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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

2012Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation Manoogian Simone Foundation		A Employer identification number 38-1799107
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"/> 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) \$ 96,503,273	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	27,078	27,078		
	4 Dividends and interest from securities	1,964,774	1,964,774		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,044,067			
	b Gross sales price for all assets on line 6a	15,065,387			
	7 Capital gain net income (from Part IV, line 2)		4,044,067		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) Stmt 1	-43,508	-44,027			
12 Total. Add lines 1 through 11	5,992,411	5,991,892	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Stmt 2	2,196			2,196
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 3	127,819	8,167		20
	19 Depreciation (attach schedule) and depletion Stmt 4				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,550			1,550
	22 Printing and publications				
	23 Other expenses (att sch) Stmt 5	2,144	2,144		
	24 Total operating and administrative expenses. Add lines 13 through 23	133,709	10,311	0	3,766
25 Contributions, gifts, grants paid	4,151,950			4,151,950	
26 Total expenses and disbursements. Add lines 24 and 25	4,285,659	10,311	0	4,155,716	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,706,752				
b Net investment income (if negative, enter -0-)		5,981,581			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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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	13,454,781	9,909,331	9,909,331
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	4,147		
	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			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) See Stmt 6	10,582,465	10,777,921	56,323,165
	c Investments – corporate bonds (attach schedule) See Stmt 7	508,293	508,293	581,715
	11 Investments – land, buildings, and equipment basis ▶			
Less: accumulated depreciation (attach sch.) ▶				
12 Investments – mortgage loans				
13 Investments – other (attach schedule) See Statement 8	25,771,357	30,247,200	29,643,062	
14 Land, buildings, and equipment basis ▶ 42,360				
Less: accumulated depreciation (attach sch.) ▶ Stmt 9 42,360				
15 Other assets (describe ▶ See Statement 10)	58,524	46,000	46,000	
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	50,379,567	51,488,745	96,503,273	
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 11)		32,108	
	23 Total liabilities (add lines 17 through 22)	0	32,108	
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	50,379,567	51,456,637	
	30 Total net assets or fund balances (see instructions)	50,379,567	51,456,637	
	31 Total liabilities and net assets/fund balances (see instructions)	50,379,567	51,488,745	

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	50,379,567
2 Enter amount from Part I, line 27a	2	1,706,752
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	52,086,319
5 Decreases not included in line 2 (itemize) ▶ See Statement 12	5	629,682
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	51,456,637

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 Worksheet			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	4,044,067
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	30,259

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))
2011	4,106,612	83,941,601	0.048922
2010	3,716,551	85,966,698	0.043232
2009	5,615,757	76,048,599	0.073844
2008	7,551,284	109,543,051	0.068934
2007	7,691,420	155,470,404	0.049472

2 Total of line 1, column (d)	2	0.284404
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	0.056881
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	89,018,629
5 Multiply line 4 by line 3	5	5,063,469
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	59,816
7 Add lines 5 and 6	7	5,123,285
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	4,155,716

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	119,632
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	119,632
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	119,632
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	87,524
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	90,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	177,524
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	57,892
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax 57,892 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 Instructions for the 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?		X
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 2012 or the taxable year beginning in 2012 (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

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 ► Scott Sinclair, CPA 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 2012, 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 ► <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? 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 2012 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 2012.) 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 2012?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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
Louise M. Simone 21001 Van Born Road Taylor MI 48180	Pres. & Dir 8.00	0	0	0
Christine M. Simone 21001 Van Born Road Taylor MI 48180	Sec & Treas 8.00	0	0	0
David Simone 21001 Van Born Road Taylor MI 48180	VP & Dir 2.00	0	0	0
Mark Simone 21001 Van Born Road 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
NONE		

Total number of others receiving over \$50,000 for professional services ▶**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	53,035,053
b	Average of monthly cash balances	1b	15,087,548
c	Fair market value of all other assets (see instructions)	1c	22,251,642
d	Total (add lines 1a, b, and c)	1d	90,374,243
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	90,374,243
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	1,355,614
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	89,018,629
6	Minimum investment return. Enter 5% of line 5	6	4,450,931

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

1	Minimum investment return from Part X, line 6	1	4,450,931
2a	Tax on investment income for 2012 from Part VI, line 5	2a	119,632
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	119,632
3	Distributable amount before adjustments Subtract line 2c from line 1	3	4,331,299
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,331,299
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	4,331,299

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	4,155,716
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	
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	4,155,716
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	4,155,716

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.

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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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
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 or e-mail 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 See Schedule See Schedule			Charitable Educational Religious/ Cultural	 2,500,950 1,630,000 21,000
Total			3a	4,151,950
b Approved for future payment N/A				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Part XVIII Analysis of Income-Producing Activities				
Enter gross amounts unless otherwise indicated.				
Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue.			
a				
b				
c				
d				
e				
f				
g	Fees and contracts from government agencies			
2	Membership dues and assessments			
3	Interest on savings and temporary cash investments	14	27,078	
4	Dividends and interest from securities	14	1,964,774	
5	Net rental income or (loss) from real estate:			
a	Debt-financed property			
b	Not debt-financed property			
6	Net rental income or (loss) from personal property			
7	Other investment income			
8	Gain or (loss) from sales of assets other than inventory	14	1,107,504	2,936,563
9	Net income or (loss) from special events			
10	Gross profit or (loss) from sales of inventory			
11	Other revenue: a			
b	See Statement 13			-43,508
c				
d				
e				
12	Subtotal. Add columns (b), (d), and (e)	0	3,099,356	2,893,055
13	Total. Add line 12, columns (b), (d), and (e)		13	5,992,411

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

[illegible]

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

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

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

- b** If "Yes," complete the following schedule

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

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

**Sign
Here**

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes

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 Nikhil P. Alexander CPA

5.13.13

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

PTIN PEO130743

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

Firm's EIN ▶

Phone no

~~88-8882844~~
(810) 664-4197

Form **990-PF** (2012)

Capital Gains and Losses for Tax on Investment Income

Form **990-PF****2012**

For calendar year 2012, or tax year beginning

, and ending

Name

Employer Identification Number

Manoogian Simone Foundation**38-1799107**

(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.)
(1) See Schedule Attached	P	Various	Various
(2) See Schedule Attached	P	Various	Various
(3) Morgan Stanley LTCG Distributions	P	Various	Various
(4) Morgan Stanley LTCG Distributions	P	Various	Various
(5) Charles Schwab LTCG Distributions	P	Various	Various
(6) Long Pointe Capital	P	Various	Various
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

(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)
(1) 500,820		470,561	30,259
(2) 13,487,322		10,550,759	2,936,563
(3) 4,200			4,200
(4) 442,570			442,570
(5) 28,054			28,054
(6) 602,421			602,421
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

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))
(1)			30,259
(2)			2,936,563
(3)			4,200
(4)			442,570
(5)			28,054
(6)			602,421
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Sold Securities
Manoogian Simone Foundation #38-1799107
Date Range - 01/01/2012 Thru 12/31/2012

