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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

2011Department 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 2011 or tax year beginning

, and ending

Name of foundation Alex and Marie Manoogian Foundation		A Employer identification number 38-6089952
Number and street (or P O box number if mail is not delivered to street address) 21001 Van Born Road	Room/suite	B Telephone number (see instructions) 313-274-8799
City or town, state, and ZIP code Taylor MI 48180		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 54,635,969 (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	1,127	1,127		
4 Dividends and interest from securities	412,628	412,628		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10 Stmt 1	-1,754,274			
b Gross sales price for all assets on line 6a 12,573,796				
7 Capital gain or (loss) from Part IV, line 2)		0		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns & allowances				
b Less: Cost of goods sold				
c Gross profit (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	-1,340,519	413,755	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	600,000			600,000
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) See Stmt 2	929			929
b Accounting fees (attach schedule) Stmt 3	139,045			139,045
c Other professional fees (attach schedule) Stmt 4	174,960	14,960		160,000
17 Interest	385,036			385,036
18 Taxes (attach schedule) (see instructions) Stmt 5	26,389			22,429
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	2,690			2,690
22 Printing and publications				
23 Other expenses (att sch) Stmt 6	22,188	2,845		19,343
24 Total operating and administrative expenses. Add lines 13 through 23	1,351,237	17,805	0	1,329,472
25 Contributions, gifts, grants paid	7,175,115			7,175,115
26 Total expenses and disbursements. Add lines 24 and 25	8,526,352	17,805	0	8,504,587
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-9,866,871			
b Net investment income (if negative, enter -0-)		395,950		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

DAA

EXTENSION

Form 990-PF (2011)

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						
	2 Savings and temporary cash investments				5,481,978	659,282	659,282
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶						
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶						
	5 Grants receivable						
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)						
	7 Other notes and loans receivable (att. schedule) ▶ Less: allowance for doubtful accounts ▶			0			
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges				32,566	28,606	28,606
	10a Investments—U.S. and state government obligations (attach schedule) Stmt 7					11,567,856	11,567,856
	b Investments—corporate stock (attach schedule) See Stmt 8				24,440,613	10,492,543	6,874,313
	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 ▶ Less: accumulated depreciation (attach sch.) ▶						
15 Other assets (describe ▶ See Statement 9)				26,686,863	26,645,237	35,505,912	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)				56,642,020	49,393,524	54,635,969	
Liabilities	17 Accounts payable and accrued expenses						
	18 Grants payable						
	19 Deferred revenue						
	20 Loans from officers, directors, trustees, and other disqualified persons						
	21 Mortgages and other notes payable (attach schedule)						
	22 Other liabilities (describe ▶ See Statement 10)				12,900,000	11,850,000	
23 Total liabilities (add lines 17 through 22)				12,900,000	11,850,000		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>						
	24 Unrestricted						
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>						
	27 Capital stock, trust principal, or current funds				127,400	127,400	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				1,816,064	1,816,064	
	29 Retained earnings, accumulated income, endowment, or other funds				41,798,556	35,600,060	
	30 Total net assets or fund balances (see instructions)				43,742,020	37,543,524	
	31 Total liabilities and net assets/fund balances (see instructions)				56,642,020	49,393,524	

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	43,742,020
2 Enter amount from Part I, line 27a	2	-9,866,871
3 Other increases not included in line 2 (itemize) ▶ See Statement 11	3	3,668,375
4 Add lines 1, 2, and 3	4	37,543,524
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	37,543,524

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	See Schedule Attached	P	11/11/10	08/22/11
b	See Schedule Attached	P	Various	Various
c	Cardinal Health Class Action	P	Various	03/31/11
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	150,497		207,585	-57,088
b	12,022,576		13,740,485	-1,717,909
c	723			723
d				
e				

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

	(i) FMV 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))
a				-57,088
b				-1,717,909
c				723
d				
e				

2 Capital gain net income or (net capital loss)

If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7

2

-1,774,274

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in
Part I, line 8

3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	10,500,173	45,282,653	0.231881
2009	6,558,555	46,119,521	0.142208
2008	7,439,674	55,850,294	0.133207
2007	16,207,071	71,215,183	0.227579
2006	15,366,138	70,722,297	0.217274

2 Total of line 1, column (d)

2

0.952149

3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3

0.190430

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4

39,901,806

5 Multiply line 4 by line 3

5

7,598,501

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

6

3,960

7 Add lines 5 and 6

7

7,602,461

8 Enter qualifying distributions from Part XII, line 4

8

8,643,087

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the
Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	3,960
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	3,960
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	3,960
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	32,566
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	32,566
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	28,606
11	Enter the amount of line 10 to be Credited to 2012 estimated tax 28,606 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 instructions) MI		
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? 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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► Richard A. Manoogian 21001 Van Born Road Located at ► Taylor MI ZIP+4 ► 48180 Telephone no. ► 313-274-8799			
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		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	N/A	1c
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2011 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 2011.)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2011?		4b

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **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** ☒

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **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 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 Taylor MI 48180	Presiden/Dir 10.00	300,000	0	0
Eugene A. Gargaro Jr. 21001 Van Born Taylor MI 48180	Sec/Director 10.00	300,000	0	0

