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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 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 or province, country, and ZIP or foreign postal 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) ▶ \$ 112,860,601	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)
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	6,109	6,109		
4	Dividends and interest from securities	2,200,605	2,200,605		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	4,985,907			
b	Gross sales price for all assets on line 6a 18,184,281				
7	Capital gain net income (from Part IV, line 2)		4,985,907		
8	Net short-term capital gain			0	
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	-1,359	-1,642		
12	Total. Add lines 1 through 11	7,191,262	7,190,979	0	
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	2,284			2,284
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) Stmt 3	91,413	19,714		20
19	Depreciation (attach schedule) and depletion Stmt 4				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch) Stmt 5	3,316	3,316		
24	Total operating and administrative expenses. Add lines 13 through 23	97,013	23,030	0	2,304
25	Contributions, gifts, grants paid	7,109,000			7,109,000
26	Total expenses and disbursements. Add lines 24 and 25	7,206,013	23,030	0	7,111,304
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-14,751			
b	Net investment income (if negative, enter -0-)		7,167,949		
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	9,909,331	14,120,112	14,120,112
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach 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	10,777,921	12,336,644	72,594,935
	c Investments – corporate bonds (attach schedule) See Stmt 7	508,293	508,293	571,250
	11 Investments – land, buildings, and equipment basis ▶			
Less: accumulated depreciation (attach sch) ▶				
12 Investments – mortgage loans				
13 Investments – other (attach schedule) See Statement 8	30,247,200	24,402,234	25,482,091	
14 Land, buildings, and equipment basis ▶ 42,360				
Less: accumulated depreciation (attach sch) ▶ Stmt 9 42,360				
15 Other assets (describe ▶ See Statement 10)	46,000	92,213	92,213	
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	51,488,745	51,459,496	112,860,601	
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	17,610	
	23 Total liabilities (add lines 17 through 22)	32,108	17,610	
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	51,456,637	51,441,886	
	30 Total net assets or fund balances (see instructions)	51,456,637	51,441,886	
	31 Total liabilities and net assets/fund balances (see instructions)	51,488,745	51,459,496	

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	51,456,637
2 Enter amount from Part I, line 27a	2	-14,751
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	51,441,886
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	51,441,886

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			(l) 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	4,985,907
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	-245,947

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))
2012	4,155,716	89,018,629	0.046684
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

2 Total of line 1, column (d)	2	0.281616
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	0.056323
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	107,079,984
5 Multiply line 4 by line 3	5	6,031,066
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	71,679
7 Add lines 5 and 6	7	6,102,745
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	7,111,304

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	71,679
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	71,679
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	71,679
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	117,892
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	207,892
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	136,213
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 136,213 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?		
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 2013 or the taxable year beginning in 2013 (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 2013, 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 2013? 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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 2013 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 2013.) 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 2013?	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** ☐ Yes ☒ No **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
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	67,102,498
b	Average of monthly cash balances	1b	9,332,065
c	Fair market value of all other assets (see instructions)	1c	32,276,081
d	Total (add lines 1a, b, and c)	1d	108,710,644
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	108,710,644
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	1,630,660
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	107,079,984
6	Minimum investment return. Enter 5% of line 5	6	5,353,999

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	5,353,999
2a	Tax on investment income for 2013 from Part VI, line 5	2a	71,679
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	71,679
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,282,320
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	5,282,320
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	5,282,320

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	7,111,304
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	7,111,304
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	71,679
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,039,625

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				5,282,320
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			4,129,056	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4: \$ 7,111,304				
a Applied to 2012, but not more than line 2a			4,129,056	
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 2013 distributable amount				2,982,248
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (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				
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 2012. Subtract line 4a from line 2a. Taxable amount – see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				2,300,072
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 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9.				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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	673,000 5,625,000 811,000
Total			▶ 3a	7,109,000
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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	6,109	
4 Dividends and interest from securities			14	2,200,605	
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					4,985,907
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a _____					
b <u>Charles Schwab - Ptrship Dist</u>					1,205
c <u>KKR & Co, LP Ordinary Income</u>					-267
d <u>KKR Financial Ordinary Income</u>					-2,580
e <u>Long Pointe Cap Ordinary Inc</u>					283
12 Subtotal. Add columns (b), (d), and (e)		0		2,206,714	4,984,548
13 Total. Add line 12, columns (b), (d), and (e)				13	7,191,262

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

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

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2013
Name Manoogian Simone Foundation		Employer Identification Number 38-1799107
For calendar year 2013, or tax year beginning _____, and ending _____		

(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) Charles Schwab STCG Distributions	P	Various	Various
(4) Smith Barney LTCG Distributions	P	Various	Various
(5) Smith Barney LTCG Distribution	P	Various	Various
(6) Charles Schwab LTCG Distribution	P	Various	Various
(7) Bank of America Class Action Settle	P	Various	Various
(8) Tyco SEC Fair Fund Settlement	P	Various	Various
(9) Charles Schwab - Section 1250	P	Various	Various
(10) Long Pointe Capital	P	Various	Various
(11) KKR & Co LP	P	Various	Various
(12) KKR & Co LP	P	Various	Various
(13) KKR & Co LP - Section 1256	P	Various	Various
(14) KKR & Co LP - Section 1256	P	Various	Various
(15) KKR Financial Holding, LLC	P	Various	Various

(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) 4,988,097		5,234,831	-246,734
(2) 12,585,674		7,963,532	4,622,142
(3) 323			323
(4) 1,894			1,894
(5) 3,745			3,745
(6) 586,881			586,881
(7) 2,117			2,117
(8) 114			114
(9) 180			180
(10) 12,681			12,681
(11) 46			46
(12) 1,760			1,760
(13)		4	-4
(14)		7	-7
(15) 422			422

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)			-246,734
(2)			4,622,142
(3)			323
(4)			1,894
(5)			3,745
(6)			586,881
(7)			2,117
(8)			114
(9)			180
(10)			12,681
(11)			46
(12)			1,760
(13)			-4
(14)			-7
(15)			422

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2013
For calendar year 2013, or tax year beginning , and ending		

Name **Manoogian Simone Foundation** Employer Identification Number **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) KKR Financial Holding, LLC	P	Various	Various
(2)			
(3)			
(4)			
(5)			
(6)			
(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) 347			347
(2)			
(3)			
(4)			
(5)			
(6)			
(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) Gain (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)			347
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Sold Securities
Manoogian Simone Foundation #38-1799107
Date Range - 01/01/2013 Thru 12/31/2013

