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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

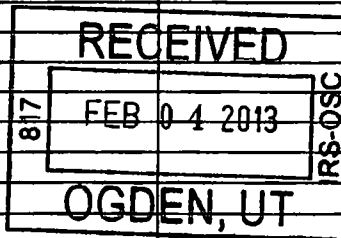
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning **07/01/11**, and ending **06/30/12**

Name of foundation Richard & Jane Manoogian Foundation		A Employer identification number 38-2531814
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 48180-1300		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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) \$ 120,456,930	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	833	833		
	4 Dividends and interest from securities	578,759	578,759		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 See Stmt	-8,494,413			
	b Gross sales price for all assets on line 6a 17,693,719				
	7 Capital gain net income (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 or (loss) (attach schedule)					
11 Other income (attach schedule) See Stmt	1,500				
12 Total. Add lines 1 through 11	-7,913,321	579,592	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	600,000			600,000
	14 Other employee salaries and wages	16,685			16,685
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See Stmt	13,571			13,571
	b Accounting fees (attach schedule) See Stmt	174,736			174,736
	c Other professional fees (attach schedule) Stmt	153,750			153,750
	17 Interest	726,977			726,977
	18 Taxes (attach schedule) (see instructions) Stmt	103,242			92,147
	19 Depreciation (attach schedule) and depletion Stmt	138,658			
	20 Occupancy				
	21 Travel, conferences, and meetings	20,829			20,829
	22 Printing and publications				
	23 Other expenses (att. sch.) See Stmt	1,080,668	24,867		149,788
	24 Total operating and administrative expenses. Add lines 13 through 23	3,029,116	24,867	0	1,948,483
	25 Contributions, gifts, grants paid	4,204,669			4,204,669
26 Total expenses and disbursements. Add lines 24 and 25	7,233,785	24,867	0	6,153,152	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-15,147,106				
b Net investment income (if negative, enter -0-)		554,725			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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	7,940	26,212	26,212
	2	Savings and temporary cash investments	4,246,672	3,703,614	3,703,614
	3	Accounts receivable ▶ 3,605,474			
		Less allowance for doubtful accounts ▶	462,455	3,605,474	3,605,474
	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	371,535	360,440	360,440
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) See Stmt 9	40,307,341	24,980,959	28,926,728
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
Liabilities		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ 8,035,473			
		Less accumulated depreciation (attach sch) ▶ Stmt 10 1,374,540	8,167,163	6,660,933	8,035,473
	15	Other assets (describe ▶ See Statement 11)	52,005,178	47,274,484	75,798,989
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	105,568,284	86,612,116	120,456,930
	17	Accounts payable and accrued expenses	408	1,346	
	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)	27,150,000	23,340,000	
	23	Total liabilities (add lines 17 through 22)	27,150,408	23,341,346	
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			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	78,417,876	63,270,770	
	30	Total net assets or fund balances (see instructions)	78,417,876	63,270,770	
	31	Total liabilities and net assets/fund balances (see instructions)	105,568,284	86,612,116	

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	78,417,876
2	Enter amount from Part I, line 27a	2	-15,147,106
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	63,270,770
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	63,270,770

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	Various	Various
b See Schedule Attached		P	Various	Various
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 7,404,900		8,485,164	-1,080,264
b 4,913,819		12,722,274	-7,808,455
c			
d			
e			

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))
a			-1,080,264
b			-7,808,455
c			
d			
e			

2 Capital gain net income or (net capital loss) If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	-8,888,719
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	17,558,027	69,259,611	0.253510
2009	124,028,552	71,132,802	1.743620
2008	19,033,563	70,877,233	0.268543
2007	47,612,828	106,510,723	0.447024
2006	29,330,196	145,821,841	0.201137

2 Total of line 1, column (d)	2	2.913834
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	0.582767
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	62,883,205
5 Multiply line 4 by line 3	5	36,646,257
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,547
7 Add lines 5 and 6	7	36,651,804
8 Enter qualifying distributions from Part XII, line 4 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	8	12,888,327

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	11,095
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	11,095
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	11,095
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	371,535
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	371,535
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	360,440
11	Enter the amount of line 10 to be Credited to 2012 estimated tax 360,440 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
1b 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
1c 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	2	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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	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?	6	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	7	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	8b	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	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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 ► 48180-1300 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 checked="" type="checkbox"/> Yes <input 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	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20 , 20 , 20 , 20		
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	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

Part VII 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**

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 "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	Pres/Treasur 15.00	300,000	0	0
Eugene A. Gargaro, Jr. 21001 Van Born, Taylor, MI 48180	Secretary 15.00	300,000	0	0
Jane C. Manoogian 21001 Van Born, Taylor, MI 48180	Director 2.00	0	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
RAM Investment Group, Inc. 21001 Van Born Taylor MI 48180	Accounting	116,200
Whitman Consulting, LLC 965 E. Glengarry Circle Bloomfield Village MI 48301	Art Consulting	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	25,449,132
b	Average of monthly cash balances	1b	4,772,207
c	Fair market value of all other assets (see instructions)	1c	33,619,478
d	Total (add lines 1a, b, and c)	1d	63,840,817
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	63,840,817
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	957,612
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	62,883,205
6	Minimum investment return. Enter 5% of line 5	6	3,144,160

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	3,144,160
2a	Tax on investment income for 2011 from Part VI, line 5	2a	11,095
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	11,095
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,133,065
4	Recoveries of amounts treated as qualifying distributions	4	8,506,219
5	Add lines 3 and 4	5	11,639,284
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	11,639,284

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	6,153,152
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	6,735,175
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	12,888,327
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	12,888,327

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				11,639,284
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	20,574,187			
b From 2007	1,263,592			
c From 2008	13,603,412			
d From 2009	15,556,368			
e From 2010	6,914,510			
f Total of lines 3a through e	57,912,069			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 12,888,327				
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				11,639,284
e Remaining amount distributed out of corpus	1,249,043			
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	59,161,112			
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)	20,574,187			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	38,586,925			
10 Analysis of line 9				
a Excess from 2007	1,263,592			
b Excess from 2008	13,603,412			
c Excess from 2009	15,556,368			
d Excess from 2010	6,914,510			
e Excess from 2011	1,249,043			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

N/A

b The form in which applications should be submitted and information and materials they should include

N/A

c Any submission deadlines

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

N/A

Part XV Supplementary Information (continued)

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

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a	Paid during the year See Schedule Attached				
	See Schedule Attached		Religious/Cultural		779,349
	See Schedule Attached		Charitable		990,320
	See Schedule Attached		Educational		2,435,000
Total					▶ 3a 4,204,669
b	Approved for future payment N/A				
Total					▶ 3b

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

		Yes	No
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	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
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 foundation. 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		

[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) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Sign
Here**

Signature of officer or trustee

Date: _____

Title

Paid
Preparer
Use Only

Print/Type preparer's name

Preparer's signature _____

Date _____

Check ☐ if self-employed

MICHAEL J. ALEXANDER CPA

Preparer's signature Ying P. Alexander

11.19.12

Firm's name **ALEXANDER & HEMLOCK, CPA S**

PTIN P00130743

Firm's address ► 4491 LIPPINCOTT RD
LAPEER, MI 48446

Espe's FIN

~~38-3582844~~

(810) 664-4197

Federal Statements

FYE: 6/30/2012

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>
J P Morgan Chase	\$ 442				
Comerica Bank	378				
Smith Barney	7				
Keybank	6				
Total	\$ 833				

