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Form **990-PF**

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

OMB No 1545-0052

**2008**Department of the Treasury  
Internal Revenue Service

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

For calendar year 2008, or tax year beginning **7/01/08**, and ending **6/30/09**G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the IRS  
label.  
Otherwise,  
print  
or type.  
See Specific  
Instructions.

Name of foundation

**Richard & Jane Manoogian Foundation**

Number and street (or P O box number if mail is not delivered to street address)

**21001 Van Born Road**

Room/suite

City or town, state, and ZIP code

**Taylor MI 48180-1300**

A Employer identification number

**38-2531814**

B Telephone number (see page 10 of the instructions)

**313-274-8799**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 ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end  
of year (from Part II, col. (c),  
line 16) **\$ 121,658,499**J Accounting method: ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis.)

## Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see pg 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B				
3 Interest on savings and temporary cash investments	<b>156,433</b>	<b>156,433</b>		
4 Dividends and interest from securities	<b>2,092,638</b>	<b>2,092,638</b>		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets (from line 10)	<b>-24,426,205</b>			
b Gross sales price for all assets on line 6a	<b>97,474,453</b>			
7 Capital gain net income (from Part IV, line 2)		<b>0</b>		
8 Net short-term capital gain			<b>0</b>	
9 Income modifications				
10a Gross sales less returns & allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	<b>3,218</b>			
12 <b>Total. Add lines 1 through 11</b>	<b>-22,173,916</b>	<b>2,249,071</b>	<b>0</b>	
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages	<b>12,420</b>			<b>12,420</b>
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	<b>9,723</b>			<b>9,723</b>
b Accounting fees (attach schedule)	<b>145,319</b>			<b>145,319</b>
c Other professional fees (attach schedule)	<b>243,530</b>			<b>243,530</b>
17 Interest	<b>947,961</b>			<b>947,961</b>
18 Taxes (attach schedule) (see page 14 of the instructions)	<b>143,049</b>	<b>75</b>		<b>98,245</b>
19 Depreciation (attach schedule) and depletion	<b>181,168</b>			
20 Occupancy				
21 Travel, conferences, and meetings	<b>15,926</b>			<b>15,926</b>
22 Printing and publications				
23 Other expenses (all sch)	<b>4,773,931</b>	<b>12,528</b>		<b>4,761,403</b>
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	<b>6,473,027</b>	<b>12,603</b>		<b>6,234,527</b>
25 Contributions, gifts, grants paid	<b>6,413,393</b>			<b>6,413,393</b>
26 <b>Total expenses and disbursements. Add lines 24 and 25</b>	<b>12,886,420</b>	<b>12,603</b>	<b>0</b>	<b>12,647,920</b>
27 Subtract line 26 from line 12.				
a <b>Excess of revenue over expenses &amp; disbursements</b>	<b>-35,060,336</b>			
b <b>Net investment income (if negative, enter -0-)</b>		<b>2,236,468</b>		
c <b>Adjusted net income (if negative, enter -0-)</b>			<b>0</b>	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2008)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		22,208	1,000	1,000
	2	Savings and temporary cash investments		13,480,828	4,193,014	4,193,014
	3	Accounts receivable ▶	304,268			
		Less: allowance for doubtful accounts ▶		2,800,000	304,268	304,268
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (att. schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		433,481	388,752	388,752
	10a	Investments—U.S. and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)	See Stmt 9	85,954,134	36,149,634	23,542,471
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment, basis ▶				
	Less: accumulated depreciation (attach sch.) ▶					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)					
14	Land, buildings, and equipment basis ▶	9,581,361				
	Less: accumulated depreciation (attach sch.) ▶	Stmt 10 1,111,859	8,054,908	8,469,502	9,581,361	
15	Other assets (describe ▶)	See Statement 11	37,630,739	55,255,539	83,647,633	
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)		148,376,298	104,761,709	121,658,499	
Liabilities	17	Accounts payable and accrued expenses		356,955	2,702	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)	See Statement 12	25,000,000	16,800,000	
	23	<b>Total liabilities</b> (add lines 17 through 22)		25,356,955	16,802,702	
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				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		123,019,343	87,959,007	
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions)		123,019,343	87,959,007		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)		148,376,298	104,761,709		

**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	123,019,343
2	Enter amount from Part I, line 27a	2	-35,060,336
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	87,959,007
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30	6	87,959,007

**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.)
<b>1a See Schedule Attached</b>		<b>P</b>	<b>Various</b>	<b>Various</b>
<b>b See Schedule Attached</b>		<b>P</b>	<b>Various</b>	<b>Various</b>
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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)
<b>a 9,976,355</b>		<b>14,930,416</b>	<b>-4,954,061</b>
<b>b 32,298,098</b>		<b>48,753,242</b>	<b>-16,455,144</b>
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>a</b>			<b>-4,954,061</b>
<b>b</b>			<b>-16,455,144</b>
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2 Capital gain net income or (net capital loss)</b> <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</span>		<b>2</b>	<b>-21,409,205</b>
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b> If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		<b>3</b>	

**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 page 18 of 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))
2007	47,612,828	106,510,723	0.447024
2006	29,330,196	145,821,841	0.201137
2005	140,631,421	129,594,674	1.085164
2004	38,213,301	133,708,730	0.285795
2003	18,299,397	107,355,849	0.170456

<b>2 Total of line 1, column (d)</b>	<b>2</b>	<b>2.189576</b>
<b>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</b>	<b>3</b>	<b>0.437915</b>
<b>4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5</b>	<b>4</b>	<b>70,877,233</b>
<b>5 Multiply line 4 by line 3</b>	<b>5</b>	<b>31,038,203</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	<b>6</b>	<b>22,365</b>
<b>7 Add lines 5 and 6</b>	<b>7</b>	<b>31,060,568</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b> 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 on page 18	<b>8</b>	<b>19,033,563</b>

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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 letter (attach copy of ruling 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	44,729
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	44,729
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	44,729
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	433,481
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	433,481
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	388,752
11	Enter the amount of line 10 to be Credited to 2009 estimated tax <b>388,752</b> Refunded	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 page 19 of the instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <b>MI</b>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>N/A</b>	13	X	
14	The books are in care of ► <b>Richard A. Manoogian</b> <b>21001 Van Born Road</b> Located at ► <b>Taylor, MI</b>	Telephone no ► <b>313-274-8799</b> ZIP+4 ► <b>48180-1300</b>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15		► <input type="checkbox"/>

**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
<b>1a</b>	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>b</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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <b>N/A</b> <input checked="" type="checkbox"/>	1b	
<b>c</b>	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 2008?	1c	X
<b>2</b>	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))		
<b>a</b>	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20 , 20 , 20 , 20		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 page 20 of the instructions.) <b>N/A</b>	2b	
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
<b>3a</b>	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>b</b>	If "Yes," did it have excess business holdings in 2008 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 2008.) <b>N/A</b>	3b	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
<b>b</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 2008?	4b	X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If you answered "Yes" to 6b, also file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Richard A. Manoogian 21001 Van Born, MI 48180	Pres/Treasur 2.0	0	0	0
Eugene A. Gargaro, Jr. 21001 Van Born, MI 48180	Secretary 2.0	0	0	0
Jane C. Manoogian 21001 Van Born, MI 48180	Director 2.0	0	0	0

**2** Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions).

If none, enter "NONE."

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

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Whitman Consulting, LLC 965 E. Glengarry Circle	Bloomfield Village MI 48301 Art Consulting	4,640,000
Eugene A. Gargaro 22 Renaud	Grosse Pointe Shores MI 48236 Art Consulting	150,530
Masco Corporation 21001 Van Born	Taylor MI 48180 Accounting	110,000

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 (see page 23 of the instructions)**

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	
3 All other program-related investments. See page 24 of the instructions.	

Total. Add lines 1 through 3

▶

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	41,834,960
<b>b</b>	Average of monthly cash balances	<b>1b</b>	8,281,321
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	48,561,056
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	98,677,337
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	26,720,755
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	71,956,582
<b>4</b>	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	1,079,349
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	70,877,233
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	3,543,862

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	3,543,862
<b>2a</b>	Tax on investment income for 2008 from Part VI, line 5	<b>2a</b>	44,729
<b>b</b>	Income tax for 2008 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	44,729
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	3,499,133
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	1,931,018
<b>5</b>	Add lines 3 and 4	<b>5</b>	5,430,151
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	5,430,151

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	12,647,920
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	6,385,643
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	19,033,563
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	19,033,563

**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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				5,430,151
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004	6,140,284			
c From 2005				
d From 2006	20,574,187			
e From 2007	1,263,592			
f Total of lines 3a through e	27,978,063			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 19,033,563				
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2008 distributable amount				5,430,151
e Remaining amount distributed out of corpus	13,603,412			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	41,581,475			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions				
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	41,581,475			
10 Analysis of line 9:				
a Excess from 2004	6,140,284			
b Excess from 2005				
c Excess from 2006	20,574,187			
d Excess from 2007	1,263,592			
e Excess from 2008	13,603,412			



## Part XV      Supplementary Information (continued)

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

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				
	See Schedule Attached		Religious/Cultural		4,302,223
	See Schedule Attached			Charitable	1,636,370
	See Schedule Attached			Educational	474,800
Total					6,413,393
b	Approved for future payment				
	N/A				
Total					

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					156,433
4	Dividends and interest from securities					2,092,638
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					-24,426,205
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b	Class Action Settlement AIG					3,217
c	Rental Income					1
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		0	-22,173,916
13	Total. Add line 12, columns (b), (d), and (e)					-22,173,916

(See worksheet in line 13 instructions on page 28 to verify calculations.)

## Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- a** Transfers from the reporting foundation to a noncharitable exempt organization of:
- (1) Cash
- (2) Other assets
- b** Other transactions:
- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- d** If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date \_\_\_\_\_

Title

**Sign Here**

**Paid  
Advertiser's  
Only**

Preparer's  
signature

Firm's name (or yours if self-employed), address, and ZIP code

**ALEXANDER & HEMLOCK, CPA'S**  
4491 LIPPINCOTT RD.  
LAPEER, MI 48446

~~38-3582844~~  
(810) 664-4197

Date \_\_\_\_\_

17.30.09

Check if  
self-employed

Preparer's identifying  
number (see **Signature** on  
page 30 of the instructions)  
P00130743

EIN ▶

382531814 Richard & Jane Manoogian Foundation

38-2531814

## Federal Statements

FYE: 6/30/2009

### Taxable Interest on Investments

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>
J P Morgan Chase	\$ 130,415			
Comerica Janus Funds	17,964			
Smith Barney	7,996			
Keybank	58			
Total	<u>\$ 156,433</u>			

### Taxable Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>
J P Morgan Chase	\$ 954,628			
Masco Corporation	1,138,010			
Total	<u>\$ 2,092,638</u>			

**Federal Statements****Statement 1 - Form 990-PF, Part 1, Line 6a - Sale of Assets**

Description		How Received		Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain/Loss
Whom Sold	Date Acquired								
Painting - Sheeler	6/13/2008	3/24/2009	Purchase	\$ 200,000	\$ 217,000	\$ -	\$ -	\$ -	\$ (17,000)
Painting - Harnett	7/21/2008	3/16/2009	Purchase	15,000,000	18,000,000				(3,000,000)
Subtotal				\$ 15,200,000	\$ 18,217,000	\$ -	\$ -	\$ -	\$ (3,017,000)
See Attached Schedule				9,976,355	14,930,416				(4,954,061)
See Attached Schedule				32,298,098	48,753,242				(16,455,144)
Total				\$ 57,474,453	\$ 81,900,658	\$ -	\$ -	\$ -	\$ (24,426,205)

**Statement 2 - Form 990-PF, Part I, Line 11 - Other Income**

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Class Action Settlement	\$ 3,217	\$ -	\$ -
Rental Income	1		
Total	\$ 3,218	\$ -	\$ -

**Statement 3 - Form 990-PF, Part I, Line 16a - Legal Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Dykema Gossett	\$ 8,973	\$ -	\$ -	\$ 8,973
Clark Hill, P L C	750			750
Total	\$ 9,723	\$ -	\$ -	\$ 9,723



Sold Securities  
Richard and Jane Manoogian Foundation  
Federal ID # 38-2531814  
Date Range - 07/01/2008 Thru 06/30/2009

Security	Acquisition Date	Sale Date	Years Held	Unit Quantity	Unit Cost	Total Cost	Sale Price	Proceeds	Realized Gain/Loss
<b>Short Term Activity:</b>									
GOLDMAN, SACKS & CO	07/27/07	07/03/08	0.937	5,000.00000	192.663	963,317.00	179.962	899,810.46	-63,506.54
GOLDMAN, SACKS & CO	08/01/07	07/03/08	0.923	2,000.00000	186.399	372,797.00	179.962	359,924.18	-12,872.82
Subtotal for 2 positions				7,000.00000		1,336,114.00		1,259,734.64	-76,379.36
KOHL'S CORP	01/15/08	07/08/08	0.479	20,000.00000	38.276	765,524.00	43.572	871,445.11	105,921.11
YAMANA GOLD INC CAD	08/12/08	09/24/08	0.118	30,000.00000	9.928	297,843.00	10.030	300,898.30	3,055.30
BANK OF AMERICA COR	10/19/07	10/14/08	0.989	890.00000	48.511	43,174.52	25.800	22,961.85	-20,212.67
DEVON ENERGY CORP	09/09/08	10/14/08	0.096	5,000.00000	90.536	452,680.50	77.592	387,957.82	-64,722.68
FREEPORT-MCMORAN	09/29/08	10/14/08	0.041	5,000.00000	53.755	268,776.00	43.707	218,536.77	-50,239.23
YAMANA GOLD INC CAD	08/12/08	10/14/08	0.173	10,000.00000	9.953	99,526.00	6.209	62,091.65	-37,434.35
YAMANA GOLD INC CAD	08/12/08	10/14/08	0.173	10,000.00000	9.953	99,526.00	6.214	62,137.64	-37,388.36
Subtotal for 2 positions				20,000.00000		199,052.00		124,229.29	-74,822.71
ANADARKO PETROLEUM	09/08/08	11/14/08	0.184	10,000.00000	57.087	570,868.00	38.896	388,957.81	-181,910.19
ARCH COAL, INC.	09/08/08	11/14/08	0.184	10,000.00000	37.528	375,283.00	16.594	165,938.06	-209,344.94
CHESAPEAKE ENERGY	08/12/08	11/14/08	0.258	10,000.00000	44.272	442,717.00	21.880	218,802.77	-223,914.23
HOME DEPOT INC	12/13/07	11/17/08	0.932	10,000.00000	27.565	275,650.00	21.064	210,635.81	-65,014.19
BP P L C	08/13/08	12/16/08	0.342	5,000.00000	59.001	295,004.00	48.089	240,443.65	-54,560.35
BP P L C	08/13/08	12/16/08	0.342	5,000.00000	58.940	294,700.00	48.089	240,443.65	-54,256.35
Subtotal for 2 positions				10,000.00000		589,704.00		480,887.30	-108,816.70
DEERE & CO	08/12/08	12/16/08	0.345	5,000.00000	69.750	348,751.00	37.194	185,970.46	-162,780.54
DEERE & CO	09/08/08	12/16/08	0.271	5,000.00000	62.073	310,366.50	37.194	185,970.45	-124,396.05
Subtotal for 2 positions				10,000.00000		659,117.50		371,940.91	-287,176.59
SCHLUMBERGER LTD	09/08/08	12/16/08	0.271	5,000.00000	85.678	428,392.00	42.177	210,883.32	-217,508.68
SCHLUMBERGER LTD	09/09/08	12/16/08	0.268	5,000.00000	84.126	420,631.00	42.177	210,883.31	-209,747.69
Subtotal for 2 positions				10,000.00000		849,023.00		421,766.63	-427,256.37
YAMANA GOLD INC CAD	09/08/08	12/16/08	0.271	20,000.00000	8.773	175,462.00	6.380	127,599.28	-47,862.72
ARCH COAL, INC.	09/09/08	01/22/09	0.370	10,000.00000	35.373	353,727.00	15.537	155,367.13	-198,359.87
ARCH COAL, INC.	09/29/08	01/22/09	0.315	10,000.00000	30.179	301,792.00	15.537	155,367.12	-146,424.88
Subtotal for 2 positions				20,000.00000		655,519.00		310,734.25	-344,784.75
CHESAPEAKE ENERGY	09/08/08	01/22/09	0.373	10,000.00000	42.607	426,065.00	14.108	141,078.20	-284,986.80
CHESAPEAKE ENERGY	09/09/08	01/22/09	0.370	10,000.00000	40.634	406,335.00	14.108	141,078.21	-265,256.79
Subtotal for 2 positions				20,000.00000		832,400.00		282,156.41	-550,243.59
WELLS FARGO CO	01/13/09	01/22/09	0.025	10,000.00000	23.667	236,669.00	15.242	152,422.14	-84,246.86
WELLS FARGO CO	01/14/09	01/22/09	0.022	10,000.00000	23.040	230,400.00	15.242	152,422.14	-77,977.86
Subtotal for 2 positions				20,000.00000		467,069.00		304,844.28	-162,224.72
YAMANA GOLD INC CAD	09/08/08	01/22/09	0.373	10,000.00000	8.773	87,731.00	7.099	70,991.60	-16,739.40
YAMANA GOLD INC CAD	09/08/08	01/22/09	0.373	20,000.00000	8.730	174,600.00	7.099	141,983.20	-32,616.80
YAMANA GOLD INC CAD	09/09/08	01/22/09	0.370	10,000.00000	8.010	80,100.00	7.099	70,991.60	-9,108.40
YAMANA GOLD INC CAD	09/09/08	01/22/09	0.370	10,000.00000	8.010	80,100.00	6.985	69,852.61	-10,247.39
YAMANA GOLD INC CAD	09/09/08	01/22/09	0.370	30,000.00000	8.039	241,179.00	6.985	209,557.81	-31,621.19
Subtotal for 5 positions				80,000.00000		663,710.00		563,376.82	-100,333.18

Sold Securities  
Richard and Jane Manoogian Foundation  
Federal ID # 38-2531814  
Date Range - 07/01/2008 Thru 06/30/2009

Security	Acquisition Date	Sale Date	Years Held	Unit Quantity	Unit Cost	Total Cost	Sale Price	Proceeds	Realized Gain/Loss
<b>Short Term Activity:</b>									
COMCAST CORP NEW CL	01/30/09	01/28/09	0.005	20,000.00000	14.028	280,553.00	14.809	296,172.33	15,619.33
GENERAL ELECTRIC CO	02/05/08	01/30/09	0.986	10,000.00000	34.480	344,799.00	12.080	120,799.32	-223,999.68
ILLINOIS TOOL WORKS	01/30/09	01/30/09	-0.000	10,000.00000	32.861	328,606.00	32.758	327,580.16	-1,025.84
J P MORGAN&CHASE CO	03/04/08	01/30/09	0.910	10,000.00000	38.695	386,950.00	25.463	254,625.57	-132,324.43
GENERAL ELECTRIC CO	03/04/08	02/04/09	0.923	10,000.00000	33.350	333,500.00	11.530	115,299.35	-218,200.65
J P MORGAN&CHASE CO	01/13/09	02/04/09	0.060	10,000.00000	25.255	252,553.00	25.294	252,940.58	387.58
GENERAL ELECTRIC CO	09/17/08	02/20/09	0.427	20,000.00000	23.261	465,222.00	9.239	184,774.96	-280,447.04
GENERAL ELECTRIC CO	09/24/08	02/20/09	0.408	10,000.00000	24.546	245,458.00	9.239	92,387.48	-153,070.52
Subtotal for 2 positions				30,000.00000		710,680.00		277,162.44	-433,517.56
J P MORGAN&CHASE CO	01/13/09	02/20/09	0.104	10,000.00000	25.255	252,553.00	19.735	197,352.89	-55,200.11
GENERAL ELECTRIC CO	09/24/08	02/23/09	0.416	10,000.00000	24.546	245,458.00	8.911	89,112.50	-156,345.50
GENERAL ELECTRIC CO	10/01/08	02/23/09	0.397	10,000.00000	23.470	234,700.00	8.911	89,112.49	-145,587.51
Subtotal for 2 positions				20,000.00000		480,158.00		178,224.99	-301,933.01
J P MORGAN&CHASE CO	01/14/09	02/23/09	0.110	20,000.00000	25.264	505,278.00	20.466	409,325.70	-95,952.30
GENERAL ELECTRIC CO	10/01/08	03/09/09	0.436	10,000.00000	23.470	234,700.00	7.570	75,699.57	-159,000.43
GENERAL ELECTRIC CO	10/02/08	03/13/09	0.444	10,000.00000	22.510	225,100.00	9.380	93,799.47	-131,300.53
GENERAL ELECTRIC CO	10/02/08	03/18/09	0.458	10,000.00000	22.510	225,100.00	10.076	100,755.43	-124,344.57
GENERAL ELECTRIC CO	10/02/08	03/24/09	0.474	10,000.00000	22.510	225,100.00	10.730	107,299.39	-117,800.61
GENERAL ELECTRIC CO	10/02/08	05/06/09	0.592	10,000.00000	22.510	225,100.00	13.591	135,913.92	-89,186.08
<b>Total Short Term Activity</b>						<u>14,930,416.52</u>		<u>9,976,355.22</u>	<u>-4,954,061.30</u>