Security	Acquisition Date	Sale Date	Years Held	Unit Quantity	Total Cost	Unit Cost	Sale Price	Proceeds	Realized Gain/Loss
Short Term Activity:									
CONSTELLATION BRAND	02/05/13	02/14/13	0 025	750.00000	30 600	22,950.00	43 737	32,802 81	9,852 81
ISHARES IBOXX BOND	08/21/12	03/21/13	0 581	750 00000	118 500	88,875 00	119 565	89,674 10	799 10
ISHARES IBOXX BOND	02/08/13	03/21/13	0 112	2 33070	119.226	277 88	119 565	278 67	0 79
ISHARES IBOXX BOND	03/08/13	03/21/13	0 036	1 66930	118 918	198 51	119 565	199 59	1.08
ISHARES IBOXX BOND	03/08/13	03/21/13	0 036	0.69820	118 920	83 03	119.565	83.48	0 45
Subtotal for 4 positions	#####			754 69820		89,434.42		90,235.84	801 42
ISHARES JPM EMB	09/26/12	04/09/13	0 534	500 00000	120 550	60,275.00	118 480	59,239.90	-1,035 10
ISHARES JPM EMB	10/08/12	04/09/13	0.501	1 64740	121 428	200.04	118 478	195.18	-4.86
ISHARES JPM EMB	11/08/12	04/09/13	0 416	1 69100	121.827	206.01	118 480	200.35	-5 66
ISHARES JPM EMB	12/10/12	04/09/13	0.329	1 60800	122 680	197.27	118 483	190 52	-6 75
ISHARES JPM EMB	01/03/13	04/09/13	0.263	1 60150	123 309	197 48	118 483	189.75	-7.73
ISHARES JPM EMB	02/08/13	04/09/13	0.164	1 83890	119 637	220.00	118 478	217 87	-2.13
ISHARES JPM EMB	03/08/13	04/09/13	0 088	1 61320	118 566	191 27	118 479	191.13	-0.14
ISHARES JPM EMB	03/08/13	04/09/13	0 088	0 22220	118.542	26 34	118 497	26 33	-0 01
Subtotal for 8 positions	#####			510 22220		61,513 41		60,451 03	-1,062 38
BLACKROCK KESLO CAP	05/07/12	04/12/13	0 932	0.03300	9 394	0 31	9 697	0.32	0 01
VANGUARD S&P500 GRO	04/17/12	04/12/13	0 986	100 00000	66.890	6,689.00	73.481	7,348.06	659 06
VANGUARD S&P500 GRO	04/17/12	04/12/13	0 986	50 00000	66.890	3,344.50	73 481	3,674.03	329 53
VANGUARD S&P500 GRO	04/17/12	04/12/13	0 986	112 00000	66 890	7,491 68	73 481	8,229.82	738.14
VANGUARD S&P500 GRO	04/17/12	04/12/13	0 986	150 00000	66 890	10,033.50	73 480	11,022.07	988 57
VANGUARD S&P500 GRO	04/17/12	04/12/13	0 986	88 00000	66 890	5,886 32	73.481	6,466 29	579 97
VANGUARD S&P500 GRO	04/01/13	04/12/13	0 030	2 00000	73.740	147.48	73.480	146.96	-0 52
VANGUARD S&P500 GRO	04/01/13	04/12/13	0 030	0 05450	73 761	4 02	73 578	4 01	-0 01
Subtotal for 7 positions	#####			502 05450		33,596 50		36,891.24	3,294 74
ISHARES JPM EMB	04/08/13	04/19/13	0 030	1.00000	120 460	120.46	115 270	115 27	-5 19
ISHARES JPM EMB	04/08/13	04/19/13	0 030	0 74200	120 458	89 38	115 270	85 53	-3 85
Subtotal for 2 positions	#####			1 74200		209 84		200 80	-9.04
SILVER BAY RLTY TRT	04/24/13	04/24/13	0.000	0 64000	19 406	12 42	19 094	12 22	-0 20
WHOLE FOODS MARKET	01/30/13	05/29/13	0.326	0 94230	47 564	44 82	52 499	49 47	4 65
HEINZ H J CO	11/26/12	06/10/13	0.537	1,000 00000	57 500	57,500.00	72 500	72,500.00	15,000 00
PROSHARES SHORT SP	08/22/12	06/18/13	0 822	1,000 00000	34.900	34,900 00	28.783	28,782.55	-6,117.45
PIMCO EMRG MKTS COR	04/23/13	07/05/13	0 200	41,118 42100	12 162	500,076 00	11 260	462,993 42	-37,082 58
PIMCO EMRG MKTS COR	04/30/13	07/05/13	0 181	34.83100	12 220	425.63	11.260	392.20	-33.43
PIMCO EMRG MKTS COR	05/31/13	07/05/13	0.096	131 96300	11 900	1,570 36	11 260	1,485.90	-84.46
PIMCO EMRG MKTS COR	06/28/13	07/05/13	0.019	108 87700	11.340	1,234 66	11 260	1,225 96	-8.70
Subtotal for 4 positions	#####			41,394.09200		503,306 65		466,097 48	-37,209 17
PIMCO TOTAL RETURN	09/26/12	08/05/13	0.858	90,000 00000	11 590	1,043,139 64	10 790	971,100.00	-72,039 64
DOUBLELINE CORE FIX	08/31/12	08/13/13	0 951	65,905 09700	11.381	750,076 00	10 870	716,388.42	-33,687 58
DOUBLELINE CORE FIX	09/28/12	08/13/13	0 874	196.04400	11 400	2,234 90	10 870	2,131 00	-103 90
DOUBLELINE CORE FIX	10/31/12	08/13/13	0 784	208 89000	11 420	2,385 52	10 870	2,270 63	-114 89
DOUBLELINE CORE FIX	11/30/12	08/13/13	0 701	208 34400	11.420	2,379 29	10 870	2,264 70	-114 59
DOUBLELINE CORE FIX	12/05/12	08/13/13	0 688	275 18400	11 390	3,134 35	10 870	2,991 25	-143 10
DOUBLELINE CORE FIX	12/31/12	08/13/13	0 616	236 33800	11.340	2,680 07	10.870	2,568.99	-111 08
DOUBLELINE CORE FIX	01/31/13	08/13/13	0 532	197 02000	11 270	2,220.42	10 870	2,141.61	-78 81
DOUBLELINE CORE FIX	02/28/13	08/13/13	0.455	196 86700	11 300	2,224 60	10 870	2,139 94	-84 66
DOUBLELINE CORE FIX	03/28/13	08/13/13	0.378	212 64400	11 290	2,400 75	10.870	2,311 44	-89 31
DOUBLELINE CORE FIX	04/30/13	08/13/13	0 288	201.80900	11 410	2,302 64	10 870	2,193 66	-108 98
DOUBLELINE CORE FIX	05/31/13	08/13/13	0.203	206 54000	11 210	2,315 31	10 870	2,245 09	-70 22
DOUBLELINE CORE FIX	06/28/13	08/13/13	0.126	240 58600	10 920	2,627 20	10.870	2,615 17	-12 03
DOUBLELINE CORE FIX	07/31/13	08/13/13	0 036	248 98900	10 910	2,716 47	10 870	2,706 51	-9 96
Subtotal for 13 positions	#####			68,534 35200		779,697 52		744,968 41	-34,729 11
PIMCO TOTAL RETURN	09/26/12	08/19/13	0 896	82,562 55400	11.590	956,936 36	10 620	876,814.32	-80,122 04
PIMCO INVEST GRADE	01/08/13	11/11/13	0 841	45,000.00000	11.141	501,338.10	10.590	476,550 00	-24,788.10
PIMCO INVEST GRADE	01/08/13	11/13/13	0 847	44,766 60700	11.141	498,737.90	10 600	474,526 04	-24,211.86
PIMCO INVEST GRADE	01/31/13	11/13/13	0.784	228.86200	11 080	2,535.79	10.600	2,425.94	-109.85
PIMCO INVEST GRADE	02/28/13	11/13/13	0.707	300.82900	11.140	3,351 24	10 600	3,188 79	-162 45
PIMCO INVEST GRADE	03/28/13	11/13/13	0 630	307 33100	11 140	3,423 67	10 600	3,257 71	-165 96

