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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

For calendar year 2013 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) 1683 WALNUT GROVE AVE.	Room/suite	B Telephone number (626) 372-8192
City or town, state or province, country, and ZIP or foreign postal code ROSEMEAD, CA 91770		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" 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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 10,589,006.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
▶ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	14,972,824.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	102.	102.	102.	STATEMENT 1
4 Dividends and interest from securities	75,391.	75,391.	75,391.	STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	65,979.			
b Gross sales price for all assets on line 6a	90,989.			
7 Capital gain net income (from Part IV, line 2)		65,979.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	15,114,296.	141,472.	75,493.	
13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees	16,600.	0.	0.	0.
b Accounting fees				
c Other professional fees				
17 Interest				
18 Taxes	911.	0.	0.	0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	227,960.	0.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23	245,471.	0.	0.	0.
25 Contributions, gifts, grants paid	10,159,816.			10,159,816.
26 Total expenses and disbursements. Add lines 24 and 25	10,405,287.	0.	0.	10,159,816.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	4,709,009.			
b Net investment income (if negative, enter -0-)		141,472.		
c Adjusted net income (if negative, enter -0-)			75,493.	

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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		591,204.	1,178,990.	1,178,990.	
	2	Savings and temporary cash investments					
	3	Accounts receivable ▶					
		Less: allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable ▶					
		Less: allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U S and state government obligations					
		b Investments - corporate stock STMT 7			3,012,295.	7,133,518.	9,410,016.
		c Investments - corporate bonds					
	11	Investments land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other						
14	Land, buildings, and equipment: basis ▶						
	Less accumulated depreciation ▶						
15	Other assets (describe ▶)						
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)			3,603,499.	8,312,508.	10,589,006.	
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. ▶ <input type="checkbox"/>						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>						
	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			3,603,499.	8,312,508.	
30	Total net assets or fund balances			3,603,499.	8,312,508.		
31	Total liabilities and net assets/fund balances			3,603,499.	8,312,508.		

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	3,603,499.
2	Enter amount from Part I, line 27a	2	4,709,009.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	8,312,508.
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	8,312,508.

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 CHARLES SCHWAB	P	02/06/08	02/25/13
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 90,989.		25,010.	65,979.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			65,979.
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	65,979.
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	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))
2012	6,149,447.	3,975,612.	1.546793
2011	3,069,324.	2,603,197.	1.179059
2010	1,265,399.	1,899,752.	.666086
2009	1,043,241.	1,207,406.	.864035
2008	1,924,735.	815,236.	2.360954

2 Total of line 1, column (d)	2	6.616927
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	1.323385
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,395,954.
5 Multiply line 4 by line 3	5	7,140,925.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,415.
7 Add lines 5 and 6	7	7,142,340.
8 Enter qualifying distributions from Part XII, line 4	8	10,159,816.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	}	1	1,415.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	1,415.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	1,415.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	1,500.
a 2013 estimated tax payments and 2012 overpayment credited to 2013		6d	
b Exempt foreign organizations - tax withheld at source		7	1,500.
c Tax paid with application for extension of time to file (Form 8868)		8	12.
d Backup withholding erroneously withheld		9	
7 Total credits and payments Add lines 6a through 6d		10	73.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 73.16 Refunded			

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?		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. $\$$ 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? <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
4a 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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>CA</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 2013 or the taxable year beginning in 2013 (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)	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? Website address ► <u>WWW.PANDACARE.ORG</u>	13	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>91770</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 ► 15 N/A			
16	At any time during calendar year 2013, 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)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	1b	
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 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 2013) 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 2013?	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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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) N/A

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.

(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	TRUSTEE 0.00	0.	0.	0.
PEGGY CHERNG 1683 WALNUT GROVE AVE. ROSEMEAD, CA 91770	TRUSTEE 0.00	0.	0.	0.

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

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

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

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

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

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains 'NONE'.

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

Part IX-A Summary of Direct Charitable Activities

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

Table with 2 columns: Description of activity, Expenses. Rows include: 1 I AM A LEADER FOUNDATION - LEADER IN ME PROGRAM: \$4,320,520 DONATED TO THE I AM A LEADER FOUNDATION (0); 2 CHILDREN'S MIRACLE NETWORK FUNDRAISING: \$1,026,064 RAISED AND DONATED TO CHILDREN'S MIRACLE NETWORK (0); 3 PANDA CARES 2013 LEADERS CONFERENCE FUNDRAISING: \$1,108,786 RAISED AND DONATED TO CHILDREN'S MIRACLE NETWORK, TZU CHI FOUNDATION, AND OTHER CHARITIES (80,934); 4 SEE STATEMENT 8 (146,170).