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see 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 East Glengarry Circle Bloomfield Village MI 48301	Consulting/ Art	100,000

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 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

All other program-related investments See instructions

3

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	22,926,677
b	Average of monthly cash balances	1b	964,899
c	Fair market value of all other assets (see instructions)	1c	29,097,039
d	Total (add lines 1a, b, and c)	1d	52,988,615
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	12,479,167
3	Subtract line 2 from line 1d	3	40,509,448
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	607,642
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,901,806
6	Minimum investment return. Enter 5% of line 5	6	1,995,090

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

1	Minimum investment return from Part X, line 6	1	1,995,090
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,960
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,960
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,991,130
4	Recoveries of amounts treated as qualifying distributions	4	113,829
5	Add lines 3 and 4	5	2,104,959
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,104,959

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	8,504,587
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	138,500
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	8,643,087
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	3,960
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,639,127

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				2,104,959
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007	8,671,503			
c From 2008				
d From 2009	436,614			
e From 2010	1,588,458			
f Total of lines 3a through e	10,696,575			
4 Qualifying distributions for 2011 from Part XII, line 4: \$ 8,643,087				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				2,104,959
e Remaining amount distributed out of corpus	6,538,128			
5 Excess distributions carryover applied to 2011 (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	17,234,703			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	17,234,703			
10 Analysis of line 9:				
a Excess from 2007	8,671,503			
b Excess from 2008				
c Excess from 2009	436,614			
d Excess from 2010	1,588,458			
e Excess from 2011	6,538,128			

N/A

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Schedule See Schedule See Schedule			Charitable Religious/Cultural Educational	483,000 6,692,115 - 0 -
Total			3a	7,175,115
b Approved for future payment N/A				
Total			3b	

386089952 Alex and Marie Manoogian Foundation
 38-6089952
 FYE 12/31/2011

Federal Statements

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

Whom Sold	Description Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain/Loss
			Sale Price	Purchase				
Painting - Koerner	12/22/2010	6/20/2011	\$ 210,000	\$ 200,000	\$ -	\$ -	\$ -	10,000
Painting - Hartley	12/22/2010	10/5/2011	190,000	180,000				10,000
Security - Short Term Activity See Attached Schedule	11/11/2010	8/22/2011	150,497	207,585				(57,088)
Security - Long Term Activity See Attached Schedule	Various	Various	12,022,576	13,740,485				(1,717,909)
Cardinal Health Class Action	Various	3/31/2011	723					723
Total			\$ 12,573,796	\$ 14,328,070	\$ -	\$ -	\$ -	\$ (1,754,274)

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Bodman LLP	\$ 326	\$ -	\$ -	\$ 326
Dykema Gossett PLLC	603			603
Total	\$ 929	\$ -	\$ -	\$ 929

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
RAM Investment Group, Inc	\$ 71,900	\$ -	\$ -	\$ 71,900
Masco Corporation	67,145			67,145
Total	\$ 139,045	\$ -	\$ -	\$ 139,045

Federal Statements

2/13/2012 8:49 AM

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Comerica Trust Fees	\$ 14,960	\$ 14,960	\$	\$
Edmond Y. Azadian	50,000			50,000
Sworek Consulting, Inc.	10,000			10,000
Whitman Consulting, LLC	100,000			100,000
Total	\$ 174,960	\$ 14,960	\$ 0	\$ 160,000

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Federal Excise Tax	\$ 3,960	\$	\$	\$
Payroll Taxes	22,429			22,429
Total	\$ 26,389	\$ 0	\$ 0	\$ 22,429

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
Michigan Annual Report Fee	20			20
Insurance	12,872			12,872
Miscellaneous Fees	1,359			1,359
Office Expense	7,937	2,845		5,092
Total	\$ 22,188	\$ 2,845	\$ 0	\$ 19,343

Federal Statements

2/13/2012 8:49 AM

Statement 7 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
RBC U S GOVT MMF	\$	\$ 11,567,856	Market	\$ 11,567,856
Total	\$	\$ 11,567,856		\$ 11,567,856

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
60,000 Bank of America	\$ 2,303,175	\$ 938,185	Cost	\$ 333,600
60,000 Chesapeake Energy	1,389,742		Cost	
10,000 Cisco Systems Inc	207,585		Cost	
15,000 Comerica Inc	905,747	338,699	Cost	387,000
20,000 D R Horton Inc	413,530	205,492	Cost	252,200
20,000 Exxon Mobil Corp	1,364,582		Cost	
70,000 JP Morgan Chase	2,955,120		Cost	
38,437 Federal Screw Works	152,206	152,206	Cost	163,357
100,000 Furniture Brands	2,122,543	2,122,543	Cost	123,000
35,000 HSBC Holdings ADR	1,969,695		Cost	
30,000 Keycorp	292,760	174,973	Cost	230,700
489,700 Masco Corporation	6,191,345	6,191,345	Cost	5,132,056
20,000 Ford Cap TriI6.5PFD	1,047,700		Cost	
40,000 Pulte Homes Inc	369,100	369,100	Cost	252,400
80,000 General Electric	1,652,816		Cost	
30,000 U S Bancorp	711,608		Cost	
15,000 Wells Fargo	391,359		Cost	
Total	\$ 24,440,613	\$ 10,492,543		\$ 6,874,313