Sold Securities  
Richard and Jane Manoogian Foundation  
Federal ID # 38-2531814  
Date Range - 07/01/2008 Thru 06/30/2009

Security	Acquisition Date	Sale Date	Years Held	Unit Quantity	Unit Cost	Total Cost	Sale Price	Proceeds	Realized Gain/Loss
<b><u>Long Term Activity:</u></b>									
SPDR GLOD TR GOLD	02/03/05	07/03/08	3.414	10,000.00000	41.588	415,884.00	92.183	921,826.83	505,942.83
SPDR GLOD TR GOLD	09/08/06	07/03/08	1.819	10,000.00000	60.704	607,043.00	92.183	921,826.83	314,783.83
Subtotal for 2 positions				20,000.00000		1,022,927.00		1,843,653.66	820,726.66
AMGEN INC	06/22/07	07/08/08	1.047	10,000.00000	57.042	570,418.00	49.840	498,397.20	-72,020.80
AMGEN INC	06/25/07	07/08/08	1.038	10,000.00000	56.140	561,400.00	49.840	498,397.21	-63,002.79
Subtotal for 2 positions				20,000.00000		1,131,818.00		996,794.41	-135,023.59
DELL INC	01/31/06	07/08/08	2.436	10,000.00000	29.730	297,300.00	22.422	224,223.74	-73,076.26
DELL INC	01/22/07	07/08/08	1.460	10,000.00000	24.695	246,948.00	22.422	224,223.74	-22,724.26
Subtotal for 2 positions				20,000.00000		544,248.00		448,447.48	-95,800.52
GRAINGER W W INC	12/14/06	07/08/08	1.567	5,000.00000	72.307	361,535.50	81.491	407,455.21	45,919.71
GRAINGER W W INC	12/15/06	07/08/08	1.564	5,000.00000	71.806	359,031.00	81.491	407,455.22	48,424.22
Subtotal for 2 positions				10,000.00000		720,566.50		814,910.43	94,343.93
INTEL CORPORATION	03/24/04	07/08/08	4.293	10,000.00000	26.670	266,700.00	20.707	207,071.84	-59,628.16
INTEL CORPORATION	07/13/04	07/08/08	3.989	10,000.00000	26.460	264,600.00	20.707	207,071.84	-57,528.16
INTEL CORPORATION	07/14/04	07/08/08	3.986	20,000.00000	23.821	476,416.00	20.707	414,143.66	-62,272.34
Subtotal for 3 positions				40,000.00000		1,007,716.00		828,287.34	-179,428.66
PFIZER INC	08/13/03	07/08/08	4.907	10,000.00000	31.770	317,700.00	17.783	177,828.00	-139,872.00
PFIZER INC	08/21/03	07/08/08	4.885	10,000.00000	29.710	297,100.00	17.783	177,828.00	-119,272.00
Subtotal for 2 positions				20,000.00000		614,800.00		355,656.00	-259,144.00
SARA LEE CORP	07/06/05	07/08/08	3.008	20,000.00000	16.727	334,541.30	12.260	245,190.62	-89,350.68
FURNITURE BRANDS IN	10/05/05	07/23/08	2.800	10,000.00000	17.515	175,150.00	12.623	126,233.28	-48,916.72
GENERAL MOTORS CORP	12/08/06	07/23/08	1.625	10,000.00000	29.253	292,530.00	14.609	146,093.17	-146,436.83
GRAINGER W W INC	01/05/07	07/23/08	1.548	10,000.00000	70.701	707,008.00	90.089	900,892.95	193,884.95
KAYDON CORP	02/18/99	07/23/08	9.433	2,000.00000	28.854	57,707.86	58.705	117,410.13	59,702.27
KAYDON CORP	02/18/99	07/23/08	9.433	3,000.00000	28.854	86,561.79	58.722	176,165.31	89,603.52
Subtotal for 2 positions				5,000.00000		144,269.65		293,575.44	149,305.79
AMGEN INC	07/03/07	08/12/08	1.112	10,000.00000	55.262	552,615.00	63.753	637,528.42	84,913.42
KAYDON CORP	02/18/99	08/12/08	9.488	2,000.00000	28.854	57,707.84	53.615	107,229.00	49,521.16
KAYDON CORP	03/09/99	08/12/08	9.436	3,000.00000	29.708	89,125.20	53.614	160,843.49	71,718.29
Subtotal for 2 positions				5,000.00000		146,833.04		268,072.49	121,239.45
AMGEN INC	08/01/07	09/08/08	1.107	10,000.00000	51.837	518,369.00	60.148	601,478.62	83,109.62
D R HORTON INC	05/07/04	09/08/08	4.342	10,000.00000	20.090	200,899.80	13.626	136,262.23	-64,637.57
GRAINGER W W INC	01/22/07	09/08/08	1.630	10,000.00000	71.376	713,762.00	90.191	901,905.94	188,143.94
KB HOME	03/05/07	09/08/08	1.515	10,000.00000	47.841	478,412.00	22.053	220,527.76	-257,884.24
KEYCORP NEW	04/25/03	09/08/08	5.378	10,000.00000	23.872	238,723.00	13.313	133,133.25	-105,589.75
LOWES COS INC	10/18/05	09/08/08	2.893	10,000.00000	30.030	300,300.50	27.353	273,529.46	-26,771.04
LOWES COS INC	08/21/06	09/08/08	2.052	10,000.00000	28.270	282,700.00	27.353	273,529.46	-9,170.54
Subtotal for 2 positions				20,000.00000		583,000.50		547,058.92	-35,941.58

Sold Securities  
Richard and Jane Manoogian Foundation  
Federal ID # 38-2531814  
Date Range - 07/01/2008 Thru 06/30/2009

Security	Acquisition Date	Sale Date	Years Held	Unit Quantity	Unit Cost	Total Cost	Sale Price	Proceeds	Realized Gain/Loss
<b><u>Long Term Activity:</u></b>									
PULTE HOMES INC	05/07/04	09/08/08	4.342	10,000.00000	23.250	232,500.00	15.491	154,906.12	-77,593.88
TOLL BROTHERS	07/03/07	09/08/08	1.186	5,000.00000	25.075	125,373.00	25.902	129,508.77	4,135.77
SCHERING PLOUGH	10/22/03	09/24/08	4.929	10,000.00000	15.390	153,900.00	18.261	182,607.97	28,707.97
BANK OF AMERICA COR	06/26/07	10/14/08	1.304	1,822.00000	199.257	363,046.00	25.800	47,007.34	-316,038.66
BANK OF AMERICA COR	06/27/07	10/14/08	1.301	1,822.00000	195.425	356,064.00	25.800	47,007.34	-309,056.66
BANK OF AMERICA COR	07/03/07	10/14/08	1.285	1,822.00000	203.401	370,597.00	25.800	47,007.34	-323,589.66
BANK OF AMERICA COR	07/24/07	10/14/08	1.227	1,822.00000	173.556	316,219.00	25.800	47,007.34	-269,211.66
BANK OF AMERICA COR	07/25/07	10/14/08	1.225	1,822.00000	161.915	295,009.00	25.800	47,007.34	-248,001.66
Subtotal for 5 positions				9,110.00000		1,700,935.00		235,036.70	-1,465,898.30
SCHERING PLOUGH	11/21/03	10/14/08	4.901	10,000.00000	15.280	152,800.00	15.707	157,071.11	4,271.11
SCHERING PLOUGH	11/21/03	10/14/08	4.901	10,000.00000	15.280	152,800.00	15.436	154,360.13	1,560.13
Subtotal for 2 positions				20,000.00000		305,600.00		311,431.24	5,831.24
SPDR GLOD TR GOLD	09/13/06	10/14/08	2.088	5,000.00000	58.260	291,300.00	82.419	412,094.19	120,794.19
SPDR GLOD TR GOLD	09/13/06	10/14/08	2.088	5,000.00000	58.260	291,300.00	82.419	412,094.19	120,794.19
Subtotal for 2 positions				10,000.00000		582,600.00		824,188.38	241,588.38
BP P L C	10/14/05	11/10/08	3.077	5,000.00000	65.190	325,950.00	48.142	240,708.65	-85,241.35
BP P L C	09/12/06	11/10/08	2.164	5,000.00000	65.623	328,117.00	48.142	240,708.65	-87,408.35
Subtotal for 2 positions				10,000.00000		654,067.00		481,417.30	-172,649.70
CHEVRON CORP	12/02/04	11/10/08	3.942	5,000.00000	52.641	263,205.00	73.440	367,197.94	103,992.94
CHEVRON CORP	12/17/04	11/10/08	3.901	5,000.00000	51.902	259,508.50	73.440	367,197.94	107,689.44
Subtotal for 2 positions				10,000.00000		522,713.50		734,395.88	211,682.38
EXXON MOBIL CORP	10/14/05	11/10/08	3.077	5,000.00000	57.360	286,800.00	73.752	368,758.43	81,958.43
EXXON MOBIL CORP	09/08/06	11/10/08	2.175	5,000.00000	66.954	334,771.00	73.752	368,758.43	33,987.43
Subtotal for 2 positions				10,000.00000		621,571.00		737,516.86	115,945.86
HOME DEPOT INC	10/24/07	11/10/08	1.049	10,000.00000	30.544	305,442.00	20.596	205,961.84	-99,480.16
HSBC HOLDINGS ADR	02/08/07	11/10/08	1.756	5,000.00000	90.076	450,380.00	56.647	283,234.91	-167,145.09
HSBC HOLDINGS ADR	02/09/07	11/10/08	1.753	5,000.00000	89.914	449,572.00	56.647	283,234.91	-166,337.09
Subtotal for 2 positions				10,000.00000		899,952.00		566,469.82	-333,482.18
ILLINOIS TOOL WORKS	02/01/06	11/10/08	2.775	10,000.00000	42.153	421,532.00	33.049	330,489.14	-91,042.86
INTEL CORPORATION	01/31/06	11/10/08	2.778	20,000.00000	21.477	429,540.00	14.230	284,598.39	-144,941.61
LOWES COS INC	08/21/06	11/10/08	2.225	10,000.00000	28.270	282,700.00	19.155	191,546.92	-91,153.08
LOWES COS INC	08/22/06	11/10/08	2.222	10,000.00000	28.300	283,000.00	19.155	191,546.92	-91,453.08
Subtotal for 2 positions				20,000.00000		565,700.00		383,093.84	-182,606.16
NATIONAL CITY CORP	10/19/05	11/10/08	3.063	10,000.00000	30.360	303,600.00	2.450	24,499.86	-279,100.14
NATIONAL CITY CORP	06/15/07	11/10/08	1.408	10,000.00000	34.231	342,310.00	2.450	24,499.86	-317,810.14
Subtotal for 2 positions				20,000.00000		645,910.00		48,999.72	-596,910.28
BP P L C	09/13/06	11/14/08	2.173	10,000.00000	65.710	657,103.00	45.043	450,425.47	-206,677.53
CHEVRON CORP	12/17/04	11/14/08	3.912	5,000.00000	51.902	259,508.50	75.482	377,408.88	117,900.38
CHEVRON CORP	01/03/05	11/14/08	3.866	5,000.00000	51.660	258,300.00	75.482	377,408.88	119,108.88
Subtotal for 2 positions				10,000.00000		517,808.50		754,817.76	237,009.26