Security	Acquisition Date	Sale Date	Years Held	Unit Quantity	Unit Cost	Total Cost	Sale Price	Proceeds	Realized Gain/Loss
Short Term Activity:									
INGERSOLL RAND CO	07/25/11	02/08/12	0 542	1,000 000	39 920	39,920 00	38 959	38,959 25	-960 75
AMERICAN TOWER CORP	02/23/11	02/14/12	0 975	800 000	54 490	43,592 00	64 459	51,567 01	7,975 01
AMERICAN TOWER CORP	03/18/11	02/14/12	0 912	200 000	49 280	9,856 00	64 459	12,891 75	3,035 75
Subtotal for 2 positions				1,000 000		53,448 00		64,458 76	11,010 76
BERKSHIRE HATHAWAY	11/14/11	06/19/12	0 597	750 000	75 790	56,842 50	82 958	62,218 60	5,376 10
DELEWARE INTL VALUE	12/23/11	07/05/12	0 534	6,899 414	10 280	70,925 98	10 700	73,823 73	2,897 75
DELAWARE EMRG MKTS	12/23/11	07/06/12	0 537	461 960	12 500	5,774 50	12 270	5,668 25	-106 25
DELAWARE EMRG MKTS	12/23/11	07/06/12	0 537	405 103	12 500	5,063 79	12 270	4,970 61	-93 18
DELAWARE EMRG MKTS	12/23/11	07/06/12	0 537	88 837	12 500	1,110 47	12 270	1,090 03	-20 44
Subtotal for 3 positions				955 900		11,948 76		11,728 89	-219 87
TEMPLETON FGN SM CO	12/20/11	07/09/12	0 553	284 905	12 270	3,495 79	13 010	3,706 61	210 82
Cummins, Inc	11/10/11	08/31/12	0 808	500 000	96 040	48,020 00	96 658	48,328 92	308 92
Research in Motion	03/21/12	09/18/12	0 496	1,000 000	14 080	14,080 00	7 600	7,599 83	-6,480 17
HESS CORP	03/27/12	10/17/12	0 559	1,000 000	59 840	59,840 00	55 499	55,498 76	-4,341 24
HESS CORP	05/31/12	10/17/12	0 381	1,000 000	44 040	44,040 00	55 499	55,498 75	11,458 75
Subtotal for 2 positions				2,000 000		103,880 00		110,997 51	7,117 51
CERNER CORP	10/25/12	11/05/12	0 030	1,000 000	68 000	68,000 00	78 998	78,998 23	10,998 23
Total Short Term Activity:						<u>470,561 03</u>		<u>500,820 33</u>	<u>30,259 30</u>

Sold Securities
Manoogian Simone Foundation #38-1799107
Date Range - 01/01/2012 Thru 12/31/2012

Security	Acquisition Date	Sale Date	Years Held	Unit Quantity	Unit Cost	Total Cost	Sale Price	Proceeds	Realized Gain/Loss
Long Term Activity:									
SPDR S&P 500	11/24/06	01/03/12	5 112	1,000 00000	141 289	141,289 00	127 958	127,957 54	-13,331 46
SPDR S&P 500	11/27/06	01/03/12	5 104	1,000 00000	139 650	139,650 00	127 958	127,957 54	-11,692 46
Subtotal for 2 positions				2,000 00000		280,939 00		255,915 08	-25,023 92
MICROSOFT CORP	03/01/01	01/20/12	10 896	600 00000	28 660	17,196 21	29 459	17,675 66	479 45
MICROSOFT CORP	07/11/03	01/20/12	8 534	400 00000	27 410	10,964 00	29.459	11,783 77	819 77
Subtotal for 2 positions				1,000 00000		28,160 21		29,459 43	1,299 22
MACQUARIE GLOBAL IN	03/05/07	01/31/12	4 912	1,000 00000	28 250	28,250 00	18 000	17,999 65	-10,250 35
KOHL'S CORP	01/13/10	02/07/12	2 068	1,000 00000	52 747	52,747 00	49 959	49,959 04	-2,787 96
KOHL'S CORP	07/08/10	02/07/12	1 586	1,000 00000	46 540	46,540 00	49 959	49,959 04	3,419 04
Subtotal for 2 positions				2,000 00000		99,287 00		99,918 08	631 08
TRANSOCEAN SEDCO	10/21/04	02/10/12	7 310	210 00000	36 627	7,691 63	50 959	10,701 39	3,009 76
TRANSOCEAN SEDCO	02/18/05	02/10/12	6 981	70 00000	48 520	3,396 40	50 959	3,567 13	170 73
TRANSOCEAN SEDCO	02/18/05	02/10/12	6 981	70 00000	48 440	3,390 80	50 959	3,567 13	176 33
TRANSOCEAN SEDCO	02/18/05	02/10/12	6 981	209 00000	48 437	10,123 24	50 959	10,650 43	527 19
TRANSOCEAN SEDCO	12/29/05	02/10/12	6 121	336 00000	69 708	23,421 72	50 959	17,122 23	-6,299 49
TRANSOCEAN SEDCO	06/20/06	02/10/12	5 647	70 00000	72 290	5,060 30	50 959	3,567 14	-1,493 16
Subtotal for 6 positions				965 00000		53,084 09		49,175 45	-3,908 64
NORDSTROM INC	01/11/07	02/16/12	5 101	400 00000	53 450	21,379 92	51 959	20,783 63	-596 29
NORDSTROM INC	01/12/07	02/16/12	5 099	100 00000	53 500	5,350 00	51 959	5,195 91	-154 09
NORDSTROM INC	01/16/07	02/16/12	5 088	100 00000	54 825	5,482 49	51 959	5,195 91	-286 58
NORDSTROM INC	01/17/07	02/16/12	5 085	200 00000	54 855	10,970 92	51 959	10,391 80	-579 12
Subtotal for 4 positions				800 00000		43,183 33		41,567 25	-1,616 08
SHAW GROUP INC	12/14/07	03/15/12	4 255	1,000 00000	59 040	59,040 00	31 959	31,959 42	-27,080 58
MASCO CORPORATION	09/12/91	03/21/12	20 537	10,000 00000	0 011	113 10	13 960	139,597 48	139,484 38
MASCO CORPORATION	09/12/91	03/21/12	20 537	10,000 00000	0 011	113 10	14 220	142,197 43	142,084 33
Subtotal for 2 positions				20,000 00000		226 20		281,794 91	281,568 71
DELEWARE INTL VALUE	05/08/06	03/27/12	5 890	85,470 08500	20 720	1,770,940 16	11 630	994,017 09	-776,923 07
MASCO CORPORATION	09/12/91	03/27/12	20 553	10,000 00000	0 011	113 10	13 960	139,597 45	139,484 35
MASCO CORPORATION	09/12/91	03/27/12	20 553	10,000 00000	0 011	113 10	14 210	142,097 46	141,984 36
Subtotal for 2 positions				20,000 00000		226 20		281,694 91	281,468 71
MEDCO HEALTH SOL IN	04/14/10	04/03/12	1.973	1,000 00000	61 540	61,540 00	74 557	74,556 90	13,016 90
MEDCO HEALTH SOL IN	05/06/10	04/03/12	1.912	437 00000	55 790	24,380 23	74 557	32,581 37	8,201 14
MEDCO HEALTH SOL IN	05/06/10	04/03/12	1 912	563 00000	55 790	31,409 77	74 557	41,975 53	10,565 76
Subtotal for 3 positions				2,000.00000		117,330 00		149,113 80	31,783 80
DRYSHIPS INC	04/14/10	05/02/12	2 052	1,000 00000	6 609	6,609 30	3 053	3,052 93	-3,556 37
MASCO CORPORATION	09/12/91	05/02/12	20 652	10,000 00000	0 011	113 10	14 460	144,596 75	144,483 65
DELEWARE INTL VALUE	05/08/06	07/05/12	6 164	108,938 34100	20 720	2,257,202 43	10 700	1,165,640 24	-1,091,562 19
DELEWARE INTL VALUE	05/25/06	07/05/12	6 118	76,061 24000	14 410	1,096,042 47	10 700	813,855 27	-282,187 20
DELEWARE INTL VALUE	01/02/07	07/05/12	5 510	16,299 24500	15 480	252,312 31	10 700	174,401 92	-77,910 39
DELEWARE INTL VALUE	01/02/07	07/05/12	5 510	3,567 38200	15 480	55,223 07	10 700	38,170 99	-17,052 08
DELEWARE INTL VALUE	04/18/07	07/05/12	5 219	29,832 93600	16 760	500,000 00	10 700	319,212 42	-180,787 58
DELEWARE INTL VALUE	12/27/07	07/05/12	4 526	11,946 75100	15 240	182,068 48	10 700	127,830 24	-54,238 24
DELEWARE INTL VALUE	12/27/07	07/05/12	4 526	5,371 22000	15 240	81,857 40	10 700	57,472 05	-24,385 35
DELEWARE INTL VALUE	12/27/07	07/05/12	4 526	4,913 58300	15 240	74,883 00	10 700	52,575 34	-22,307 66
DELEWARE INTL VALUE	12/26/08	07/05/12	3 526	14,575 20400	8 200	119,516 67	10 700	155,954 68	36,438 01
DELEWARE INTL VALUE	12/28/09	07/05/12	2 521	7,401 11100	11 190	82,818.43	10 700	79,191 89	-3,626 54
DELEWARE INTL VALUE	12/28/10	07/05/12	1 521	3,115 60300	12 280	38,259 60	10 700	33,336 95	-4,922 65
Subtotal for 11 positions				282,022 61600		4,740,183 86		3,017,641 99	-1,722,541 87
DUKE ENERGY CORP	06/08/07	07/05/12	5 079	0 66667	55 680	37 12	68 580	45 72	8 60
DELAWARE EMRG MKTS	07/02/07	07/06/12	5 016	29,747 14900	20 170	600,000 00	12 270	364,997 53	-235,002 47
DELAWARE EMRG MKTS	12/27/07	07/06/12	4 529	4,738 22100	17 020	80,644 52	12 270	58,137 97	-22,506 55
DELAWARE EMRG MKTS	12/27/07	07/06/12	4 529	4,841 34000	17 020	82,399 60	12 270	59,403 24	-22,996 36
DELAWARE EMRG MKTS	12/27/07	07/06/12	4 529	408 97900	17 020	6,960 83	12 270	5,018 17	-1,942 66
DELAWARE EMRG MKTS	12/26/08	07/06/12	3 529	4,342 95800	7 530	32,702 47	12 270	53,288 09	20,585 62
DELAWARE EMRG MKTS	12/26/08	07/06/12	3 529	84 43200	7 530	635 77	12 270	1,035 98	400 21
DELAWARE EMRG MKTS	12/28/09	07/06/12	2 523	16 81800	13 130	220 82	12.270	206 36	-14 46
DELAWARE EMRG MKTS	12/28/10	07/06/12	1 523	239 34300	15 690	3,755.29	12 270	2,936 74	-818 55
Subtotal for 8 positions				44,419.24000		807,319 30		545,024 08	-262,295 22
TEMPLETON EMG MKTS	07/11/07	07/09/12	5 000	18,925 05700	13 210	250,000 00	9 880	186,979 56	-63,020 44
TEMPLETON EMG MKTS	12/12/07	07/09/12	4 578	13 59900	13 360	181 68	9 880	134 36	-47 32
TEMPLETON EMG MKTS	12/12/07	07/09/12	4 578	111.05700	13 360	1,483 72	9 880	1,097 24	-386 48

