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Return of Private Foundation

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

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation: **The Pindaros Foundation, Inc.**

Employer identification number: **01-0623055**

Number and street (or P.O. box number if mail is not delivered to street address): **c/o Marks Paneth LLP, 685 3rd Avenue**

Room/suite: _____

Telephone number: **212-503-8800**

City or town, state or province, country, and ZIP or foreign postal code: **NEW YORK, NY 10017**

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 94,229,200.** (Part I, column (d) must be on cash basis)

J Accounting method: Cash Accrual
 Other (specify) _____

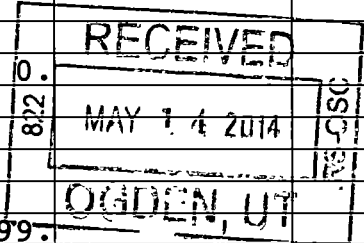
C If exemption application is pending, check here

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

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

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

Part I Analysis of Revenue and Expenses		(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	844,663.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	27.	27.		Statement 2
	4 Dividends and interest from securities	78,118.	78,118.		Statement 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9,290,837.			Statement 1
	b Gross sales price for all assets on line 6a	9,766,691.			
	7 Capital gain net income (from Part IV, line 2)		9,543,539.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	2,000.	0.		Statement 4	
12 Total. Add lines 1 through 11	10,215,645.	9,621,684.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 5	10,000.	5,000.		5,000.
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 6	150,000.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 7	10,449.	10,199.		250.	
24 Total operating and administrative expenses. Add lines 13 through 23	170,449.	15,199.		5,250.	
25 Contributions, gifts, grants paid	548,240.			548,240.	
26 Total expenses and disbursements. Add lines 24 and 25	718,689.	15,199.		553,490.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	9,496,956.				
b Net investment income (if negative, enter -0-)		9,606,485.			
c Adjusted net income (if negative, enter -0-)			N/A		



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12

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				
	2	Savings and temporary cash investments		457,848.	3,325,503.	3,325,503.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock Stmt 8		6,687,505.	13,316,806.	90,903,697.
	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)		7,145,353.	16,642,309.	94,229,200.	
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 ▶ <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 checked="" type="checkbox"/>		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		7,145,353.	16,642,309.		
30	Total net assets or fund balances		7,145,353.	16,642,309.		
31	Total liabilities and net assets/fund balances		7,145,353.	16,642,309.		

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	7,145,353.
2	Enter amount from Part I, line 27a	2	9,496,956.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	16,642,309.
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	16,642,309.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b See Attached Statements			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 9,766,691.		223,152.	9,543,539.

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			
b			
c			
d			
e			9,543,539.

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 9,543,539.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 } 3 N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	180,500.	48,461,127.	.003725
2011	4,189,810.	21,382,157.	.195949
2010	769,552.	11,256,086.	.068368
2009	392,081.	7,547,124.	.051951
2008	247,450.	7,451,325.	.033209

2 Total of line 1, column (d) 2 .353202

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 .070640

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 85,929,386.

5 Multiply line 4 by line 3 5 6,070,052.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 96,065.

7 Add lines 5 and 6 7 6,166,117.

8 Enter qualifying distributions from Part XII, line 4 8 553,490.

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	192,130.
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	192,130.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	192,130.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	150,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	150,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	645.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	42,775.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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?		
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) <input type="checkbox"/> NJ		
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

N/A

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>N/A</u>	X		
14	The books are in care of ► <u>Robert J. Hughes, C/O Marks Paneth</u> Telephone no. ► <u>212-503-8800</u> Located at ► <u>685 Third Avenue, New York, NY</u> ZIP+4 ► <u>10017</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> 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 ►		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

	5b	
	6b	X
	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 9		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."

(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 ▶ **0**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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	84,224,214.
b	Average of monthly cash balances	1b	3,013,741.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	87,237,955.
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	87,237,955.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,308,569.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	85,929,386.
6	Minimum investment return. Enter 5% of line 5	6	4,296,469.

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	4,296,469.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	192,130.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	192,130.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,104,339.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,104,339.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,104,339.