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

Table with 2 columns: Description of investment, Amount. Row 1 contains 'N/A'. Row 2 is blank. Row 3 contains 'All other program-related investments. See instructions'.

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	4,318,974.
b	Average of monthly cash balances	1b	1,159,152.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,478,126.
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	5,478,126.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	82,172.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,395,954.
6	Minimum investment return. Enter 5% of line 5	6	269,798.

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 2013 from Part VI, line 5	2a	
b	Income tax for 2013 (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	
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	

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	10,159,816.
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	10,159,816.
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	1,415.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	10,158,401.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years:				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$				
a Applied to 2012, 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 2013 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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 2012 Subtract line 4a from line 2a Taxable amount - see instr.				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

AS AMENDED ***

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 2013, enter the date of the ruling ▶
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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	75,493.	54,368.	25,678.	12,503.	168,042.
b 85% of line 2a	64,169.	46,213.	21,826.	10,628.	142,836.
c Qualifying distributions from Part XII, line 4 for each year listed	10,159,816.	6,149,447.	3,069,314.	1,265,399.	20,643,976.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	10,159,816.	6,149,447.	3,069,314.	1,265,399.	20,643,976.
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	179,865.	132,521.	86,773.	63,325.	462,484.
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.

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed.

SEE STATEMENT 9

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	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 Paid during the year					
TOTAL		PC		10,159,816.	
b Approved for future payment					
NONE					
Total				▶ 3a	10,159,816.
Total				▶ 3b	0.

AS AMENDED

Schedule B

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

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

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

THE PANDA CHARITABLE FOUNDATION

Employer identification number

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 foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule** For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

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.

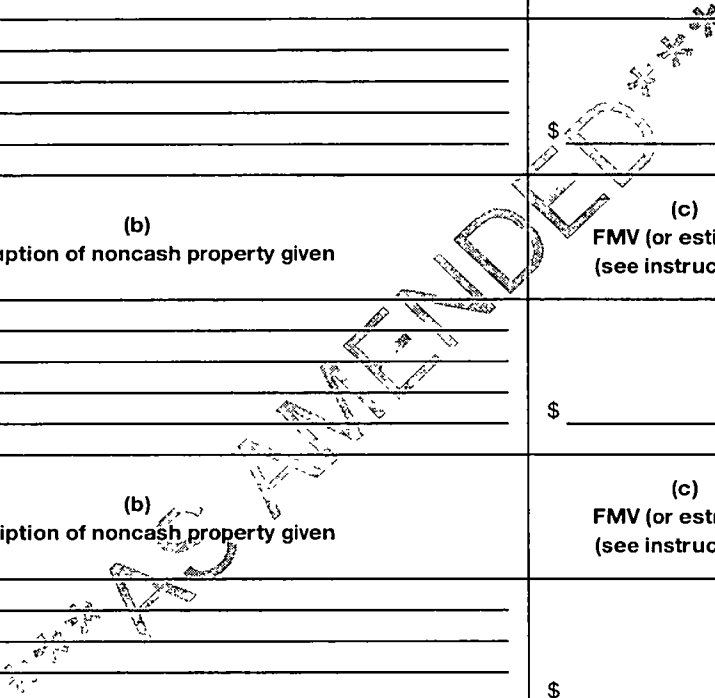
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SEE ATTACHMENT	\$ 14,972,824.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