Sold Securities
Manoogian Simone Foundation #38-1799107
Date Range - 01/01/2012 Thru 12/31/2012

Security	Acquisition Date	Sale Date	Years Held	Unit Quantity	Unit Cost	Total Cost	Sale Price	Proceeds	Realized Gain/Loss
TEMPLETON EMG MKTS	12/12/07	07/09/12	4 578	508 54000	13 360	6,794 10	9 880	5,024 38	-1,769 72
TEMPLETON EMG MKTS	12/15/08	07/09/12	3 567	271 51900	4 430	1,202 83	9 880	2,682 61	1,479 78
TEMPLETON EMG MKTS	12/15/08	07/09/12	3 567	2,107 25700	4 430	9,335 15	9 880	20,819 70	11,484 55
TEMPLETON EMG MKTS	12/15/09	07/09/12	2 567	98 37900	9 120	897 22	9 880	971 98	74 76
Subtotal for 7 positions				22,035 40800		269,894 70		217,709 83	-52,184 87
TEMPLETON FGN SM CO	06/14/07	07/09/12	5 074	9,755 78500	24 290	236,968 03	13 010	126,922 76	-110,045.27
TEMPLETON FGN SM CO	06/20/07	07/09/12	5 058	49 77000	24 500	1,219 36	13 010	647 51	-571 85
TEMPLETON FGN SM CO	12/20/07	07/09/12	4 556	472 58900	18 980	8,969 73	13 010	6,148 38	-2,821 35
TEMPLETON FGN SM CO	12/20/07	07/09/12	4 556	326 96800	18 980	6,205 86	13 010	4,253 85	-1,952 01
TEMPLETON FGN SM CO	12/20/07	07/09/12	4 556	3,858 09100	18 980	73,226 57	13 010	50,193 76	-23,032 81
TEMPLETON FGN SM CO	10/28/08	07/09/12	3 699	5,242 32700	8 660	45,398 55	13 010	68,202 67	22,804 12
TEMPLETON FGN SM CO	12/19/08	07/09/12	3 556	282 23200	7 790	2,198 59	13 010	3,671 84	1,473 25
TEMPLETON FGN SM CO	12/19/08	07/09/12	3 556	2,412 19500	7 790	18,791 00	13 010	31,382 66	12,591 66
TEMPLETON FGN SM CO	12/18/09	07/09/12	2 559	62 70600	13 110	822 08	13 010	815 81	-6.27
TEMPLETON FGN SM CO	05/12/10	07/09/12	2 162	130 85900	12 960	1,695 93	13 010	1,702 48	6.55
TEMPLETON FGN SM CO	12/20/10	07/09/12	1 553	106 40700	15 840	1,685 48	13.010	1,384 36	-301 12
Subtotal for 11 positions				22,699 92900		397,181 18		295,326 08	-101,855 10
MASCO CORPORATION	09/12/91	07/20/12	20 868	360 00000	0 011	4 07	14 460	5,205 48	5,201 41
Frontier Communica	03/18/83	08/22/12	29 452	191 61544	2 168	415 51	4 630	887 16	471 65
Frontier Communica	03/18/83	08/22/12	29 452	147 38456	2 601	383 39	4 630	682 37	298 98
Subtotal for 2 positions				339 00000		798 90		1,569 53	770 63
MASCO CORPORATION	09/12/91	08/23/12	20 962	10,000 00000	0 011	113 10	14 000	139,996 86	139,883 76
VIMPLE COMMUNICATIO	06/04/08	08/23/12	4 222	1,000 00000	32 540	32,540 00	10 310	10,309 77	-22,230 23
PAYCHEX, INC	12/05/01	08/24/12	10 726	1,100 00000	38 717	42,588 15	33 199	36,519 18	-6,068 97
PAYCHEX, INC	12/06/01	08/24/12	10 723	100 00000	38 250	3,825 00	33 199	3,319 93	-505 07
PAYCHEX, INC	12/07/01	08/24/12	10 721	100 00000	37 000	3,700 00	33 199	3,319 93	-380 07
PAYCHEX, INC	07/11/03	08/24/12	9 129	200 00000	30 330	6,066 00	33 199	6,639 85	573 85
PAYCHEX, INC	01/29/04	08/24/12	8 575	300 00000	37 370	11,210 94	33 199	9,959 78	-1,251 16
PAYCHEX, INC	01/30/04	08/24/12	8 573	100 00000	37 678	3,767 84	33 199	3,319 93	-447 91
PAYCHEX, INC	01/30/04	08/24/12	8 573	100 00000	37 776	3,777 62	33 199	3,319 93	-457 69
PAYCHEX, INC	03/24/04	08/24/12	8 425	500 00000	34 027	17,013 50	33 199	16,599 63	-413 87
PAYCHEX, INC	10/12/04	08/24/12	7 871	100 00000	30 450	3,045 00	33 199	3,319 93	274 93
PAYCHEX, INC	06/20/06	08/24/12	6 184	100 00000	39 125	3,912 45	33 199	3,319 90	-592 55
Subtotal for 10 positions				2,700 00000		98,906 50		89,637 99	-9,268 51
MASCO CORPORATION	09/12/91	08/31/12	20 984	100 00000	0 011	1 13	14 100	1,409 97	1,408 84
MASCO CORPORATION	09/12/91	08/31/12	20 984	9,900 00000	0 011	111 97	14 100	139,586 87	139,474 90
Subtotal for 2 positions				10,000 00000		113 10		140,996 84	140,883 74
MASCO CORPORATION	09/12/91	09/10/12	21 011	10,000 00000	0 011	113 10	14 350	143,496 79	143,383 69
MASCO CORPORATION	09/12/91	09/12/12	21 016	10,000 00000	0 011	113 10	14.650	146,496 72	146,383 62
MASCO CORPORATION	09/12/91	09/13/12	21 019	20,000 00000	0 011	226 20	15.000	299,993 28	299,767 08
MASCO CORPORATION	09/12/91	09/14/12	21 022	20,000 00000	0 011	226 20	15 750	314,992 94	314,766 74
MASCO CORPORATION	09/12/91	09/19/12	21 036	500 00000	0 011	5 65	15 950	7,974 82	7,969 17
MASCO CORPORATION	09/12/91	09/19/12	21 036	9,500 00000	0 011	107 44	15 950	151,521 61	151,414 17
Subtotal for 2 positions				10,000 00000		113 09		159,496 43	159,383.34
MASCO CORPORATION	09/12/91	09/20/12	21 038	3,355 00000	0 011	37 95	16 050	53,846 54	53,808 59
MASCO CORPORATION	09/12/91	09/20/12	21 038	6,645 00000	0 011	75 15	16 050	106,649 86	106,574 71
MASCO CORPORATION	09/12/91	09/20/12	21 038	10,000 00000	0 011	113 10	16 160	161,596 38	161,483 28
MASCO CORPORATION	09/12/91	09/20/12	21 038	10,000 00000	0 011	113 10	16 050	160,496 40	160,383 30
Subtotal for 4 positions				30,000 00000		339 30		482,589 18	482,249 88
MASCO CORPORATION	09/12/91	09/21/12	21 041	20,000 00000	0 011	226 20	16 250	324,992 72	324,766 52
MASCO CORPORATION	09/12/91	09/21/12	21 041	20,000 00000	0 011	226 20	16 300	325,992 70	325,766 50
MASCO CORPORATION	09/12/91	09/21/12	21 041	10,000.00000	0 011	113 10	16 291	162,906 35	162,793 25
Subtotal for 3 positions				50,000.00000		565 50		813,891 77	813,326 27
MASCO CORPORATION	09/12/91	09/24/12	21 049	25,000 00000	0 011	282.75	16 370	409,240 83	408,958 08
MASCO CORPORATION	09/12/91	10/01/12	21 068	1,100 00000	0 011	12 44	15 350	16,884 62	16,872.18
MASCO CORPORATION	09/12/91	10/01/12	21 068	1,000 00000	0 011	11 31	15 350	15,349 66	15,338 35
MASCO CORPORATION	09/12/91	10/01/12	21 068	1,000 00000	0 011	11 31	15 350	15,349 66	15,338 35
MASCO CORPORATION	09/12/91	10/01/12	21 068	300 00000	0 011	3 39	15 350	4,604 90	4,601 51
MASCO CORPORATION	09/12/91	10/01/12	21 068	14,990 00000	0 011	169 54	15 350	230,091 35	229,921.81
Subtotal for 5 positions				18,390 00000		207 99		282,280 19	282,072 20
MASCO CORPORATION	09/12/91	10/04/12	21 077	10,000 00000	0 011	113 10	16 000	159,996 42	159,883 32
MASCO CORPORATION	09/12/91	10/05/12	21 079	143 00000	0 011	1.62	16 250	2,323 70	2,322.08