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>
J P Morgan Chase	\$ 138,239				
Masco Corporation	440,520				
Total	\$ 578,759				

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	Purchase	Purchase						
Painting - Ritter	12/13/01	07/14/11	\$ 320,000	\$ 336,190	\$ -	\$ -	\$ -	\$ -	\$ (16,190)
Painting - Catlett	07/16/07	07/29/11	150,000	115,000					35,000
Painting - Pippin	09/27/02	01/18/12	350,000	310,750					39,250
Painting - Bearden	11/20/98	03/22/12	430,000	235,000					195,000
Painting - Pippin	09/15/05	03/23/12	1,400,000	1,484,179					(84,179)
Painting - Hartley	05/19/10	03/26/12	2,100,000	1,765,850					334,150
Painting - Pippin	01/28/03	06/13/12	575,000	680,850					(105,850)
Painting - Graves	11/30/09	06/28/12	50,000	52,875					(2,875)
Subtotal			\$ 5,375,000	\$ 4,980,694	\$ -	\$ -	\$ -	\$ -	\$ 394,306
See Attached Schedule			7,404,900	8,485,164					(1,080,264)
See Attached Schedule			4,913,819	12,722,274					(7,808,455)
Total			\$ 17,693,719	\$ 26,188,132	\$ -	\$ -	\$ -	\$ -	\$ (8,494,413)

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

Description	Revenue per		Adjusted Net Income
	Books	Income	
Class Action Bank of America	\$ 1,501		
Total	\$ 1,501	\$ -	\$ -

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

Description	Total		Adjusted Net	Charitable Purpose
Bodman LLP	\$ 1,362	\$ -	\$ -	\$ 1,362
Clark Hill P L C	3,339			3,339
Dykema Gossett PLLC	8,870			8,870
Total	\$ 13,571	\$ -	\$ -	\$ 13,571

Sold Securities
Richard and Jane Manoogian Foundation
Federal ID # 38-2531814
Date Range - 07/01/2011 Thru 06/30/2012

Security	Acquisition Date	Sale Date	Years Held	Unit Quantity	Unit Cost	Total Cost	Sale Price	Proceeds	Realized Gain/Loss
Short Term Activity:									
CISCO SYSTEMS INC	11/11/10	08/05/11	0.732	10,000	20.629	206,285.00	15.111	151,112.09	-55,172.91
CISCO SYSTEMS INC	11/11/10	08/05/11	0.732	10,000	20.710	207,099.00	15.111	151,112.09	-55,986.91
CISCO SYSTEMS INC	02/10/11	08/05/11	0.482	10,000	19.060	190,600.00	15.111	151,112.09	-39,487.91
CISCO SYSTEMS INC	02/22/11	08/05/11	0.449	10,000	18.680	186,800.00	15.111	151,112.09	-35,687.91
CISCO SYSTEMS INC	05/23/11	08/05/11	0.203	10,000	16.389	163,887.00	15.111	151,112.09	-12,774.91
Subtotal for 5 positions				50,000		954,671.00		755,560.45	-199,110.55
EMERSON ELECTRIC CO	05/23/11	08/05/11	0.203	10,000	54.178	541,780.00	45.596	455,957.23	-85,822.77
GENERAL MOTORS CORP	11/23/10	08/05/11	0.699	10,000	33.660	336,598.00	25.196	251,955.15	-84,642.85
GENERAL MOTORS CORP	11/23/10	08/05/11	0.699	10,000	33.640	336,400.00	25.196	251,955.15	-84,444.85
GENERAL MOTORS CORP	12/16/10	08/05/11	0.636	5,000	33.720	168,598.00	25.196	125,977.58	-42,620.42
Subtotal for 3 positions				25,000		841,596.00		629,887.88	-211,708.12
HEWLETT PACKARD CO	05/23/11	08/05/11	0.203	10,000	35.927	359,270.00	32.730	327,296.70	-31,973.30
CISCO SYSTEMS INC	05/23/11	08/17/11	0.236	10,000	16.389	163,887.00	15.840	158,396.95	-5,490.05
CISCO SYSTEMS INC	06/07/11	08/17/11	0.195	10,000	15.780	157,799.00	15.840	158,396.95	597.95
Subtotal for 2 positions				20,000		321,686.00		316,793.90	-4,892.10
EMERSON ELECTRIC CO	06/02/11	08/17/11	0.208	5,000	51.940	259,697.50	46.059	230,297.07	-29,400.43
EMERSON ELECTRIC CO	06/06/11	08/17/11	0.197	5,000	51.549	257,742.50	46.059	230,297.07	-27,445.43
Subtotal for 2 positions				10,000		517,440.00		460,594.14	-56,845.86
GENERAL MOTORS CORP	12/16/10	08/17/11	0.668	5,000	33.720	168,598.00	25.500	127,499.05	-41,098.95
GENERAL MOTORS CORP	12/16/10	08/17/11	0.668	10,000	33.730	337,300.00	25.500	254,998.10	-82,301.90
GENERAL MOTORS CORP	01/28/11	08/17/11	0.551	10,000	36.740	367,400.00	25.500	254,998.09	-112,401.91
Subtotal for 3 positions				25,000		873,298.00		637,495.24	-235,802.76
EMERSON ELECTRIC CO	07/27/11	09/22/11	0.156	5,000	51.116	255,582.00	42.050	210,250.95	-45,331.05
GENERAL MOTORS CORP	01/28/11	09/22/11	0.649	10,000	36.800	367,999.00	20.267	202,669.10	-165,329.90
GENERAL MOTORS CORP	02/03/11	09/22/11	0.633	5,000	35.593	177,965.00	20.267	101,334.55	-76,630.45
Subtotal for 2 positions				15,000		545,964.00		304,003.65	-241,960.35
ILLINOIS TOOL WORKS	07/26/11	09/22/11	0.159	5,000	53.377	266,885.50	41.989	209,945.96	-56,939.54
ILLINOIS TOOL WORKS	07/26/11	09/23/11	0.162	5,000	52.476	262,377.50	42.582	212,908.40	-49,469.10
LOWES COS INC	06/06/11	09/23/11	0.299	10,000	23.147	231,473.00	19.700	196,996.21	-34,476.79
LOWES COS INC	08/01/11	09/23/11	0.145	10,000	21.100	211,000.00	19.700	196,996.20	-14,003.80
Subtotal for 2 positions				20,000		442,473.00		393,992.41	-48,480.59
EMERSON ELECTRIC CO	07/28/11	09/27/11	0.167	5,000	49.795	248,975.50	44.178	220,891.25	-28,084.25
EMERSON ELECTRIC CO	09/06/11	09/27/11	0.058	5,000	42.430	212,149.50	44.178	220,891.25	8,741.75
Subtotal for 2 positions				10,000		461,125.00		441,782.50	-19,342.50
ILLINOIS TOOL WORKS	07/28/11	09/27/11	0.167	5,000	51.058	255,290.50	44.916	224,578.18	-30,712.32
ILLINOIS TOOL WORKS	09/06/11	09/27/11	0.058	5,000	42.512	212,559.00	44.916	224,578.18	12,019.18
Subtotal for 2 positions				10,000		467,849.50		449,156.36	-18,693.14
ILLINOIS TOOL WORKS	11/21/11	01/17/12	0.156	5,000	43.597	217,983.50	51.169	255,842.58	37,859.08
EMERSON ELECTRIC CO	12/28/11	02/07/12	0.112	5,000	45.617	228,084.00	51.941	259,706.50	31,622.50
ILLINOIS TOOL WORKS	11/21/11	02/07/12	0.214	5,000	43.597	217,983.50	54.742	273,712.24	55,728.74
WHIRLPOOL CORP	12/28/11	02/07/12	0.112	5,000	46.445	232,224.00	63.420	317,098.90	84,874.90
BERKSHIRE HATHAWAY	03/08/12	06/15/12	0.271	5,000	78.698	393,491.00	82.223	411,116.61	17,625.61
D R HORTON INC	06/15/12	06/18/12	0.008	5,000	16.680	83,400.00	16.360	81,798.16	-1,601.84
						8,485,163.50		7,404,900.76	-1,080,262.74

