.00
California State University, Fresno 2320 East San Ramon Avenue, M/S EE94 Fresno, CA 93740	509(a)(1)	CPF Education Grant: Enhancing Design-Build Learning and Curriculum	None	$	10,000.00
Colorado State University 1584 Campus Delivery Fort Collins, CO 80523	509(a)(1)	CPF Education Grant: Enhancing Design-Build Learning and Curriculum	None	$	10,000 00
Construction Industry Institute at the University of Texas at Austin 3925 West Braker Lane Austin, TX 78759	509(a)(1)	Returned grant	None	$	(35,000.00)

Recipient Name and Address	Recipient's Foundations Status	Purpose of Grant or Contribution	Recipient Relationship	Amount
Fidelity Charitable Gift Fund, Kunnath Family 2001 Trust PO Box 770001 Cincinnati, OH 45277	509(a)(1)	Kunnath Family 2001 Trust	None	$ 5,000.00
Fidelity Investments Charitable Gift Fund, Timothy P. Murphy Fund PO Box 770001 Cincinnati, OH 45277	509(a)(1)	Timothy P. Murphy Fund	None	$ 5,000.00
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
Friends of the Michael White Adobe PO Box 8040 San Marino, CA 91118	509(a)(2)	Unrestricted/General	None	$ 3,000.00
Georgia Tech Research Corporation PO Box 100117 Atlanta, GA 30384	509(a)(3)	CPF Research Grant Precast Concrete National BIM Standard Project	None	$ 169,000.00
Hathaway-Sycamores Child and Family Services 210 S. De Lacey Avenue, Suite 110 Pasadena, CA 91005	509(a)(1)	Unrestricted/General	None	$ 6,500 00
Healthy Building Network 2001 S Street NW, Suite 570 Washington, DC 20009	509(a)(2)	Unrestricted/General	None	$ 10,000.00
Heart of Los Angeles Youth, Inc. 2701 Wilshire Blvd. Los Angeles, CA 90057	509(a)(2)	Unrestricted/General	None	$ 3,500.00

Recipient Name and Address	Recipient's Foundations Status	Purpose of Grant or Contribution	Recipient Relationship	Amount
Hillsides 940 Avenue 64 Pasadena, CA 91105	509(a)(2)	Unrestricted/General	None	$ 2,500.00
Lehigh University 526 Brodhead Avenue Bethlehem, PA 18015	509(a)(1)	CPF Research Grant. Unbonded Post-Tensioned Cast-in-Place Walls for Seismic Resistance	None	$ 75,000.00
National Institute of Building Sciences 1090 Vermont Ave NW, Suite 700 Washington, DC 20005	509(a)(1)	Unrestricted/General	None	$ 1,000.00
Northeastern University 3600 Huntington Avenue Boston, MA 02115	509(a)(1)	CPF Research Grant. Thermal Break Strategies for Cladding Systems in Building Structures	None	$ 100,000 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)	Designation for the Engineering and Environmental Science Collage and Career Pathway at John Muir High School	None	$ 2,500.00
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
San Francisco Child Abuse Prevention Center 1757 Waller Street San Francisco, CA 94117	509(a)(2)	Unrestricted/General	None	$ 15,000.00

Recipient Name and Address	Recipient's Foundations Status	Purpose of Grant or Contribution	Recipient Relationship	Amount
UC Berkeley 2195 Hearst Avenue, Room 130 Berkeley, CA 94720	509(a)(1)	CPF Research Grant: Corrugated Metal Shear Walls	None	$ 40,000.00
Union Station Homeless Services 825 E. Orange Grove Blvd. Pasadena, CA 91104	509(a)(1)	Unrestricted/General	None	$ 2,500.00
University of California Los Angeles 10920 Wilshire Blvd Ste 620 Los Angeles, CA 90024	509(a)(1)	Composite Concrete Coupling Beams project	None	$ 55,000.00
University of Cincinnati PO Box 691031 Cincinnati, OH 45269	509(a)(1)	Continuous Stirrups for Shear and Torsion Reinforcement in Beams	None	$ 20,000 00
University of Colorado Sponsored Project Accounting Dept. 220 Denver, CO 80291	509(a)(1)	CPF Research Grant: Owner's Guide to Maximizing Success in Integrated Projects	None	$ 50,000.00
University of Florida PO Box 115702 Gainesville, FL 32611	509(a)(1)	CPF Education Grant: Enhancing Design-Build Learning and Curriculum	None	$ 10,000.00
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	$ 30,000.00
University of Notre Dame 156 Fitzpatrick Hall Notre Dame, IN 46556	509(a)(1)	Hybrid Precast Walls For Seismic Regions project	None	$ 20,000.00
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	$ 90,000.00

Recipient Name and Address	Recipient's Foundations Status	Purpose of Grant or Contribution	Recipient Relationship	Amount
University of California, Davis PO Box 984062 West Sacramento, CA 95798	509(a)(1)	Design of Embedded Column Base Connections	None	$ 50,000.00
University of California, Davis PO Box 984062 West Sacramento, CA 95798	509(a)(1)	Tensile Capacity of Braced Frame Anchor Bolt Groups	None	$ 15,000.00
University Prep 8000 25th Avenue NE Seattle, WA 98115	509(a)(1)	Unrestricted/General	None	$ 5,000.00
YWCA of Oahu 1040 Richards Street Honolulu, HI 96813	509(a)(1)	Unrestricted/General	None	$ 4,000 00
			Total	$ 925,000.00

Charles Pankow Foundation
EIN: 71-0919052
Form 990-PF, Part II, Line 15 - Other Assets
Donated Artwork
Tax Year Ending: December 31, 2012

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

● 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 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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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, 2013.

5 For calendar year 2012 , 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**	$ 28,264.
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**	$ 28,264.
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 ▶