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	553,490.
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	553,490.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	553,490.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				4,104,339.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011	856,114.			
e From 2012				
f Total of lines 3a through e	856,114.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 553,490.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				553,490.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	856,114.			856,114.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				2,694,735.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
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				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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				(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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
- DR. P. Roy Vagelos**
- 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:
- 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				
American Academy of Arts and Sciences 136 Irving Street Cambridge, MA 02138	None	501(C)(3)	General	500.
American Friends of Rabin Medical Center 636 Broadway, Suite 218 New York, NY 10012	None	501(C)(3)	General	10,000.
American Museum of Natural History Central Park West at 79th Street New York, NY 10024-5192	None	501(C)(3)	General	10,000.
Barnard College 3009 Broadway New York, NY 10027	None	501(C)(3)	General	200,000.
Burke Rehabilitation Center 785 Mamaroneck Avenue White Plains, NY 10605	None	501(C)(3)	General	1,000.
Total	See continuation sheet(s)			548,240.
b Approved for future payment				
None				
Total				0.

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

Employer identification number

The Pindaros Foundation, Inc.01-0623055

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 Pindaros Foundation, Inc.	Employer identification number 01-0623055
--	---

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	Vagelos Family Charitable Lead Annuity Trust C/O Marks Paneth LLP - 685 Third Ave. New York, NY 10017	\$ <u>844,663.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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)

Name of organization The Pindaros Foundation, Inc.	Employer identification number 01-0623055
--	---

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 Gain or (Loss) from Sale of Assets Statement 1

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Manner Acquired					
Date Acquired					
Date Sold					
1,860 shs Regeneron Pharmaceuticals	489,461.	17,121.	0.	0.	472,340.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Manner Acquired					
Date Acquired					
Date Sold					
3,509 shs Regeneron Pharmaceuticals	923,397.	32,300.	0.	0.	891,097.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Manner Acquired					
Date Acquired					
Date Sold					
3,786 shs Regeneron Pharmaceuticals	996,290.	34,850.	0.	0.	961,440.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Manner Acquired					
Date Acquired					
Date Sold					
1,254 shs Regeneron Pharmaceuticals	329,991.	11,543.	0.	0.	318,448.
Donated					
12/27/04					
05/06/13					

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Manner Acquired					
Date Acquired					
Date Sold					
3,798 shs Regeneron Pharmaceuticals	999,448.	34,961.	0.	0.	964,487.
Donated					
12/27/04					
05/06/13					

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Manner Acquired					
Date Acquired					
Date Sold					
1,392 shs Regeneron Pharmaceuticals	366,306.	12,813.	0.	0.	353,493.
Donated					
12/27/04					
05/06/13					

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Manner Acquired					
Date Acquired					
Date Sold					
1,852 shs Regeneron Pharmaceuticals	487,356.	17,048.	0.	0.	470,308.
Donated					
12/27/04					
05/06/13					

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1,215 shs Regeneron Pharmaceuticals	319,729.	11,184.	0.	0.	308,545.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
17,334 shs Regeneron Pharmaceuticals	4,561,461.	98,884.	0.	0.	4,462,577.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
82 shs Perrigo Co	10,438.	9,764.	0.	0.	674.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5 shs CBRE Group Inc	121.	110.	0.	0.	11.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
(a) Description of Property				Manner Acquired	Date Acquired	Date Sold
35 shs CBRE Group Inc	847.	770.	0.	Purchased	06/20/13	07/22/13

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
(a) Description of Property				Manner Acquired	Date Acquired	Date Sold
60 shs CBRE Group Inc	1,449.	1,319.	0.	Purchased	06/20/13	07/22/13

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
(a) Description of Property				Manner Acquired	Date Acquired	Date Sold
5 shs Scripps Ntwk Interactiv Class A	360.	336.	0.	Purchased	06/20/13	07/22/13

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
(a) Description of Property				Manner Acquired	Date Acquired	Date Sold
5 shs Scripps Ntwk Interactiv Class A	360.	336.	0.	Purchased	06/20/13	07/22/13

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
15 shs Sigma Aldrich Corp	1,268.	1,203.	0.	0.	65.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
105 shs Sigma Aldrich Corp	8,842.	8,419.	0.	0.	423.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
115 shs CBRE Group Inc	2,796.	2,529.	0.	0.	267.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
124 shs Sigma Aldrich Corp	10,291.	9,943.	0.	0.	348.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
125 shs Scripps Ntwk Interactiv Class A	Purchased	06/20/13	08/01/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
9,000.	8,402.	0.	0.
			(f) Gain or Loss
			598.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
120 shs Wolverine World Wide Inc	Purchased	06/20/13	08/26/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
6,912.	6,156.	0.	0.
			(f) Gain or Loss
			756.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
5 shs Heico Corp New	Purchased	06/20/13	09/04/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
316.	257.	0.	0.
			(f) Gain or Loss
			59.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
90 shs Amphenol Corp	Purchased	06/20/13	09/09/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
6,856.	6,976.	0.	0.
			(f) Gain or Loss
			<120.>

