

Form 990-PF

Return of Private Foundation

OMB No 1545-0052

2018

Department of the Treasury Internal Revenue Service

Do not enter social security numbers on this form as it may be made public. Go to www.irs.gov/Form990PF for instructions and the latest information.

Open to Public Inspection

For calendar year 2018 or tax year beginning, and ending

Name of foundation: THE ROE FOUNDATION, INC. C/O PAN AM EQUITIES, INC. A Employer identification number: 13-3840700. B Telephone number: 212-837-4800. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$181,258. J Accounting method: Cash.

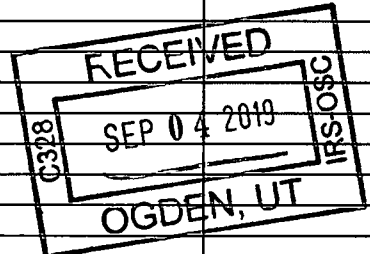
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Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).



922

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	88,187.	116,683.	116,683.
	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			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	STMT 3	248,753.	127,049.	64,575.
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 I)		336,940.	243,732.	181,258.
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"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <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	336,940.	243,732.		
30 Total net assets or fund balances	336,940.	243,732.		
31 Total liabilities and net assets/fund balances	336,940.	243,732.		

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	336,940.
2 Enter amount from Part I, line 27a	2	-93,208.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	243,732.
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	243,732.

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		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 ► N/A	X	
14 The books are in care of ► SCOTT SOLOMON & PAN AM EQUITIES Telephone no. ► 212-837-4800 Located at ► 18 EAST 50TH STREET, NEW YORK, NY ZIP+4 ► 10022		
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		
16 At any time during calendar year 2018, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ►		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		
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 2018?		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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <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.)		
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 2018 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 2018)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2018?		X

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

		Yes	No
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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 Organizations relying on a current notice regarding disaster assistance, check here	N/A	5b	
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? 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		6b	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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

1 List all officers, directors, trustees, and 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
GREG MANOCHERIAN 18 EAST 50TH STREET NEW YORK, NY 10022	DIR/PRES AS REQ'D	0.00	0.	0.
JOHN MANOCHERIAN 18 EAST 50TH STREET NEW YORK, NY 10022	VICE PRES. AS REQ'D	0.00	0.	0.
SCOTT SOLOMON 18 EAST 50TH STREET NEW YORK, NY 10022	OFFICER AS REQ'D	0.00	0.	0.
JED MANOCHERIAN 18 EAST 50TH STREET NEW YORK, NY 10022	DIR/SEC'Y AS REQ'D	0.00	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

THE ROE FOUNDATION, INC.
C/O PAN AM EQUITIES, INC

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 2018, 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) 2018	(b) 2017	(c) 2016	(d) 2015	
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).)

SEE STATEMENT 4

- 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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number or email 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:

THE ROE FOUNDATION, INC.

Form 990-PF (2018)

C/O PAN AM EQUITIES, INC

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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				
RONALD MACDONALD HOUSE 405 EAST 73RD STREET NEW YORK, NY 10021			GENERAL CONTRIBUTION	1,000.
NEIGHBORS LINK 27 COLUMBUS AVENUE MOUNT KISCO, NY 10549			GENERAL CONTRIBUTION	62,619.
FORDHAM UNIVERSITY 45 COLUMBUS AVENUE, 8TH FLOOR NEW YORK, NY 10023			GENERAL CONTRIBUTION	20,000.
INTERNATIONAL CAMPAIGN FOR TIBET 825 JEFFERSON PLACE NW WASHINGTON, DC 20036			GENERAL CONTRIBUTION	70,000.
ONE WORLD ONE VISION 3801 WEST 15TH ST. 110A PLANO, TX 57075			GENERAL CONTRIBUTION	20,000.
Total	SEE CONTINUATION SHEET(S)			800,852.
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.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018

Name of the organization

THE ROE FOUNDATION, INC.
C/O PAN AM EQUITIES, INC

Employer identification number

13-3840700

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't 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) (2018)

Name of organization THE ROE FOUNDATION, INC. C/O PAN AM EQUITIES, INC	Employer identification number 13-3840700
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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	JOHN MANOCHERIAN <hr/> 135 CENTRAL PARK WEST #11SC <hr/> NEW YORK, NY 10023	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	FRAYDUN MANOCHERIAN <hr/> 18 EAST 50TH STREET <hr/> NEW YORK, NY 10022	\$ 91,500.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
3	GREG MANOCHERIAN <hr/> 52 SOUTH BEDFORD RD <hr/> POUND RIDGE, NY 10576	\$ 450,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
4	STEVE WISE ASSOCIATES <hr/> 46 WESTCHESTER AVE <hr/> POUND RIDGE, NY 10576	\$ 7,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
5	FRAYDUN MANOCHERIAN <hr/> 18 EAST 50TH STREET <hr/> NEW YORK, NY 10022	\$ 168,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE ROE FOUNDATION, INC. C/O PAN AM EQUITIES, INC	Employer identification number 13-3840700
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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
2	APPRECIATED STOCK TOWN SPORTS INTL HOLDINGS DONATED BY FRAYDUN FOUNDATION	\$ 91,500.	09/04/18
5	APPRECIATED STOCK TOWN SPORTS INTL HOLDINGS DONATED BY FRAYDUN FOUNDATION	\$ 168,000.	09/07/18
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization THE ROE FOUNDATION, INC. C/O PAN AM EQUITIES, INC	Employer identification number 13-3840700
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info 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	