Federal Statements**Statement 9 - 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>
Fine Art Objects	\$ 26,686,863	\$ 26,645,237	\$ 35,505,912
Total	<u>\$ 26,686,863</u>	<u>\$ 26,645,237</u>	<u>\$ 35,505,912</u>

Statement 10 - 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	\$ 12,900,000	\$ 11,850,000
Total	<u>\$ 12,900,000</u>	<u>\$ 11,850,000</u>

Statement 11 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
Excess FMV over Cost Basis of Charitable Contribut	\$ 3,668,375
Total	<u>\$ 3,668,375</u>

ALEX AND MARIE MANOOGIAN FOUNDATION 38-6089952
2011 RETURN OF PRIVATE FOUNDATION, FORM 990-PF

SCHEDULE ATTACHED TO AND MADE PART OF 2011 FORM 990-PF

Page 2 - Line 15 -

Other Assets, Fine Art Objects and Paintings:

Artist	End of Year	
	(b) Book Value	(c) Fair Market Value
Aivazovsky, Ivan Painting	17,400	200,000
Aivazovsky, Ivan Painting	17,905	200,000
Aivazovsky, Ivan Photo Collage	3,500	10,000
Akan Terracotta Head	15,000	15,000
American School Painting	20,200	25,000
American School Painting	12,583	13,500
Armenian Artifacts Collection	450,000	653,300
Armenian Bell Metal Bowl	6,256	6,256
Armenian Brass Candlestick	1,827	1,827
Armenian Gilt Copper Tombak Box	15,625	15,625
Armenian Inscribed Lantern	2,933	2,933
Armenian Parcel - Gilt Filigree and Enamelled Sprinkler	3,910	3,910
Armenian Parcel Gilt - Silver Chalice	9,744	9,744
Armenian Silver Bowl	3,222	3,222
Armenian Silver Candelabrum	11,693	11,693
Armenian Silver Cross	2,923	2,923
Armenian Silver - Gilt & Enamel Ciborium	4,568	4,568
Armenian Silver - Gilt Icon	3,715	3,715
Armenian Tinned Copper Dish	2,542	2,542
Artist Unknown, Painting	12,000	15,000
Barrias, Felix-Joseph Painting	7,614	10,000
Bedrosian, Garen Painting	4,500	4,500
Bierstadt, Albert Painting	300,000	400,000
Bingham, George Caleb Painting	44,710	45,000
Bluemner, Oscar Painting	1,100,000	1,100,000
Bronze Finial with Cross	1,387	1,387
Brown, J. G. Painting	134,610	850,000
Brown, William Mason Painting	39,169	40,000
Cast Bronze Oil Lamp	3,086	3,086
Central Coast Feather Panel	4,000	4,000
Chamberlin, Benjamin Painting	3,450	7,500
Chtchyan, Avetik Painting	742	1,000
Chtchyan, Avetik Painting	963	1,300
Cole, Thomas Painting	500,000	500,000
Communion Pyx	200	200
Contemporary School Painting	500	500
Copley, John S. Painting	150,000	325,000
Copley, John S. Painting	1,000,000	1,250,000
Davis, Painting	75,000	75,000
Davis, Charles Painting	52,000	120,000
Davis, Stuart Painting	3,446,000	3,446,000

ALEX AND MARIE MANOOGIAN FOUNDATION 38-6089952
2011 RETURN OF PRIVATE FOUNDATION, FORM 990-PF

SCHEDULE ATTACHED TO AND MADE PART OF 2011 FORM 990-PF

Page 2 - Line 15 -

Other Assets, Fine Art Objects and Paintings:

Artist	End of Year	
	(b) Book Value	(c) Fair Market Value
Dewing, Thomas Painting	2,916,547	5,000,000
Duncanson, Robert S. Painting	85,050	550,000
East Armenian Gilt - Copper Chalice	11,422	11,422
Eksergian, Carnig Painting	20,524	30,000
Elibekian, Areg Painting	400	400
Elibekian, Areg Painting	500	500
Elibekian, Henry Painting	811	811
Elibekian, Robert Painting	2,500	2,500
Engelhart, Catherine Caroline Painting	50,234	60,000
FN Box, Incense Box	1,000	1,000
FN Cross, Cross shaped reliquary containing relics	3,500	3,500
FN Cross, Hand Cross; middle of cross encloses a piece of wood	3,500	3,500
FN Cross, Hand Cross with inscription around back of cross	2,000	2,000
FN Cross, Hand Cross with inscription around cross	3,000	3,000
FN Cross, Hand Cross with inscription around handle	3,000	3,000
FN Cross, Hand Cross with inscription on handle; dated 1741	3,000	3,000
FN MS, Ostensorium/Monstrance Item with Base	1,000	1,000
Friedlander, Camilla Painting	7,814	7,815
Fuchs, Rudolf Painting	30,050	30,050
German Black Forest Clock	20,000	20,000
Gevondyan, Rouben Painting	1,112	1,500
Gevorgyan, Armen Painting	1,112	1,500
Glazed Earthenware Border Tiles	400	400
Glazed Earthenware Dish	300	300
Glazed Earthenware Ewer	6,000	6,000
Glazed Earthenware Square Tile	500	500
Gold Engraved Cornelian Ring	3,000	3,000
Gold Finger Ring	11,688	11,688
Hague, Raoul Painting	28,000	35,000
Harris, Charles X. Painting	18,711	20,000
Hartley, Mardsen Painting	1,500,000	1,500,000
Hellhoff, Heinrich Painting	22,350	30,000
Henry, Edward L. Painting	250,000	550,000
Henry, Edward L. Painting	51,870	55,000
Homer, Winslow Painting	7,500,050	7,500,050
Hymnal of the Armenian Orthodox Church	26,410	26,410
Jivaryan, Hakop Painting	741	1,000
Johnson, David Painting	650,300	650,300
Johnson, Eastman Painting	407,000	2,500,000
Kutahya Ceramic Tile	13,670	13,670
Kutahya Hexigonal Tile	22,051	22,051