Sold Securities
Manoogian Simone Foundation #38-1799107
Date Range - 01/01/2012 Thru 12/31/2012

Security	Acquisition Date	Sale Date	Years Held	Unit Quantity	Unit Cost	Total Cost	Sale Price	Proceeds	Realized Gain/Loss
MASCO CORPORATION	09/12/91	10/05/12	21 079	24,857 00000	0 011	281 13	16 250	403,917 20	403,636 07
Subtotal for 2 positions				25,000 00000		282 75		406,240 90	405,958 15
ALLIANZ GI EQUITY	02/22/07	10/22/12	5 668	4,000 00000	25 000	100,000 00	17 560	70,238 42	-29,761 58
MASCO CORPORATION	09/12/91	11/02/12	21 156	1,923 00000	0 011	21 75	16 400	31,536 49	31,514 74
EXPEDITORS INTL WAS	02/24/11	11/06/12	1 701	1,000 00000	54 040	54,040 00	37 999	37,999 15	-16,040 85
EXPEDITORS INTL WAS	03/10/11	11/06/12	1 663	1,000 00000	47 040	47,040 00	37 999	37,999 15	-9,040 85
Subtotal for 2 positions				2,000 00000		101,080 00		75,998 30	-25,081 70
MASCO CORPORATION	09/12/91	11/06/12	21 167	23,077 00000	0 011	261 00	16 400	378,454 32	378,193 32
MASCO CORPORATION	09/12/91	11/06/12	21 167	25,000 00000	0 011	282 75	16 500	412,490 76	412,208 01
Subtotal for 2 positions				48,077 00000		543.75		790,945 08	790,401 33
CISCO SYSTEMS INC	12/17/01	11/14/12	10 918	1,990 00000	19 622	39,046 79	18 060	35,938 59	-3,108 20
CISCO SYSTEMS INC	05/21/02	11/14/12	10 493	300 00000	16 350	4,905 00	18 060	5,417 88	512 88
CISCO SYSTEMS INC	06/28/02	11/14/12	10 389	200 00000	14 062	2,812 38	18 060	3,611 92	799 54
CISCO SYSTEMS INC	07/30/02	11/14/12	10 301	1,200 00000	13 134	15,760 44	18 060	21,671 51	5,911 07
CISCO SYSTEMS INC	10/17/02	11/14/12	10 085	300 00000	10 600	3,180 00	18 060	5,417 88	2,237 88
CISCO SYSTEMS INC	07/11/03	11/14/12	9 353	800 00000	18 700	14,960 00	18 060	14,447 68	-512 32
CISCO SYSTEMS INC	10/12/04	11/14/12	8 096	500 00000	18 840	9,420 00	18 060	9,029 80	-390 20
CISCO SYSTEMS INC	06/20/06	11/14/12	6 408	100 00000	19.820	1,982 00	18 060	1,805 96	-176 04
CISCO SYSTEMS INC	08/29/06	11/14/12	6 216	300 00000	21 610	6,483 00	18 060	5,417 88	-1,065 12
CISCO SYSTEMS INC	08/30/06	11/14/12	6 214	200 00000	21 684	4,336 82	18 060	3,611 91	-724 91
Subtotal for 10 positions				5,890 00000		102,886 43		106,371 01	3,484 58
ALLSCRIPTS HEALTHCA	04/22/10	11/19/12	2 581	1,200 00000	16 700	20,040 00	12 460	14,951 66	-5,088 34
MASCO CORPORATION	09/12/91	11/21/12	21 208	11,800 00000	0 011	133 46	16 600	195,875 61	195,742 15
MASCO CORPORATION	09/12/91	11/21/12	21 208	13,200 00000	0 011	149 29	16 600	219,115 09	218,965 80
Subtotal for 2 positions				25,000 00000		282 75		414,990 70	414,707 95
MASCO CORPORATION	09/12/91	11/23/12	21 214	1,226 00000	0 011	13 87	16 790	20,584 08	20,570.21
MASCO CORPORATION	09/12/91	11/23/12	21 214	900 00000	0 011	10 18	16 790	15,110 66	15,100 48
MASCO CORPORATION	09/12/91	11/23/12	21 214	200 00000	0 011	2 26	16 790	3,357 92	3,355 66
MASCO CORPORATION	09/12/91	11/23/12	21 214	500 00000	0 011	5 65	16 790	8,394 81	8,389 16
MASCO CORPORATION	09/12/91	11/23/12	21 214	100 00000	0 011	1 13	16 790	1,678 96	1,677 83
MASCO CORPORATION	09/12/91	11/23/12	21 214	200 00000	0 011	2 26	16 790	3,357 92	3,355 66
MASCO CORPORATION	09/12/91	11/23/12	21 214	600 00000	0 011	6 79	16 790	10,073 77	10,066 98
MASCO CORPORATION	09/12/91	11/23/12	21 214	300 00000	0 011	3 39	16 790	5,036 89	5,033 50
MASCO CORPORATION	09/12/91	11/23/12	21 214	100 00000	0 011	1 13	16 790	1,678 96	1,677 83
MASCO CORPORATION	09/12/91	11/23/12	21 214	100 00000	0 011	1 13	16 790	1,678 96	1,677 83
MASCO CORPORATION	09/12/91	11/23/12	21 214	100 00000	0 011	1 13	16 790	1,678 96	1,677 83
MASCO CORPORATION	09/12/91	11/23/12	21 214	100 00000	0 011	1 13	16 790	1,678 96	1,677 83
MASCO CORPORATION	09/12/91	11/23/12	21 214	300 00000	0 011	3 39	16 790	5,036 89	5,033.50
MASCO CORPORATION	09/12/91	11/23/12	21 214	100 00000	0 011	1 13	16.790	1,678 96	1,677 83
MASCO CORPORATION	09/12/91	11/23/12	21 214	200.00000	0 011	2 26	16 790	3,357 92	3,355 66
MASCO CORPORATION	09/12/91	11/23/12	21 214	500 00000	0 011	5 66	16 790	8,394 81	8,389 15
MASCO CORPORATION	09/12/91	11/23/12	21 214	100 00000	0 011	1 13	16 790	1,678 96	1,677 83
MASCO CORPORATION	09/12/91	11/23/12	21 214	200 00000	0 011	2 26	16 790	3,357 92	3,355 66
MASCO CORPORATION	09/12/91	11/23/12	21 214	100 00000	0 011	1 13	16 790	1,678 96	1,677 83
MASCO CORPORATION	09/12/91	11/23/12	21 214	767 00000	0 011	8 67	16 790	12,877 64	12,868.97