Sold Securities
Manoogian Simone Foundation #38-1799107
Date Range - 01/01/2013 Thru 12/31/2013

Security	Acquisition Date	Sale Date	Years Held	Unit Quantity	Total Cost	Unit Cost	Sale Price	Proceeds	Realized Gain/Loss
PIMCO INVEST GRADE	04/30/13	11/13/13	0.540	291.36600	11,340	3,304.09	10,600	3,088.48	-215.61
PIMCO INVEST GRADE	05/31/13	11/13/13	0.455	318.57000	11,010	3,507.46	10,600	3,376.84	-130.62
PIMCO INVEST GRADE	06/28/13	11/13/13	0.378	269.50100	10,560	2,845.93	10,600	2,856.71	10.78
PIMCO INVEST GRADE	07/31/13	11/13/13	0.288	261.12100	10,580	2,762.66	10,600	2,767.88	5.22
PIMCO INVEST GRADE	08/30/13	11/13/13	0.205	274.99100	10,450	2,873.66	10,600	2,914.90	41.24
PIMCO INVEST GRADE	09/30/13	11/13/13	0.121	242.43100	10,560	2,560.07	10,600	2,569.77	9.70
PIMCO INVEST GRADE	10/31/13	11/13/13	0.036	264.04100	10,690	2,822.60	10,600	2,798.83	-23.77
Subtotal for 11 positions	#####			47,525.65000		528,725.07		503,771.89	-24,953.18
AMERICA MOVIL	02/12/13	11/19/13	0.767	1,450.00000	24,884	36,082.49	22,147	32,113.72	-3,968.77
AMERICA MOVIL	02/12/13	11/19/13	0.767	200.00000	24,885	4,976.90	22,147	4,429.48	-547.42
AMERICA MOVIL	02/12/13	11/19/13	0.767	238.00000	24,884	5,922.51	22,147	5,271.08	-651.43
AMERICA MOVIL	02/12/13	11/19/13	0.767	10.00000	24,884	248.84	22,147	221.47	-27.37
AMERICA MOVIL	02/12/13	11/19/13	0.767	102.00000	24,884	2,538.21	22,147	2,259.03	-279.18
AMERICA MOVIL	03/20/13	11/19/13	0.668	2,000.00000	18,924	37,848.95	22,147	44,294.81	6,445.86
AMERICA MOVIL	07/30/13	11/19/13	0.307	33.00000	20,769	685.37	22,147	730.86	45.49
AMERICA MOVIL	07/30/13	11/19/13	0.307	0.73520	20,770	15.27	22,144	16.28	1.01
Subtotal for 8 positions	#####			4,033.73520		88,318.54		89,336.73	1,018.19
CHIMERA INVESTMENT	12/17/12	11/29/13	0.951	806.00000	2,659	2,143.15	2,978	2,400.55	257.40
CHIMERA INVESTMENT	12/17/12	11/29/13	0.951	100.00000	2,659	265.90	2,978	297.83	31.93
CHIMERA INVESTMENT	12/17/12	11/29/13	0.951	1,239.00000	2,659	3,294.50	2,978	3,690.18	395.68
CHIMERA INVESTMENT	12/17/12	11/29/13	0.951	100.00000	2,659	265.90	2,978	297.83	31.93
CHIMERA INVESTMENT	12/17/12	11/29/13	0.951	555.00000	2,659	1,475.75	2,978	1,652.98	177.23
CHIMERA INVESTMENT	12/17/12	11/29/13	0.951	2,200.00000	2,659	5,849.80	2,978	6,552.38	702.58
CHIMERA INVESTMENT	01/28/13	11/29/13	0.836	149.81150	3,004	450.00	2,978	446.19	-3.81
CHIMERA INVESTMENT	04/26/13	11/29/13	0.595	141.12530	3,284	463.48	2,978	420.32	-43.16
CHIMERA INVESTMENT	08/01/13	11/29/13	0.329	158.26770	3,009	476.18	2,978	471.38	-4.80
CHIMERA INVESTMENT	11/01/13	11/29/13	0.077	159.79550	3,059	488.76	2,978	475.93	-12.83
CHIMERA INVESTMENT	11/01/13	11/29/13	0.077	0.54760	3,050	1.67	2,977	1.63	-0.04
Subtotal for 11 positions	#####			5,609.54760		15,175.09		16,707.20	1,532.11
FANUC CORP	01/07/13	12/18/13	0.945	1,000.00000	30,200	30,200.00	28,778	28,777.52	-1,422.48
FANUC CORP	01/07/13	12/18/13	0.945	1,000.00000	30,200	30,200.00	28,847	28,846.52	-1,353.48
FANUC CORP	01/28/13	12/18/13	0.888	36.00000	25,060	902.16	28,846	1,038.47	136.31
FANUC CORP	01/28/13	12/18/13	0.888	250.00000	25,000	6,250.00	28,847	7,211.63	961.63
FANUC CORP	01/28/13	12/18/13	0.888	714.00000	25,060	17,892.84	28,847	20,596.41	2,703.57
Subtotal for 5 positions	#####			3,000.00000		85,445.00		86,470.55	1,025.55
DOUBLELINE TOTAL RE	12/31/12	12/19/13	0.967	2,215.64800	11,330	25,103.29	10,850	24,039.78	-1,063.51
DOUBLELINE TOTAL RE	01/31/13	12/19/13	0.882	1,819.84700	11,340	20,637.07	10,850	19,745.34	-891.73
DOUBLELINE TOTAL RE	02/28/13	12/19/13	0.805	1,693.00400	11,350	19,215.60	10,850	18,369.09	-846.51
DOUBLELINE TOTAL RE	03/28/13	12/19/13	0.729	1,753.46700	11,340	19,884.32	10,850	19,025.12	-859.20
DOUBLELINE TOTAL RE	04/30/13	12/19/13	0.638	1,703.31300	11,410	19,434.80	10,850	18,480.95	-953.85
DOUBLELINE TOTAL RE	05/31/13	12/19/13	0.553	1,785.57800	11,270	20,123.46	10,850	19,373.52	-749.94
DOUBLELINE TOTAL RE	06/28/13	12/19/13	0.477	1,837.56300	11,030	20,268.32	10,850	19,937.56	-330.76
DOUBLELINE TOTAL RE	07/31/13	12/19/13	0.386	1,914.08700	10,960	20,978.39	10,850	20,767.84	-210.55
DOUBLELINE TOTAL RE	08/30/13	12/19/13	0.304	1,927.31200	10,880	20,969.15	10,850	20,911.34	-57.81
DOUBLELINE TOTAL RE	09/30/13	12/19/13	0.219	2,042.79500	10,960	22,389.03	10,850	22,164.33	-224.70
DOUBLELINE TOTAL RE	10/31/13	12/19/13	0.134	2,137.14800	10,980	23,465.88	10,850	23,188.06	-277.82
DOUBLELINE TOTAL RE	11/29/13	12/19/13	0.055	1,968.44800	10,910	21,475.77	10,850	21,357.66	-118.11
Subtotal for 12 positions	#####			22,798.21000		253,945.08		247,360.59	-6,584.49
FANUC CORP	01/28/13	12/19/13	0.890	1,000.00000	25,060	25,060.00	29,713	29,712.53	4,652.53
SILVER BAY RLTY TRT	04/24/13	12/19/13	0.655	91.00000	19,400	1,765.40	15,907	1,447.57	-317.83
SILVER BAY RLTY TRT	04/24/13	12/19/13	0.655	6.00000	19,400	116.40	15,908	95.45	-20.95
Subtotal for 2 positions	#####			97.00000		1,881.80		1,543.02	-338.78
VMWARE INC	01/03/13	12/20/13	0.962	750.00000	94,000	70,500.00	88,993	66,745.00	-3,755.00
VMWARE INC	01/28/13	12/20/13	0.893	500.00000	85,400	42,700.00	88,993	44,496.67	1,796.67
VMWARE INC	01/29/13	12/20/13	0.890	500.00000	77,000	38,500.00	88,993	44,496.67	5,996.67
Subtotal for 3 positions	#####			1,750.00000		151,700.00		155,738.34	4,038.34
Total Short Term Activity:						5,234,830.57		4,988,097.34	-246,733.23