ALEX AND MARIE MANOOGIAN FOUNDATION 38-6089952
2011 RETURN OF PRIVATE FOUNDATION, FORM 990-PF

SCHEDULE ATTACHED TO AND MADE PART OF 2011 FORM 990-PF

Page 2 - Line 15 -

Other Assets, Fine Art Objects and Paintings:

Artist	End of Year	
	(b) Book Value	(c) Fair Market Value
Kutahya Pottery Dish	13,705	13,705
Kutahya Pottery Ewer	6,346	6,346
Kutahya Pottery Ewer - 18th Century	7,202	7,202
Kutahya Pottery Ewer - 1179/1765 A.D.	40,925	40,925
Kutahya Pottery Hanging Ornament	1,172	1,172
Kutahya Pottery Mug 4" Dia	1,172	1,172
Kutahya Pottery Mug 4 1/2" Dia	1,562	1,562
Kutahya Pottery Tiles - Three	977	977
Kutahya Tile Panel	8,018	8,018
Kutahya Tiles - Four	4,687	4,687
Kutahya Tiles - Pair	1,137	1,137
Kutahya Tiles - Panel of Six	7,038	7,038
Kutahya Tiles - Set of Four	1,517	1,517
Kutahya Vase	7,500	7,500
Lady's Armlet Peace Bracelet	3,000	3,000
Lady's Serpent Bracelet	3,000	3,000
Mardirosian, Ashot Painting	1,112	1,500
Mayan Polychrome Vase	6,000	6,000
Mayan Stone Hacha	2,750	3,000
McEntee, Jervis Painting	400,000	400,000
Mixtec Frog	9,000	9,000
Mixtec Gold Pendant	35,000	35,000
Mixtec Turquoise Ear Ornament	9,000	9,000
Moeller, Louis Charles Painting	12,718	13,500
Moore, H. W. Painting	8,720	8,720
Moran, Thomas Painting	200,000	500,000
Olmec Pendant	3,750	4,000
Parsons, Edith Baretto Painting	51,000	51,000
Persian Tinned - Copper Bowl	1,465	1,465
Pope, Alexander Painting	321,600	400,000
Pre-Columbian Gold Breastplate	69,300	75,000
Pre-Columbian Gold Duck Figure	9,000	10,000
Pre-Columbian Gold Spiral Breastplate	12,000	15,000
Quidor, John Painting	250,000	450,000
Rhyton Drinking Vessel	3,000	3,000
Richardt, Ferdinand Painting	86,800	425,000
Rimmer, William Painting	75,000	175,000
Salmon, Robert Painting	57,025	65,000
Sarkisian, Sarkis Painting	10,350	11,000
Shahn, Ben Painting	300,000	300,000
Sheeler, Charles Painting	1,500,000	1,500,000

ALEX AND MARIE MANOOGIAN FOUNDATION 38-6089952
2011 RETURN OF PRIVATE FOUNDATION, FORM 990-PF

SCHEDULE ATTACHED TO AND MADE PART OF 2011 FORM 990-PF

Page 2 - Line 15 -

Other Assets, Fine Art Objects and Paintings:

Artist	End of Year	
	(b) Book Value	(c) Fair Market Value
Shiraz, Ara Painting	525	600
Shiraz, Ara Painting	600	600
Shiraz, Ara Painting	700	700
Silver Pectoral	3,000	3,000
Silvered and Enamel Bowl with Saucer	3,000	3,000
Simmons, Franklin Sculpture	77,592	77,592
Solid Gold Finger Ring	17,182	17,182
Stannard, E. Painting	3,150	3,150
Stevens, George Painting	8,000	8,000
Stuart, Gilbert Painting	150,150	250,000
Troubetzkoy, Pierre Painting	120,000	120,000
Vanderlyn, John, Jr. Painting	30,675	50,000
Viru Feline Vessel	1,500	2,000
West, Benjamin Painting	25,000	50,000
Willard, Archibald Painting	750,075	1,500,000
Wimar, Karl Painting	701,099	750,000
Wood, Thomas Waterman Painting	11,722	11,722
Woolford, John Elliott Painting	31,125	31,125
Total Other Assets	<u>26,645,237</u>	<u>35,505,912</u>

Federal Statements**Taxable Interest on Investments**

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
Comerica Bank	\$ 462				
Comerica Goldman Sach MMF	665				
Total	\$ 1,127				