Sold Securities  
Richard and Jane Manoogian Foundation  
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Date Range - 07/01/2008 Thru 06/30/2009

Security	Acquisition Date	Sale Date	Years Held	Unit Quantity	Unit Cost	Total Cost	Sale Price	Proceeds	Realized Gain/Loss
<b>Long Term Activity:</b>									
EXXON MOBIL CORP	09/08/06	11/14/08	2.186	5,000.00000	66.954	334,771.00	76.702	383,510.85	48,739.85
EXXON MOBIL CORP	09/12/06	11/14/08	2.175	5,000.00000	65.124	325,619.00	76.702	383,510.85	57,891.85
Subtotal for 2 positions				10,000.00000		660,390.00		767,021.70	106,631.70
HOME DEPOT INC	10/24/07	11/14/08	1.060	10,000.00000	30.544	305,442.00	21.170	211,702.81	-93,739.19
HSBC HOLDINGS ADR	02/09/07	11/14/08	1.764	5,000.00000	89.914	449,572.00	53.996	269,981.49	-179,590.51
HSBC HOLDINGS ADR	02/26/07	11/14/08	1.718	5,000.00000	89.293	446,466.50	53.996	269,981.48	-176,485.02
Subtotal for 2 positions				10,000.00000		896,038.50		539,962.97	-356,075.53
LOWES COS INC	08/22/06	11/14/08	2.233	10,000.00000	28.300	283,000.00	18.990	189,899.93	-93,100.07
LOWES COS INC	09/07/06	11/14/08	2.189	10,000.00000	27.164	271,637.00	18.990	189,899.93	-81,737.07
Subtotal for 2 positions				20,000.00000		554,637.00		379,799.86	-174,837.14
NATIONAL CITY CORP	06/22/07	11/14/08	1.400	10,000.00000	33.687	336,869.00	2.440	24,399.86	-312,469.14
NATIONAL CITY CORP	06/25/07	11/14/08	1.392	10,000.00000	33.696	336,963.00	2.440	24,399.86	-312,563.14
Subtotal for 2 positions				20,000.00000		673,832.00		48,799.72	-625,032.28
BP P L C	01/05/07	11/17/08	1.868	5,000.00000	64.921	324,604.00	43.960	219,798.77	-104,805.23
BP P L C	01/09/07	11/17/08	1.858	5,000.00000	62.321	311,605.00	43.960	219,798.76	-91,806.24
Subtotal for 2 positions				10,000.00000		636,209.00		439,597.53	-196,611.47
EXXON MOBIL CORP	01/05/07	11/17/08	1.868	5,000.00000	73.137	365,686.00	74.275	371,374.42	5,688.42
EXXON MOBIL CORP	01/09/07	11/17/08	1.858	5,000.00000	72.160	360,800.00	74.275	371,374.41	10,574.41
Subtotal for 2 positions				10,000.00000		726,486.00		742,748.83	16,262.83
LOWES COS INC	11/10/06	11/17/08	2.022	20,000.00000	29.111	582,226.00	19.792	395,839.77	-186,386.23
NATIONAL CITY CORP	07/27/07	11/17/08	1.312	10,000.00000	30.039	300,387.00	2.210	22,099.87	-278,287.13
NATIONAL CITY CORP	10/18/07	11/17/08	1.085	10,000.00000	23.892	238,923.00	2.210	22,099.87	-216,823.13
NATIONAL CITY CORP	10/24/07	11/17/08	1.068	10,000.00000	22.742	227,424.00	2.210	22,099.88	-205,324.12
Subtotal for 3 positions				30,000.00000		766,734.00		66,299.62	-700,434.38
BP P L C	03/02/07	12/16/08	1.795	10,000.00000	60.441	604,409.00	48.089	480,887.30	-123,521.70
COMERICA INC	06/23/06	12/16/08	2.485	10,000.00000	51.206	512,056.00	18.863	188,632.94	-323,423.06
D R HORTON INC	05/07/04	12/16/08	4.614	3,333.00000	20.090	66,959.87	7.411	24,700.72	-42,259.15
D R HORTON INC	10/08/04	12/16/08	4.192	6,667.00000	22.064	147,097.49	7.411	49,408.86	-97,688.63
Subtotal for 2 positions				10,000.00000		214,057.36		74,109.58	-139,947.78
GENERAL ELECTRIC CO	07/01/03	12/16/08	5.466	10,000.00000	28.400	284,000.00	17.406	174,064.02	-109,935.98
GENERAL ELECTRIC CO	03/25/04	12/16/08	4.732	10,000.00000	29.710	297,100.00	17.406	174,064.02	-123,035.98
GENERAL ELECTRIC CO	09/08/06	12/16/08	2.274	10,000.00000	34.084	340,837.00	17.968	179,682.99	-161,154.01
Subtotal for 3 positions				30,000.00000		921,937.00		527,811.03	-394,125.97
HOME DEPOT INC	12/14/07	12/16/08	1.008	10,000.00000	27.061	270,612.00	23.330	233,304.69	-37,307.31
INTEL CORPORATION	01/17/07	12/16/08	1.915	20,000.00000	21.415	428,306.00	15.010	300,198.31	-128,107.69
LOWES COS INC	11/30/06	12/16/08	2.047	10,000.00000	29.852	298,517.00	21.872	218,724.77	-79,792.23
LOWES COS INC	03/02/07	12/16/08	1.795	10,000.00000	32.451	324,509.00	21.872	218,724.77	-105,784.23
Subtotal for 2 positions				20,000.00000		623,026.00		437,449.54	-185,576.46
PULTE HOMES INC	05/07/04	12/16/08	4.614	10,000.00000	23.250	232,500.00	11.030	110,299.37	-122,200.63
PULTE HOMES INC	10/08/04	12/16/08	4.192	10,000.00000	25.341	253,413.50	11.514	115,138.35	-138,275.15
Subtotal for 2 positions				20,000.00000		485,913.50		225,437.72	-260,475.78

Sold Securities  
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Security	Acquisition Date	Sale Date	Years Held	Unit Quantity	Unit Cost	Total Cost	Sale Price	Proceeds	Realized Gain/Loss
<b>Long Term Activity:</b>									
UNITEDHEALTH GROUP	06/25/07	12/16/08	1.479	10,000.00000	51.709	517,091.00	23.787	237,869.66	-279,221.34
UNITEDHEALTH GROUP	09/18/07	12/16/08	1.247	10,000.00000	49.965	499,647.00	23.787	237,869.66	-261,777.34
Subtotal for 2 positions				20,000.00000		1,016,738.00		475,739.32	-540,998.68
D R HORTON INC	10/08/04	12/17/08	4.195	6,666.00000	22.064	147,075.42	8.760	58,393.83	-88,681.59
D R HORTON INC	03/08/06	12/17/08	2.781	3,334.00000	31.049	103,518.70	8.760	29,205.67	-74,313.03
Subtotal for 2 positions				10,000.00000		250,594.12		87,599.50	-162,994.62
J P MORGAN&CHASE CO	07/25/07	12/17/08	1.400	10,000.00000	44.871	448,711.00	32.593	325,926.17	-122,784.83
PULTE HOMES INC	10/08/04	12/17/08	4.195	10,000.00000	25.341	253,413.50	11.938	119,383.32	-134,030.18
COMCAST CORP NEW CL	10/29/07	01/22/09	1.236	20,000.00000	21.030	420,600.00	13.662	273,242.46	-147,357.54
GENERAL MOTORS CORP	01/05/07	01/22/09	2.049	10,000.00000	30.030	300,300.00	3.120	31,199.82	-269,100.18
GENERAL MOTORS CORP	01/22/07	01/22/09	2.003	10,000.00000	31.804	318,035.00	3.120	31,199.82	-286,835.18
Subtotal for 2 positions				20,000.00000		618,335.00		62,399.64	-555,935.36
ILLINOIS TOOL WORKS	02/01/06	01/22/09	2.975	10,000.00000	42.153	421,532.00	33.454	334,535.12	-86,996.88
INTEL CORPORATION	01/22/07	01/22/09	2.003	20,000.00000	20.890	417,804.00	12.694	253,878.57	-163,925.43
J P MORGAN&CHASE CO	07/27/07	01/22/09	1.493	20,000.00000	44.157	883,136.00	22.479	449,571.47	-433,564.53
COMERICA INC	06/23/06	01/28/09	2.603	5,000.00000	51.510	257,550.00	18.600	93,001.47	-164,548.53
COMERICA INC	06/23/06	01/28/09	2.603	5,000.00000	51.560	257,800.00	18.600	93,001.48	-164,798.52
Subtotal for 2 positions				10,000.00000		515,350.00		186,002.95	-329,347.05
GENERAL ELECTRIC CO	11/30/06	01/28/09	2.164	10,000.00000	35.354	353,543.00	13.578	135,780.24	-217,762.76
GENERAL ELECTRIC CO	02/28/07	01/28/09	1.918	10,000.00000	34.927	349,269.00	13.578	135,780.23	-213,488.77
Subtotal for 2 positions				20,000.00000		702,812.00		271,560.47	-431,251.53
GENERAL MOTORS CORP	01/22/07	01/28/09	2.019	10,000.00000	31.804	318,035.00	3.360	33,599.81	-284,435.19
HSBC HOLDINGS ADR	02/26/07	01/28/09	1.923	5,000.00000	89.293	446,466.50	41.559	207,793.33	-238,673.17
HSBC HOLDINGS ADR	02/27/07	01/28/09	1.921	5,000.00000	88.441	442,206.00	41.559	207,793.33	-234,412.67
Subtotal for 2 positions				10,000.00000		888,672.50		415,586.66	-473,085.84
ILLINOIS TOOL WORKS	01/22/07	01/28/09	2.019	10,000.00000	47.288	472,878.00	34.990	349,900.03	-122,977.97
INTEL CORPORATION	01/04/08	01/28/09	1.068	20,000.00000	22.780	455,592.00	14.044	280,880.42	-174,711.58
J P MORGAN&CHASE CO	08/01/07	01/28/09	1.496	10,000.00000	43.775	437,749.00	26.885	268,846.49	-168,902.51
J P MORGAN&CHASE CO	12/14/07	01/28/09	1.126	10,000.00000	45.222	452,216.00	26.885	268,846.49	-183,369.51
Subtotal for 2 positions				20,000.00000		889,965.00		537,692.98	-352,272.02
LOWES COS INC	06/25/07	01/28/09	1.597	10,000.00000	31.218	312,181.00	20.026	200,261.87	-111,919.13
LOWES COS INC	07/25/07	01/28/09	1.515	10,000.00000	28.675	286,747.00	20.026	200,261.88	-86,485.12
Subtotal for 2 positions				20,000.00000		598,928.00		400,523.75	-198,404.25
COMCAST CORP NEW CL	10/29/07	01/30/09	1.258	20,000.00000	20.860	417,200.00	13.866	277,310.44	-139,889.56
COMERICA INC	06/28/06	01/30/09	2.595	10,000.00000	51.518	515,179.00	17.148	171,477.03	-343,701.97
GENERAL ELECTRIC CO	03/02/07	01/30/09	1.918	10,000.00000	34.790	347,900.00	12.080	120,799.32	-227,100.68