AS AMENDED

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

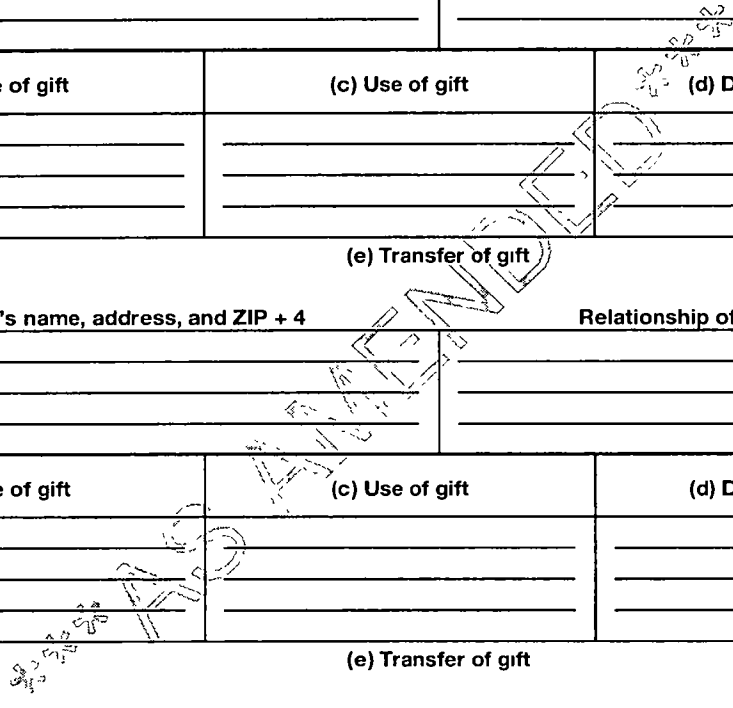
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____



Name of organization THE PANDA CHARITABLE FOUNDATION	Employer identification number 95-4142346
--	---

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that 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) ▶ \$ _____
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	
(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	
(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	
(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	

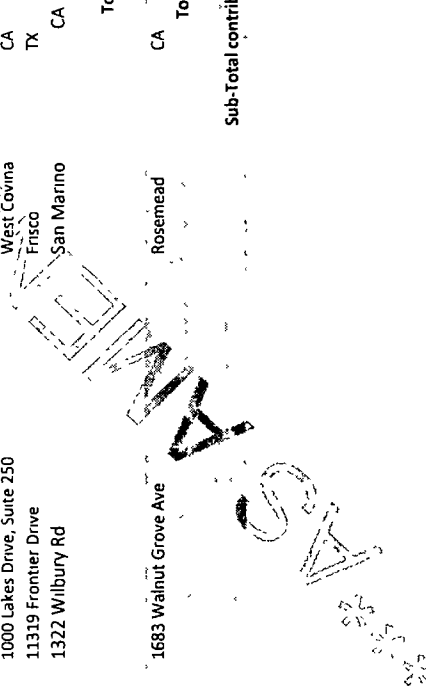


Form 990-PF, Part I, Line 3, Contributions, gifts, grants, etc received
(a)

