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

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year **2012** or tax year beginning , and ending

Name of foundation The Panda Charitable Foundation		A Employer identification number 95-4142346
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (626) 372-8192
1683 Walnut Grove Ave		C If exemption application is pending, check here <input type="checkbox"/>
City or town, state, and ZIP code Rosemead CA 91770-3711		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,484,787	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	6,697,360			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	73	73	73	
	4 Dividends and interest from securities	54,295	54,295	54,295	
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	6,751,728	54,368	54,368		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,182			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)	130,200				
24 Total operating and administrative expenses.					
Add lines 13 through 23	131,382	0	0	0	
25 Contributions, gifts, grants paid	6,149,447			6,149,447	
26 Total expenses and disbursements. Add lines 24 and 25.	6,280,829	0	0	6,149,447	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	470,899				
b Net investment income (if negative, enter -0-)		54,368			
c Adjusted net income (if negative, enter -0-)			54,368		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	1,064,092	591,204	
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,068,508	3,012,295	3,484,787
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	3,132,600	3,603,499	3,484,787	
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 (attach schedule)			
	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 . . . ▶ <input type="checkbox"/>				
	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 . . . ▶ <input type="checkbox"/>				
	and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds				
28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds	3,132,600	3,603,499		
30	Total net assets or fund balances (see instructions)	3,132,600	3,603,499		
31	Total liabilities and net assets/fund balances (see instructions)	3,132,600	3,603,499		

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 3,132,600
2	Enter amount from Part I, line 27a	2 470,899
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 3,603,499
5	Decreases not included in line 2 (itemize) ▶	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 3,603,499

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				
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				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) 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				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	0
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) (see instructions). If (loss), enter -0- in Part I, line 8 }			3	0

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	3,069,324	2,603,197	1.179059
2010	1,265,399	1,899,752	0.666086
2009	1,043,241	1,207,406	0.864035
2008	1,924,735	815,236	2.360954
2007	730,141	300,627	2.428727
2 Total of line 1, column (d)			2 7.498861
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 1.499772
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 3,975,612
5 Multiply line 4 by line 3			5 5,962,512
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 544
7 Add lines 5 and 6			7 5,963,056
8 Enter qualifying distributions from Part XII, line 4			8 6,149,447

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	544	
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	544	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	544	
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a			
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	550		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	550		
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <u>California</u>		
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>	X	
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>www.pandacare.org</u>	X		
14	The books are in care of ▶ <u>Winnie Chan</u> Telephone no. ▶ <u>(626) 372-8450</u> Located at ▶ <u>1683 Walnut Grove Ave Rosemead CA</u> ZIP+4 ▶ <u>91779-3711</u>			
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 ▶ <u>15</u>			
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? See the instructions for exceptions and filing requirements for Form TD F-90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b	N/A
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)? (see instructions) 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)? Yes No

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? 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? Yes No

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? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Andrew Cherng 1683 Walnut Grove Ave Rosemead, CA 91770		0		

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
.....		
.....		
.....		
.....		
.....		
Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 I am a Leader Foundation \$3,250,000 donated to the I am a Leader Foundation	
2 Panda Cares 2012 Golf Tournament \$814,000 raised and donated to Childrens Hospital of Los Angeles, City of Hope, Methodist Hospital Foundation and other charities.	123,921
3 Childrens Miracle Network Fundraising \$645,105 raised and donated to Childrens Miracle Network	
4 Cal Poly Pomona Foundation \$520,000 donated to Cal Poly Pomona Foundation	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount	
1		
2		
All other program-related investments. See instructions		
3		
Total. Add lines 1 through 3		▶ 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,036,154
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,036,154
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,036,154
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	60,542
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,975,612
6	Minimum investment return. Enter 5% of line 5	6	198,781

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	
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	0
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	0

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	6,149,447
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,149,447
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	544
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,148,903

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)

N/A

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0	
b Total for prior years: 20____, 20____, 20____				
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: ▶ \$ _____				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
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				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
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)

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				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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	54,368	25,678	12,503	29,567	122,116
b 85% of line 2a	46,213	21,826	10,628	25,132	103,799
c Qualifying distributions from Part XII, line 4 for each year listed	6,149,447	3,069,314	1,265,399	1,043,241	11,527,401
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	6,149,447	3,069,314	1,265,399	1,043,241	11,527,401
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	132,521	86,773	63,325	40,247	322,866
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (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:

Winnie Chan, Manager 1683 Walnut Grove Ave Rosemead, CA 91770-3711 (626) 372-9898

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

Letter specifying organization type and needs.

c Any submission deadlines:

None

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

Limited to the educational and medical assistance of children.