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
(a) Description of Property				Manner Acquired	Date Acquired	Date Sold
205 shs Harley Davidson Inc	12,853.	10,851.	0.	0.	2,002.	Purchased 06/20/13 09/09/13

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
(a) Description of Property				Manner Acquired	Date Acquired	Date Sold
5 shs Vitamin Shoppe Inc	211.	230.	0.	0.	<19.>	Purchased 06/20/13 09/09/13

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
(a) Description of Property				Manner Acquired	Date Acquired	Date Sold
275 shs Heico Corp New	17,611.	14,108.	0.	0.	3,503.	Purchased 06/20/13 09/11/13

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
(a) Description of Property				Manner Acquired	Date Acquired	Date Sold
215 shs Vitamin Shoppe Inc	8,703.	9,888.	0.	0.	<1,185.>	Purchased 06/20/13 09/17/13

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
220 shs Wolverine World Wide Inc	Purchased	06/20/13	09/24/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
12,342.	11,287.	0.	0.
			(f) Gain or Loss
			1,055.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
115 shs Wolverine World Wide Inc	Purchased	06/20/13	10/07/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
6,704.	5,900.	0.	0.
			(f) Gain or Loss
			804.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
55 shs Perkinelmer Inc	Purchased	06/20/13	10/17/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
2,037.	1,830.	0.	0.
			(f) Gain or Loss
			207.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
25 shs Garmin LTD New	Purchased	06/20/13	10/21/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
1,224.	863.	0.	0.
			(f) Gain or Loss
			361.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
50 shs Garmin LTD New		Purchased	06/20/13	10/21/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2,450.	1,726.	0.	0.	724.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
5 shs Vitamin Shoppe Inc		Purchased	06/20/13	10/21/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
224.	230.	0.	0.	<6.>

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
45 shs Garmin LTD New		Purchased	06/20/13	10/22/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2,205.	1,553.	0.	0.	652.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
165 shs Garmin LTD New		Purchased	06/20/13	10/23/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8,080.	5,696.	0.	0.	2,384.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.25 shs Heico Corp New	14.	10.	0.	0.	4.

Manner Acquired	Date Acquired	Date Sold
Purchased	06/20/13	10/23/13

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
390 shs Vitamin Shoppe Inc	17,308.	17,936.	0.	0.	<628.>

Manner Acquired	Date Acquired	Date Sold
Purchased	06/20/13	10/24/13

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
247 shs Vitamin Shoppe Inc	12,355.	11,360.	0.	0.	995.

Manner Acquired	Date Acquired	Date Sold
Purchased	06/20/13	11/05/13

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
105 shs Heico Corp New	5,902.	4,309.	0.	0.	1,593.

Manner Acquired	Date Acquired	Date Sold
Purchased	06/20/13	11/25/13

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
290 shs Harley Davidson Inc	Purchased	06/20/13	11/26/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
(f) Gain or Loss			
19,510.	15,350.	0.	0.
			4,160.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
155 shs Scripps Ntwk Interactiv Class A	Purchased	06/20/13	12/11/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
(f) Gain or Loss			
12,549.	10,418.	0.	0.
			2,131.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
183 shs Wolverine World Wide Inc	Purchased	06/20/13	12/13/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
(f) Gain or Loss			
5,884.	4,694.	0.	0.
			1,190.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
145 shs Scripps Ntwk Interactiv Class A	Purchased	06/20/13	12/16/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
(f) Gain or Loss			
11,746.	9,746.	0.	0.
			2,000.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
19 shs Wolverine World Wide Inc	Purchased	06/20/13	12/24/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
626.	487.	0.	0.
(f) Gain or Loss	139.		

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
396 shs Wolverine World Wide Inc	Purchased	06/20/13	12/24/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
13,060.	10,158.	0.	0.
(f) Gain or Loss	2,902.		

Capital Gains Dividends from Part IV	59,798.
Total to Form 990-PF, Part I, line 6a	9,290,837.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 2

Source	Amount
Goldman Sachs	27.
Total to Form 990-PF, Part I, line 3, Column A	27.