Sold Securities
Manoogian Simone Foundation #38-1799107
Date Range - 01/01/2013 Thru 12/31/2013

Security	Acquisition Date	Sale Date	Years Held	Unit Quantity	Total Cost	Unit Cost	Sale Price	Proceeds	Realized Gain/Loss
Long Term Activity:									
MASCO CORPORATION	09/12/91	01/11/13	21.348	25,000.00000	0.011	282.75	18.120	452,989.85	452,707.10
MICROSOFT CORP	10/12/04	01/29/13	8.304	500.00000	27.940	13,970.00	27.959	13,979.68	9.68
MICROSOFT CORP	06/20/06	01/29/13	6.616	300.00000	22.660	6,798.00	27.959	8,387.81	1,589.81
Subtotal for 2 positions	#####			800.00000		20,768.00		22,367.49	1,599.49
MASCO CORPORATION	09/12/91	02/12/13	21.436	25,000.00000	0.011	282.75	19.499	487,480.13	487,197.38
MASCO CORPORATION	09/12/91	02/13/13	21.438	25,000.00000	0.011	282.75	20.599	514,979.51	514,696.76
INTUITIVE SURGICAL	11/19/10	03/20/13	2.334	250.00000	264.040	66,010.00	489.949	122,487.25	56,477.25
INTUITIVE SURGICAL	11/24/10	03/20/13	2.321	150.00000	249.290	37,393.50	489.949	73,492.35	36,098.85
Subtotal for 2 positions	#####			400.00000		103,403.50		195,979.60	92,576.10
ALLIANZ GI EQUITY	02/22/07	04/12/13	6.140	1,000.00000	25.000	25,000.00	17.891	17,890.65	-7,109.35
ELECTRONIC ARTS	01/30/03	04/12/13	10.205	1,000.00000	26.182	26,181.70	17.354	17,353.65	-8,828.05
ELECTRONIC ARTS	10/16/03	04/12/13	9.496	400.00000	52.308	20,923.26	17.354	6,941.46	-13,981.80
ELECTRONIC ARTS	10/24/04	04/12/13	8.471	100.00000	45.160	4,516.00	17.354	1,735.36	-2,780.64
Subtotal for 3 positions	#####			1,500.00000		51,620.96		26,030.47	-25,590.49
OCEAN RIG UDW	04/14/10	04/12/13	2.997	7.00000	14.187	99.31	14.113	98.79	-0.52
DELAWARE EMRG MKTS	12/23/11	04/17/13	1.318	0.00100	10.000	0.01	10.000	0.01	0.00
DELEWARE INTL VALUE	12/23/11	04/17/13	1.318	0.01100	10.000	0.11	12.727	0.14	0.03
ISHARES IBOXX BOND	01/20/10	04/19/13	3.247	448.00000	105.119	47,093.49	121.291	54,338.51	7,245.02
ISHARES IBOXX BOND	01/20/10	04/19/13	3.247	11.00000	105.119	1,156.31	121.291	1,334.20	177.89
ISHARES IBOXX BOND	01/20/10	04/19/13	3.247	1.00000	105.120	105.12	121.290	121.29	16.17
ISHARES IBOXX BOND	01/20/10	04/19/13	3.247	40.00000	105.120	4,204.78	121.292	4,851.66	646.88
ISHARES IBOXX BOND	05/06/10	04/19/13	2.956	46.00000	102.830	4,730.18	121.291	5,579.40	849.22
ISHARES IBOXX BOND	05/06/10	04/19/13	2.956	254.00000	102.830	26,118.82	121.291	30,807.99	4,689.17
ISHARES IBOXX BOND	05/06/10	04/19/13	2.956	700.00000	102.830	71,981.00	121.291	84,903.93	12,922.93
Subtotal for 7 positions	#####			1,500.00000		155,389.70		181,936.98	26,547.28
YAHOO INC	07/22/05	04/22/13	7.756	200.00000	33.660	6,732.00	23.988	4,797.66	-1,934.34
YAHOO INC	06/20/06	04/22/13	6.844	100.00000	30.555	3,055.53	23.988	2,398.83	-656.70
YAHOO INC	03/06/07	04/22/13	6.134	100.00000	30.687	3,068.66	23.988	2,398.83	-669.83
YAHOO INC	03/06/07	04/22/13	6.134	300.00000	30.739	9,221.82	23.988	7,196.48	-2,025.34
YAHOO INC	03/06/07	04/22/13	6.134	100.00000	30.850	3,085.00	23.988	2,398.82	-686.18
Subtotal for 5 positions	#####			800.00000		25,163.01		19,190.62	-5,972.39
BP P L C	02/25/10	04/29/13	3.175	1,000.00000	52.590	52,590.00	41.990	41,990.11	-10,599.89
CST BRANDS INC	03/25/05	05/01/13	8.107	0.44430	0.023	0.01	31.510	14.00	13.99
MASCO CORPORATION	09/12/91	05/03/13	21.655	25,000.00000	0.011	282.75	21.999	549,978.73	549,695.98
SUNCOR ENERGY INC.	05/06/10	05/08/13	3.008	1,000.00000	29.540	29,540.00	31.490	31,490.34	1,950.34
INTUITIVE SURGICAL	11/24/10	05/10/13	2.460	100.00000	249.290	24,929.00	495.899	49,589.94	24,660.94
MASCO CORPORATION	09/12/91	05/15/13	21.688	25,000.00000	0.011	282.75	22.599	564,978.39	564,695.64
ISHARES BARCLAYS TR	03/03/10	06/05/13	3.260	1,000.00000	103.890	103,890.00	116.284	116,283.50	12,393.50
ISHARES BARCLAYS TR	03/29/10	06/05/13	3.189	1,000.00000	103.540	103,540.00	116.284	116,283.50	12,743.50
Subtotal for 2 positions	#####			2,000.00000		207,430.00		232,567.00	25,137.00
JOHNSON & JOHNSON	03/01/01	07/19/13	12.392	572.00000	49.321	28,211.53	91.795	52,506.98	24,295.45
JOHNSON & JOHNSON	03/01/01	07/19/13	12.392	100.00000	49.321	4,932.08	91.795	9,179.54	4,247.46
JOHNSON & JOHNSON	03/01/01	07/19/13	12.392	1,084.00000	49.321	53,463.80	91.795	99,506.24	46,042.44
JOHNSON & JOHNSON	05/04/01	07/19/13	12.216	196.00000	47.449	9,299.96	91.795	17,991.90	8,691.94
JOHNSON & JOHNSON	05/04/01	07/19/13	12.216	200.00000	48.742	9,748.31	91.795	18,359.08	8,610.77
JOHNSON & JOHNSON	05/16/01	07/19/13	12.184	848.00000	49.823	42,249.69	91.795	77,842.52	35,592.83
Subtotal for 6 positions	#####			3,000.00000		147,905.37		275,386.26	127,480.89
WALGREEN COMPANY	01/30/03	07/19/13	10.474	25.00000	29.675	741.88	50.494	1,262.36	520.48
WALGREEN COMPANY	01/30/03	07/19/13	10.474	1,775.00000	29.675	52,673.30	50.494	89,627.11	36,953.81
Subtotal for 2 positions	#####			1,800.00000		53,415.18		90,889.47	37,474.29
GOLDMAN,SACHS GROUP	02/25/11	07/22/13	2.405	750.00000	165.490	124,117.50	165.985	124,488.88	371.38