Taxable Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
Comerica Bank	\$ 265,718				
Masco Corporation	146,910				
Total	\$ 412,628				

ALEX AND MARIE MANOOGIAN FOUNDATION 38-6089952
2011 RETURN OF PRIVATE FOUNDATION, FORM 990-PF

SCHEDULE ATTACHED TO AND MADE PART OF 2011 FORM 990-PF

Page 8 - Part XII -

Qualifying Distributions - Line 2,
Amounts paid to acquire assets
used directly in carrying out
charitable purposes:

Painting put on display at:

Grand Hotel
Mackinac Island, MI 49757

by John Vanderlyn, Jr 50,000

Painting put on display at:

The Pines
Mackinac Island, MI 49757

by John Vanderlyn, Jr 50,000

Fine Art Objects put on display at:

St. John's Armenian Church
22001 Northwestern Highway
Southfield, MI 48075

Manuscript - Monastic Instructions 20,000
Four Gospel Books 2,500

Fine Art Objects put on display at:

Detroit Institute of Arts
5200 Woodward Avenue
Detroit, MI 48202

Prayer Book 1,000
Hymnal Sharagnotz 15,000

Total 138,500

ALEX AND MARIE MANOOGIAN FOUNDATION 38-6089952
2011 RETURN OF PRIVATE FOUNDATION, FORM 990-PF8

SCHEDULE ATTACHED TO AND MADE PART OF 2011 FORM 990-PF

Page 8 - Part XI -

Distributable Amount - Line 4,
Recoveries of amounts treated as
qualifying distributions:

Painting taken off display at:

The Pines
Mackinac Island, MI 49757

by John Vanderlyn, Jr 30,000

Painting taken off display at:

Grand Hotel
Mackinac Island, MI 49757

by John Vanderlyn, Jr 50,000

Fine Art Objects taken off display at:

Detroit Institute of Arts
5200 Woodward Avenue
Detroit, MI 48202

Manuscript - Monastic Instructions 20,000
Four Gospel Books 2,500

Fine Art Objects taken off display at:

St. John's Armenian Church
22001 Northwestern Highway
Southfield, MI 48075

Prayer Book 708
Hymnal Sharagnotz 10,621

Total

113,829

Alex and Marie Manoogian Foundation 38-6089952
2011 Return of Private Foundation, Form 990-PF

Schedule Attached To and Made Part of 2011 Form 990-PF

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

Recipients Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
AGBU (HARC) 22001 Northwestern Highway Southfield, MI 48075	Public	Operating Fund	30,000
AGBU of America, Inc. Special Projects 1925 Midchester Dr. West Bloomfield, MI 48324	Public	Operating Fund	30,000
AGBU 55 East 59th Street New York, NY 10022-1112	Public	Operating Fund	250,000
Childhelp, Inc. 15757 North 78th St., Suite B Scottsdale, AZ 85260	Public	Operating Fund	80,000
Childhelp Michigan 30680 Montpelier Suite 250 Madison Heights, MI 48071	Public	Operating Fund	1,000
Holocaust Memorial Center 28123 Orchard Lake Road Farmington Hills, MI 48334-3738	Public	Operating Fund	15,000
Knights of Vartan 850 S. Old Woodward Birmingham, MI 48009	Public	Operating Fund	1,000
Knights of Vartan Charitable Fund 38228 Lana Dr. Farmington Hills, MI 48335	Public	Operating Fund	1,000
Mayor's Residence Society 21001 Van Born Road Taylor, MI 48180	Public	Operating Fund	50,000

Alex and Marie Manoogian Foundation 38-6089952
2011 Return of Private Foundation, Form 990-PF

Schedule Attached To and Made Part of 2011 Form 990-PF

Part XV Supplementary Information,
Line 3a - Charitable Grants and Cash 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>
Neighborhood Club 17150 Waterloo Grosse Pointe, MI 48230	Public	Operating Fund	25,000
Total Charitable Cash Contributions			<u>483,000</u>

Alex and Marie Manoogian Foundation 38-6089952
2011 Return of Private Foundation, Form 990-PF

Schedule Attached To and Made Part of 2011 Form 990-PF

Part XV Supplementary Information,
Line 3a - Religious and Cultural Grants and Cash Contributions and Non-Cash 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>
Armenian Apostolic Society, Inc. 22001 Northwestern Highway Southfield, MI 48075	Public	Operating Fund	91,000
Detroit Institute of Arts 5200 Woodward Avenue Detroit, MI 48202	Public	Operating Fund	2,510,000
St. John's Armenian Church 22001 Northwestern Highway Southfield, MI 48075	Public	Operating Fund	77,115
Ste Anne Catholic Church P. O Box 537 Mackinac Island, MI 49757	Public	Operating Fund	12,000
Tekeyan Cultural Association 17200 Melrose Ave. Southfield, MI 48075	Public	Operating Fund	2,000
Total Religious and Cultural Cash Contributions			2,692,115
Metropolitan Museum of Art 1000 Fifth Avenue New York, NY 10028	Public	Art Collection	4,000,000
Total Religious and Cultural Cash Contributions and Non-Cash Contributions			<u>6,692,115</u>