MASCO CORPORATION	09/12/91	11/23/12	21 214	100 00000	0 011	1 13	16 790	1,678 96	1,677 83
MASCO CORPORATION	09/12/91	11/23/12	21 214	655 00000	0 011	7 41	16 790	10,997 20	10,989 79
MASCO CORPORATION	09/12/91	11/23/12	21 214	700 00000	0 011	7 92	16 790	11,752 74	11,744 82
MASCO CORPORATION	09/12/91	11/23/12	21 214	100.00000	0 011	1 13	16 790	1,678 96	1,677 83
MASCO CORPORATION	09/12/91	11/23/12	21 214	2,200 00000	0 011	24 88	16 790	36,937 17	36,912 29
MASCO CORPORATION	09/12/91	11/23/12	21 214	14,552 00000	0 011	164 58	16 790	244,322 61	244,158 03
Subtotal for 26 positions				25,000 00000		282 73		419,740 55	419,457 82
BANK OF AMERICA COR	12/09/05	11/26/12	6 970	85 36000	78 682	6,716 33	9 850	840 78	-5,875 55
BANK OF AMERICA COR	12/09/05	11/26/12	6 970	532 89000	78 673	41,924 15	9 850	5,248.85	-36,675 30
BANK OF AMERICA COR	01/10/06	11/26/12	6 882	257 85000	81 674	21,059 61	9 850	2,539 77	-18,519 84
BANK OF AMERICA COR	01/11/06	11/26/12	6 879	171 90000	82 169	14,124 82	9 850	1,693 18	-12,431 64
BANK OF AMERICA COR	11/21/06	11/26/12	6 019	8,952 00000	54 770	490,301 04	9 850	88,175 21	-402,125 83
Subtotal for 5 positions				10,000 00000		574,125 95		98,497 79	-475,628 16
MASCO CORPORATION	09/12/91	11/26/12	21 222	10,000 00000	0 011	113 10	16 950	169,496 20	169,383 10
MASCO CORPORATION	09/12/91	11/26/12	21 222	775 00000	0 011	8 77	17 000	13,174 70	13,165 93
Subtotal for 2 positions				10,775 00000		121 87		182,670 90	182,549 03
MASCO CORPORATION	09/12/91	11/27/12	21 225	5,000 00000	0 011	56 55	17 000	84,998 10	84,941 55
MASCO CORPORATION	09/12/91	11/27/12	21 225	1,200 00000	0 011	13 57	17 000	20,399 54	20,385 97
MASCO CORPORATION	09/12/91	11/27/12	21 225	18 00000	0 011	0 20	16 999	305 99	305 79
MASCO CORPORATION	09/12/91	11/27/12	21 225	8,007 00000	0 011	90 56	17.000	136,115 95	136,025 39
Subtotal for 4 positions				14,225 00000		160 88		241,819 58	241,658 70
MASCO CORPORATION	09/12/91	11/29/12	21 230	15,000 00000	0 011	169 65	17 100	256,494 25	256,324 60

Sold Securities
Manoogian Simone Foundation #38-1799107
Date Range - 01/01/2012 Thru 12/31/2012

Security	Acquisition Date	Sale Date	Years Held	Unit Quantity	Unit Cost	Total Cost	Sale Price	Proceeds	Realized Gain/Loss
TEVA PHARMACHEUTICL	04/29/10	11/30/12	2 592	1,000 00000	58 040	58,040 00	40 199	40,199 10	-17,840 90
TEVA PHARMACHEUTICL	07/23/10	11/30/12	2 359	1,000 00000	52 040	52,040 00	40 199	40,199 10	-11,840 90
TEVA PHARMACHEUTICL	04/14/11	11/30/12	1 633	1,000 00000	49 040	49,040 00	40 199	40,199 10	-8,840 90
TEVA PHARMACHEUTICL	07/27/11	11/30/12	1 348	1,000 00000	45 300	45,300 00	40 199	40,199 10	-5,100 90
Subtotal for 4 positions				4,000 00000		204,420 00		160,796 40	-43,623 60
BANK OF AMERICA COR	11/21/06	12/05/12	6 044	1,048 00000	54 770	57,398 96	10 200	10,689 36	-46,709 60
BANK OF AMERICA COR	12/05/06	12/05/12	6 005	5,000 00000	52 650	263,250 00	10 200	50,998 86	-212,251 14
BANK OF AMERICA COR	03/14/07	12/05/12	5 734	2,500 00000	49,200	123,000 00	10 200	25,499 43	-97,500 57
Subtotal for 3 positions				8,548 00000		443,648 96		87,187 65	-356,461 31
VEOLIA ENVIRONNEMEN	12/14/07	12/12/12	5 000	1,000 00000	88 310	88,310 00	11 440	11,439 74	-76,870 26
STAPLES INC	02/07/02	12/18/12	10 868	150 00000	11 458	1,718 64	12 000	1,799 96	81 32
STAPLES INC	02/08/02	12/18/12	10 866	750 00000	11 276	8,456 65	12 000	8,999 80	543 15
STAPLES INC	04/08/02	12/18/12	10 704	750 00000	13 940	10,455 35	12 000	8,999 80	-1,455 55
STAPLES INC	05/21/02	12/18/12	10 586	300 00000	14 660	4,398 00	12 000	3,599 92	-798 08
STAPLES INC	06/28/02	12/18/12	10 482	150 00000	13 122	1,968 37	12 000	1,799 96	-168 41
STAPLES INC	08/23/02	12/18/12	10 329	1,350 00000	9 679	13,066 20	12 000	16,199.64	3,133 44
STAPLES INC	10/17/02	12/18/12	10 178	300 00000	10 350	3,104 98	12 000	3,599 92	494 94
STAPLES INC	10/12/04	12/18/12	8 189	150 00000	19 467	2,920 00	12 000	1,799 96	-1,120 04
STAPLES INC	06/20/06	12/18/12	6 501	100 00000	24 464	2,446 36	12 000	1,199 97	-1,246 39
STAPLES INC	11/16/06	12/18/12	6 093	600 00000	26 223	15,734 04	12 000	7,199 84	-8,534 20
STAPLES INC	01/11/07	12/18/12	5 940	300 00000	26 635	7,990 50	12 000	3,599 92	-4,390 58
STAPLES INC	01/11/07	12/18/12	5 940	200 00000	26 707	5,341 32	12 000	2,399 94	-2,941 38
Subtotal for 12 positions				5,100 00000		77,600 41		61,198 63	-16,401 78
Total Long Term Activity:						10,550,758 63		13,487,321 52	2,936,562 89