Sold Securities
Manoogian Simone Foundation #38-1799107
Date Range - 01/01/2013 Thru 12/31/2013

Security	Acquisition Date	Sale Date	Years Held	Unit Quantity	Total Cost	Unit Cost	Sale Price	Proceeds	Realized Gain/Loss
SPDR GOLD TR GOLD	03/28/12	07/23/13	1.321	1,000.00000	161,040	161,040.00	129.993	129,993.27	-31,046.73
SPDR GOLD TR GOLD	05/08/12	07/23/13	1.208	1,000.00000	156,540	156,540.00	129.993	129,993.26	-26,546.74
Subtotal for 2 positions	#####			2,000.00000		317,580.00		259,986.53	-57,593.47
MILLICOM INTL CELL	08/24/12	09/06/13	1.036	1,000.00000	86,750	86,750.00	85.990	85,989.55	-760.45
MASCO CORPORATION	09/12/91	10/29/13	22.145	10,000.00000	0.011	113.10	21.699	216,987.27	216,874.17
EXXON MOBIL CORP	04/15/83	11/04/13	30.578	4,000.00000	3.941	15,765.25	90.996	363,984.72	348,219.47
TEMPLETON GBL BOND	01/16/07	11/12/13	6.827	22,872.82700	10.930	250,000.00	12.990	297,118.02	47,118.02
TEMPLETON GBL BOND	06/14/07	11/12/13	6.419	22,143.49000	11.290	250,000.00	12.990	287,643.94	37,643.94
TEMPLETON GBL BOND	10/22/07	11/12/13	6.063	45.90300	11.670	535.69	12.990	596.28	60.59
TEMPLETON GBL BOND	12/23/09	11/12/13	3.890	19,825.53500	12.610	250,000.00	12.990	257,533.70	7,533.70
Subtotal for 4 positions	#####			64,887.75500		750,535.69		842,891.94	92,356.25
TEMPLETON BRIC CL A	11/29/06	11/13/13	6.962	20,729.68500	12.060	250,000.00	10.710	222,014.93	-27,985.07
TEMPLETON BRIC CL A	12/20/06	11/13/13	6.904	84.99400	12.390	1,053.07	10.710	910.29	-142.78
TEMPLETON BRIC CL A	12/20/06	11/13/13	6.904	29.78100	12.390	368.99	10.710	318.95	-50.04
TEMPLETON BRIC CL A	01/03/07	11/13/13	6.866	19,334.88000	12.930	250,000.00	10.710	207,076.56	-42,923.44
TEMPLETON BRIC CL A	05/18/07	11/13/13	6.496	523.56600	13.990	7,324.69	10.710	5,607.39	-1,717.30
TEMPLETON BRIC CL A	07/02/07	11/13/13	6.373	5,297.09400	15.390	81,522.27	10.710	56,731.88	-24,790.39
Subtotal for 6 positions	#####			46,000.00000		590,269.02		492,660.00	-97,609.02
VALERO ENERGY CORP	03/25/05	11/14/13	8.647	200.00000	32.054	6,410.83	41.992	8,398.48	1,987.65
VALERO ENERGY CORP	04/01/05	11/14/13	8.627	200.00000	34.982	6,996.44	41.992	8,398.48	1,402.04
VALERO ENERGY CORP	04/01/05	11/14/13	8.627	200.00000	35.018	7,003.64	41.992	8,398.48	1,394.84
VALERO ENERGY CORP	04/01/05	11/14/13	8.627	200.00000	35.046	7,009.24	41.992	8,398.48	1,389.24
VALERO ENERGY CORP	09/02/05	11/14/13	8.205	400.00000	49.810	19,924.04	41.992	16,796.95	-3,127.09
VALERO ENERGY CORP	06/20/06	11/14/13	7.408	100.00000	53.255	5,325.47	41.992	4,199.23	-1,126.24
Subtotal for 6 positions	#####			1,300.00000		52,669.66		54,590.10	1,920.44
MASCO CORPORATION	09/12/91	11/27/13	22.225	25,000.00000	0.011	282.75	22.279	556,981.36	556,698.61
MASCO CORPORATION	09/12/91	11/27/13	22.225	1,385.00000	0.011	15.66	22.449	31,092.21	31,076.55
MASCO CORPORATION	09/12/91	11/27/13	22.225	233.00000	0.011	2.64	22.449	5,230.68	5,228.04
MASCO CORPORATION	09/12/91	11/27/13	22.225	1,235.00000	0.011	13.97	22.449	27,724.83	27,710.86
MASCO CORPORATION	09/12/91	11/27/13	22.225	870.00000	0.011	9.84	22.449	19,530.85	19,521.01
MASCO CORPORATION	09/12/91	11/27/13	22.225	500.00000	0.011	5.66	22.449	11,224.62	11,218.96
MASCO CORPORATION	09/12/91	11/27/13	22.225	218.00000	0.011	2.47	22.449	4,893.93	4,891.46
MASCO CORPORATION	09/12/91	11/27/13	22.225	875.00000	0.011	9.90	22.449	19,643.10	19,633.20