Part XV Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> See Statement 2				6,149,447
Total			▶ 3a	6,149,447
b <i>Approved for future payment</i>				
Total			▶ 3b	0

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature] Date: 7-15-11 Title: Manager

May the IRS discuss this return with the preparer shown below (see instructions)? [] Yes [] No

Paid Preparer Use Only Print/Type preparer's name, Preparer's signature, Date, Check [] if self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, Phone no.

Schedule of Contributors

2012

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

Name of the organization

Employer identification number

The Panda Charitable Foundation

95-4142346

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization The Panda Charitable Foundation	Employer identification number 95-4142346
---	--

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	See attachment. ----- ----- Foreign State or Province: ----- Foreign Country: -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- Foreign State or Province: ----- Foreign Country: -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- Foreign State or Province: ----- Foreign Country: -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- Foreign State or Province: ----- Foreign Country: -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- Foreign State or Province: ----- Foreign Country: -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- Foreign State or Province: ----- Foreign Country: -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- Foreign State or Province: ----- Foreign Country: -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization The Panda Charitable Foundation	Employer identification number 95-4142346
---	--

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

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

Name of organization The Panda Charitable Foundation	Employer identification number 95-4142346
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ 0
Use duplicate copies of Part III if additional space is needed.

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

Part I, Line 18 (990-PF) - Taxes

		1,182	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Domestic income taxes	804			
2	Foreign withholding taxes	378			

Part I, Line 23 (990-PF) - Other Expenses

		130,200	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Fundraising	130,070			
2	Brokerage fees	130			

Part II, Line 10b (990-PF) - Investments - Corporate Stock

1	Description	Num. Shares/ Face Value	2,068,508		3,012,295		1,888,976		3,484,787	
			Book Value Beg. of Year	Book Value End of Year	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year		
			2,068,508	3,012,295	1,888,976	3,484,787				

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1 Andrew Cherng		1683 Walnut Grove Ave	Rosemead	CA	91770				0	0	0

FEDERAL FORM 990-PF, PART I, LINE 1 - CONTRIBUTIONS, GIFTS, AND GRANTS RECEIVED
 PERSONS CONTRIBUTING MORE THAN \$5,000

(a) NO	(b) <u>NAME AND ADDRESS</u>	<u>DATE</u>	(c) <u>AGGREGATE CONTRIBUTIONS</u>	(d) <u>TYPE</u>
1	PANDA RESTAURANT GROUP, INC 1683 WALNUT GROVE AVENUE ROSEMEAD, CA 91770	VARIOUS	\$ 2,215,819	PERSON
2	ALBERTVILLE QUALITY FOODS, INC 130 QUALITY ST ALBERTVILLE, AL 35950	VARIOUS	\$ 8,000	PERSON
3	ACTION SALES 415 S ALTANTIC BLVD MONTEREY PARK, CA 91754	VARIOUS	\$ 7,500	PERSON
4	ANDREW AND PEGGY CHERNG 1683 WALNUT GROVE AVE ROSEMEAD, CA 91770	VARIOUS	\$ 3,891,514	PERSON
5	AO SMITH 500 TENNESSEE WALTZ PARKWAY ASHLAND CITY, TN 37015	VARIOUS	\$ 5,000	PERSON
6	AON FOUNDATION 707 WILSHIRE BLVD , SUITE 2600 LOS ANGELES, CA 90017	VARIOUS	\$ 7,500	PERSON
7	AMPHION 10722 EDISON COURT RANCHO CUCAMONGA, CA 91730	VARIOUS	\$ 5,000	PERSON
8	AT&T PREMIER CLIENT GROUP 1150 S OLIVE ST , 18F LOS ANGELES, CA 90015	VARIOUS	\$ 5,000	PERSON
9	BEL-AIR SWAP-MEET, INC 1999 AVENUE OF THE STARS, STE 2800 LOS ANGELES, CA 90067	VARIOUS	\$ 7,500	PERSON
10	BANK OF AMERICA 8564 S BROADWAY LOS ANGELES, CA 90003	VARIOUS	\$ 13,000	PERSON
11	DENNIS P BURKE 3165 LOMBARDY ROAD PASADENA, CA 91107	VARIOUS	\$ 23,220	PERSON
12	CAL FRESCO, LLC 6830 ARTESIA BLVD, BUENA PARK, CA 90620	VARIOUS	\$ 13,100	PERSON
13	DIRECT EDGE MEDIA, INC 430 W. COLLINS AVE ORANGE, CA 92867	VARIOUS	\$ 5,050	PERSON
14	DISCOVER A STAR 100 UNIVERSAL CITY PLAZA UNIVERSAL CITY, CA 91608	VARIOUS	\$ 5,000	PERSON
15	DJM ACQUISITION GROUP, LLC 60 S MARKET ST. SUITE 1120 SAN JOSE, CA 95113	VARIOUS	\$ 5,000	PERSON
16	DR PEPPER/SEVEN UP, INC 320 BROCKMONT DRIVE GLENDALE, CA 91202	VARIOUS	\$ 6,000	PERSON
17	EAST WEST BANK 135 N LOS ROBLES AVE, SUITE 600 PASADENA, CA 91101	VARIOUS	\$ 5,000	PERSON