Sold Securities  
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Security	Acquisition Date	Sale Date	Years Held	Unit Quantity	Unit Cost	Total Cost	Sale Price	Proceeds	Realized Gain/Loss
<b><u>Long Term Activity:</u></b>									
INTEL CORPORATION	01/16/08	01/30/09	1.041	20,000.00000	20.139	402,774.00	12.980	259,598.53	-143,175.47
J P MORGAN&CHASE CO	12/14/07	01/30/09	1.132	10,000.00000	45.222	452,216.00	25.463	254,625.57	-197,590.43
LOWES COS INC	07/27/07	01/30/09	1.515	20,000.00000	28.126	562,520.00	18.390	367,797.93	-194,722.07
COMERICA INC	06/25/07	02/04/09	1.616	10,000.00000	60.469	604,689.00	17.435	174,354.02	-430,334.98
COMERICA INC	07/25/07	02/20/09	1.578	5,000.00000	54.573	272,864.00	13.510	67,551.62	-205,312.38
COMERICA INC	07/27/07	02/20/09	1.573	5,000.00000	53.569	267,846.50	13.510	67,551.62	-200,294.88
Subtotal for 2 positions				10,000.00000		540,710.50		135,103.24	-405,607.26
KAYDON CORP	03/09/99	02/20/09	9.962	2,000.00000	29.708	59,416.80	25.704	51,408.91	-8,007.89
KAYDON CORP	03/17/99	02/20/09	9.940	3,000.00000	28.811	86,432.70	25.704	77,113.36	-9,319.34
Subtotal for 2 positions				5,000.00000		145,849.50		128,522.27	-17,327.23
LOWES COS INC	11/07/07	02/20/09	1.290	20,000.00000	24.370	487,396.00	15.790	315,806.22	-171,589.78
COMERICA INC	07/27/07	02/23/09	1.581	5,000.00000	53.569	267,846.50	13.557	67,783.62	-200,062.88
COMERICA INC	08/01/07	02/23/09	1.567	5,000.00000	51.868	259,340.00	13.557	67,783.61	-191,556.39
Subtotal for 2 positions				10,000.00000		527,186.50		135,567.23	-391,619.27
KAYDON CORP	03/17/99	02/23/09	9.948	2,000.00000	28.811	57,621.80	28.827	57,654.28	32.48
KAYDON CORP	03/19/99	02/23/09	9.942	3,000.00000	28.311	84,932.70	28.827	86,481.41	1,548.71
Subtotal for 2 positions				5,000.00000		142,554.50		144,135.69	1,581.19
LOWES COS INC	11/19/07	02/23/09	1.266	20,000.00000	24.215	484,290.00	15.535	310,694.25	-173,595.75
COMERICA INC	10/17/07	03/06/09	1.386	10,000.00000	48.209	482,088.00	11.999	119,988.32	-362,099.68
HSBC HOLDINGS ADR	06/25/07	03/06/09	1.699	10,000.00000	92.695	926,952.00	25.471	254,710.57	-672,241.43
KAYDON CORP	03/19/99	03/06/09	9.973	2,000.00000	28.311	56,621.80	23.240	46,479.74	-10,142.06
KAYDON CORP	03/26/99	03/06/09	9.953	3,000.00000	26.187	78,559.50	23.240	69,719.60	-8,839.90
KAYDON CORP	10/27/99	03/06/09	9.364	5,000.00000	24.373	121,866.00	22.946	114,728.85	-7,137.15
KAYDON CORP	10/27/99	03/06/09	9.364	5,000.00000	24.373	121,866.00	22.890	114,449.35	-7,416.65
Subtotal for 4 positions				15,000.00000		378,913.30		345,377.54	-33,535.76
COMERICA INC	10/18/07	03/09/09	1.392	5,000.00000	47.671	238,355.50	13.650	68,250.11	-170,105.39
COMERICA INC	10/18/07	03/13/09	1.403	5,000.00000	47.671	238,355.50	17.535	87,675.00	-150,680.50
COMERICA INC	10/24/07	03/18/09	1.400	5,000.00000	45.523	227,616.00	19.530	97,652.45	-129,963.55
LOWES COS INC	12/13/07	03/18/09	1.263	10,000.00000	23.090	230,900.00	16.560	165,599.06	-65,300.94
COMERICA INC	10/24/07	05/06/09	1.534	5,000.00000	45.523	227,616.00	24.830	124,150.70	-103,465.30
GENERAL MOTORS CORP	03/02/07	05/06/09	2.181	20,000.00000	31.619	632,378.00	1.630	32,599.15	-599,778.85
GENERAL MOTORS CORP	07/27/07	05/19/09	1.814	10,000.00000	31.688	316,880.00	1.250	12,504.67	-304,375.33
GENERAL MOTORS CORP	07/27/07	05/20/09	1.816	10,000.00000	31.688	316,880.00	1.460	14,604.62	-302,275.38
<b>Total Long Term Activity</b>						<u>48,753,242.57</u>		<u>32,298,098.10</u>	<u>-16,455,144.47</u>

**Federal Statements****Statement 4 - Form 990-PF, Part I, Line 16b - Accounting Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Michael J Alexander, CPA	\$ 8,319		\$	\$ 8,319
Masco Corporation	110,000			110,000
Scott Sinclair PC	27,000			27,000
Total	\$ 145,319	\$ 0	\$ 0	\$ 145,319

**Statement 5 - Form 990-PF, Part I, Line 16c - Other Professional Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Whitman Consulting	\$ 40,000		\$	\$ 40,000
Carl Anderson	25,000			25,000
Eugene A. Gargaro	150,530			150,530
Mark Evola	18,000			18,000
Sworek Consultants, Inc	10,000			10,000
Total	\$ 243,530	\$ 0	\$ 0	\$ 243,530

**Statement 6 - Form 990-PF, Part I, Line 18 - Taxes**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Federal Excise Tax	\$ 44,729		\$	
Foreign Tax Withheld	75	75		
Payroll Taxes	958			958
Property Taxes	97,267			97,267
State of Michigan Annual Report	20			20
Total	\$ 143,049	\$ 75	\$ 0	\$ 98,245



382531814 Richard &amp; Jane Manoogian Foundation

38-2531814

FYE: 6/30/2009

## Federal Statements

## Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation

Date		Description		Method		Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
Acquired		Cost Basis	Prior Year Depreciation						
Mackinac House									
8/14/01	\$	3,300,161	\$ 581,759	S/L		39	\$ 84,620	\$	\$
Mackinac House - Land Improvements									
5/16/02		20,483	9,750	150DB		15	1,208		
Mackinac House - Land Improvements									
10/25/02		31,769	13,950	150DB		15	1,874		
Mackinac House - Furniture & Fixtures									
6/13/02		209,746	193,724	200DB		7	16,022		
Mackinac House - Furniture & Fixtures									
1/08/03		28,343	24,548	200DB		7	2,531		
Mackinac House - Land Improvements									
4/23/04		91,038	35,478	150DB		15	5,899		
Mackinac House - Furniture & Fixtures									
5/07/04		3,915	3,352	200DB		7	341		
Mackinac Island - Land									
1/29/03		3,123,745				0			
Land - Detroit, MI									
6/18/99		21,000				0			
Mackinac House - Improvements									
7/30/04		12,978	1,317	S/L		39	333		
Mackinac House - Improvements									
3/17/05		7,134	602	S/L		39	183		
Mackinac House - Land Improvements									
5/05/05		1,096	307	150DB		15	79		
Mackinac House - Furniture & Fixtures									
7/16/04		1,212	1,046	200DB		7	53		
Mackinac House - Furniture & Fixtures									
3/03/06		117	66	200DB		7	14		
Building - Remodeling - Detroit, MI									
4/01/07		857,920	27,497	S/L		39	21,998		
Mackinac House - Improvements									
5/10/07		10,664	1,066	S/L		15	711		
Building - Detroit, MI									
4/01/07		718,233	23,020	S/L		39	18,417		
Building - Remodeling - Detroit, MI									
10/03/07		7,860	262	S/L		15	524		