Sold Securities
Richard and Jane Manoogian Foundation
Federal ID # 38-2531814
Date Range - 07/01/2011 Thru 06/30/2012

Security	Acquisition Date	Sale Date	Years Held	Unit Quantity	Unit Cost	Total Cost	Sale Price	Proceeds	Realized Gain/Loss
Long Term Activity:									
TRIMAS CORP	02/11/98	07/01/11	13 392	5,000	19 148	95,739 25	25 360	126,797.56	31,058 31
TRIMAS CORP	02/11/98	07/05/11	13 403	1,263	19 148	24,183 73	25.860	32,660 55	8,476 82
TRIMAS CORP	02/13/98	07/05/11	13 397	563	19 128	10,769.34	25 860	14,558 90	3,789 56
TRIMAS CORP	02/20/98	07/05/11	13 378	3,174	19 344	61,399.19	25 860	82,078 06	20,678.87
Subtotal for 3 positions				5,000		96,352 26		129,297 51	32,945 25
TRIMAS CORP	02/20/98	07/07/11	13 384	734	19 344	14,198 81	26 950	19,780 99	5,582.18
TRIMAS CORP	02/23/98	07/07/11	13 375	3,976	19.515	77,592.19	26.950	107,151 53	29,559 34
TRIMAS CORP	03/03/98	07/07/11	13 353	290	20 683	5,998 14	26 950	7,815 38	1,817 24
TRIMAS CORP	03/03/98	07/07/11	13 353	4,710	20 683	97,418 11	26 913	126,762.50	29,344 39
TRIMAS CORP	03/03/98	07/07/11	13 353	290	20 683	5,998 14	26 913	7,804 91	1,806 77
Subtotal for 5 positions				10,000		201,205.39		269,315 31	68,109 92
HSBC HOLDINGS ADR	03/01/10	08/05/11	1 430	5,000	51 373	256,864 50	46 164	230,820 56	-26,043 94
HSBC HOLDINGS ADR	03/01/10	08/05/11	1 430	5,000	51 370	256,850 00	46 164	230,820 56	-26,029 44
Subtotal for 2 positions				10,000		513,714.50		461,641 12	-52,073 38
CHESAPEAKE ENERGY	03/24/10	08/22/11	1.414	10,000	23.180	231,800.00	28 438	284,383 53	52,583.53
CHESAPEAKE ENERGY	03/26/10	08/22/11	1 408	10,000	22 273	222,725.00	28 438	284,383 53	61,658.53
Subtotal for 2 positions				20,000		454,525.00		568,767.06	114,242.06
CITIGROUP INC	06/22/07	08/22/11	4 170	2,000	528.971	1,057,942.00	26 636	53,271 77	-1,004,670 23
CITIGROUP INC	06/27/07	08/22/11	4.156	1,000	509.675	509,675 00	26 636	26,635.89	-483,039 11
CITIGROUP INC	07/25/07	08/22/11	4 079	1,000	489 860	489,860 00	26 636	26,635 89	-463,224 11
CITIGROUP INC	10/17/07	08/22/11	3 849	1,000	439 898	439,898.00	26 636	26,635 89	-413,262 11
CITIGROUP INC	10/18/07	08/22/11	3.847	1,000	439 500	439,500 00	26 636	26,635 89	-412,864.11
CITIGROUP INC	11/01/07	08/22/11	3 808	1,000	382 700	382,700 00	26 636	26,635 89	-356,064 11
CITIGROUP INC	11/06/07	08/22/11	3 795	2,000	349.900	699,800 00	26 636	53,271 77	-646,528 23
CITIGROUP INC	11/19/07	08/22/11	3 759	1,000	331 586	331,586 00	26 636	26,635 88	-304,950 12
Subtotal for 8 positions				10,000		4,350,961 00		266,358 87	-4,084,602 13
LOWES COS INC	01/15/08	08/22/11	3.603	10,000	20.690	206,897 00	19 500	194,996 24	-11,900 76
BANK OF AMERICA COR	10/19/07	08/25/11	3 852	9,110	48 511	441,932 48	7.550	68,779 17	-373,153.31
BANK OF AMERICA COR	11/15/07	08/25/11	3 778	890	45.550	40,539 50	7.550	6,719 37	-33,820.13
Subtotal for 2 positions				10,000		482,471 98		75,498 54	-406,973 44
BANK OF AMERICA COR	11/15/07	08/29/11	3 789	9,110	45.550	414,960 50	8.344	76,015 11	-338,945 39
BANK OF AMERICA COR	01/13/09	08/29/11	2 625	890	10 945	9,740.69	8 344	7,426 28	-2,314.41
Subtotal for 2 positions				10,000		424,701 19		83,441.39	-341,259 80
COMERICA INC	02/22/08	09/22/11	3.584	10,000	37 821	378,208 00	21 733	217,331 81	-160,876 19
FIFTH THIRD BANCORP	09/27/05	09/22/11	5 989	10,000	37 500	375,000 00	9 320	93,198 20	-281,801 80
LOWES COS INC	01/15/08	09/22/11	3 688	10,000	20 690	206,897 00	19 000	189,996 34	-16,900 66
LOWES COS INC	06/17/09	09/22/11	2 266	10,000	18 948	189,479 00	19 000	189,996 34	517 34
Subtotal for 2 positions				20,000		396,376 00		379,992 68	-16,383 32
BANK OF AMERICA COR	01/13/09	09/26/11	2 701	9,110	10 945	99,705.31	6 350	57,847.38	-41,857 93
BANK OF AMERICA COR	01/14/09	09/26/11	2 699	890	10 240	9,113.60	6 350	5,651 39	-3,462.21
Subtotal for 2 positions				10,000		108,818 91		63,498 77	-45,320.14
FIFTH THIRD BANCORP	06/23/06	09/26/11	5 263	5,000	36 364	181,819 00	10 150	50,749 02	-131,069 98
FIFTH THIRD BANCORP	06/23/06	09/26/11	5.263	5,000	36.373	181,862.50	10 150	50,749.02	-131,113 48
Subtotal for 2 positions				10,000		363,681.50		101,498 04	-262,183.46
BANK OF AMERICA COR	01/14/09	09/27/11	2.701	10,000	10 240	102,400.00	6 733	67,328.70	-35,071 30
KEYCORP NEW	06/15/07	09/27/11	4 288	10,000	36 196	361,960 00	6 263	62,628 79	-299,331 21
KEYCORP NEW	06/22/07	10/10/11	4 304	10,000	35 433	354,328 00	6.360	63,598 77	-290,729 23
FIFTH THIRD BANCORP	06/27/07	10/12/11	4 296	5,000	40 202	201,008.00	11 173	55,863.92	-145,144 08
FIFTH THIRD BANCORP	06/27/07	10/12/11	4.296	5,000	40 245	201,224.00	11 173	55,863.92	-145,360.08
Subtotal for 2 positions				10,000		402,232 00		111,727 84	-290,504 16
KEYCORP NEW	06/25/07	10/12/11	4.301	10,000	35 199	351,985 00	6.720	67,198 70	-284,786 30
TRIMAS CORP	03/03/98	10/27/11	13 660	342	20 683	7,073 69	20.278	6,935 21	-138 48
TRIMAS CORP	03/09/98	10/27/11	13 644	255	21 539	5,492 37	20 278	5,170 99	-321.38
Subtotal for 2 positions				597		12,566.06		12,106 20	-459 86