18	ECOLAB 5134 RED OAK WAY PARKER, CO 80134	VARIOUS	\$	8,500	PERSON
19	ELPX, LLC PO BOX 368009-PMB138E SAN DIEGO, CA 92136	VARIOUS	\$	20,000	PERSON
20	FIFTH THIRD BANK 1217 BLACK HAWK DR HASLET, TX 76052	VARIOUS	\$	6,000	PERSON
21	FISHERMAN'S PRIDE PROCESSORS 4510 SOUTH ALAMEDA ST VERNON, CA 90058	VARIOUS	\$	6,250	PERSON
22	GENPAK, LLC 33 BLOOMFIELD LANE RANCHO SANTA MARGARITA, CA 92688	VARIOUS	\$	7,500	PERSON
23	INTERFACE SECURITY SYSTEMS (WESTEC) 8913 KENILWORTH DR BURKE, VA 22015	VARIOUS	\$	5,200	PERSON
24	JSL FOODS, INC 3550 PASADENA AVE LOS ANGELES, CA 90031	VARIOUS	\$	7,500	PERSON
25	KAGOME, INC 353G VINTAGE PARK DRIVE FOSTER CITY, CA 94404	VARIOUS	\$	7,550	PERSON
26	KANYE ANDERSON CAPITAL ADVISORS, L P 1800 AVENUE OF THE STARS, 3RD FL LOS ANGELES, CA 90067	VARIOUS	\$	5,000	PERSON
27	NICOLE RAGSDALE - KERRY INGREDIENTS 6551 OAKGROVE CIRCLE HUNTINGTON BEACH, CA 92647	VARIOUS	\$	7,500	PERSON
28	LEE KUM KEE 14841 DON JULIAN RD CITY OF INDUSTRY, CA 91746	VARIOUS	\$	8,500	PERSON
29	LEGENDARY PICTURES 4000 WARNER BLVD., BLDG 76 BURBANK, CA 91522	VARIOUS	\$	10,000	PERSON
142	MCLANE FOOD SERVICE, INC 2085 MIDWAY RD CARROLLTON, TX 75006	VARIOUS	\$	6,150	PERSON
143	METHODIST HOSPITAL 300 WEST HUNTINGTON DRIVE ARCADIA, CA 91007	VARIOUS	\$	5,050	PERSON
144	MEDICAL STAFF OF METHODIST HOSPITAL 300 WEST HUNTINGTON DRIVE ARCADIA, CA 91007	VARIOUS	\$	6,000	PERSON
145	MELISSA A MARTINEZ 1683 WALNUT GROVE AVENUE ROSEMEAD, CA 91770	VARIOUS	\$	6,201	PERSON
146	MICHAEL FOODS 22806 SOUTH 173RD RD GILBERT, AZ 85297	VARIOUS	\$	5,000	PERSON
147	MING HONG INTERNATIONAL, INC 14730 DON JULIAN ROAD CITY OF INDUSTRY, CA 91746	VARIOUS	\$	5,000	PERSON
148	MORGAN, KEEGAN & COMPANY, INC 4712 ADMIRALTY WAY, STE 518 MARINA DEL REY, CA 90292	VARIOUS	\$	6,000	PERSON
149	MORRISON & FOERSTER, LLP 755 PEGE MILL ROAD PALO ALTO, CA 94304	VARIOUS	\$	12,500	PERSON