Federal Statements

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Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Morgan Stanley - Nondividend	\$ 369		\$
Morgan Stanley- Miscellaneous	1	1	
Charles Schwab - Nondividend	150		
Charles Schwab - Ptrship Dist	100	100	
Long Point Capital	-44,128	-44,128	
Total	\$ -43,508	\$ -44,027	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Michael J. Alexander, CPA	\$ 2,196	\$	\$	\$ 2,196
Total	\$ 2,196	\$ 0	\$ 0	\$ 2,196

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Federal Excise Tax	\$ 119,632	\$	\$	
Foreign Taxes	8,167	8,167		
Michigan Annual Report	20			20
Total	\$ 127,819	\$ 8,167	\$ 0	\$ 20

Federal Statements

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Statement 4 - Form 990-PF, Part I, Line 19 - Depreciation

Description		Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
Equipment		8/15/95	\$ 37,523	\$ 37,523	S/L	5	\$	\$	\$
Equipment		7/19/95	4,837	4,837	S/L	5			
Total			\$ 42,360	\$ 42,360			\$ 0	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
Deductions Related to Portfolio	1,589	1,589		
Broker Fees	555	555		
Total	\$ 2,144	\$ 2,144	\$ 0	\$ 0

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
See Schedule	\$ 10,582,465	\$ 10,777,921	Market	\$ 56,323,165
Total	\$ 10,582,465	\$ 10,777,921		\$ 56,323,165

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
See Schedule	\$ 508,293	\$ 508,293	Market	\$ 581,715
Total	\$ 508,293	\$ 508,293		\$ 581,715

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Mutual Funds - See Schedule	\$ 24,652,005	\$ 29,129,262	Market	\$ 28,526,751
Long Pointe Capital	1,119,352	5,535	Cost	5,535
Other Investments - See Schedule		1,112,403	Market	1,110,776
Total	\$ 25,771,357	\$ 30,247,200		\$ 29,643,062

Statement 9 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
	\$	\$ 42,360	\$ 42,360	\$
Total	\$ 0	\$ 42,360	\$ 42,360	\$ 0

Federal Statements

Statement 10 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
Fine Art Objects - Manuscripts	\$ 46,000	\$ 46,000	\$ 46,000
Prepaid Federal Excise Tax	12,524		
Total	\$ 58,524	\$ 46,000	\$ 46,000

Statement 11 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
Federal Excise Tax Payable	\$	\$ 32,108
Total	\$ 0	\$ 32,108

Statement 12 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
Unrealized Loss - Long Pointe Capital	\$ 629,671
Other Portfolio Deductions - Long Pointe Capital	11
Total	\$ 629,682

Federal Statements

Statement 13 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue

<u>Description</u>	<u>Business Code</u>	<u>Unrelated Amount</u>	<u>Exclusion Code</u>	<u>Exclusion Amount</u>	<u>Related Income</u>
Morgan Stanley - Nondividen		\$		\$	\$ 369
Morgan Stanley- Miscellaneo					1
Charles Schwab - Nondividen					150
Charles Schwab - Ptrship Di					100
Long Point Capital					-44,128
Total		\$ 0		\$ 0	\$ -43,508

Federal Asset Report

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Asset	Description	Date In Service	Cost	Bus %	Sec 179	Bonus	Basis for Depr	PerConv Meth	Prior	Current
Other Depreciation:										
1	Equipment	8/15/95	37,523				37,523	5 MO S/L	37,523	0
2	Equipment	7/19/95	4,837				4,837	5 MO S/L	4,837	0
Total Other Depreciation			<u>42,360</u>				<u>42,360</u>		<u>42,360</u>	<u>0</u>
Total ACRS and Other Depreciation			<u>42,360</u>				<u>42,360</u>		<u>42,360</u>	<u>0</u>
Grand Totals			42,360				42,360		42,360	0
Less: Dispositions and Transfers			0				0		0	0
Less: Start-up/Org Expense			0				0		0	0
Net Grand Totals			<u>42,360</u>				<u>42,360</u>		<u>42,360</u>	<u>0</u>

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AMT Asset Report

FYE: 12/31/2012

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Asset	Description	Date In Service	Cost	Bus %	Sec 179 Bonus	Basis for Depr	PerConv Meth	Prior	Current
Other Depreciation:									
1	Equipment	8/15/95	0			0	0 HY	0	0
2	Equipment	7/19/95	0			0	0 HY	0	0
	Total Other Depreciation		<u>0</u>			<u>0</u>		<u>0</u>	<u>0</u>
	Total ACRS and Other Depreciation		<u>0</u>			<u>0</u>		<u>0</u>	<u>0</u>
	Grand Totals		0			0		0	0
	Less: Dispositions and Transfers		<u>0</u>			<u>0</u>		<u>0</u>	<u>0</u>
	Net Grand Totals		<u>0</u>			<u>0</u>		<u>0</u>	<u>0</u>

Manoogian Simone Foundation 38-1799107
2012 Return of Private Foundation, Form 990-PF

Schedule Attached to and Made Part of Form 990-PF
for the year ended December 31, 2012

Page 2, Part II, Balance Sheets

		End of Year	
		Book Value	Fair Market Value
<u>Line 2 - Savings and Temporary Cash Investments:</u>	(b)	(c)	
Smith Barney - Broker Account		1,559	1,559
Smith Barney - Money Fund Account		93,829	93,829
Smith Barney - Legg Mason Liquid Reserve Account		6,025,632	6,025,632
Charles Schwab Broker Account		<u>3,788,311</u>	<u>3,788,311</u>
Totals		<u>9,909,331</u>	<u>9,909,331</u>

Manoogian Simone Foundation 38-1799107
2012 Return of Private Foundation, Form 990-PF

Schedule Attached to and Made Part of Form 990-PF
for the year ended December 31, 2012

Page 2, Part II, Balance Sheets

Line 10 b - Investments: Corporate Stock	Number of Shares	(b)	End of Year	
			Book Value	Fair Market Value
Corporate Name			(c)	
<u>Common Stocks</u>				
ABBOTT LABORATORIES	2,000.00000		134,400.00	131,000.00
ACCENTURE PLC	3,500.00000		91,864.10	232,750.00
ADOBE SYSTEMS INC	2,300.00000		61,386.86	86,664.00
AFLAC INC	2,100.00000		82,586.13	111,552.00
ALLIANZGI EQUITY	1,000.00000		25,000.00	16,640.00
ALTRIA GROUP INC	5,000.00000		96,248.54	157,200.00
AMERICAN TOWER CORP	800.00000		39,424.00	61,816.00
AMGEN INC	1,500.00000		89,220.90	129,300.00
ANHEUSER-BUSCH INC	1,000.00000		54,540.00	87,410.00
APPLE INC	100.00000		59,633.75	53,217.30
AT&T INC	6,037.00000		30,003.53	203,507.27
BARD C R INC	1,100.00000		53,591.37	107,514.00
BAXTER INTL INC	3,000.00000		115,920.77	199,980.00
BCE, INC.	1,000.00000		40,646.20	42,940.00
BHP BILLITON LTD	1,000.00000		70,878.30	78,420.00
BLACKROCK KELSO CAP	2,111.48100		19,734.32	21,241.50
BOEING COMPANY	1,500.00000		129,940.00	113,040.00
BP P L C	1,000.00000		52,590.00	41,640.00
BRISTOL MYERS SQUIB	2,500.00000		81,850.00	81,475.00
CAMPBELL SOUP	1,000.00000		34,500.00	34,890.00
CERNER CORP	1,000.00000		71,040.00	77,510.00
CHICAGO BRIDGE IRON	1,243.00000		48,509.70	57,613.05
CHURCH & DWIGHT CO	1,000.00000		50,689.90	53,570.00
CLOROX COMPANY	1,000.00000		63,090.00	73,220.00
COACH INC	2,100.00000		99,800.91	116,571.00
COLGATE PALMOLIVE	2,040.00000		118,972.11	213,261.60
COMERICA INC	53,900.00000		83,410.08	1,635,326.00
CONOCOPHILLIPS	1,220.00000		10,907.22	70,747.80
CONSOLIDATED EDISON	1,000.00000		48,890.00	55,540.00
CORE LABORATORIES N	1,000.00000		83,790.00	109,310.00
DEVON ENERGY CORP	2,230.00000		58,657.29	116,049.20
DIAGEO PLC	1,150.00000		73,075.94	134,067.00
DOUBLELINE OPPORTUN	1,025.27580		27,174.28	27,682.45
DUKE ENERGY CORP	666.00000		37,082.88	42,490.80
ECOLAB INC	2,200.00000		62,204.37	158,180.00
ELECTRONIC ARTS	1,500.00000		51,620.96	21,780.00
ELI LILLY & CO	800.00000		52,976.40	39,456.00
EMC CORP MASS	4,000.00000		48,514.46	101,200.00
EMERSON ELECTRIC CO	3,480.00000		128,523.65	184,300.80
EOG RESOURCES INC	1,400.00000		44,633.06	169,106.00
EXELON CORP	3,500.00000		53,742.94	104,090.00