382531814 Richard &amp; Jane Manoogian Foundation

38-2531814

FYE: 6/30/2009

**Federal Statements****Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation (continued)**

Date		Description		Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
Acquired		Cost Basis	Prior Year Depreciation					
Mackinac House - Improvements								
6/12/08	\$	114,214	\$ 635	S/L	15	\$ 7,614	\$	\$
Mackinac House - Furniture & Fixtures								
6/17/08		23,776	12,312	200DB	7	3,276		
Mackinac Island - Land - Hubbard Annex								
4/07/08		400,195			0			
Mackinac House - Furniture & Fixtures								
4/29/09		29,696		200DB	7	15,378		
Mackinac Island - Land - The Orchard								
7/01/08		479,400			0			
Mackinac House - Improvements								
6/19/09		86,666		S/L	39	93		
Total	\$	9,581,361	\$ 930,691			\$ 181,168	\$ 0	\$ 0

## Federal Statements

### Statement 8 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
Bank Charges	12,528			
Building Operating Expenses	25,781	12,528		25,781
Consulting & Commission Expen	4,600,000			4,600,000
Dues & Memberships	389			389
Insurance	63,318			63,318
Repairs & Maintenance	11,903			11,903
Lease Property Expense	5,349			5,349
Miscellaneous Art Expense	19,602			19,602
Security Services	1,242			1,242
Shipping & Supplies	25,188			25,188
Utilities	8,631			8,631
Total	<u>\$ 4,773,931</u>	<u>\$ 12,528</u>	<u>\$ 0</u>	<u>\$ 4,761,403</u>

**Federal Statements**

FYE: 6/30/2009

**Statement 9 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

Description		Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Amgen Inc	40,000 sh	\$ 2,202,802	\$	Cost	\$
Asahi Tech	573463 sh	12,507,507	12,507,507	Cost	320,566
Bank of America	49,110 sh	940,607	1,211,679	Cost	648,252
BP P L C	40,000 sh	2,551,788		Cost	
Caterpillar Inc	10,000 sh		333,637	Cost	330,400
Chevron Corp	20,000 sh	1,040,522		Cost	
Citigroup Inc	100,000 sh	4,350,961	4,350,961	Cost	297,000
Comcast Corp New CL	40,000 sh	837,800		Cost	
Comerica Inc	30,000 sh	5,852,272	1,223,070	Cost	634,500
Countrywide Finacial	50,000 sh	1,700,935		Cost	
D R Horton Inc	46,666 sh	1,795,317	1,129,766	Cost	436,794
Dell Inc	20,000 sh	544,248		Cost	
Deere & Co	10,000 sh		391,772	Cost	399,500
Exxon Mobil Corp	40,000 sh	2,008,447		Cost	
Fifth Third Bankcorp	50,000 sh	1,739,739	1,739,739	Cost	355,000
Furniture Brands	280,000 sh	5,275,672	5,100,522	Cost	848,400
General Electric Co	10,000 sh	2,650,948	225,100	Cost	117,200
General Motors	80,000 sh	2,495,038		Cost	
Goldman, Sacks & Co	7,000 sh	1,336,114		Cost	
Grainger W W Inc	30,000 sh	2,141,337		Cost	
Home Depot	40,000 sh	1,157,146		Cost	
HSBC Holdings Adr	40,000 sh	3,611,615		Cost	
Illinois Tool Works	30,000 sh	1,315,942		Cost	
Intel Corporation	140,000 sh	3,141,732		Cost	
J P Morgan & Chase	70,000 sh	3,060,978		Cost	
Kaydon Corp	35,000 sh	958,420		Cost	

**Federal Statements**

FYE: 6/30/2009

**Statement 9 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)**

Description		Beginning of Year	End of Year	Basis of Valuation	Fair Market Value			
KB Home	20,000 sh							
	\$	1,278,000	\$	799,588	Cost	\$	273,600	
Keycorp New	50,000 sh							
		1,913,268		1,674,545	Cost		262,000	
Kohl's Corp	20,000 sh							
		765,524						
Lowes Cos Inc	80,000 sh							
		6,796,243		1,713,098	Cost		1,552,800	
Masco Corp	1,718,400 Sh							
		16,601		996,821	Cost		16,462,272	
National City Corp	70,000 sh							
		2,086,476			Cost			
Pfizer Inc	20,000 sh							
		614,800			Cost			
Pulte Home Inc	40,000 sh							
		2,136,133		1,164,306	Cost		353,200	
Sara Lee Corp	20,000 sh							
		334,541			Cost			
Schering Plough	30,000 sh							
		459,500			Cost			
Spdr Gold Trust	30,000 sh							
		1,605,527			Cost			
Toll Brothers	5,000 sh							
		125,373			Cost			
Trimas Corp	74,477 sh							
		1,587,523		1,587,523	Cost		250,987	
United Health Group	20,000 sh							
		1,016,738			Cost			
Total		\$	85,954,134	\$	36,149,634		\$	23,542,471

382531814 Richard &amp; Jane Manoogian Foundation

38-2531814

FYE: 6/30/2009

**Federal Statements****Statement 10 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment**

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
Mackinac House	\$ 2,718,402	\$ 3,300,161	\$ 666,379	\$ 3,300,161
Mackinac House Improvements	141,370	231,656	12,554	231,656
Mackinac House Land Improvements	84,901	144,386	68,545	144,386
Mackinac House - Furniture & Fixture	32,061	296,805	272,663	296,805
Building - Detroit, MI	695,213	718,233	41,437	718,233
Building Leasehold Improv - Detroit	838,021	865,780	50,281	865,780
Land - Detroit, MI	21,000	21,000		21,000
Mackinac Island - Land	3,123,745	3,123,745		3,123,745
Mackinac Island - Land - Hubbard Ann	400,195	400,195		400,195
Mackinac Island - Land - The Orchard		479,400		479,400
Total	\$ 8,054,908	\$ 9,581,361	\$ 1,111,859	\$ 9,581,361

**Statement 11 - Form 990-PF, Part II, Line 15 - Other Assets**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
See Schedule Attached	\$ 37,630,739	\$ 55,255,539	\$ 83,647,633
Total	<u>\$ 37,630,739</u>	<u>\$ 55,255,539</u>	<u>\$ 83,647,633</u>

**Statement 12 - Form 990-PF, Part II, Line 22 - Other Liabilities**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
Bank Loan Payable	\$ 25,000,000	\$ 16,800,000
Total	<u>\$ 25,000,000</u>	<u>\$ 16,800,000</u>

Form

**4562**Department of the Treasury  
Internal Revenue Service

(99)

**Depreciation and Amortization**  
(Including Information on Listed Property)

OMB No 1545-0172

**2008**Attachment  
Sequence No **67**

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return

**Richard & Jane Manoogian Foundation**

Identifying number

**38-2531814**

Business or activity to which this form relates

**Indirect Depreciation****Part I Election To Expense Certain Property Under Section 179****Note:** If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount. See the instructions for a higher limit for certain businesses	1	250,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	800,000
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
6			
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2007 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2009. Add lines 9 and 10, less line 12	13	

**Note:** Do not use Part II or Part III below for listed property. Instead, use Part V.**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	14,848
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	48,029

**Part III MACRS Depreciation (Do not include listed property.) (See instructions.)****Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2008	17	117,668
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

**Section B—Assets Placed in Service During 2008 Tax Year Using the General Depreciation System**

	(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a	3-year property						
b	5-year property						
c	7-year property		14,848	7.0	MQ	200DB	530
d	10-year property						
e	15-year property						
f	20-year property						
g	25-year property			25 yrs.		S/L	
h	Residential rental property			27.5 yrs.	MM	S/L	
				27.5 yrs.	MM	S/L	
i	Nonresidential real property	6/19/09	86,666	39 yrs.	MM	S/L	93
					MM	S/L	

**Section C—Assets Placed in Service During 2008 Tax Year Using the Alternative Depreciation System**

20a	Class life					S/L	
b	12-year			12 yrs.		S/L	
c	40-year			40 yrs.	MM	S/L	

**Part IV Summary (See instructions.)**

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instr.	22	181,168
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2008)

DAA

There are no amounts for Page 2



**Federal Asset Report**

FYE: 6/30/2009

**Form 990, Page 1**

Asset	Description	Date In Service	Cost	Bus %	Sec 179	Bonus	Basis for Depr	PerConv Meth	Prior	Current
<b>7-year GDS Property:</b>										
24	Mackinac House - Furniture & Fixtures	4/29/09	29,696			X	14,848	7 MQ200DB	0	15,378
			<u>29,696</u>				<u>14,848</u>		<u>0</u>	<u>15,378</u>
<b>Non-Residential Real Property:</b>										
27	Mackinac House - Improvements	6/19/09	86,666				86,666	39 MM S/L	0	93
			<u>86,666</u>				<u>86,666</u>		<u>0</u>	<u>93</u>
<b>Prior MACRS:</b>										
1	Mackinac House	8/14/01	3,300,161				3,300,161	39 MM S/L	581,759	84,620
2	Mackinac House - Land Improvements	5/16/02	20,483				20,483	15 MQ150DB	9,750	1,208
3	Mackinac House - Land Improvements	10/25/02	31,769				31,769	15 HY 150DB	13,950	1,874
4	Mackinac House - Furniture & Fixtures	6/13/02	209,746				209,746	7 MQ200DB	193,724	16,022
5	Mackinac House - Furniture & Fixtures	1/08/03	28,343				28,343	7 HY 200DB	24,548	2,531
6	Mackinac House - Land Improvements	4/23/04	91,038				91,038	15 MQ150DB	35,478	5,899
7	Mackinac House - Furniture & Fixtures	5/07/04	3,915				3,915	7 MQ200DB	3,352	341
10	Mackinac House - Improvements	7/30/04	12,978				12,978	39 MM S/L	1,317	333
11	Mackinac House - Improvements	3/17/05	7,134				7,134	39 MM S/L	602	183
12	Mackinac House - Land Improvements	5/05/05	1,096				1,096	15 MQ150DB	307	79
13	Mackinac House - Furniture & Fixtures	7/16/04	1,212			X	606	7 MQ200DB	1,046	53
14	Mackinac House - Furniture & Fixtures	3/03/06	117				117	7 HY 200DB	66	14
16	Mackinac House - Improvements	5/10/07	10,664				10,664	15 HY S/L	1,066	711
18	Building - Remodeling - Detroit, MI	10/03/07	7,860				7,860	15 HY S/L	262	524
20	Mackinac House - Furniture & Fixtures	6/17/08	23,776			X	11,888	7 MQ200DB	12,312	3,276
			<u>3,750,292</u>				<u>3,737,798</u>		<u>879,539</u>	<u>117,668</u>
<b>Other Depreciation:</b>										
8	Mackinac Island - Land	1/29/03	3,123,745				3,123,745	0 -- Land	0	0
9	Land - Detroit, MI	6/18/99	21,000				21,000	0 -- Land	0	0
15	Building - Remodeling - Detroit, MI	4/01/07	857,920				857,920	39 MO S/L	27,497	21,998
17	Building - Detroit, MI	4/01/07	718,233				718,233	39 MO S/L	23,020	18,417
19	Mackinac House - Improvements	6/12/08	114,214				114,214	15 MO S/L	635	7,614
21	Mackinac Island - Land - Hubbard Annex	4/07/08	400,195				400,195	0 -- Land	0	0
25	Mackinac Island - Land - The Orchard	7/01/08	479,400				479,400	0 -- Land	0	0
	<b>Total Other Depreciation</b>		<u>5,714,707</u>				<u>5,714,707</u>		<u>51,152</u>	<u>48,029</u>
	<b>Total ACRS and Other Depreciation</b>		<u>5,714,707</u>				<u>5,714,707</u>		<u>51,152</u>	<u>48,029</u>
	<b>Grand Totals</b>		9,581,361				9,554,019		930,691	181,168
	<b>Less: Dispositions</b>		0				0		0	0
	<b>Less: Start-up/Org Expense</b>		0				0		0	0
	<b>Net Grand Totals</b>		<u>9,581,361</u>				<u>9,554,019</u>		<u>930,691</u>	<u>181,168</u>