Sold Securities
Richard and Jane Manoogian Foundation
Federal ID # 38-2531814
Date Range - 07/01/2011 Thru 06/30/2012

Security	Acquisition Date	Sale Date	Years Held	Unit Quantity	Unit Cost	Total Cost	Sale Price	Proceeds	Realized Gain/ Loss
TRIMAS CORP	03/09/98	10/28/11	13 647	3,124	21 539	67,286 94	20 210	63,134 82	-4,152 12
TRIMAS CORP	03/11/98	10/28/11	13 641	1,279	21 748	27,815 56	20 210	25,848 09	-1,967 47
Subtotal for 2 positions				4,403		95,102 50		88,982 91	-6,119 59
D R HORTON INC	03/08/06	03/16/12	6 027	6,666	31 049	206,975.30	15 930	106,188 13	-100,787 17
D R HORTON INC	06/28/06	03/16/12	5 721	3,334	23 412	78,054 27	15 930	53,109 99	-24,944 28
Subtotal for 2 positions				10,000		285,029.57		159,298 12	-125,731 45
D R HORTON INC	06/28/06	06/15/12	5 970	6,666	23.412	156,061 73	15 770	105,121 07	-50,940 66
D R HORTON INC	03/05/07	06/15/12	5 285	3,334	24 430	81,450 29	15 770	52,576 31	-28,873 98
D R HORTON INC	03/05/07	06/15/12	5 285	5,000	24.430	122,151 00	15 700	78,498.23	-43,652 77
Subtotal for 3 positions				15,000		359,663 02		236,195 61	-123,467.41
TRIMAS CORP	03/11/98	06/15/12	14 274	2,663	21 748	57,914 68	19.810	52,752 85	-5,161.83
TRIMAS CORP	03/12/98	06/15/12	14 271	2,337	22.308	52,134 26	19 810	46,294 94	-5,839 32
TRIMAS CORP	03/12/98	06/15/12	14 271	479	22 308	10,685.63	19.913	9,538 30	-1,147 33
TRIMAS CORP	03/19/98	06/15/12	14.252	1,126	22 937	25,827 02	19 913	22,421.98	-3,405 04
TRIMAS CORP	03/20/98	06/15/12	14 249	1,567	23.076	36,160.80	19 913	31,203 59	-4,957.21
TRIMAS CORP	03/20/98	06/15/12	14.249	122	23 076	2,815.32	19.710	2,404.57	-410 75
TRIMAS CORP	03/20/98	06/15/12	14 249	563	23 014	12,956.67	19.710	11,096 51	-1,860 16
TRIMAS CORP	03/23/98	06/15/12	14 241	1,143	23 043	26,337 77	19 710	22,528.09	-3,809 68
Subtotal for 8 positions				10,000		224,832 15		198,240 83	-26,591 32
BANK OF AMERICA COR	01/14/09	06/18/12	3 427	9,110	10 240	93,286 40	7.780	70,874.20	-22,412 20
D R HORTON INC	03/05/07	06/18/12	5 293	11,666	24 430	285,002 71	16 460	192,018.05	-92,984 66
D R HORTON INC	07/03/07	06/18/12	4 964	5,000	20 007	100,035 00	16.460	82,298 15	-17,736.85
D R HORTON INC	07/03/07	06/18/12	4 964	5,000	20 007	100,035 00	16 360	81,798 16	-18,236 84
Subtotal for 3 positions				21,666		485,072.71		356,114 36	-128,958 35
GENERAL MOTORS CORP	02/03/11	06/18/12	1 373	5,000	35.593	177,965.00	21 420	107,097 60	-70,867 40
GENERAL MOTORS CORP	02/22/11	06/18/12	1 321	5,000	35 930	179,648 50	21 420	107,097 59	-72,550 91
Subtotal for 2 positions				10,000		357,613.50		214,195 19	-143,418 31
KB HOME	06/22/07	06/18/12	4 995	10,000	41 638	416,378 00	8 110	81,098 17	-335,279 83
PULTE GROUP, INC	03/08/06	06/18/12	6 285	10,000	37 117	371,173 00	9 260	92,597 91	-278,575 09
						12,722,273 89		4,913,819.40	-7,808,454 49

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Masco Corporation	\$ 49,538	\$	\$	\$ 49,538
Michael J Alexander, CPA	8,998			8,998
RAM Investment Group, Inc	116,200			116,200
Total	\$ 174,736	\$ 0	\$ 0	\$ 174,736

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Carl Anderson	\$ 25,500	\$	\$	\$ 25,500
Mark Evola	18,250			18,250
Sworek Consultants, Inc	10,000			10,000
Whitman Consulting	100,000			100,000
Total	\$ 153,750	\$ 0	\$ 0	\$ 153,750

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Federal Excise Tax	\$ 11,095	\$	\$	\$
Property Taxes	92,127			92,127
State of Michigan Annual Report	20			20
Total	\$ 103,242	\$ 0	\$ 0	\$ 92,147