Manoogian Simone Foundation 38-1799107
2012 Return of Private Foundation, Form 990-PF

Schedule Attached to and Made Part of Form 990-PF
for the year ended December 31, 2012

Page 2, Part II, Balance Sheets

Line 10 b - Investments: Corporate Stock	Number of Shares	(b)	End of Year	
			Book Value	Fair Market Value
Corporate Name			(c)	
EXPRESS SCRIPTS INC	1,620.00000		91,513.79	87,480.00
EXXON MOBIL CORP	14,392.00000		130,642.77	1,245,627.60
FINANCIAL SELECT E	1,000.00000		15,690.00	16,390.00
FISERV INC	500.00000		17,277.14	39,515.00
FORD MOTOR CO	5,000.00000		59,200.00	64,750.00
FREEPORT-MCMORAN	4,000.00000		163,660.00	136,800.00
GENERAL ELECTRIC CO	1,000.00000		22,900.00	20,990.00
GILEAD SCIENCES INC	5,400.00000		74,956.94	396,630.00
GLU MOBILE INC	2,000.00000		6,650.00	4,560.00
GOLDMAN,SACHS GROUP	3,000.00000		404,645.00	382,680.00
GOOGLE INC CL A	590.00000		261,021.63	417,354.20
HALLIBURTON CO	3,000.00000		89,880.00	104,070.00
HARRY WINSTON DIAMO	2,000.00000		22,080.00	28,140.00
HEINZ H J CO	1,000.00000		57,500.00	57,680.00
HERSHEY COMPANY	1,000.00000		69,500.00	72,220.00
HONEYWELL INC	1,500.00000		71,081.04	95,205.00
INTEL CORPORATION	4,380.00000		101,069.35	90,315.60
INT'L BUS MACH CORP	500.00000		98,210.00	95,775.00
INTUITIVE SURGICAL	500.00000		128,332.50	245,185.00
ISHARES BARCLAYS TR	2,000.00000		207,430.00	242,820.00
JOHNSON & JOHNSON	9,452.00000		554,654.65	662,585.20
KELLOGG COMPANY	2,940.00000		129,700.45	164,199.00
LABORATORY CORP AME	600.00000		41,249.04	51,972.00
LAS VEGAS SANDS COR	4,000.00000		314,575.00	184,640.00
MACY'S INC.	1,000.00000		37,750.00	39,020.00
MARKET VECTORS VIET	1,000.00000		24,340.00	18,000.00
MASCO CORPORATION	2,425,000.00000		770,598.92	40,400,500.00
MCDONALDS CORP	1,900.00000		86,154.69	167,599.00
METTLER-TOLEDO INTL	600.00000		46,349.19	115,980.00
MICROSOFT CORP	800.00000		20,768.00	21,368.00
MILLICOM INTL CELL	1,000.00000		86,750.00	85,600.00
MONSANTO CO NEW	1,200.00000		64,097.07	113,580.00
NOBLE CORP-CHF	1,960.00000		74,534.19	68,247.20
NORDSTROM INC	1,000.00000		51,900.00	53,500.00
OCEAN RIG UDW	7.00000		99.31	104.49
OMNICOM GROUP INC	2,480.00000		88,771.98	123,900.80
PARKER HANNIFIN	750.00000		43,193.42	63,795.00
PEMBINA PIPELINE	850.00000		23,280.00	24,344.00
PENTAIR LTD	1,000.00000		44,120.00	49,150.00
PEPSICO INC	3,680.00000		169,337.52	251,822.40
PHILIP MORRIS INTL	5,000.00000		219,320.42	418,200.00
PHILLIPS 66	610.00000		36,701.80	32,391.00
PIMCO CORP OPPTY FD	6,000.00000		93,390.00	116,460.00

Manoogian Simone Foundation 38-1799107
2012 Return of Private Foundation, Form 990-PF

Schedule Attached to and Made Part of Form 990-PF
for the year ended December 31, 2012

Page 2, Part II, Balance Sheets

Line 10 b - Investments: Corporate Stock	Number of Shares	(b)	End of Year	
			Book Value	(c) Fair Market Value
Corporate Name				
PIMCO HIGH INCOME	5,000.00000		52,050.00	52,400.00
PLUM CREEK TIMBER	5,000.00000		190,870.00	221,850.00
POTASH CORP	2,000.00000		97,080.00	81,380.00
POWERSHARES FINANC	7,000.00000		115,690.00	127,960.00
PRAXAIR INC	700.00000		44,677.87	76,615.00
PROCTER & GAMBLE CO	5,100.00000		258,619.74	346,239.00
QUALCOMM INC	1,000.00000		42,824.56	61,860.00
SCHLUMBERGER LTD	2,900.00000		96,003.36	200,967.10
SIEMENS A G SPONS	2,000.00000		187,780.00	218,940.00
SPDR GOLD TR GOLD	2,000.00000		317,580.00	324,040.00
STARBUCKS CORP	1,800.00000		61,198.00	96,534.00
SUNCOR ENERGY INC.	1,000.00000		29,540.00	32,980.00
TARGET CORP	2,850.00000		124,677.28	168,634.50
TATA MOTORS LTD	3,000.00000		50,338.00	86,160.00
TELEFONICA S.A. SPO	9,000.00000		193,950.00	121,410.00
TEXAS INSTRUMENTS	4,100.00000		90,273.66	126,649.00
TORONTO DOMINION B	750.00000		62,062.50	63,247.50
TWO HARBORS	2,000.00000		20,280.00	22,160.00
UNITED TECHNOLOGIES	4,100.00000		200,385.45	336,241.00
UNITEDHEALTH GROUP	2,000.00000		61,080.00	108,480.00
VALERO ENERGY CORP	1,300.00000		57,405.63	44,356.00
VERIZON COMMUNICATIONS	1,414.00000		12,097.91	61,183.78
VISA INC CLASS A	750.00000		95,697.50	113,685.00
WALGREEN COMPANY	3,500.00000		117,716.49	129,535.00
WASTE MGMT INC DEL	4,000.00000		132,730.00	134,960.00
WELLPOINT INC	1,000.00000		55,350.00	60,920.00
WHIRLPOOL CORP	1,000.00000		64,540.00	101,750.00
WHOLE FOODS MARKET	750.00000		69,525.00	68,370.00
YAHOO INC	800.00000		25,163.01	15,920.00
ZIMMER HLDGS INC	1,400.00000		54,593.98	93,324.00
		Totals	<u>10,777,920.67</u>	<u>56,323,165.13</u>