150	NAKAMOTO/BITAR LLP 5015 BIRCH STREET SUITE 110 NEWPORT BEACH, CA 92660	VARIOUS	\$	5,050	PERSON
151	OGLETREE, DEAKINS, NASH, SMOAK & STEWART 400 SOUTH HOPE ST, SUITE 1200 LOS ANGELES, CA 90071	VARIOUS	\$	7,500	PERSON
152	OVERHILL FARMS 2727 EAST VERNON AVE VERNON, CA 90058	VARIOUS	\$	30,000	PERSON
153	PACKERS MARKETTING SYSTEMS, INC 3050 SATURN STREET, SUITE 102 BREA, CA 92821	VARIOUS			PERSON
154	PACIFIC SUPREME COMPANY 19300 S HAMILTON AVE # 160 GARDENA, CA 90248	VARIOUS	\$	6,000	PERSON
155	PEGGY CHERNG 1683 WALNUT GROVE AVE ROSEMEAD, CA 91770	VARIOUS	\$	30,000	PERSON
156	PEPSI-COLA FOUNTAIN CO , INC 27442 PORTOLA PARKWAY, SUITE 250 FOOTHILL RANCH, CA 92610	VARIOUS	\$	38,000	PERSON
157	PILGRIM'S PRIDE P O BOX 93, 4845 U S HWY 271 NORTH PITTSBURG, CA 90343	VARIOUS	\$	5,000	PERSON
158	RED CHAMBER CO 4510 S ALAMEDA ST LOS ANGELES, CA 90058	VARIOUS	\$	6,250	PERSON
159	RITE-WAY MEAT PACKERS 5151 ALCOA AVE VERNON, CA 90058	VARIOUS	\$	12,500	PERSON
160	SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 300 S GRAND AVENUE #3400 LOS ANGELES, CA 90071	VARIOUS	\$	5,000	PERSON
161	TYSON FOODS P O BOX 2020 SPRINGDALE, AK 72765-2020	VARIOUS	\$	14,500	PERSON
162	ULTRASIGNS, INC 9025 BALBOA AVE SAN DIEGO, CA 92130	VARIOUS	\$	5,000	PERSON
163	VENTURA FOODS, LLC 40 POINT DRIVE BREA, CA 92821	VARIOUS	\$	6,000	PERSON
164	WEI-CHUAN USA 3410 S MALT AVE COMMERCE, CA 90040	VARIOUS	\$	5,000	PERSON
165	WELLS FARGO 1000 LAKES DR , SUITE 250 WEST COVINA, CA 91790	VARIOUS	\$	12,500	PERSON
166	WESTERN PACIFIC DISTRIBUTORS, INC 12640 ALONDRA BLVD CERRITOS, CA 90703	VARIOUS	\$	5,000	PERSON
167	WINDSOR FOODS 11319 FRONTIER DRIVE FRISCO, TX 75033	VARIOUS	\$	10,000	PERSON
168	CONTRIBUTORS CONTRIBUTED LESS THAN \$5,000	VARIOUS	\$	114,455	PERSON