Form 990-PF Dividends and Interest from Securities Statement 3

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Charles Schwab - 3357	119,187.	59,798.	59,389.
Charles Schwab - 4136	18,697.	0.	18,697.
Goldman Sachs	32.	0.	32.
Total to Fm 990-PF, Part I, ln 4	137,916.	59,798.	78,118.

Form 990-PF	Other Income		Statement	4
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	
Federal Tax Refund	2,000.	0.		
Total to Form 990-PF, Part I, line 11	2,000.	0.		

Form 990-PF	Accounting Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Accounting Fees	10,000.	5,000.		5,000.	
To Form 990-PF, Pg 1, ln 16b	10,000.	5,000.		5,000.	

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Federal Taxes	150,000.	0.		0.	
To Form 990-PF, Pg 1, ln 18	150,000.	0.		0.	

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Bank Charges	10,041.	10,041.		0.	
Filing Fees	250.	0.		250.	
Foreign Taxes	158.	158.		0.	
To Form 990-PF, Pg 1, ln 23	10,449.	10,199.		250.	

Form 990-PF Corporate Stock Statement 8

Description	Book Value	Fair Market Value
See attached Statement A	13,316,806.	90,903,697.
Total to Form 990-PF, Part II, line 10b	<u>13,316,806.</u>	<u>90,903,697.</u>

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 9

Name and Address	Title and Avg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
DR. P. Roy Vagelos c/o Marks Paneth LLP 685 Third Ave New York, NY 10017	President 1.00	0.	0.	0.
Randall Vagelos c/o Marks Paneth LLP 685 Third Ave New York, NY 10017	Vice President 1.00	0.	0.	0.
Cynthia Vagelos Roberts c/o Marks Paneth LLP 685 Third Ave New York, NY 10017	Treasurer 1.00	0.	0.	0.
Andrew Vagelos c/o Marks Paneth LLP 685 Third Ave New York, NY 10017	Secretary 1.00	0.	0.	0.
Ellen Vagelos Masseur c/o Marks Paneth LLP 685 Third Ave New York, NY 10017	Assistant Secretary 1.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		<u>0.</u>	<u>0.</u>	<u>0.</u>

STATEMENT A

THE PINDAROS FOUNDATION

FYE 12/31/13

EIN: 01-0623055

FORM 990-PF

# OF SHARES	DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
330,061	Regeneron	7,261,465.00	83,859,022.00
76,769.93	Artisan Intl Fund Inv	2,022,212.00	2,339,948.00
210,678.21	Dodge & Cox Global	2,097,019.00	2,418,586.00
605	Airgas Inc	57,530.42	67,669.25
1,017	Ametek Inc New	42,513.91	53,565.39
822	Amphenol Corp Cl A	63,710.92	73,305.96
646	Blount International Inc	8,051.94	9,347.62
2,090	Brookfield Asset MGMT F	72,832.95	81,154.70
1,257	Cabelas Inc	81,877.92	83,791.62
2,864	CBRE Group Inc	64,909.30	75,323.20
2,675	Denstply Intl Inc	108,565.68	129,684.00
1,092	First Republic Bank	41,207.06	57,166.20
1,222	Garmin LTD New	42,480.26	56,444.18
1,726	Harley Davidson Inc	91,510.78	119,508.24
301	Heico Corp New	12,353.31	17,442.95
622	I H S Inc	64,370.85	74,453.40
1,269	Kirby Corporation	100,291.61	125,948.25
156	Markel Corp	81,845.45	90,534.60
1,275	Micros Systems Inc	54,379.00	73,146.75
715	Mohawk Industries Inc	80,375.65	106,463.50
822	MSC Indl Direct Inc Cl a	65,309.63	66,475.14
1,091	O Reilly Automotive New	124,782.93	140,422.61
1,145	Pall Corp	76,108.84	97,725.75
1,296	Paychex Inc	48,057.11	59,006.88
593	Perkinelmer Inc	19,731.07	24,449.39
410	Rollins Inc	11,602.02	12,418.90
282	Scripps Ntwk Interactiv	18,954.15	24,367.62
670	Sherwin Williams Co	118,603.24	122,945.00
1,297	Signet Jewelers LTD	88,541.39	102,073.90
1,820	Tempur Sealy Intl	75,426.53	98,207.20
439	Transdigm Group Inc	68,233.86	70,687.78
1,871	Williams Sonoma	104,087.28	109,041.88
1,866	Wolverine World Wide Inc	47,865.42	63,369.36
TOTAL		13,316,806.48	90,903,697.22