Alex and Marie Manoogian Foundation 38-6089952
2011 Return of Private Foundation, Form 990-PF

Schedule Attached To and Made Part of 2011 Form 990-PF

Part XV Supplementary Information,
Line 3a - Educational Grants and Cash 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>
Total Educational Cash Contributions			<u><u>-- 0 --</u></u>

Sold Securities
Alex and Marie Manoogian Foundation
Date Range - 01/01/2011 Thru 12/31/2011
Federal ID # 38-6089952

<u>Security</u>	<u>Acquisition Date</u>	<u>Sale Date</u>	<u>Years Held</u>	<u>Unit Quantity</u>	<u>Total Cost</u>	<u>Unit Cost</u>	<u>Sale Price</u>	<u>Proceeds</u>	<u>Realized Gain/Loss</u>
<u>Short Term Activity:</u>									
CISCO SYSTEMS INC	11/11/10	08/22/11	0 778	10,000.00000	20.759	207,585 00	15.050	150,497 10	-57,087 90
Total Short Term Activity:						<u>207,585.00</u>		<u>150,497.10</u>	<u>-57,087 90</u>

Sold Securities
Alex and Marie Manoogian Foundation
Date Range - 01/01/2011 Thru 12/31/2011
Federal ID # 38-6089952

<u>Security</u>	<u>Acquisition Date</u>	<u>Sale Date</u>	<u>Years Held</u>	<u>Unit Quantity</u>	<u>Total Cost</u>	<u>Unit Cost</u>	<u>Sale Price</u>	<u>Proceeds</u>	<u>Realized Gain/Loss</u>
<u>Long Term Activity:</u>									
CHESAPEAKE ENERGY	11/20/09	01/24/11	1 178	10,000.00000	22.910	229,100.00	27.761	277,609.66	48,509.66
FORD CAP TRII6 5PFD	02/01/02	03/15/11	9.121	10,000.00000	52.260	522,600.00	50.330	503,300.00	-19,300.00
FORD CAP TRII6 5PFD	02/04/02	03/15/11	9.112	10,000.00000	52.510	525,100.00	50.330	503,300.00	-21,800.00
Subtotal for 2 positions				20,000.00000		1,047,700.00		1,006,600.00	-41,100.00
CHESAPEAKE ENERGY	11/27/09	08/17/11	1 721	10,000.00000	24.485	244,850.00	31.983	319,828.85	74,978.85
HSBC HOLDINGS ADR	11/27/09	08/19/11	1 726	5,000.00000	58.509	292,544.50	44.969	224,845.68	-67,698.82
HSBC HOLDINGS ADR	12/15/09	08/19/11	1 677	5,000.00000	57.258	286,291.00	44.969	224,845.67	-61,445.33
Subtotal for 2 positions				10,000.00000		578,835.50		449,691.35	-129,144.15
BANK OF AMERICA COR	06/22/09	08/22/11	2.167	10,000.00000	12.590	125,900.00	6.500	64,998.75	-60,901.25
BANK OF AMERICA COR	10/27/09	08/22/11	1 819	10,000.00000	15.180	151,800.00	6.500	64,998.74	-86,801.26
BANK OF AMERICA COR	10/27/09	08/22/11	1 819	10,000.00000	15.190	151,900.00	6.500	64,998.74	-86,901.26
Subtotal for 3 positions				30,000.00000		429,600.00		194,996.23	-234,603.77
HSBC HOLDINGS ADR	12/15/09	08/22/11	1 685	5,000.00000	57.249	286,245.50	41.971	209,855.46	-76,390.04
BANK OF AMERICA COR	10/28/09	08/25/11	1 825	10,000.00000	15.364	153,636.00	7.500	74,998.55	-78,637.45
EXXON MOBIL CORP	12/21/09	08/25/11	1 677	5,000.00000	68.566	342,830.00	71.455	357,277.13	14,447.13
EXXON MOBIL CORP	12/22/09	08/25/11	1.674	5,000.00000	68.844	344,219.50	71.455	357,277.14	13,057.64
Subtotal for 2 positions				10,000.00000		687,049.50		714,554.27	27,504.77