MASCO CORPORATION	09/12/91	11/27/13	22.225	19,684.00000	0.011	222.63	22.449	441,891.06	441,668.43
Subtotal for 9 positions	#####			50,000.00000		565.52		1,118,212.64	1,117,647.12
DOMINION DIAMOND	06/26/12	11/29/13	1.427	100.00000	11.040	1,104.00	13.495	1,349.53	245.53
DOMINION DIAMOND	06/26/12	11/29/13	1.427	1,900.00000	11.040	20,976.00	13.495	25,641.05	4,665.05
Subtotal for 2 positions	#####			2,000.00000		22,080.00		26,990.58	4,910.58
DOUBLELINE TOTAL RE	08/29/12	12/16/13	1.299	91,996.32000	11.371	1,046,051.16	10.870	1,000,000.00	-46,051.16
EXXON MOBIL CORP	04/15/83	12/16/13	30.693	499.67320	3.941	1,969.37	97.996	48,966.00	46,996.63
EXXON MOBIL CORP	04/15/83	12/16/13	30.693	3,500.32680	4.036	14,125.67	97.996	343,018.23	328,892.56
Subtotal for 2 positions	#####			4,000.00000		16,095.04		391,984.23	375,889.19
DOUBLELINE TOTAL RE	08/29/12	12/17/13	1.301	39,929.80100	11.371	454,024.84	10.890	434,835.53	-19,189.31
DOUBLELINE TOTAL RE	08/31/12	12/17/13	1.296	671.04200	11.340	7,609.62	10.890	7,307.65	-301.97
DOUBLELINE TOTAL RE	08/31/12	12/17/13	1.296	51,226.52200	11.410	584,507.31	10.890	557,856.82	-26,650.49
Subtotal for 3 positions	#####			91,827.36500		1,046,141.77		1,000,000.00	-46,141.77
DOUBLELINE TOTAL RE	08/31/12	12/19/13	1.301	255,521.94400	11.410	2,915,568.69	10.850	2,772,413.08	-143,155.61
DOUBLELINE TOTAL RE	09/28/12	12/19/13	1.225	2,047.63500	11.400	23,343.04	10.850	22,216.84	-1,126.20
DOUBLELINE TOTAL RE	10/31/12	12/19/13	1.134	2,052.29900	11.370	23,334.64	10.850	22,267.44	-1,067.20
DOUBLELINE TOTAL RE	11/30/12	12/19/13	1.052	1,980.43400	11.360	22,497.73	10.850	21,487.71	-1,010.02
Subtotal for 4 positions	#####			261,602.31200		2,984,744.10		2,838,385.07	-146,359.03
GLU MOBILE INC	10/05/12	12/19/13	1.205	20.00000	4.000	80.00	3.796	75.91	-4.09
GLU MOBILE INC	10/05/12	12/19/13	1.205	980.00000	4.000	3,920.00	3.795	3,719.55	-200.45
GLU MOBILE INC	11/02/12	12/19/13	1.129	1,000.00000	2.650	2,650.00	3.795	3,795.46	1,145.46
Subtotal for 3 positions	#####			2,000.00000		6,650.00		7,590.92	940.92
CST BRANDS INC	03/25/05	12/20/13	8.745	22.00000	26.202	576.45	35.437	779.62	203.17
CST BRANDS INC	04/01/05	12/20/13	8.726	22.00000	28.596	629.11	35.437	779.62	150.51
CST BRANDS INC	04/01/05	12/20/13	8.726	22.00000	28.625	629.75	35.437	779.62	149.87
CST BRANDS INC	04/01/05	12/20/13	8.726	22.00000	28.648	630.26	35.437	779.62	149.36

Sold Securities

Manoogian Simone Foundation #38-1799107

Date Range - 01/01/2013 Thru 12/31/2013

Security	Acquisition Date	Sale Date	Years Held	Unit Quantity	Total Cost	Unit Cost	Sale Price	Proceeds	Realized Gain/Loss
CST BRANDS INC	09/02/05	12/20/13	8 304	45 00000	39.812	1,791.54	35.437	1,594.68	-196.86
CST BRANDS INC	06/20/06	12/20/13	7 507	11.00000	43 533	478.86	35 436	389.80	-89 06
Subtotal for 6 positons	#####			144 00000		4,735.97		5,102.96	366.99
Total Long Term Activity:						<u>7,963,531.69</u>		<u>12,585,673.87</u>	<u>4,622,142.18</u>

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Charles Schwab - Ptrship Dist	\$ 1,205	\$ 1,205	\$
KKR & Co, LP Ordinary Income	-267	-267	
KKR Financial Ordinary Income	-2,580	-2,580	
Long Pointe Cap Ordinary Inc	283		
Total	\$ -1,359	\$ -1,642	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Michael J. Alexander, CPA	\$ 2,284	\$	\$	\$ 2,284
Total	\$ 2,284	\$ 0	\$ 0	\$ 2,284