Federal Statements

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

Date		Description		Method		Life		Current Year		Net Investment		Adjusted Net	
Acquired		Cost	Basis	Prior Year	Depreciation			Depreciation		Income		Income	
Mackinac House													
8/14/01	\$	3,300,161	\$	835,618	S/L	39	\$	84,619	\$		\$		
Mackinac House - Land Improvements													
5/16/02		20,483		13,377	150DB	15		1,209					
Mackinac House - Land Improvements													
10/25/02		31,769		19,576	150DB	15		1,874					
Mackinac House - Furniture & Fixtures													
6/13/02		209,746		209,746	200DB	7							
Mackinac House - Furniture & Fixtures													
1/08/03		28,343		28,343	200DB	7							
Mackinac House - Land Improvements													
4/23/04		91,038		52,119	150DB	15		5,372					
Mackinac House - Furniture & Fixtures													
5/07/04		3,915		3,915	200DB	7							
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		2,316	S/L	39		332					
Mackinac House - Improvements													
3/17/05		7,134		1,151	S/L	39		183					
Mackinac House - Land Improvements													
5/05/05		1,096		522	150DB	15		64					
Mackinac House - Furniture & Fixtures													
7/16/04		1,212		1,205	200DB	7		7					
Mackinac House - Furniture & Fixtures													
3/03/06		117		101	200DB	7		11					
Building - Remodeling - Detroit, MI													
4/01/07		857,920		93,491	S/L	39		16,499					
Mackinac House - Improvements													
5/10/07		10,664		3,199	S/L	15		711					
Building - Detroit, MI													
4/01/07		718,233		78,269	S/L	39		13,812					

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					
Building - Remodeling - Detroit, MI 10/03/07 \$		7,860 \$	1,834	S/L	15	\$ 262	\$	\$
Mackinac House - Improvements 6/12/08		114,214	23,477	S/L	15	7,615		
Mackinac House - Furniture & Fixtures 6/17/08		23,776	19,599	200DB	7	1,193		
Mackinac Island - Land - Hubbard Annex 4/07/08		400,195			0			
Mackinac House - Furniture & Fixtures 4/29/09		29,696	22,391	200DB	7	2,087		
Mackinac Island - Land - The Orchard 7/01/08		479,400			0			
Mackinac House - Improvements 6/19/09		86,666	4,537	S/L	39	2,222		
Macinac House - Furniture & Fixtures 9/29/10		16,730	16,730	200DB	7			
Mackinac House - Improvements 9/29/10		8,616	8,616	S/L	15			
Bldg Remodeling - Detroit, MI 8/05/11		4,850		S/L	39	83		
Mackinac House - Improvements 11/14/11		300		S/L	39	5		
Mackinac House - Improvements 12/09/11		33,291		S/L	39	498		
Total		\$ 9,645,148	\$ 1,440,132			\$ 138,658	\$	\$ 0

382531814 Richard & Jane Manoogian Foundation

38-2531814

FYE: 6/30/2012

Federal Statements**Statement 8 - Form 990-PF, Part I, Line 23 - Other Expenses**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
Bank Charges	24,867			3,421
Catalogs	3,421	24,867		70,597
Insurance	70,597			5,625
Lease Property Expense	5,625			5,850
Miscellaneous Art Expense	5,850			15,544
Repairs & Maintenance	15,544			1,758
Security Services	1,758			5,799
Shipping & Supplies	5,799			12,805
Utilities	12,805			175
Memberships and Dues	175			4,000
Appraisal Fee	4,000			
Non-Deductible Charitable Con	906,013			
Payroll Taxes	24,214			
Total	\$ 1,080,668	\$ 24,867	\$ 0	\$ 24,214
				\$ 149,788

Federal Statements**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
Asahi Tech	\$ 12,507,507	\$ 12,507,507	Cost	\$ 230,532
Bank of America	1,211,679		Cost	
Chesapeake Ener	454,525		Cost	
Cisco Systems Inc	1,276,357		Cost	
Citigroup Inc	4,350,961		Cost	
Comerica Inc	378,208		Cost	
D R Horton Inc	1,129,765		Cost	
Emerson Electric	1,059,220		Cost	
Fifth Third Bankcorp	1,739,739	598,826	Cost	268,000
Furniture Brands	5,100,522	5,100,522	Cost	347,200
General Motors Co	3,264,083	1,513,788	Cost	1,183,200
Hewlett Packard	359,270		Cost	
HSBC Holdings Adr	513,715		Cost	
Illinois Tool Works		450,063	Cost	528,900
JPMorgan Chase Co		1,067,231	Cost	1,071,900
KB Home	799,588	580,810	Cost	294,000
Keycorp New	1,674,545	606,272	Cost	154,800
Lowes Cos Inc	834,746		Cost	
Masco Corp	996,821	996,821	Cost	23,834,208
Pulte Home Inc	1,164,306	793,133	Cost	321,000
Trimas Corp	1,491,784	765,986	Cost	692,988
Total	\$ 40,307,341	\$ 24,980,959		\$ 28,926,728

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	\$ 2,464,543	\$ 3,300,161	\$ 920,237	\$ 3,300,161
Mackinac House Improvements	197,165	274,052	54,862	274,052
Mackinac House Land Improvements	58,792	144,386	94,113	144,386
Mackinac House - Furniture & Fixture	11,504	313,534	305,328	313,534
Building - Detroit, MI	639,964	0	0	
Building Leasehold Improv - Detroit	770,855	0	0	
Land - Detroit, MI	21,000	0		
Mackinac Island - Land - Hubbard Ann	400,195	400,195		400,195
Mackinac Island - Land - The Orchard	479,400	479,400		479,400
Mackinac Island - Land	3,123,745	3,123,745		3,123,745
Total	\$ 8,167,163	\$ 8,035,473	\$ 1,374,540	\$ 8,035,473

Federal Statements

FYE: 6/30/2012

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	\$ 52,005,178	\$ 47,274,484	\$ 75,798,989
Total	<u>\$ 52,005,178</u>	<u>\$ 47,274,484</u>	<u>\$ 75,798,989</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	\$ 27,150,000	\$ 23,340,000
Total	<u>\$ 27,150,000</u>	<u>\$ 23,340,000</u>

Richard and Jane Manoogian Foundation 38-2531814
2011 Return of Private Foundation, Form 990-PF

Schedule Attached to and Made Part of Form 990-PF
for the year ended June 30, 2012

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
Atkinson, Jacob	15,000	15,000
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	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
Blashfield, Edwin Howland	100,125	120,000
Boutelle-Cole	1,548,000	1,548,000
Brooks, Nicholas Alden	37,500	37,500

Richard and Jane Manoogian Foundation 38-2531814
2011 Return of Private Foundation, Form 990-PF

Schedule Attached to and Made Part of Form 990-PF
for the year ended June 30, 2012

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
Brown, John G.	31,250	31,250
Brown, John G.	18,750	18,750
Califano, Frank	43,750	43,750
Cameron, Robert	7,585	7,585
Cameron, Robert	8,168	8,168
Cameron, Robert	5,316	5,316
Catlett, Elizabeth	55,500	55,500
Catlett, Elizabeth	216,000	216,000
Concklin	3,000	3,000
Coolidge, Cassius Marcellus	602,800	602,800
Cropsey, Francis Jasper	150,175	150,175
Davey, Randall	24,140	24,140
Duncanson, Robert Scott	165,350	165,350
Emmet, Lidia Field	40,425	60,000
Enneking, John J.	0	45,000
Fisher, Alvan	12,000	12,000

Richard and Jane Manoogian Foundation 38-2531814
2011 Return of Private Foundation, Form 990-PF

Schedule Attached to and Made Part of Form 990-PF
for the year ended June 30, 2012