GENERAL ELECTRIC CO	06/06/08	08/25/11	3 219	10,000.00000	30.287	302,870.00	15.310	153,097.05	-149,772.95
GENERAL ELECTRIC CO	06/09/08	08/25/11	3 211	10,000.00000	30.130	301,297.00	15.310	153,097.05	-148,199.95
Subtotal for 2 positions				20,000.00000		604,167.00		306,194.10	-297,972.90
HSBC HOLDINGS ADR	01/15/10	08/25/11	1 608	5,000.00000	57.324	286,618.50	41.470	207,347.51	-79,270.99
J P MORGAN&CHASE CO	05/21/08	08/25/11	3 263	5,000.00000	43.799	218,996.00	35.479	177,396.59	-41,599.41
J P MORGAN&CHASE CO	05/22/08	08/25/11	3.260	5,000.00000	43.598	217,990.50	35.479	177,396.59	-40,593.91
Subtotal for 2 positions				10,000.00000		436,986.50		354,793.18	-82,193.32
CHESAPEAKE ENERGY	03/24/10	08/26/11	1.425	10,000.00000	23.170	231,700.00	29.451	294,507.34	62,807.34
CHESAPEAKE ENERGY	03/24/10	08/26/11	1.425	10,000.00000	23.160	231,600.00	29.451	294,507.33	62,907.33
Subtotal for 2 positions				20,000.00000		463,300.00		589,014.67	125,714.67
BANK OF AMERICA COR	10/30/09	08/29/11	1.830	10,000.00000	15.099	150,985.00	8.330	83,298.39	-67,686.61
EXXON MOBIL CORP	12/31/09	08/29/11	1 660	5,000.00000	68.435	342,175.00	73.949	369,746.90	27,571.90
EXXON MOBIL CORP	01/21/10	08/29/11	1 603	5,000.00000	67.072	335,358.00	73.949	369,746.89	34,388.89
Subtotal for 2 positions				10,000.00000		677,533.00		739,493.79	61,960.79
GENERAL ELECTRIC CO	06/09/08	08/29/11	3.222	10,000.00000	30.130	301,297.00	15.970	159,696.92	-141,600.08
HSBC HOLDINGS ADR	01/15/10	08/29/11	1 619	5,000.00000	57.350	286,751.00	42.689	213,445.89	-73,305.11
J P MORGAN&CHASE CO	05/22/08	08/29/11	3 271	5,000.00000	43.598	217,990.50	37.474	187,371.40	-30,619.10
J P MORGAN&CHASE CO	05/23/08	08/29/11	3.268	5,000.00000	42.499	212,495.00	37.474	187,371.39	-25,123.61
Subtotal for 2 positions				10,000.00000		430,485.50		374,742.79	-55,742.71
CHESAPEAKE ENERGY	03/25/10	09/20/11	1.490	10,000.00000	22.978	229,780.00	31.023	310,226.03	80,446.03
CHESAPEAKE ENERGY	03/26/10	09/20/11	1 488	10,000.00000	22.271	222,712.00	31.023	310,226.04	87,514.04
Subtotal for 2 positions				20,000.00000		452,492.00		620,452.07	167,960.07
GENERAL ELECTRIC CO	01/13/09	09/20/11	2 685	10,000.00000	15.650	156,500.00	16.270	162,696.86	6,196.86
J P MORGAN&CHASE CO	05/23/08	09/20/11	3 329	5,000.00000	42.499	212,495.00	32.429	162,146.88	-50,348.12
J P MORGAN&CHASE CO	05/28/08	09/20/11	3 315	5,000.00000	42.170	210,850.00	32.429	162,146.88	-48,703.12
Subtotal for 2 positions				10,000.00000		423,345.00		324,293.76	-99,051.24
KEYCORP NEW	10/27/09	09/20/11	1.899	10,000.00000	5.900	59,000.00	6.383	63,828.76	4,828.76
US BANCORP NEW	10/30/09	09/20/11	1 890	10,000.00000	23.260	232,600.00	24.390	243,895.30	11,295.30
WELLS FARGO CO	06/22/09	09/20/11	2 247	5,000.00000	23.239	116,195.00	24.960	124,798.10	8,603.10
BANK OF AMERICA COR	11/27/09	09/22/11	1 819	20,000.00000	15.721	314,420.00	6.000	119,997.68	-194,422.32