(a)	No.	Name	(b)	Address	CA	Date	(c)	(d)
							Aggregate contributions	Type
		Panda Restaurant Group Inc	1683 Walnut Grove Ave	Rosemead	CA	91770	5,795,851.82	personal
		Andrew and Peggy Cherng	1683 Walnut Grove Ave	Rosemead	CA	91770	1,726,774.09	personal
		Peggy Cherng	1683 Walnut Grove Ave	Rosemead	CA	91770	30,000.00	personal
		Action Sales	415 S South Atlantic Blvd	Monterey Park	CA	91754	18,500.00	personal
		Adelson, Testan, Brundo, Novell & Jimenez	4590 E Thousand Oaks Blvd #215	Thousand Oaks	CA	91362	5,050.00	personal
		Alan & Gigi Cheung	333 Fairview Ave	Arcadia	CA	91007	5,200.00	personal
		Albertville Quality Food	1704 Devondale Drive	Louisville	KY	40222	13,500.00	personal
		Amphion executive safe &	10722 Edison Court	Rancho Cucamonga	CA	91730	5,000.00	personal
		Aon Foundation	707 Wilshire Blvd, Suite 2600	Los Angeles	CA	90017	8,500.00	personal
		Arent Fox LLP	555 West 5th Street, 48th Floor	Los Angeles	CA	90013	5,000.00	personal
		Cal Fresco, LLC	6830 Artestia Blvd	Buena Park	CA	90620	22,635.00	personal
		Cigna	400 Brand Blvd, 4th Floor	Glendale	CA	91010	9,000.00	personal
		Cintas Corporation	5600 W 73rd Street	Chicago	IL	60638	10,600.00	personal
		Craft Construction	2306 Losee Road	North Las Vegas	NV	89030	6,000.00	personal
		Gary Wang & Associates Inc	1255 Corporate Center Dr, Suite 8	Monterey Park	CA	91754	5,050.00	personal
		Graphic Packaging International, Inc	1500 Nicholas Blvd	Elk Grove Village	IL	60007	8,600.00	personal
		Direct Edge Media, Inc	430 West Collins Avenue	Orange	CA	92867	5,000.00	personal
		Discover A Star / Universal Studios Hollywood	100 Universal City Plaza - 5511-3	Universal City	CA	91608	5,000.00	personal
		DJM Capital Partners	60 South Market St, Suite 1120	San Jose	CA	95113	5,000.00	personal
		Dr Pepper/Seven Up, Inc	26661 Strafford	Mission Viejo	CA	92692	10,000.00	personal
		East West Bank Foundation	135 N Los Robles Ave, 6th Floor	Pasadena	CA	91101	5,000.00	personal
		ECOLAB	5134 Rd Oak Way	Parker	CO	80134	8,850.00	personal
		ELPX Limited Liability Co	P O BOX 368009 - PMB 138E	San Diego	CA	92136	17,000.00	personal
		Fifth Third Bank	38 Fountain Square Plaza	Cincinnati	Ohio	45202	6,000.00	personal
		Franklin Covey	2200 W Parkway Blvd	Salt Lake City	UT	84119	5,780.00	personal
		General Restaurant Equipment Co	1740 Albron Street	Los Angeles	CA	90031	17,500.00	personal
		Graphic Packaging International, Inc	1500 Nicholas Blvd	Elk Grove Village	IL	60007	8,500.00	personal
		Grievance Family Charitable Trust	465 First Street West, 2nd floor	Sonoma	CA	95476	6,000.00	personal
		Helen Lun & Danny Wu	112 Saturn St	San Francisco	CA	94114	7,000.00	personal
		HSB Architects & Engineers	2777 E Camelback Rd	Phoenix	AZ	85016	6,000.00	personal
		Huhtamaki	6905 103rd Ave	Kenosha	WI	53142	8,600.00	personal
		International Pacific LP/Pacific Supreme Company	19300 S Hamilton Ave	Gardena	CA	90248	6,000.00	personal
		ISM Restaurant Services	1425 Tri-State Pkwy #160	Gurnee	IL	60031	7,500.00	personal
		JSL Foods, Inc	3550 Pasadena Ave	Los Angeles	CA	90031	13,500.00	personal
		K&L International	1929 S Campus Ave	Ontario	CA	91761	6,000.00	personal
		Kagome Inc	3333 Johnson Road	Los Banos	CA	93635	12,750.00	personal
		Kerry Ingredients	21652 Seaside Lane	Huntington Beach	CA	92646	27,000.00	personal
		Kikkoman Sales USA	750 The City Drive, Suite 320	Orange	CA	92668	5,700.00	personal
		Lee Kum Kee USA Inc	14841 Don Julian Rd	City of Industry	CA	91746	20,500.00	personal
		Legendary Pictures, LLC	4000 WARNER BLVD, BLDG 76 RM 100	BURBANK	CA	91522	30,000.00	personal
		Manitowoc Ice Machines/Western Pacific Distribu	12640 Alondra Blvd	Cerritos	CA	90703	5,000.00	personal
		MBC Printing	14949 Firestone Bl	La Mirada	Ca	90638	6,500.00	personal
		McLane Foodservice, Inc	2085 Midway RD	Carrollton	TX	75006	7,700.00	personal
		Medical Staff of Methodist Hospital	300 W Huntington Dr	Arcadia	ca	91006	5,000.00	personal
		Methodist Hospital of Southern California	300 W Huntington Dr	Arcadia	ca	91006	5,000.00	personal
		Michael Foods	6034 S 173rd Street	Gilbert	Arizona	85298	5,000.00	personal
		Middleby Corporation	1400 Toastmaster Drive	Elgin	IL	60120	5,050.00	personal
		Ming Hong International	13285 Amar Road	City of Industry	CA	91746	5,000.00	personal
		Morgan Marketing & Public Relations	20715 Dearborn Street	Chatsworth	CA	91311	5,000.00	personal