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Federal Excise Tax	\$ 71,679	\$	\$	
Foreign Taxes	19,714	19,714		20
Michigan Annual Report	20			
Total	\$ 91,413	\$ 19,714	\$ 0	\$ 20

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	\$	\$	\$

Federal Statements

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

Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
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	2,527	2,527		
Broker Fees	789	789		
Total	\$ 3,316	\$ 3,316	\$ 0	\$ 0

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	\$ 10,777,921	\$ 12,336,644	Market	\$ 72,594,935
Total	\$ 10,777,921	\$ 12,336,644		\$ 72,594,935

Federal Statements

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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	\$ 571,250
Total	\$ 508,293	\$ 508,293		\$ 571,250

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	\$ 29,129,262	\$ 22,691,240	Market	\$ 23,738,478
Long Pointe Capital	5,535	4,505	Cost	4,505
Other Investments - See Schedule	1,112,403	1,604,980	Market	1,637,599
KKR Financial Holdings, LLC		48,869	Cost	48,869
KKR & Co, LP		52,640	Cost	52,640
Total	\$ 30,247,200	\$ 24,402,234		\$ 25,482,091

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**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
Fine Art Objects - Manuscripts	\$ 46,000	\$ 46,000	\$ 46,000
Prepaid Federal Excise Tax		46,213	46,213
Total	<u>\$ 46,000</u>	<u>\$ 92,213</u>	<u>\$ 92,213</u>

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

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
Federal Excise Tax Payable	\$ 32,108	\$
Due to Broker - Pending Purch & Sale		17,610
Total	<u>\$ 32,108</u>	<u>\$ 17,610</u>

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

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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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		0				0		0	0
	Total ACRS and Other Depreciation		0				0		0	0
	Grand Totals		0				0		0	0
	Less: Dispositions and Transfers		0				0		0	0
	Net Grand Totals		0				0		0	0

Manoogian Simone Foundation 38-1799107
2013 Return of Private Foundation, Form 990-PF

Schedule Attached to and Made Part of Form 990-PF
for the year ended December 31, 2013

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)
Charles Schwab Broker Account	<u>14,120,112</u>	<u>14,120,112</u>
Totals	<u><u>14,120,112</u></u>	<u><u>14,120,112</u></u>

Manoogian Simone Foundation 38-1799107
2013 Return of Private Foundation, Form 990-PF

Schedule Attached to and Made Part of Form 990-PF
for the year ended December 31, 2013

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				
<u>Common Stocks</u>				
ABBOTT LABORATORIES	4,054.17030		133,657.34	155,396.35
ABBVIE INC	2,074.53270		73,168.72	109,556.07
ACCENTURE PLC	3,500.00000		91,864.10	287,770.00
ADOBE SYSTEMS INC	2,300.00000		61,386.86	137,721.70
AFLAC INC	2,124.29540		84,102.75	141,902.93
ALLERGAN INC	750.00000		73,696.45	83,310.00
ALTRIA GROUP INC	5,000.00000		96,248.54	191,950.00
AMGEN INC	1,500.00000		89,220.90	171,120.00
ANHEUSER-BUSCH INC	1,000.00000		54,540.00	106,460.00
APPLE INC	203.78530		103,729.96	114,327.63
AT&T INC	6,037.00000		30,003.53	212,260.92
BANK OF AMERICA	4,000.00000		51,197.90	62,280.00
BARD C R INC	1,100.00000		53,591.37	147,334.00
BAXTER INTL INC	3,000.00000		115,920.77	208,650.00
BCE, INC	2,000.00000		82,775.15	86,580.00
BHP BILLITON LTD	1,000.00000		70,878.30	68,200.00
BLACKROCK KELSO CAP	2,351.13240		22,020.38	21,936.07
BOEING COMPANY	1,519.33860		132,132.71	207,374.53
BORG WARNER AUTO	2,000.00000		87,008.95	111,820.00
BRISTOL MYERS SQUIB	2,583.21320		85,397.71	137,297.78
BUNGE LTD	2,023.22350		146,755.97	166,126.88
CAMPBELL SOUP	1,013.40460		35,103.91	43,860.15
CBS CORP	2,014.44640		86,730.79	128,400.81
CERNER CORP	2,000.00000		71,040.00	111,480.00
CHICAGO BRIDGE IRON	2,000.00000		87,314.90	166,280.00
CHURCH & DWIGHT CO	3,041.27500		176,890.88	201,575.71
CITIGROUP INC	2,000.00000		98,667.90	104,220.00
CLOROX COMPANY	1,023.56100		65,166.54	94,945.52
COACH INC	2,100.00000		99,800.91	117,873.00
COLGATE PALMOLIVE	4,080.00000		118,972.11	266,056.80
COMCAST CORP NEW	4,260.98230		175,780.71	221,421.95
COMERICA INC	53,900.00000		83,410.08	2,562,406.00
CONOCOPHILLIPS	1,257.39440		13,422.67	88,834.91
CONSOLIDATED EDISON	1,000.00000		48,890.00	55,280.00

Manoogian Simone Foundation 38-1799107
2013 Return of Private Foundation, Form 990-PF

Schedule Attached to and Made Part of Form 990-PF
for the year ended December 31, 2013

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				
<u>Common Stocks</u>				
CONSTELLATION BRAND	250.00000		7,650.00	17,595.00
CORE LABORATORIES N	1,000.00000		83,790.00	190,950.00
CSX CORP	4,068.44810		94,501.29	117,049.25
CUMMINS INC	753.53800		93,477.70	106,226.25
DEERE & CO	3,045.88220		262,161.11	278,180.42
DEVON ENERGY CORP	2,230.00000		58,657.29	137,970.10
DIAGEO PLC	1,167.90550		75,253.77	154,654.05
DOUBLELINE INC SOL	5,032.07110		125,108.95	106,126.38
DOUBLELINE OPPORTUN	1,064.67820		28,217.79	23,763.62
DU PONT E.I. DE NE	1,023.57730		56,069.94	66,501.82
DUKE ENERGY CORP	696.77350		39,175.86	48,084.34
ECOLAB INC	2,200.00000		62,204.37	229,394.00
EMC CORP MASS	4,000.00000		48,514.46	100,600.00
EMERSON ELECTRIC CO	3,480.00000		128,523.65	244,226.40
EOG RESOURCES INC	1,400.00000		44,633.06	234,976.00
EXELON CORP	3,500.00000		53,742.94	95,865.00
EXPRESS SCRIPTS INC	1,620.00000		91,513.79	113,788.80
EXXON MOBIL CORP	6,392.00000		98,782.48	646,870.40
FIRST SOLAR INC.	2,000.00000		77,908.95	109,280.00
FISERV INC	1,000.00000		17,277.14	59,050.00
FORD MOTOR CO	9,631.39430		133,739.10	148,612.41
FREEPORT-MCMORAN	4,155.31420		168,732.78	156,821.56
GENERAL ELECTRIC CO	3,080.15560		67,219.11	86,336.76
GILEAD SCIENCES INC	10,800.00000		74,956.94	811,080.00
GLAXOSMITHKLINE	1,515.60860		68,934.29	80,918.34
GOLDMAN,SACHS GROUP	2,277.22200		284,781.20	403,660.37
GOOGLE INC CL A	590.00000		261,021.63	661,218.90
HALLIBURTON CO	3,000.00000		89,880.00	152,250.00
HARTFORD FINL SVCS	2,016.09480		51,709.91	73,043.11
HERSHEY COMPANY	2,035.17590		160,730.11	197,880.15
HERTZ GLOBAL	2,000.00000		43,608.95	57,240.00
HONEYWELL INC	1,523.04270		72,996.12	139,160.41
INTEL CORPORATION	4,505.24210		104,053.15	116,933.56
INT'L BUS MACH CORP	509.62140		100,072.62	95,589.69