Sold Securities
Alex and Marie Manoogian Foundation
Date Range - 01/01/2011 Thru 12/31/2011
Federal ID # 38-6089952

<u>Security</u>	<u>Acquisition Date</u>	<u>Sale Date</u>	<u>Years Held</u>	<u>Unit Quantity</u>	<u>Total Cost</u>	<u>Unit Cost</u>	<u>Sale Price</u>	<u>Proceeds</u>	<u>Realized Gain/Loss</u>
<u>Long Term Activity:</u>									
COMERICA INC	06/19/92	09/22/11	19 271	10,000.00000	1.547	15,474.90	22.078	220,781.75	205,306.85
D R HORTON INC	11/20/09	09/22/11	1.838	10,000.00000	10.394	103,938.00	9.130	91,298.24	-12,639.76
GENERAL ELECTRIC CO	01/13/09	09/22/11	2.690	10,000.00000	15.650	156,500.00	14.915	149,147.12	-7,352.88
J P MORGAN&CHASE CO	05/28/08	09/22/11	3.321	2,000.00000	42.170	84,340.00	28.929	57,857.49	-26,482.51
J P MORGAN&CHASE CO	05/28/08	09/22/11	3.321	3,000.00000	42.165	126,495.00	28.929	86,786.23	-39,708.77
J P MORGAN&CHASE CO	06/06/08	09/22/11	3.296	5,000.00000	40.738	203,691.50	28.929	144,643.71	-59,047.79
Subtotal for 3 positions				10,000.00000		414,526.50		289,287.43	-125,239.07
COMERICA INC	06/19/92	09/23/11	19 274	7,900.00000	1.548	12,225.25	22.700	179,330.50	167,105.25
COMERICA INC	03/14/08	09/23/11	3.529	2,100.00000	36.354	76,344.24	22.700	47,670.13	-28,674.11
Subtotal for 2 positions				10,000.00000		88,569.49		227,000.63	138,431.14
GENERAL ELECTRIC CO	01/14/09	09/23/11	2.690	10,000.00000	14.288	142,876.00	15.113	151,127.09	8,251.09
J P MORGAN&CHASE CO	06/06/08	09/23/11	3.299	5,000.00000	40.738	203,691.50	29.535	147,674.66	-56,016.84
J P MORGAN&CHASE CO	11/27/09	09/23/11	1.822	5,000.00000	41.828	209,140.00	29.535	147,674.66	-61,465.34
Subtotal for 2 positions				10,000.00000		412,831.50		295,349.32	-117,482.18
COMERICA INC	03/14/08	09/26/11	3.537	5,000.00000	36.354	181,772.00	22.623	113,114.82	-68,657.18
GENERAL ELECTRIC CO	01/14/09	09/26/11	2.699	10,000.00000	14.288	142,876.00	15.240	152,402.07	9,526.07
GENERAL ELECTRIC CO	10/28/09	09/26/11	1.912	10,000.00000	14.860	148,600.00	15.240	152,402.06	3,802.06
Subtotal for 2 positions				20,000.00000		291,476.00		304,804.13	13,328.13
HSBC HOLDINGS ADR	01/20/10	09/26/11	1.682	5,000.00000	56.041	280,203.50	38.596	192,979.29	-87,224.21
HSBC HOLDINGS ADR	03/24/10	09/26/11	1.510	5,000.00000	50.208	251,040.50	38.596	192,979.29	-58,061.21
Subtotal for 2 positions				10,000.00000		531,244.00		385,958.58	-145,285.42
KEYCORP NEW	10/27/09	09/26/11	1.915	5,000.00000	5.900	29,500.00	5.830	29,149.44	-350.56
KEYCORP NEW	10/27/09	09/26/11	1.915	5,000.00000	5.858	29,287.50	5.830	29,149.43	-138.07
Subtotal for 2 positions				10,000.00000		58,787.50		58,298.87	-488.63
US BANCORP NEW	11/27/09	09/26/11	1.830	10,000.00000	23.260	232,600.00	23.602	236,022.46	3,422.46
US BANCORP NEW	01/15/10	09/26/11	1.696	10,000.00000	24.641	246,408.00	23.602	236,022.46	-10,385.54
Subtotal for 2 positions				20,000.00000		479,008.00		472,044.92	-6,963.08
WELLS FARGO CO	11/27/09	09/26/11	1.830	10,000.00000	27.516	275,164.00	24.020	240,195.38	-34,968.62
BANK OF AMERICA COR	12/04/09	09/27/11	1.814	10,000.00000	15.810	158,100.00	6.753	67,528.69	-90,571.31
COMERICA INC	03/14/08	09/27/11	3.540	2,900.00000	36.354	105,427.76	23.934	69,409.00	-36,018.76
COMERICA INC	03/31/08	09/27/11	3.493	2,100.00000	35.161	73,837.68	23.934	50,261.69	-23,575.99
Subtotal for 2 positions				5,000.00000		179,265.44		119,670.69	-59,594.75
J P MORGAN&CHASE CO	11/27/09	09/27/11	1.833	5,000.00000	41.824	209,119.50	32.949	164,746.83	-44,372.67
J P MORGAN&CHASE CO	12/15/09	09/27/11	1.784	5,000.00000	40.866	204,330.00	32.949	164,746.83	-39,583.17
Subtotal for 2 positions				10,000.00000		413,449.50		329,493.66	-83,955.84
BANK OF AMERICA COR	12/04/09	10/10/11	1.849	10,000.00000	15.825	158,249.00	6.160	61,598.80	-96,650.20
COMERICA INC	03/31/08	10/10/11	3.529	2,900.00000	35.161	101,966.32	24.553	71,202.33	-30,763.99
J P MORGAN&CHASE CO	12/15/09	10/10/11	1.819	5,000.00000	40.840	204,200.00	31.946	159,727.92	-44,472.08
J P MORGAN&CHASE CO	01/15/10	10/10/11	1.734	5,000.00000	43.859	219,295.00	31.946	159,727.93	-59,567.07
Subtotal for 2 positions				10,000.00000		423,495.00		319,455.85	-104,039.15
D R HORTON INC	11/20/09	10/27/11	1.934	5,000.00000	10.410	52,050.00	11.894	59,469.85	7,419.85
D R HORTON INC	11/20/09	10/27/11	1.934	5,000.00000	10.410	52,050.00	11.925	59,623.35	7,573.35
Subtotal for 2 positions				10,000.00000		104,100.00		119,093.20	14,993.20
Total Long Term Activity:						<u>13,740,485.15</u>		<u>12,022,575.64</u>	<u>-1,717,909.51</u>

Form
Rev. January 2012)**8868****Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

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

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

Part I only ☐

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	Alex and Marie Manoogian Foundation	<input checked="" type="checkbox"/> 38-6089952
	Number, street, and room or suite no. If a P.O. box, see instructions. 21001 Van Born Road	<input type="checkbox"/> Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Taylor MI 48180	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

Richard A. Manoogian
21001 Van Born Road

- The books are in the care of ▶ **Taylor** **MI 48180**

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 is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **08/15/12**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year **2011** or▶ ☐ tax year beginning _____, and ending _____2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	3,960
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	32,566
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0

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.
DAAForm **8868** (Rev 1-2012)