TOTAL

\$ 6,697,359

FEDERAL FORM 990-PF, PART XV, LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RECIPIENT RELATIONSHIP WITH FOUNDATION	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
A B COMBS ELEMENTARY P T A	NONE	501(C)3	EDUCATION	\$ 1,150
A B COMBS LEADERSHIP	NONE	501(C)3	EDUCATION	\$ 5,400
ARCADIA HISTORICAL MUSEUM FOUNDATION PO BOX 661514 ARCADIA, CA 91066	NONE	501(C)3	CHARITABLE	\$ 50,000
AMERICAN RED CROSS 430 MADELINE DRIVE PASADENA, CA 91105	NONE	501(C)3	CHARITABLE	\$ 289,260
ASIAN PACIFIC AMERICAN LEGAL CENTER 1145 WILSHIRE BLVD, 2ND FL LOS ANGELES, CA 90017	NONE	501(C)3	CHARITABLE	\$ 50,000
BAKER UNIVERSITY 618 EIGHTH STREET BALDWIN CITY, KS 66006	NONE	501(C)3	EDUCATION	\$ 100,000
CAL POLY POMONA FOUNDATION 3801 W TEMPLE AVE, BLDG 79B POMONA, CA 91768	NONE	501(C)3	EDUCATION	\$ 520,000
CALIFORNIA INSTITUTE OF TECHNOLOGY MC202-31 PASADENA, CA 91125	NONE	501(C)3	CHARITABLE	\$ 20,000
CHILDRENS HOSPITAL LOS ANGELES 4650 SUNSET BLVD, MS #29 LOS ANGELES CA 90027	NONE	501(C)3	CHARITABLE	\$ 110,000
CHILDREN'S MIRACLE NETWORK 4525 SOUTH 2300 EAST SALT LAKE CITY, UT 84117	NONE	501(C)3	CHARITABLE	\$ 645,105
CITY OF HOPE 1055 WILSHIRE BLVD LOS ANGELES, CA 90017	NONE	501(C)3	CHARITABLE	\$ 100,000
COMMITTEE OF 100, INC 677 FIFTH AVENUE 5TH FLOOR NEW YORK, NY 10022	NONE	501(C)3	EDUCATION	\$ 50,000
DISCOVER A STAR FOUNDATION 100 UNIVERSAL CITY PLAZA UNIVERSAL CITY, CA 91608	NONE	501(C)3	CHARITABLE	\$ 5,000
EAST VALLEY BASEBALL	NONE	501(C)3	CHARITABLE	\$ 1,000
HABITAT FOR HUMANITY OF SAN FERNANDO	NONE	501(C)3	CHARITABLE	\$ 10,000
HUNTINGTON MEMORIAL HOSPITAL 100 WEST CALIFORNIA BLVD PASADENA, CA 91109	NONE	501(C)3	CHARITABLE	\$ 100,000
I AM A LEADER FOUNDATION 180 N UNIVERSITY AVENUE SUITE 410 PROVO, UT 84601	NONE	501(C)3	EDUCATIONAL	\$ 3,250,000
INTERNATIONAL BUDDHIST PROGRESS SOCIETY	NONE	501(C)3	CHARITABLE	\$ 10,000
JACC	NONE	501(C)3	CHARITABLE	\$ 3,500
LOS ANGELES UNITED METHODIST URBAN FOUNDATION	NONE	501(C)3	CHARITABLE	\$ 2,500
LEADER IN ME PROGRAM 2200 WEST PARKWAY BLVD SALT LAKE CITY, UT 84119	NONE	501(C)3	EDUCATION	\$ 151,698
MICHIGAN STATE UNIVERSITY 300 SPARTAN WAY EAST LANSING, MI 48824-1005	NONE	501(C)3	EDUCATION	\$ 50,000
METHODIST HOSPITAL FOUNDATION 300 WEST HUNTINGTON DRIVE, ARCADIA, CA 91066	NONE	501(C)3	CHARITABLE	\$ 354,000
THE MUSEUM OF CONTEMPORARY ART (MOCA) 250 SOUTH GRAND AVENUE LOS ANGELES, CA 90012	NONE	501(C)3	EDUCATION	\$ 50,000
SOUTH PASADENA CHINESE AMERICAN CLUB	NONE	501(C)3	CHARITABLE	\$ 3,000
THE J PAUL GETTY TRUST 1200 GETTY CENTER DRIVE, SUITE 700 LOS ANGELES, CA 90049	NONE	501(C)3	CHARITABLE	\$ 20,000
UCLA FOUNDATION PO BOX 7145 PASADENA CA 91109-9903	NONE	501(C)3	EDUCATION	\$ 130,000
WELLS BRING HOPE 16563 PARK LANE CIRCLE LOS ANGELES, CA 90049	NONE	501(C)3	CHARITABLE	\$ 60,834
YMCA OF WEST SAN GABRIEL VALLEY	NONE	501(C)3	CHARITABLE	\$ 7,000
TOTAL				<u>\$ 6,149,447</u>

Application for Extension of Time To File an Exempt Organization Return

(Rev. January 2013)

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box ▶
 - 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.

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. The Panda Charitable Foundation	Employer identification number (EIN) or 95-4142346
	Number, street, and room or suite no. If a P.O. box, see instructions. 1683 Walnut Grove Avenue	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Rosemead, CA 91711	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
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

- The books are in the care of ▶ Winnie Chan

Telephone No. ▶ (626) 372-8450 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 8/15/2013 to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year _____ 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	\$	550
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	\$	0
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	\$	550

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.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.