THE PINDAROS FOUNDATION
CRI-300RC, QUESTION 24D
12/31/2013

NAME	RELATIONSHIP
DR P. ROY VAGELOS	FATHER OF RANDALL, CYNTHIA, ANDREW, AND ELLEN
RANDALL VAGELOS	SON OF ROY AND BROTHER OF CYNTHIA, ANDREW, AND ELLEN
CYNTHIA VAGELOS	DAUGHTER OF ROY AND SISTER OF RANDALL, ANDREW, AND ELLEN
ANDREW VAGELOS	SON OF ROY AND BROTHER OF CYNTHIA, RANDALL, AND ELLEN
ELLEN VAGELOS MASSEUR	DAUGHTER OF ROY AND SISTER OF RANDALL, ANDREW, AND CYNTHIA

The Pindaros Foundation, Inc.

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 1,860 shs Regeneron Pharmaceuticals	D	12/27/04	05/06/13
b 3,509 shs Regeneron Pharmaceuticals	D	12/27/04	05/06/13
c 3,786 shs Regeneron Pharmaceuticals	D	12/27/04	05/06/13
d 1,254 shs Regeneron Pharmaceuticals	D	12/27/04	05/06/13
e 3,798 shs Regeneron Pharmaceuticals	D	12/27/04	05/06/13
f 1,392 shs Regeneron Pharmaceuticals	D	12/27/04	05/06/13
g 1,852 shs Regeneron Pharmaceuticals	D	12/27/04	05/06/13
h 1,215 shs Regeneron Pharmaceuticals	D	12/27/04	05/06/13
i 17,334 shs Regeneron Pharmaceuticals	D	12/27/04	05/06/13
j 82 shs Perrigo Co	P	06/20/13	07/10/13
k 5 shs CBRE Group Inc	P	06/20/13	07/22/13
l 35 shs CBRE Group Inc	P	06/20/13	07/22/13
m 60 shs CBRE Group Inc	P	06/20/13	07/22/13
n 5 shs Scripps Ntwk Interactiv Class A	P	06/20/13	07/22/13
o 5 shs Scripps Ntwk Interactiv Class A	P	06/20/13	07/22/13

(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 489,461.		930.	488,531.
b 923,397.		1,755.	921,642.
c 996,290.		1,893.	994,397.
d 329,991.		627.	329,364.
e 999,448.		1,899.	997,549.
f 366,306.		696.	365,610.
g 487,356.		926.	486,430.
h 319,729.		608.	319,121.
i 4,561,461.		8,668.	4,552,793.
j 10,438.		9,764.	674.
k 121.		110.	11.
l 847.		770.	77.
m 1,449.		1,319.	130.
n 360.		336.	24.
o 360.		336.	24.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			488,531.
b			921,642.
c			994,397.
d			329,364.
e			997,549.
f			365,610.
g			486,430.
h			319,121.
i			4,552,793.
j			674.
k			11.
l			77.
m			130.
n			24.
o			24.

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
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

The Pindaros Foundation, Inc.

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 15 shs Sigma Aldrich Corp	P	06/20/13	07/22/13
b 105 shs Sigma Aldrich Corp	P	06/20/13	07/22/13
c 115 shs CBRE Group Inc	P	06/20/13	07/22/13
d 124 shs Sigma Aldrich Corp	P	06/20/13	07/22/13
e 125 shs Scripps Ntwk Interactiv Class A	P	06/20/13	08/01/13
f 120 shs Wolverine World Wide Inc	P	06/20/13	08/26/13
g 5 shs Heico Corp New	P	06/20/13	09/04/13
h 90 shs Amphenol Corp	P	06/20/13	09/09/13
i 205 shs Harley Davidson Inc	P	06/20/13	09/09/13
j 5 shs Vitamin Shoppe Inc	P	06/20/13	09/09/13
k 275 shs Heico Corp New	P	06/20/13	09/11/13
l 215 shs Vitamin Shoppe Inc	P	06/20/13	09/17/13
m 220 shs Wolverine World Wide Inc	P	06/20/13	09/24/13
n 115 shs Wolverine World Wide Inc	P	06/20/13	10/07/13
o 55 shs Perkinelmer Inc	P	06/20/13	10/17/13