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
Frishmuth, Harriett W.	302,500	302,500
Gifford, Sanford Robinson	2,000,000	2,000,000
Gifford, Sanford Robinson	602,500	602,500
Grant, Sir Francis (Attr.)	27,600	30,000
Guillermot, C. F.	12,000	12,000
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
Humphriss, Charles H.	31,250	31,250
Hunt, Richard	80,425	80,425
Hunt, Richard	80,425	80,425
Inman, Henry	18,000	20,000
Kauba, Carl	3,600	3,600
Kauba, Carl	2,700	2,700
Kauba, Carl	4,800	4,800

Richard and Jane Manoogian Foundation 38-2531814
2011 Return of Private Foundation, Form 990-PF

Schedule Attached to and Made Part of Form 990-PF
for the year ended June 30, 2012

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
Kauba, Carl	2,160	2,160
Kauba, Carl	2,160	2,160
Kauba, Carl	5,100	5,100
Kaye, Otis	11,250	11,250
Lawrence, Jacob	1,078,000	1,200,000
Lawrence, Jacob	2,214,000	2,214,000
Leutze, Emanuel Gottlieb	37,500	37,500
Lever, Richard Hayley	14,400	14,400
Lopez, Vincente	264,151	265,000
McAuliffe, John	55,000	55,000
Miller, Alfred Jacob	22,000	25,000
Moran, Thomas	1,250,000	1,250,000
Peale, Rembrandt	145,500	250,000
Pippin, Horace	520,284	520,284
Prentice, Levi Wells	17,000	25,000
Pushman, Hovsep	56,763	70,000

Richard and Jane Manoogian Foundation 38-2531814
2011 Return of Private Foundation, Form 990-PF

Schedule Attached to and Made Part of Form 990-PF
for the year ended June 30, 2012

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	82,500	82,500
Saar, Betye	35,000	42,500
Sargent, John Singer	2,750,000	2,750,000
Scudder, Janet	32,500	32,500
Shannon, James Jebusa	75,835	75,835
Sharp, John Henry	18,750	18,750
Smith, Hughie Lee	52,293	55,000
Stewart, Julius L.	762,000	1,000,000
Stewart, Julius L.	184,175	184,175
Stewart, Julius L.	340,000	340,000
Tanner, Henry Ossawa	586,950	650,000
Tanner, Henry Ossawa	280,000	300,000
Tracy, John M.	250,000	250,000
Tyler, James Gale	62,500	62,500

Richard and Jane Manoogian Foundation 38-2531814
2011 Return of Private Foundation, Form 990-PF

Schedule Attached to and Made Part of Form 990-PF
for the year ended June 30, 2012

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	6,000,000
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
Cabinet - Rosewood Side	45,000	45,000
Cast Iron Garden Bench	469	480

Richard and Jane Manoogian Foundation 38-2531814
2011 Return of Private Foundation, Form 990-PF

Schedule Attached to and Made Part of Form 990-PF
for the year ended June 30, 2012

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
Console - Mahogany	7,200	7,200
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
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>3,286,800</u>
Total	<u><u>47,274,484</u></u>	<u><u>75,798,989</u></u>

Form **4562**Department of the Treasury
Internal Revenue Service (99)**Depreciation and Amortization**
(Including Information on Listed Property)

OMB No 1545-0172

2011Attachment
Sequence No **179**

▶ 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 instructions)	1	500,000
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	2,000,000
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	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

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 2010 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 2012 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	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	38,512

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 2011	17	100,146
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 2011 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						
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			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2011 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 instructions	22	138,658
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** (2011)

DAA

There are no amounts for Page 2

Federal Asset Report**Form 990, Page 1**

Asset	Description	Date In Service	Cost	Bus %	Sec 179	Bonus	Basis for Depr	PerConv Meth	Prior	Current
Prior MACRS:										
1	Mackinac House	8/14/01	3,300,161				3,300,161	39 MM S/L	835,618	84,619
2	Mackinac House - Land Improvements	5/16/02	20,483				20,483	15 MQ150DB	13,377	1,209
3	Mackinac House - Land Improvements	10/25/02	31,769				31,769	15 HY 150DB	19,576	1,874
4	Mackinac House - Furniture & Fixtures	6/13/02	209,746				209,746	7 MQ200DB	209,746	0
5	Mackinac House - Furniture & Fixtures	1/08/03	28,343				28,343	7 HY 200DB	28,343	0
6	Mackinac House - Land Improvements	4/23/04	91,038				91,038	15 MQ150DB	52,119	5,372
7	Mackinac House - Furniture & Fixtures	5/07/04	3,915				3,915	7 MQ200DB	3,915	0
10	Mackinac House - Improvements	7/30/04	12,978				12,978	39 MM S/L	2,316	332
11	Mackinac House - Improvements	3/17/05	7,134				7,134	39 MM S/L	1,151	183
12	Mackinac House - Land Improvements	5/05/05	1,096				1,096	15 MQ150DB	522	64
13	Mackinac House - Furniture & Fixtures	7/16/04	1,212		X		606	7 MQ200DB	1,205	7
14	Mackinac House - Furniture & Fixtures	3/03/06	117				117	7 HY 200DB	101	11
16	Mackinac House - Improvements	5/10/07	10,664				10,664	15 HY S/L	3,199	711
18	Building - Remodeling - Detroit, MI	10/03/07	7,860				7,860	15 HY S/L	1,834	262
	Out Of Service: 3/22/12									
20	Mackinac House - Furniture & Fixtures	6/17/08	23,776		X		11,888	7 MQ200DB	19,599	1,193
24	Mackinac House - Furniture & Fixtures	4/29/09	29,696		X		14,848	7 MQ200DB	22,391	2,087
27	Mackinac House - Improvements	6/19/09	86,666				86,666	39 MM S/L	4,537	2,222
28	Mackinac House - Furniture & Fixtures	9/29/10	16,730		X		0	7 HY 200DB	16,730	0
29	Mackinac House - Improvements	9/29/10	8,616		X		0	15 HY S/L	8,616	0
			<u>3,892,000</u>				<u>3,839,312</u>		<u>1,244,895</u>	<u>100,146</u>
Other Depreciation:										
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
	Out Of Service 3/22/12									
15	Building - Remodeling - Detroit, MI	4/01/07	857,920				857,920	39 MO S/L	93,491	16,499
	Out Of Service 3/22/12									
17	Building - Detroit, MI	4/01/07	718,233				718,233	39 MO S/L	78,269	13,812
	Out Of Service 3/22/12									
19	Mackinac House - Improvements	6/12/08	114,214				114,214	15 MO S/L	23,477	7,615
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
30	Bldg Remodeling - Detroit, MI	8/05/11	4,850				4,850	39 MO S/L	0	83
	Out Of Service 3/22/12									
31	Mackinac House - Improvements	11/14/11	300				300	39 MO S/L	0	5
32	Mackinac House - Improvements	12/09/11	33,291				33,291	39 MO S/L	0	498
	Total Other Depreciation		<u>5,753,148</u>				<u>5,753,148</u>		<u>195,237</u>	<u>38,512</u>
	Total ACRS and Other Depreciation		<u>5,753,148</u>				<u>5,753,148</u>		<u>195,237</u>	<u>38,512</u>
	Grand Totals		9,645,148				9,592,460		1,440,132	138,658
	Less: Dispositions and Transfers		0				0		0	0
	Less: Start-up/Org Expense		0				0		0	0
	Net Grand Totals		<u>9,645,148</u>				<u>9,592,460</u>		<u>1,440,132</u>	<u>138,658</u>