Richard and Jane Manoogian Foundation 38-2531814  
2008 Return of Private Foundation, Form 990-PF

Schedule Attached to and Made Part of Form 990-PF  
for the year ended June 30, 2009

Page 2, Part II, Balance Sheets - Statement 11

Line 15 - Other Assets

Fine Art Objects and Paintings:

Artist	End of Year	
	(b) Book Value	(c) Fair Market Value
Paintings:		
Andrews, Benny	87,500	100,000
Andrews, Benny	78,400	95,000
Anshutz, Thomas	1,100,000	1,100,000
Avery, Milton	445,000	445,000
Baker, George	5,500	6,000
Bannister, Edward Mitchell	71,725	90,000
Beard, William Holbrook	96,000	100,000
Bearden, Romare	235,000	250,000
Bearden, Romare	265,000	265,000
Bercham, Nicholaes	520,000	520,000
Biberstein, Franz	158,500	158,500
Bierstadt, Albert	1,500,000	1,500,000
Bingham, George Caleb	10,000,000	35,000,000

Richard and Jane Manoogian Foundation 38-2531814  
2008 Return of Private Foundation, Form 990-PF

Schedule Attached to and Made Part of Form 990-PF  
for the year ended June 30, 2009

Page 2, Part II, Balance Sheets - Statement 11

Line 15 - Other Assets

Fine Art Objects and Paintings:

Artist	End of Year	
	(b) Book Value	(c) Fair Market Value
Blashfield, Edwin Howland	100,125	120,000
Boldini, Giovanni	1,514,675	2,000,000
Boldini, Giovanni	1,352,375	2,000,000
Boutelle-Cole	1,548,000	1,548,000
Brooks, Nicholas Alden	37,500	37,500
Catlett, Elizabeth	55,500	55,500
Catlett, Elizabeth	115,000	115,000
Catlett, Elizabeth	216,000	216,000
Coolidge, Cassius Marcellus	602,675	602,675
Cropsey, Francis Jasper	150,175	150,175
Davey, Randall	21,250	21,250
Davis, Stuart	825,000	825,000
Delaney, Beauford	190,500	190,500
Duncanson, Robert Scott	165,350	165,350

Richard and Jane Manoogian Foundation 38-2531814  
2008 Return of Private Foundation, Form 990-PF

Schedule Attached to and Made Part of Form 990-PF  
for the year ended June 30, 2009

Page 2, Part II, Balance Sheets - Statement 11

Line 15 - Other Assets

Fine Art Objects and Paintings:

Artist	End of Year	
	(b) Book Value	(c) Fair Market Value
Emmet, Lidia Field	40,425	60,000
Enneking, John J.	0	45,000
Gifford, Sanford Robinson	2,000,000	2,000,000
Gifford, Sanford Robinson	602,500	602,500
Grant, Sir Francis (Attr.)	27,600	30,000
Hall George Henry	127,185	140,000
Hamilton, Hamilton	93,720	240,000
Herzog, Hermann	61,525	65,000
Hopkin, Robert	2,737	17,737
Hunt, Richard	80,425	80,425
Hunt, Richard	80,425	80,425
Inman, Henry	18,000	20,000
Lawrence, Jacob	250,000	300,000
Lawrence, Jacob	1,078,000	1,200,000

Richard and Jane Manoogian Foundation 38-2531814  
2008 Return of Private Foundation, Form 990-PF

Schedule Attached to and Made Part of Form 990-PF  
for the year ended June 30, 2009

Page 2, Part II, Balance Sheets - Statement 11

Line 15 - Other Assets

Fine Art Objects and Paintings:

Artist	End of Year	
	(b) Book Value	(c) Fair Market Value
Lawrence, Jacob	2,214,000	2,214,000
Leutze, Emanuel Gottlieb	37,500	37,500
Lopez, Vincente	264,151	265,000
Miller, Alfred Jacob	22,000	25,000
Moran, Thomas	541,000	600,000
Moran, Thomas	1,250,000	1,250,000
Onderdonk, Julian	222,500	450,000
Peale, Rembrandt	145,500	250,000
Pippin, Horace	518,684	520,000
Pippin, Horace	300,000	370,000
Pippin, Horace	680,850	680,850
Pippin, Horace	1,484,179	2,000,000
Prentice, Levi Wells	17,000	25,000
Pushman, Hovsep	56,763	70,000

Richard and Jane Manoogian Foundation 38-2531814  
2008 Return of Private Foundation, Form 990-PF

Schedule Attached to and Made Part of Form 990-PF  
for the year ended June 30, 2009

Page 2, Part II, Balance Sheets - Statement 11

Line 15 - Other Assets

Fine Art Objects and Paintings:

Artist	End of Year	
	(b) Book Value	(c) Fair Market Value
Richards, William Trost	52,723	52,723
Richards, William Trost	36,250	80,000
Ritter, Henry	334,190	420,000
Saar, Betye	35,000	42,500
Sargent, John Singer	2,750,000	2,750,000
Scudder, Janet	32,500	32,500
Smith, Hughie Lee	58,725	65,000
Smith, Hughie Lee	52,293	55,000
Stewart, Julius L.	762,000	1,000,000
Stewart, Julius L.	184,175	184,175
Tanner, Henry Ossawa	586,950	650,000
Tanner, Henry Ossawa	280,000	300,000
Thompson, Bob	131,500	140,000
Tyler, James Gale	62,500	62,500

Richard and Jane Manoogian Foundation 38-2531814  
2008 Return of Private Foundation, Form 990-PF

Schedule Attached to and Made Part of Form 990-PF  
for the year ended June 30, 2009

Page 2, Part II, Balance Sheets - Statement 11

Line 15 - Other Assets

Fine Art Objects and Paintings:

Artist	End of Year	
	(b) Book Value	(c) Fair Market Value
Vernet, Horace	451,070	451,070
Von Stoll, Leopold	33,979	40,000
White, Charles	46,000	60,000
White, Charles	536,406	536,406
White, Charles	415,675	415,675
Wood, Thomas Waterman	122,500	122,500
Woodruff, Hale	77,750	80,000
Wyeth, Andrew	6,251,250	6,500,000
Wyeth, Andrew	5,200,000	5,200,000
Silver Items:		
Gorham, Mfg	112,445	112,445
Gorham, Mfg	117,244	117,244
Tiffany	28,993	28,993
Tiffany Bacchus - Head Punch Bowl	121,000	121,000

Richard and Jane Manoogian Foundation 38-2531814  
2008 Return of Private Foundation, Form 990-PF

Schedule Attached to and Made Part of Form 990-PF  
for the year ended June 30, 2009

Page 2, Part II, Balance Sheets - Statement 11

Line 15 - Other Assets

Fine Art Objects and Paintings:

Artist	End of Year	
	(b) Book Value	(c) Fair Market Value
Cabinet - Rosewood Side	45,000	45,000
Cast Iron Garden Bench	469	480
Console - Mahogany	7,200	7,200
Indian Princess Portraits - Group of 2	9,000	9,000
Indian Princess Portraits - Group of 4	18,000	18,000
Jar - Martinez Blackware	255,500	255,500
Lamps:		
Boudoir	5,094	5,095
Dolphin Form	3,900	3,900
Puffy Boudoir	4,124	4,124
Puffy Boudoir	4,609	4,609
Ming Dynasty Bed	295,000	295,000
MS Furniture	0	4,000
Renaissance Clamshell Fountain	1,265	1,265



Richard and Jane Manoogian Foundation 38-2531814  
2008 Return of Private Foundation, Form 990-PF

Schedule Attached to and Made Part of Form 990-PF  
for the year ended June 30, 2009

Page 2, Part II, Balance Sheets - Statement 11

Line 15 - Other Assets

Fine Art Objects and Paintings:

<u>Artist</u>	<u>End of Year</u>	
	(b) <u>Book Value</u>	(c) <u>Fair Market Value</u>
Statue - Baccanate After Clodion - Cast Iron	9,400	9,400
Table - Wood Center	20,400	20,400
Trains	247,825	247,825
Native American Indian Objects	<u>1,782,216</u>	<u>1,782,217</u>
Total	<u><u>55,255,539</u></u>	<u><u>83,647,633</u></u>

RICHARD AND JANE MANOOGIAN FOUNDATION 38-2531814  
2008 RETURN OF PRIVATE FOUNDATION, FORM 990-PF

SCHEDULE ATTACHED TO AND MADE PART OF FORM 990-PF  
FOR THE YEAR ENDED JUNE 30, 2009

Page 7 - Part XII -  
Qualifying Distributions - Line 2,  
Amounts paid to acquire assets  
used (or held for use) directly in carrying  
out charitable, etc., purposes:

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Paintings put on display at,

Crooked Tree Art Center  
461 E. Mitchell  
Petosky, MI 49770

By Boutelle-Cole	1,548,000
By Cassius Marcellus Coolidge	602,675
By Francis Jasper Cropsey	150,175
By Julius L. Stewart	1,000,000

Paintings put on display at,

Detroit Institute of Arts  
5200 Woodward Avenue  
Detroit, MI 48202

By Sanford Robinson Gifford	602,500
By Jacob Lawrence	2,214,000
By Hughie Lee Smith	52,293
By Elizabeth Catlett	216,000