(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 1,268.		1,203.	65.
b 8,842.		8,419.	423.
c 2,796.		2,529.	267.
d 10,291.		9,943.	348.
e 9,000.		8,402.	598.
f 6,912.		6,156.	756.
g 316.		257.	59.
h 6,856.		6,976.	<120.>
i 12,853.		10,851.	2,002.
j 211.		230.	<19.>
k 17,611.		14,108.	3,503.
l 8,703.		9,888.	<1,185.>
m 12,342.		11,287.	1,055.
n 6,704.		5,900.	804.
o 2,037.		1,830.	207.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			65.
b			423.
c			267.
d			348.
e			598.
f			756.
g			59.
h			<120.>
i			2,002.
j			<19.>
k			3,503.
l			<1,185.>
m			1,055.
n			804.
o			207.

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
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

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 25 shs Garmin LTD New	P	06/20/13	10/21/13
b 50 shs Garmin LTD New	P	06/20/13	10/21/13
c 5 shs Vitamin Shoppe Inc	P	06/20/13	10/21/13
d 45 shs Garmin LTD New	P	06/20/13	10/22/13
e 165 shs Garmin LTD New	P	06/20/13	10/23/13
f 0.25 shs Heico Corp New	P	06/20/13	10/23/13
g 390 shs Vitamin Shoppe Inc	P	06/20/13	10/24/13
h 247 shs Vitamin Shoppe Inc	P	06/20/13	11/05/13
i 105 shs Heico Corp New	P	06/20/13	11/25/13
j 290 shs Harley Davidson Inc	P	06/20/13	11/26/13
k 155 shs Scripps Ntwk Interactiv Class A	P	06/20/13	12/11/13
l 183 shs Wolverine World Wide Inc	P	06/20/13	12/13/13
m 145 shs Scripps Ntwk Interactiv Class A	P	06/20/13	12/16/13
n 19 shs Wolverine World Wide Inc	P	06/20/13	12/24/13
o 396 shs Wolverine World Wide Inc	P	06/20/13	12/24/13

(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 1,224.		863.	361.
b 2,450.		1,726.	724.
c 224.		230.	<6.>
d 2,205.		1,553.	652.
e 8,080.		5,696.	2,384.
f 14.		10.	4.
g 17,308.		17,936.	<628.>
h 12,355.		11,360.	995.
i 5,902.		4,309.	1,593.
j 19,510.		15,350.	4,160.
k 12,549.		10,418.	2,131.
l 5,884.		4,694.	1,190.
m 11,746.		9,746.	2,000.
n 626.		487.	139.
o 13,060.		10,158.	2,902.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			361.
b			724.
c			<6.>
d			652.
e			2,384.
f			4.
g			<628.>
h			995.
i			1,593.
j			4,160.
k			2,131.
l			1,190.
m			2,000.
n			139.
o			2,902.

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	
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	

The Pindaros Foundation, Inc.

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 Capital Gains Dividends	(b) How acquired	(c) Date acquired	(d) Date sold
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 59,798.			59,798.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			59,798.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	9,543,539.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Central Park Conservancy 14 E. 60th St New York, NY 10022	None	501(C)(3)	General	50,000.
Citizen's Campaign 188 East Post Road, Suite #202 White Plains, NY 10601	None	501(C)(3)	General	10,000.
College of P&S/Columbia University 1700 Broadway New York, NY 10019	None	501(C)(3)	General	1,000.
Hellenic Cultural Association (Rutger's University) 7 College Avenue, Winants Hall New Brunswick, NJ 08901-1261	None	501(C)(3)	General	500.
Lincoln Center for the Performing Arts 70 Lincoln Center Plaza, 9th Floor NEW York, NY 10023	None	501(C)(3)	General	3,000.
Martha's Vineyard Community Services 111 Edgartown Road Vineyard Haven, MA 02568	None	501(C)(3)	General	2,500.
Martha's Vineyard Museum 319 Main Street Vineyard Haven, MA 02568	None	501(C)(3)	General	1,000.
New Jersey Symphony Orchestra 60 Park Place, 9th Floor Newark, NJ 07102	None	501(C)(3)	General	10,000.
Palo Alto Partners in Education P.O. BOX 1557 Palo Alto, CA 94302	None	501(C)(3)	General	12,000.
Rahway Public School Kline Place PO Box 1024 Rahway, NJ 07065	None	501(C)(3)	General	30,740.
Total from continuation sheets				326,740.