THE ROE FOUNDATION, INC.
C/O PAN AM EQUITIES, INC

13-3840700

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
THE CURA FOUNDATION P.O BOX 5298 NEW YORK, NY 10185			GENERAL CONTRIBUTION	50,000.
OSSINING MATTERS, INC. PO BOX 1012 OSSINING, NY 10562			GENERAL CONTRIBUTION	1,000.
THE ROLANDO PAULINO BASEBALL LITTLE LEAGUE INC 735 E 165TH ST APT 14G BRONX, NY 10456			GENERAL CONTRIBUTION	2,000.
FLORIDA INTERNATIONAL UNIVERSITY FOUNDATION 11200 SW 8TH STREET MODESTO A. MAIDIQUE CAMPUS - MARC 5TH FLOOR MIAMI, FL 33199			GENERAL CONTRIBUTION	52,000.
SANDY HOOK PROMISE FOUNDATION P.O. BOX 3489 NEWTOWN, CT 06470			GENERAL CONTRIBUTION	3,500.
CORNELL UNIVERSITY ILR SCHOOL 130 E. SENECA STREET, SUITE 400 ITHACA, NY 14850			GENERAL CONTRIBUTION	25,000.
ST. LUKE'S SCHOOL 377 NORTH WILTON ROAD NEW CANAAN, CT 06840			GENERAL CONTRIBUTION	25,000.
THE WALTON FAMILY FOUNDATION P.O BOX 2030 BENTONVILLE, AR 72712			GENERAL CONTRIBUTION	10,000.
HANK'S YANKS BASEBALL 50 EAST MAIN STREET BABYLON, NY 11702			GENERAL CONTRIBUTION	3,333.
THE ELEPHANT PROJECT P.O BOX 6243 ARLINGTON, VA 22206			GENERAL CONTRIBUTION	5,000.
Total from continuation sheets				627,233.

THE ROE FOUNDATION, INC.
C/O PAN AM EQUITIES, INC

13-3840700

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
ACT FOR NIH FOUNDATION 300 NEW JERSEY AVENUE NW SUITE WASHINGTON, DC 20001			GENERAL CONTRIBUTION	210,000.
SOUTH FORK NATURAL HISTORY MUSEUM P.O BOX 455 BRIDGEHAMPTON, NY 11932			GENERAL CONTRIBUTION	45,000.
THE JESSE KOLBER FOUNDATION 430 BEDFORD RD #201 ARMONK, NY 10504			GENERAL CONTRIBUTION	5,000.
RANDOM FARMS KIDS THEATER 455 TARRYTOWN ROAD #1119 WHITE PLAINS, NY 10607			GENERAL CONTRIBUTION	2,500.
AMERICARES 88 HAMILTON AVENUE STAMFORD, CT 06902			GENERAL CONTRIBUTION	500.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105			GENERAL CONTRIBUTION	1,000.
VHS DEVELOPMENT FUND P.O. BOX 120 DUMONT, NJ 07628			GENERAL CONTRIBUTION	10,000.
FRIENDS OF KAREN 118 TITICUS ROAD NORTH SALEM, NY 10560			GENERAL CONTRIBUTION	2,500.
CT CHALLENGE 250 PEQUOT AVENUE SOUTHPORT, CT 06890			GENERAL CONTRIBUTION	500.
LIFE TIME FOUNDATION 2902 CORPORATE PLACE CHAMHASSEN, MN 55317			GENERAL CONTRIBUTION	50,000.
Total from continuation sheets				

THE ROE FOUNDATION, INC.
C/O PAN AM EQUITIES, INC

13-3840700

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
COVENANT HOUSE 461 EIGHTH AVENUE NEW YORK, NY 10001			GENERAL CONTRIBUTION	600.
UNTERMYER GARDENS CONSERVANCY 945 N. BROADWAY YONKERS, NY 10701			GENERAL CONTRIBUTION	1,800.
CAMP KESEM AT UNIVERSITY OF RICHMOND 10586 W. PICO BLVD., #196 LOS ANGELES, CA 90064			GENERAL CONTRIBUTION	250.
SHARE OUR STRENGTH, INC 1030 15TH STREET, NW SUITE 1100 W WASHINGTON, DC 20005			GENERAL CONTRIBUTION	5,000.
POUND RIDGE PBA P.O BOX 16 POUND RIDGE, NY 10576			GENERAL CONTRIBUTION	2,500.
FLORIDA FOSTER CARE REVIEW 155 NW 3RD STREET, SUITE 4338 MIAMI, FL 33128			GENERAL CONTRIBUTION	10,000.
CHILDHOOD CANCER SOCIETY 14 DUDLEY CT. WAYNE, NJ 07470			GENERAL CONTRIBUTION	2,500.
NATIONAL EATING DISORDERS ASSOCIATION 200 WEST 41ST STREET SUITE 1203 NEW YORK, NY 10036			GENERAL CONTRIBUTION	500.
THE SUZANNA COHEN LEGACY FOUNDATION 657 E MAIN ST STE 6 MOUNT KISCO, NY 10549			GENERAL CONTRIBUTION	2,000.
THE VALERIE FUND 2101 MILLBURN AVE MAPLEWOOD, NJ 07040			GENERAL CONTRIBUTION	10,000.
Total from continuation sheets				

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	3,500.	0.	0.	3,500.
TO FORM 990-PF, PG 1, LN 16C	3,500.	0.	0.	3,500.

FORM 990-PF	OTHER EXPENSES			STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	4,125.	0.	0.	4,125.
TO FORM 990-PF, PG 1, LN 23	4,125.	0.	0.	4,125.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 3
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
22,500 SHS KINGSWAY FIN. SVS.	FMV	127,049.	64,575.
TOTAL TO FORM 990-PF, PART II, LINE 13		127,049.	64,575.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 4
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NAME OF MANAGER

GREG MANOCHERIAN
JOHN MANOCHERIAN
JED MANOCHERIAN