Totals	<u>6,385,643</u>
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RICHARD AND JANE MANOOGIAN FOUNDATION 38-2531814  
2008 RETURN OF PRIVATE FOUNDATION, FORM 990-PF

SCHEDULE ATTACHED TO AND MADE PART OF FORM 990-PF  
FOR THE YEAR ENDED JUNE 30, 2009

Page 7 - Part XI -

Distributable Amount - Line 4

Recoveries of amounts treated  
as qualifying distributions:

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Painting by Julius L. Stewart taken off display at,

Detroit Athletic Club  
241 Madison Avenue  
Detroit, MI 48226

950,000

Paintings taken off display at,

Manoogian Mansion  
9240 Dwight  
Detroit, MI 48218

By Horace Pippin

325,000

By Betye Saar

35,000

By Hughie Lee Smith

52,293

Paintings taken off display at,

Detroit Institute of Arts  
5200 Woodward Avenue  
Detroit, MI 48202

By Romare Bearden

235,000

By Hughie Lee Smith

58,725

By Jacob Lawrence

275,000

Total

1,931,018

Richard and Jane Manoogian Foundation 38-2531814  
 2008 Return of Private Foundation, Form 990-PF  
 for the year ended June 30, 2009

Part XV, Supplementary Information  
 Line 3a, Religious and Cultural Grants and Contributions  
 Paid During the Year

<u>Recipients Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Archives of American Art PO Box 37012, Victor Building Suite 2200, MRC 937 Washington, DC 20013-7012	Public	Operating Fund	105,000
The Capuchins 1820 Mt. Elliott St. Detroit, MI 48207	Private	Operating Fund	11,000
Detroit Artists Market 4719 Woodward Avenue Detroit, MI 48201	Public	Operating Fund	2,500
Detroit Institute of Arts 5200 Woodward Avenue Detroit, MI 48202	Public	Operating Fund	4,032,837
Detroit Symphony Orchestra 3711 Woodward Avenue Detroit, MI 48201	Public	Operating Fund	74,886
The Dixon Gallery & Gardens 4339 Park Avenue Memphis, TN 38117	Public	Operating Fund	25,000
Music Hall Center for the Performing Arts 350 Madison Avenue Detroit, MI 48226	Public	Operating Fund	1,000

Richard and Jane Manoogian Foundation 38-2531814  
2008 Return of Private Foundation, Form 990-PF  
for the year ended June 30, 2009

Part XV, Supplementary Information  
Line 3a, Religious and Cultural Grants and Contributions  
Paid During the Year

<u>Recipients Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
San Francisco Artspace P.O. Box 2407 Sebastopol, CA 95472	Private	Operating Fund	50,000
Total Religious and Cultural Contributions			<u><u>4,302,223</u></u>

Richard and Jane Manoogian Foundation 38-2531814  
 2008 Return of Private Foundation, Form 990-PF  
 for year ended June 30, 2009

Part XV, Supplementary Information  
 Line 3a, Charitable Grants and Contributions Paid During the Year

Recipients Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Barbara Ann Karmanos Cancer Institute 4100 John R Detroit, MI 48201	Public	Operating Fund	100,000
Childhelp USA Greater Detroit Chapter 21455 Melrose Avenue Southfield, MI 48075	Public	Operating Fund	9,100
City of Hope 1055 Wilshire Blvd. Los Angeles, CA 90017	Public	Operating Fund	50,000
Detroit Institute of Ophthalmology 15415 East Jefferson Grosse Pointe Park, MI 48230	Public	Operating Fund	2,000
Detroit Public TV Foundation 1 Clover Ct. Wixom, MI 48393	Public	Operating Fund	125,000
Detroit Wine Organization P.O. Box 28 Hartland, MI 48353-0028	Public	Operating Fund	4,900
Detroit Zoological Society 8450 W. Ten Mile Road Royal Oak, MI 48067	Public	Operating Fund	100,000
Grosse Pointe Historical Society 381 Kercheval Avenue Grosse Pointe Farms, MI 48236-3085	Public	Operating	500

Richard and Jane Manoogian Foundation 38-2531814  
2008 Return of Private Foundation, Form 990-PF  
for year ended June 30, 2009

Part XV, Supplementary Information  
Line 3a, Charitable Grants and Contributions Paid During the Year

Recipients Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Grosse Pointe Park Foundation 15115 E. Jefferson Avenue Grosse Pointe Park, MI 48230-1399	Public	Operating Fund	250
H.A.L.O., Inc. Rescue Shelter 710 Jackson St. Sebastian, FL 32958	Public	Operating Fund	500
The Henry Ford 20900 Oakwood Blvd. Dearborn, MI 48124-4088	Public	Operating Fund	200,300
Holley Ear Institute St. John Hospital and Medical Center 22151 Moross Road Professional Building One, Suite 223 Detroit, MI 48236-2172	Public	Operating Fund	400
Humane Society of Huron Valley 3100 Cherry Hill Road Ann Arbor, MI 48105	Public	Operating Fund	25,000
Illitch Charities 2211 Woodward Avenue Detroit, MI 48201-3400	Public	Operating Fund	4,000
Mackinac Associates P.O. Box 567 Mackinaw City, MI 49701	Public	Operating Fund	375,925
Mackinac Horseman's Association P. O. Box 462 Mackinac Island, MI 48757	Public	Operating Fund	500

Richard and Jane Manoogian Foundation 38-2531814  
2008 Return of Private Foundation, Form 990-PF  
for year ended June 30, 2009

Part XV, Supplementary Information  
Line 3a, Charitable Grants and Contributions Paid During the Year

<u>Recipients Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Mackinac Island Community Foundation P. O. Box 1933 / 1391-101 Hoban Mackinac Island, MI 49757	Public	Operating Fund	10,000
Mackinac Straits Health System Foundation 220 Burdette St. St. Ignace, MI 49781	Public	Operating Fund	25,000
Make-A-Wish-Foundation of Metro New York 1111 Marcus Avenue Suite # LL22 Lake Success, NY 11042	Public	Operating Fund	10,000
Michigan Humane Society 30300 Telegraph Suite 220 Bingham Farms, MI 48025	Public	Operating Fund	15,500
The Nature Conservancy in Michigan 101 East Grand River Ave. Lansing, MI 48906	Public	Operating Fund	100,000
Planned Parenthood Mid and South Michigan P. O. Box 3673 3100 Professional Drive Ann Arbor, MI 48106-3673	Public	Operating Fund	2,320
Restore the Horse Foundation 6000 E. Davison Avenue Detroit, MI 48212	Public	Operating Fund	175



Richard and Jane Manoogian Foundation 38-2531814  
2008 Return of Private Foundation, Form 990-PF  
for year ended June 30, 2009

Part XV, Supplementary Information  
Line 3a, Charitable Grants and Contributions Paid During the Year

<u>Recipients Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
St. John Health Foundation 1471 12 Mile Road Madison Heights, MI 48071	Public	Operating Fund	100,000
United Way for Southeast Michigan 1212 Griswold Detroit, MI 48226-1899	Public	Operating Fund	25,000
University of Michigan-Medical Dev 301 E. Liberty Suite 400 Ann Arbor, MI 48104	Public	Operating Fund	100,000
University of Michigan - PNR & D Program for Understanding Neurological Diseases 3003 South State Street, Suite 8000 Ann Arbor, MI 48109-1288	Public	Operating Fund	50,000
University of Michigan W. K. Kellogg Eye Center 3003 South State Street, Suite 8000 Ann Arbor, MI 48109-1288	Public	Operating Fund	200,000
Total Charitable Contributions			<u>1,636,370</u>

Richard and Jane Manoogian Foundation 38-2531814  
 2008 Return of Private Foundation, Form 990-PF  
 for year ended June 30, 2009

Part XV, Supplementary Information  
 Line 3a, Educational Grants and Contributions Paid During the Year

Recipients Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
AGBU Alex and Marie Manoogian School 22001 Northwestern Hwy Southfield, MI 48075	Public	Operating Fund	10,000
CATCH 223 Fisher Building 3011 West Grand Blvd. Detroit, MI 48202	Public	Operating Fund	10,000
Cornerstone Schools 6861 E. Nevada St. Detroit, MI 48234	Public	Operating Fund	50,000
Cranbrook Educational Community P.O. Box 801 Bloomfield Hills, MI 48303-0801	Public	Operating Fund	100,000
Michigan State University 300 Spartan Way East Lansing, MI 48024-1005	Public	Operating Fund	50,000
Most Holy Trinity School 1229 Labrosse Detroit, MI 48226	Public	Operating Fund	10,000
Savannah College of Art and Design PO Box 3146 Savannah, GA 31402	Public	Operating Fund	80,000
University Liggett School 1045 Cook Road Grosse Pointe Woods, MI 48236	Public	Operating Fund	100,000

Richard and Jane Manoogian Foundation 38-2531814  
2008 Return of Private Foundation, Form 990-PF  
for year ended June 30, 2009

Part XV, Supplementary Information  
Line 3a, Educational Grants and Contributions Paid During the Year

<u>Recipients Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Wayne State University Law School 5475 Woodward Avenue Detroit, MI 48202	Public	Operating Fund	50,000
Yale University - Alumni Fund Office of Development P.O. Box 2038 New Haven, CT 06521-2038	Public	Operating Fund	10,000
Yale University Art Gallery P.O. Box 208271 New Haven, CT 06520-8271	Public	Operating Fund	4,800
Total Educational Contributions			<u>474,800</u>

Form **8868**

(Rev. April 2009)

Department of the Treasury  
Internal Revenue Service**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
  - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

**Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).**

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits.

<b>Type or print</b>	<b>Name of Exempt Organization</b>	<b>Employer identification number</b>
File by the due date for filing your return. See instructions.	<b>Richard &amp; Jane Manoogian Foundation</b>	<b>38-2531814</b>
	<b>Number, street, and room or suite no. If a P.O. box, see instructions.</b>	
	<b>21001 Van Born Road</b>	
	<b>City, town or post office, state, and ZIP code. For a foreign address, see instructions.</b>	
	<b>Taylor MI 48180-1300</b>	

**Check type of return to be filed (file a separate application for each return)**

- |   |   |                                    |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990               | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL            | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ            | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

- The books are in the care of ► **Richard A. Manoogian**

Telephone No. ► **313-274-8799**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **2/15/10**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year or
- ☒ tax year beginning **7/01/08**, and ending **6/30/09**.

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	<b>433,481</b>
<b>b</b> If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	<b>433,481</b>
<b>c</b> <b>Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	<b>0</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

**For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**

Form **8868** (Rev. 4-2009)