Nakamoto Chou, LLP	1532 East Warner Avenue	Santa Ana	92705	7/9/2013	5,000.00	personal
Overhill Farms	2727 E. Vernon Ave	Vernon	90058	various	37,100.00	personal
Pepsi-Cola Fountain Comp	27422 Portola Parkway Suite 330	Foothill Ranch	92610	various	42,000.00	personal
Peter Doonly Kaufman	1211 Air Way	Glendale	91201	9/5/2013	62,000.00	personal
Pilgrim's Pride	12 Glen Iris	Dove Canyon	92679	9/4/2013	8,500.00	personal
Primstor	201 South Figueroa	Los Angeles	90012	various	16,000.00	personal
Randell - Unified Brands	1055 Mendell Davis Drive	Jackson	39272	7/31/2013	6,050.00	personal
Renovo Solution LLC	1801 E Parkcourt Pl, Building D, Suite 206	Santa Ana	92701	8/16/2013	5,000.00	personal
Rite-Way Meat Packer/Rose&Shore Meat Company	5151 Alcoa Ave	Vernon	90058	various	12,600.00	personal
Seyfarth Shaw LLP	2029 Century Park East, Suite 3500	Los Angeles	90067	various	6,000.00	personal
Skadden, Arps, Slate, Me	300 S Grand Ave	Los Angeles	90071	10/1/2013	5,000.00	personal
SMC GREASE & PLUMBING SPECIALIST, INC	PO BOX 1343	CORONA	92878	various	5,050.00	personal
Solamere Capital	137 Newbury St, 7th Floor	Boston	2116	9/28/2013	7,500.00	personal
Stampede Meat, Inc	7351 South 78th Avenue	Bridgview	60455	various	30,000.00	personal
Terry Tang	7 Bushwick Place	Brooklyn	11206	8/27/2013	10,000.00	personal
The Preferred Marketing Group	20715 Dearborn Street	Chatsworth	91311	7/31/2013	5,000.00	personal
The SYGMA Network	5550 Blazer Parkway, Ste 300	Dublin	43107	8/9/2013	7,500.00	personal
The Tung Family Charitable Foundation	13089 Peyton Dr, #C Mailbox, # 544	Chino Hills	91709	various	10,000.00	personal
Triad Retail Construction Inc	2206 O'Day Road	Pearland	77581	7/10/2013	6,100.00	personal
TRL Systems, Inc	9531 Milliken Ave	Rancho Cucamonga	91730	7/18/2013	5,000.00	personal
Tyson Foods, Inc	PO Box 2192	Avita Beach	93424	various	15,100.00	personal
Ventura Foods, LLC	45165 Sagewind Ct	Tennecula	92592	8/9/2013	5,000.00	personal
Wei-Chuan U S A Inc	3410 S Malt Ave	Commerce	90040	8/12/2013	5,000.00	personal
Wells Fargo Bank, N A	1000 Lakes Drive, Suite 250	West Covina	91790	9/3/2013	13,500.00	personal
Windsor Foods	11319 Frontier Drive	Frisco	75033	8/14/2013	5,000.00	personal
Xiaoming Hu	1322 Wilbury Rd	San Marino	91108	various	5,000.00	personal
Contributors contributed less than \$5,000					2,662,016.92	personal
					10,976,707.83	personal
Cherng Family Trust dated 10/30/1987	1683 Walnut Grove Ave	Rosemead	91770	12/27/2013	3,996,116.00	personal
					3,996,116.00	personal