RICHARD AND JANE MANOOGIAN FOUNDATION 38-2531814
2011 RETURN OF PRIVATE FOUNDATION, FORM 990-PF

SCHEDULE ATTACHED TO AND MADE PART OF FORM 990-PF
FOR THE YEAR ENDED JUNE 30, 2012

Page 8 - Part XI -

Distributable Amount - Line 4

Recoveries of amounts treated
as qualifying distributions:

Paintings taken off display at,

The Mayor's Residence Society
9240 Dwight
Detroit, MI 48218

By Horace Pippin	680,850
By Romare Bearden	250,000
By Betye Saar	42,500

Painting by Andrew Wyeth taken off display at,

Kalamazoo Institute of Arts
314 S. Park Street
Kalamazoo, MI 49007

6,500,000

Photos taken off display at,

Crooked Tree Arts Center
461 E Mitchell
Petosky, MI 49770

By Robert Cameron	7,585
By Robert Cameron	8,168
By Robert Cameron	4,816

Paintings taken off display at,

Grand Hotel
Mackinac Island, MI 49757

By Cassius Marcellus Coolidge	602,800
By James Jebusa Shannon	74,500

RICHARD AND JANE MANOOGIAN FOUNDATION 38-2531814
2011 RETURN OF PRIVATE FOUNDATION, FORM 990-PF

SCHEDULE ATTACHED TO AND MADE PART OF FORM 990-PF
FOR THE YEAR ENDED JUNE 30, 2012

Page 8 - Part XI -

Distributable Amount - Line 4

Recoveries of amounts treated
as qualifying distributions.

Painting by Romare Bearden taken off display at,

Mint Museum of Art
500 S. Tryon Street
Charlotte, NC 28202

250,000

Painting by Betye Saar taken off display at,

J Paul Getty Museum
17985 Pacific Coast Hwy
Malibu, CA 90265

42,500

Painting by Betye Saar taken off display at,

Martin-Gropius Bau Museum
Stresemannstrasse 110
Friederchstrasse 10963
Berlin, Germany

42,500

Total

8,506,219

RICHARD AND JANE MANOOGIAN FOUNDATION 38-2531814
2011 RETURN OF PRIVATE FOUNDATION, FORM 990-PF

SCHEDULE ATTACHED TO AND MADE PART OF FORM 990-PF
FOR THE YEAR ENDED JUNE 30, 2012

Page 8 - Part XII -

Qualifying Distributions - Line 2,

Amounts paid to acquire assets

used (or held for use) directly in carrying

out charitable, etc., purposes:

1 Painting by Jasper Francis Cropsey put on display at,

The Mayor's Residence Society

9240 Dwight

Detroit, MI 48218

150,175

2 Painting by Romare Bearden put on display at,

Mint Museum of Art

500 S. Tryon Street

Charlotte, NC 28202

250,000

3 Painting by Betye Saar put on display at,

J Paul Getty Museum

17985 Pacific Coast Hwy.

Malibu, CA 90265

42,500

4 Painting by Betye Saar put on display at,

Martin-Gropius Bau Museum

Stresemannstrasse 110

Friederichstrasse 10963

Berlin, Germany

42,500

5 Painting by Andrew Wyeth put on display at,

Yuan Space

20/F Block B. Jiaming Center

East Third Ring Road

Beijing, China

6,000,000

RICHARD AND JANE MANOOGIAN FOUNDATION 38-2531814
2011 RETURN OF PRIVATE FOUNDATION, FORM 990-PF

SCHEDULE ATTACHED TO AND MADE PART OF FORM 990-PF
FOR THE YEAR ENDED JUNE 30, 2012

Page 8 - Part XII -

Qualifying Distributions - Line 2,

Amounts paid to acquire assets

used (or held for use) directly in carrying

out charitable, etc., purposes:

6 Painting by John M. Tracy put on display at,

The Pines

Mackinac Island, MI 49757

250,000

Totals

6,735,175

Richard and Jane Manoogian Foundation 38-2531814
2011 Return of Private Foundation, Form 990-PF
for the year ended June 30, 2012

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>
American Federation of Arts 305 E. 47th Street Tenth Floor New York, NY 10017	Public	Operating Fund	1,300
The Charles H. Wright Museum of African American History 315 East Warren Avenue Detroit, MI 48201-1443	Public	Operating Fund	10,000
Crooked Tree Arts Center 461 E. Mitchell Petosky, MI 49770	Public	Operating Fund	15,500
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	117,875
Detroit Symphony Orchestra 3711 Woodward Avenue Detroit, MI 48201	Public	Operating Fund	19,500
Mackinac Arts Council P.O. Box 1834 Mackinac Island, MI 49757	Public	Operating Fund	7,800

Richard and Jane Manoogian Foundation 38-2531814
2011 Return of Private Foundation, Form 990-PF
for the year ended June 30, 2012

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>
Mosaic Youth Theatre of Detroit 3011 W. Grand Blvd. Suite 1510 Detroit, MI 48202-3000	Public	Operating Fund	2,644
Museum Trustee Association 1776 I Street, NW 9th Floor Washington, DC 20006	Public	Operating Fund	1,000
San Francisco Artspace P.O. Box 2407 Sebastopol, CA 95472	Private	Operating Fund	50,000
Vero Beach Museum of Art 3001 Riverside Park Drive Vero Beach, FL 32963	Public	Operating Fund	51,230
Total Religious and Cultural Cash Contributions			<u>279,349</u>
The Museum of Contemporary Art, Detroit 4454 Woodward Avenue Detroit, MI 48201 (See attached appraisal)	Public	Building	500,000
Total Religious and Cultural Cash Contributions and Non-Cash Contributions			<u><u>779,349</u></u>

Richard and Jane Manoogian Foundation 38-2531814
2011 Return of Private Foundation, Form 990-PF
for year ended June 30, 2012

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
American Jewish Committee 6735 Telegraph Road, # 320 Bloomfield Hills, MI 48301	Public	Operating Fund	4,920
Barbara Ann Karmanos Cancer Institute 4100 John R Detroit, MI 48201	Public	Operating Fund	100,000
Citizens Research Council of Michigan 38777 Six Mile Road Suite 208 Livonia, MI 48152	Public	Operating Fund	20,000
Council of Michigan Foundations 1 S. Harbor Dr. Suite 3 Grand Haven, MI 49417	Public	Operating Fund	9,400
Detroit Institute of Ophthalmology 15415 East Jefferson Grosse Pointe Park, MI 48230	Public	Operating Fund	2,000
Detroit Public Television 1 Clover Ct. Wixom, MI 48393	Public	Operating Fund	3,440
Dogs For Life P.O. Box 650023 Vero Beach, FL 32965	Public	Operating Fund	5,000
Foundation to Reinvent Michigan P.O. Box 4927 Troy, MI 48099-4927	Public	Operating Fund	50,000