Manoogian Simone Foundation 38-1799107
2012 Return of Private Foundation, Form 990-PF

Schedule Attached to and Made Part of Form 990-PF
for the year ended December 31, 2012

Page 2, Part II, Balance Sheets

Line 10 c -Investments: Corporate Bonds	Number of Shares	(b)	End of Year	
			Book Value	(c) Fair Market Value
Corporate Name				
Masco Corp Notes				
Reg. DTD 3/10/10	500		508,293	581,715
Int: 7.125%, Maty 03/15/2020			508,293	581,715

Manoogian Simone Foundation 38-1799107
2012 Return of Private Foundation, Form 990-PF

Schedule Attached to and Made Part of Form 990-PF
for the year ended December 31, 2012

Page 2, Part II, Balance Sheets

Line 13 - Investments: Other	Number of Shares	(b)	End of Year	
			Book Value	(c) Fair Market Value
<u>Mutual Funds</u>				
DELAWARE EMRG MKTS	0.00100		0.01	0.01
DELEWARE DIV INCOME	39,718.34700		512,962.96	439,682.10
DELEWARE INTL VALUE	0.01100		0.11	0.13
DOUBLELINE CORE FIX	67,029.89700		762,890.13	760,119.03
DOUBLELINE TOTAL RE	447,641.64500		5,102,040.32	5,071,779.84
FRANKLIN EUROPEAN	53,227.00200		1,274,611.24	1,102,331.21
FRANKLIN INCOME FD	579,807.68300		1,535,166.92	1,298,769.21
FRANKLIN MUTUAL GLB	210,962.96800		6,354,896.09	5,963,923.11
INVESCO ASIAN PACF	94,515.96700		2,625,115.42	2,949,843.33
INVESCO DEVELOP MKT	14,209.52400		451,952.69	480,992.39
INVESCO DYNAMICS	24,911.12700		620,023.18	576,194.37
PIMCO INCM INST CL	420,698.21900		5,129,022.00	5,199,829.99
PIMCO TOTAL RETURN	172,562.55400		2,000,076.00	1,939,603.11
TEMPLETON BRIC CL A	56,989.42800		749,653.51	673,045.14
TEMPLETON GLBL BOND	64,887.75500		750,535.69	868,198.16
TEMPLETON INCOME	421,908.76800		1,260,314.95	1,202,439.99
Totals			29,129,261.22	28,526,751.12

Manoogian Simone Foundation 38-1799107
2012 Return of Private Foundation, Form 990-PF

Schedule Attached to and Made Part of Form 990-PF
for the year ended December 31, 2012

Page 2, Part II, Balance Sheets

Line 13 - Investments: Other	Number of Shares	(b)	End of Year	
			Book Value	(c) Fair Market Value
Other Investments				
ANNALY CAPITAL	2,000.00000		29,200.00	28,080.00
BLACKSTONE GROUP LP	1,000.00000		14,330.00	15,590.00
CHIMERA INVESTMENT	5,000.00000		13,295.00	13,050.00
DIGITAL REALTY TR	1,500.00000		107,130.00	101,835.00
ISHARE TR - S&P	750.00000		56,925.00	58,575.00
ISHARES GLOBAL TIMB	750.00000		30,937.50	33,930.00
ISHARES GOLD TRUST	1,000.00000		17,200.00	16,279.00
ISHARES IBOXB BOND	2,250.00000		244,264.70	272,227.50
ISHARES JPM EMB	504.94640		60,878.32	62,002.37
MARKET VECTORS JR	4,000.00000		110,980.00	79,160.00
PROSHARES SHORT SP	1,000.00000		34,900.00	34,030.00
SECTOR SPDR TR TECH	1,000.00000		29,250.00	28,850.00
SELECT SECTOR SPDR	2,000.00000		70,800.00	69,842.00
SPDR S&P BIOTECH	1,500.00000		126,937.50	131,865.00
VANGUARD REIT ETF	2,000.00000		131,930.00	131,600.00
VANGUARD S&P500 GRO	500.00000		33,445.00	33,860.00
Totals			1,112,403.02	1,110,775.87

Manoogian Simone Foundation 38-1799107
2012 Return of Private Foundation, Form 990-PF
for the year ended December 31, 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
Armenian Eyecare Project P. O. Box 5630 Newport Beach, CA 92662	Public	Operating Fund	25,000
Armenian General Benevolent Union 55 E. 59th Street New York, NY 10022	Public	Operating Fund	1,700,000
Children of Armenia Fund - COAF 111 West 57th Street, Suite 1101 New York, NY 10019	Public	Operating Fund	350,000
City Harvest 6 East 32nd Street, 5th Floor New York, NY 10016	Public	Operating Fund	10,000
Coalition for the Homeless 129 Fulton Street New York, NY 10038	Public	Operating Fund	10,000
Doctors Without Borders 333 Seventh Ave., 2nd Floor New York, NY 10001-5004	Public	Operating Fund	50,000
Kiva.Org 3180 18th Street, Suite 201 San Francisco, CA 94110	Public	Operating Fund	10,000
Mayor's Fund to Advance New York City 253 Broadway, 8th Floor New York, NY 10007	Public	Operating Fund	250,000
People Assisting the Homeless-Path 340 North Madison Avenue Los Angeles, CA 90004	Public	Operating Fund	25,000
Planned Parenthood Federation of America, Inc. 434 W. 33rd Street New York, NY 10001	Public	Operating Fund	5,000

Manoogian Simone Foundation 38-1799107
2012 Return of Private Foundation, Form 990-PF
for the year ended December 31, 2012

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

<u>Recipients Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Police Athletic League, Inc. 34-1/2 East 12th Street New York, NY 10003	Public	Operating Fund	58,450
WNET New York Public Media 825 Eighth Avenue New York, NY 10019-7435	Public	Operating Fund	7,500
Total Charitable Contributions			<u>2,500,950</u>

Manoogian Simone Foundation 38-1799107
2012 Return of Private Foundation, Form 990-PF
for the year ended December 31, 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>
American University of Armenia Corp. 300 Lakeside Drive, 12th Floor Oakland, CA 94612	Public	Operating Fund	1,525,000
Georgetown University Box 0734 Washington, DC 20073-0734	Public	Operating Fund	5,000
University of Michigan College of Literature, Science and Arts Office of the Dean Suite 2005 500 South State Street Ann Arbor, MI 48109-1382	Public	Operating Fund	100,000
Total Educational Contributions			<u>1,630,000</u>

Manoogian Simone Foundation 38-1799107
2012 Return of Private Foundation, Form 990-PF
for the year ended December 31, 2012

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

<u>Recipients Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
The Armenian Apostolic Society 22001 Northwestern Hwy. Southfield, MI 48075	Public	Operating Fund	1,000
Diocese of the Armenian Church 630 Second Avenue New York, NY 10016	Public	Operating Fund	15,000
Western Diocese of the Armenian Church of North America 3325 North Glenoaks Blvd. Burbank, CA 91504	Public	Operating Fund	5,000
Total Religious and Cultural Contributions			<u>21,000</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>
Morgan Stanley	\$ 14,849		14		
Morgan Stanley	12,101		14		
Charles Schwab	125		14		
Long Pointe Capital	3		14		
Total	<u>\$ 27,078</u>				

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>
Morgan Stanley	\$ 296,604		14		
Masco Corporation	865,594		14		
Charles Schwab	339,073		14		
Morgan Stanley	463,503		14		
Total	<u>\$ 1,964,774</u>				

Form **8868**

(Rev. January 2013)

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

OMB No 1545-1709

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

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

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

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	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	Manoogian Simone Foundation	38-1799107
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 21001 Van Born Road	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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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

Scott Sinclair, CPA
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 **08/15/13**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☒ calendar year **2012** 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	\$	177,524
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	\$	87,524
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	\$	90,000

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.

DAA

Form **8868** (Rev. 1-2013)