Sub-Total contribution received in Cash and Stock 14,972,823.83



Form 990-PF, Part XV, Line 3a, Grants and Contributions Paid During the Year

No.	Recipients	Address	Relationship with Foundation	Recipient Status of Recipient	Purpose of Grant or Contribution	Amount
1	American Red Cross	430 Madeline Drive	None	501(c)3	Charitable	\$ 697,524.35
2	Americans Advancing Justice - Los Angeles	1145 Wilshire Blvd, 2nd Floor	None	501(c)3	Education	\$ 100,000.00
3	Asian Pacific American Legal Center	1145 Wilshire Blvd, 2nd Floor	None	501(c)3	Education	\$ 77,600.00
4	Baker University	618 Eight Street P O Box 65	None	501(c)3	Charitable	\$ 150,000.00
5	Cal Poly Pomona Foundation, Inc	3801 W Temple Ave, Bldg #55	None	501(c)3	Education	\$ 520,000.00
6	California Institute of Technology	MCS-5-32	None	501(c)3	Education	\$ 50,000.00
7	California Science Center Foundation	700 Exposition Park Drive	None	501(c)3	Education	\$ 11,000.00
8	Children's Hospital Los Angeles	4650 Sunset Blvd, MS#29	None	501(c)3	Charitable	\$ 150,000.00
9	Children's Miracle Network	4525 South 2300 East	None	501(c)3	Charitable	\$ 1,326,064.46
10	City of Hope	1055 Wilshire Blvd	None	501(c)3	Charitable	\$ 150,000.00
11	Communities in Schools of the San Fernando Valley, Inc	201 S Figueroa St, Suite 300	None	501(c)3	Education	\$ 10,000.00
12	Discover a Star Foundation	100 Universal City Plaza	None	501(c)3	Education	\$ 5,000.00
13	Harvard-Westlake School	12045 Hoffman Street, #405	None	501(c)3	Charitable	\$ 500.00
14	HKSASF	919 S Fremont Ave, #318	None	501(c)3	Charitable	\$ 50,000.00
15	Huntington Memorial Hospital	100 West California Blvd	None	501(c)3	Charitable	\$ 100,000.00
16	I Am A Leader Foundation	180 N University Ave, Suite 410	None	501(c)3	Education	\$ 4,320,520.30
17	Kap'olani Children's Miracle Network	55 Merchant Street, Suite 2600	None	501(c)3	Charitable	\$ 108,786.00
18	Leader in Me Program	2200 West Parkway Blvd	None	501(c)3	Education	\$ 324,374.83
19	Manhattan Beach Athletic Foundation	701 S Peck Ave	None	501(c)3	Charitable	\$ 500.00
20	Methodist Hospital Foundation	300 West Huntington Drive	None	501(c)3	Charitable	\$ 320,250.00
21	San Marino Motor Classic	150 N San Gabriel Blvd, Suite 700	None	501(c)3	Charitable	\$ 3,000.00
22	The J Paul Getty Trust	1200 Getty Center Drive, Suite 700	None	501(c)3	Charitable	\$ 20,000.00
23	Tzu Chi Foundation	1100 S Valley Center Ave	None	501(c)3	Charitable	\$ 851,267.89
24	UCLA Foundation	1033 Gayley Avenue, Suite 111	None	501(c)3	Education	\$ 122,500.00
25	USC Norris Comprehensive Cancer Center	1441 Eastlake Ave, Ste 8302	None	501(c)3	Charitable	\$ 100,000.00
26	Wells Bring Hope	16563 Park Lane Circle	None	501(c)3	Charitable	\$ 91,625.88
Total Contribution Paid in Cash						\$ 9,660,513.71
27	The Huntington Library, Art Collections, and Botanical Gardens	1151 Oxford Road	None	501(c)3	Charitable	\$ 499,301.82
Total Contribution Paid in Stock						\$ 499,301.82
Total Contribution Paid in Cash and Stock						\$ 10,159,815.53

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BANK	102.	102.	102.
TOTAL TO PART I, LINE 3	102.	102.	102.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	75,391.	0.	75,391.	75,391.	75,391.
TO PART I, LINE 4	75,391.	0.	75,391.	75,391.	75,391.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL & PROFESSIONAL	16,600.	0.	0.	0.
TO FM 990-PF, PG 1, LN 16A	16,600.	0.	0.	0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INCOME TAX	560.	0.	0.	0.
FOREIGN TAXES	351.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	911.	0.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FUNDRAISING EXPENSES	227,489.	0.	0.	0.
BANK CHARGES	195.	0.	0.	0.
LICENSE & PERMITS	150.	0.	0.	0.
OFFICE EXPENSES	126.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	227,960.	0.	0.	0.

FOOTNOTES

STATEMENT 6

THIS RETURN IS BEING AMENDED TO REFLECT THE CORRECTED CONTRIBUTIONS, GIFTS, GRANTS, ETC. RECEIVED IN THE AMOUNT OF \$14,972,824 AND THE CORRECTED CONTRIBUTIONS, GIFTS, GRANTS, ETC. PAID IN THE AMOUNT OF \$10,159,816 FOR 2013.

AS AMENDED

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS	7,133,518.	9,410,016.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,133,518.	9,410,016.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 8

ACTIVITY FOUR

PANDA CARES 2013 CHARITY GOLF TOURNAMENT:
 \$929,488 RAISED AND DONATED TO CHILDREN'S HOSPITAL LOS ANGELES, CITY OF HOPE, METHODIST HOSPITAL FOUNDATION, AND OTHER CHARITIES

TO FORM 990-PF, PART IX-A, LINE 4

EXPENSES
146,170.

AS AMENDED

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 9

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

WINNIE CHAN
1683 WALNUT GROVE AVE.
ROSEMEAD, CA 91770

TELEPHONE NUMBER

(626) 372-9898

FORM AND CONTENT OF APPLICATIONS

LETTER SPECIFYING ORGANIZATION TYPE & NEEDS.

ANY SUBMISSION DEADLINES

NOT APPLICABLE
NONE.

RESTRICTIONS AND LIMITATIONS ON AWARDS

LIMITED TO EDUCATIONAL AND MEDICAL ASSISTANCE OF CHILDREN.

AS AMENDED