Richard and Jane Manoogian Foundation 38-2531814
2011 Return of Private Foundation, Form 990-PF
for year ended June 30, 2012

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 Historical Society 381 Kercheval Avenue Suite 2 Grosse Pointe Farms, MI 48236-3085	Public	Operating Fund	1,370
Grosse Pointe Park Foundation 15115 E. Jefferson Avenue Grosse Pointe Park, MI 48230	Public	Operating Fund	470
The Henry Ford 20900 Oakwood Blvd Dearborn, MI 48124	Public	Operating Fund	25,350
Henry Ford Estate P. O. Box 1367 Dearborn, MI 48121	Public	Operating Fund	10,000
Henry Ford Health System Office of Philanthropy 1 Ford Place, # 5A Detroit, MI 48202-3450	Public	Operating Fund	110,000
Illitch Charities 2211 Woodward Avenue Detroit, MI 48201-3400	Public	Operating Fund	19,325
Junior League of Detroit, Inc. 32 Lakeshore Road Grosse Pointe Farms, MI 48236	Public	Operating Fund	10,000
Leader Dogs for the Blind Chief Philanthropy Office 1039 S. Rochester Road Rochester, MI 48307-3115	Public	Operating Fund	35,000

Richard and Jane Manoogian Foundation 38-2531814
2011 Return of Private Foundation, Form 990-PF
for year ended June 30, 2012

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
Little Traverse Bay Humane Society 1300 West Conway Road Harbor Springs, MI 49740	Public	Operating Fund	2,500
Mackinac Associates P.O. Box 567 Mackinaw City, MI 49701	Public	Operating Fund	26,145
Mackinac Island Community Foundation P. O. Box 1933 Mackinac Island, MI 49757	Public	Operating Fund	10,000
Mackinac Island Medical Center P.O. Box 536 Mackinac Island, MI 49757	Public	Operating Fund	10,000
Mackinac Straits Health System Foundation 1140 North State Street St. Ignace, MI 49781	Public	Operating Fund	25,000
McKee Botanical Garden, Inc. 350 U S Highway 1 Vero Beach, FL 32962	Public	Operating Fund	2,500
Michigan Humane Society 30300 Telegraph Road Suite 220 Bingham Farms, MI 48025	Public	Operating Fund	10,000
Michigan Thanksgiving Parade Foundation 9500 Mt. Elliott Studio A Detroit, MI 48211	Public	Operating Fund	3,000

Richard and Jane Manoogian Foundation 38-2531814
2011 Return of Private Foundation, Form 990-PF
for year ended June 30, 2012

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
The Nature Conservancy 101 East Grand River Ave. Lansing, MI 48906	Public	Operating Fund	100,000
Northern Michigan Regional Health System Foundation 360 Connable Ave. Petoskey, MI	Public	Operating Fund	1,000
Oakwood Healthcare Foundation 23400 Michigan Avenue Suite 301 Dearborn, MI 48128	Public	Operating Fund	25,000
The Oxford Foundation 201 Townsend Street Suite 900 Lansing, MI 48933	Public	Operating Fund	5,000
Planned Parenthood Mid and South Michigan P. O. Box 3673 3100 Professional Drive Ann Arbor, MI 48106	Public	Operating Fund	2,500
Provence of St. Joseph of The Capuchin Order Capuchin Soup Kitchen 1820 Mt. Elliott Detroit, MI 48207	Public	Operating Fund	5,000
Raquet Up Detroit P.O. Box 11404 Detroit, MI 48211	Public	Operating Fund	1,000

Richard and Jane Manoogian Foundation 38-2531814
2011 Return of Private Foundation, Form 990-PF
for year ended June 30, 2012

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
Restore the Horse Foundation 6000 E. Davision Ave. Detroit, MI 48212	Public	Operating Fund	5,000
Services for Older Citizens 159 Kercheval Grosse Pointe Farms, MI 48236	Public	Operating Fund	750
St. John Hospital and Medical Center The Holley Institute 22101 Moross Avenue Detroit, MI 48236	Public	Operating Fund	900
St. John Providence Health System Foundations 22101 Moross Avenue Suite 102 Detroit, MI 48236	Public	Operating Fund	100,000
Tau Beta Association 813 Whittier Road Grosse Pointe Park, MI 48230	Public	Operating Fund	3,000
United Way for Southeastern Michigan 660 Woodward Avenue, Suite 300 Detroit, MI 48226-1899	Public	Operating Fund	25,000
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

Richard and Jane Manoogian Foundation 38-2531814
2011 Return of Private Foundation, Form 990-PF
for year ended June 30, 2012

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
University of Michigan C.S. Mott Children's Hospital Office of Gift Administration 3003 South State Street, Suite 8000 Ann Arbor, MI 48109-1288	Public	Operating Fund	500
ULI - The Urban Land Institute Michigan 27600 Northwestern Hwy Suite 200 Southfield, MI 48034	Public	Operating Fund	8,750
Urban League of Detroit and Southeast Michigan 208 Mack Avenue Detroit, MI 48201	Public	Operating Fund	9,000
Wayne County Medical Society Foundation 3031 West Grand Blvd. Suite 645 Detroit, MI 48202	Public	Operating Fund	2,500
The White Barn Project 5580 Red Hill Rd Petaluma, CA 94952	Public	Operating Fund	150,000
Total Charitable Contributions			<u>990,320</u>

Richard and Jane Manoogian Foundation 38-2531814
2011 Return of Private Foundation, Form 990-PF
for year ended June 30, 2012

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>
AGBU - Alex and Marie Manoogian School 22001 Northwestern Hwy Southfield, MI 48075	Public	Operating Fund	5,000
CATCH 223 Fisher Building 3011 West Grand Blvd. Detroit, MI 48202	Public	Operating Fund	10,000
College For Creative Studies 201 East Kirby Detroit, MI 48202	Public	Operating Fund	200,000
Cornerstone Schools 6861 E. Nevada Detroit, MI 48234	Public	Operating Fund	50,000
Michigan State University 300 Spartan Way East Lansing, MI 48824-1005	Public	Operating Fund	50,000
Oakland University Foundation 2200 N. Squirrel Road Rochester, MI 48309	Public	Operating Fund	10,000
Savannah College of Art and Design P.O. Box 3146 Savannah, GA 31402	Public	Operating Fund	100,000
Yale University - Alumni Fund Office of Development P.O. Box 2038 New Haven, CT 06521-2038	Public	Operating Fund	10,000

Richard and Jane Manoogian Foundation 38-2531814
2011 Return of Private Foundation, Form 990-PF
for year ended June 30, 2012

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>
Yale University Art Gallery P.O. Box 208271 New Haven, CT 06520-8271	Public	Operating Fund	2,000,000
Total Educational Contributions			<u>2,435,000</u>

Form **8868**
(Rev. January 2012)**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
	Richard & Jane Manoogian Foundation	<input checked="" type="checkbox"/> 38-2531814
	Number, street, and room or suite no. If a P.O. box, see instructions. 21001 Van Born Road	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Taylor MI 48180-1300	

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 48180-1300**

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 **02/15/13**, 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 **07/01/11**, and ending **06/30/12**

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	\$	371,535
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	\$	371,535
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.

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