Manoogian Simone Foundation 38-1799107
2013 Return of Private Foundation, Form 990-PF

Schedule Attached to and Made Part of Form 990-PF
for the year ended December 31, 2013

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				
<u>Common Stocks</u>				
JOHNSON & JOHNSON	6,452.00000		406,749.28	590,938.68
KELLOGG COMPANY	3,005.48980		133,727.72	183,545.26
LABORATORY CORP AME	600.00000		41,249.04	54,822.00
LAS VEGAS SANDS COR	4,073.05170		316,147.88	321,241.59
LAUDER ESTEE CO	2,010.56820		133,769.96	151,436.00
LILLY ELI & CO	830.31020		54,566.07	42,345.82
LINKEDIN CORP	250.00000		44,133.95	54,207.50
MACY'S INC	2,021.58700		83,212.63	107,952.75
MANITOWOC COMPANY	2,007.53700		38,168.95	46,815.76
MASCO CORPORATION	2,240,000.00000		768,506.55	51,004,800.00
MCDONALDS CORP	1,946.14120		90,655.06	188,834.08
METTLER-TOLEDO INTL	600.00000		46,349.19	145,554.00
MONSANTO CO NEW	1,200.00000		64,097.07	139,860.00
NOBLE CORP-CHF	1,960.00000		74,534.19	73,441.20
NORDSTROM INC	2,025.87810		109,168.61	125,199.27
OMNICOM GROUP INC	2,480.00000		88,771.98	184,437.60
PARKER HANNIFIN	750.00000		43,193.42	96,480.00
PEMBINA PIPELINE	2,850.00000		78,988.95	100,405.50
PENTAIR LTD	1,000.00000		44,120.00	77,670.00
PEPSICO INC	3,680.00000		169,337.52	305,219.20
PHILIP MORRIS INTL	5,000.00000		219,320.42	435,650.00
PHILLIPS 66	619.57330		37,324.27	47,787.69
PIMCO CORP OPPTY FD	6,000.00000		93,390.00	103,560.00
PIMCO HIGH INCOME	5,000.00000		52,050.00	58,250.00
PINNACLE FOODS INC.	2,000.00000		47,008.95	54,920.00
POTASH CORP	2,000.00000		97,080.00	65,920.00
PRAXAIR INC	700.00000		44,677.87	91,021.00
PROCTER & GAMBLE CO	5,100.00000		258,619.74	415,191.00
QUALCOMM INC	1,000.00000		42,824.56	74,250.00
RALPH LAUREN CORP	500.00000		87,182.95	88,285.00
ROCKWELL COLLINS	1,506.21110		102,068.95	111,339.12
SCHEIN HENRY INC	750.00000		83,446.45	85,695.00
SCHLUMBERGER LTD	2,900.00000		96,003.36	261,319.00
SIEMENS A G SPONS	2,000.00000		187,780.00	277,020.00

Manoogian Simone Foundation 38-1799107
2013 Return of Private Foundation, Form 990-PF

Schedule Attached to and Made Part of Form 990-PF
for the year ended December 31, 2013

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				
<u>Common Stocks</u>				
STARBUCKS CORP	1,816.94680		62,426.13	142,430.46
TARGET CORP	2,850.00000		124,677.28	180,319.50
TATA MOTORS LTD	3,000.00000		50,338.00	92,400.00
TELEFONICA S.A. SPO	9,000.00000		193,950.00	147,060.00
TEXAS INSTRUMENTS	4,100.00000		90,273.66	180,031.00
TEXTRON INC	2,004.34910		53,620.09	73,679.87
TIME WARNER CABLE	1,024.36790		90,526.00	138,801.85
TORONTO DOMINION B	1,500.00000		121,321.45	141,360.00
TWO HARBORS	7,000.00000		75,615.60	64,960.00
UNITED TECHNOLOGIES	4,100.00000		200,385.45	466,580.00
UNITEDHEALTH GROUP	2,024.30170		62,766.98	152,429.92
VERIZON COMMUNICATIONS	1,414.00000		12,097.91	69,483.96
VISA INC CLASS A	755.82790		96,743.20	168,307.76
WALGREEN COMPANY	3,227.76120		137,835.26	185,402.60
WALT DISNEY COMPANY	1,000.00000		54,878.95	76,400.00
WASTE MGMT INC DEL	4,000.00000		132,730.00	179,480.00
WELLPOINT INC	1,019.13550		56,861.71	94,157.93
WHIRLPOOL CORP	1,013.46240		66,423.85	158,971.71
WHOLE FOODS MARKET	3,019.39130		135,004.27	174,611.40
WILLIAMS SONOMA	1,000.00000		55,258.95	58,280.00
ZIMMER HLDGS INC	1,400.00000		54,593.98	130,466.00
Totals			12,336,644.47	72,594,934.78

Manoogian Simone Foundation 38-1799107
2013 Return of Private Foundation, Form 990-PF

Schedule Attached to and Made Part of Form 990-PF
for the year ended December 31, 2013

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	571,250
Int: 7.125%, Maty 03/15/2020			508,293	571,250

Manoogian Simone Foundation 38-1799107
2013 Return of Private Foundation, Form 990-PF

Schedule Attached to and Made Part of Form 990-PF
for the year ended December 31, 2013

Page 2, Part II, Balance Sheets

Statement 8 - Line 13 Other Investments - Mutual Funds	Number of Shares	End of Year	
		Book Value	Fair Market Value
Corporate Name	(b)	(c)	
Mutual Funds			
DELEWARE DIV INCOME	40,403.43500	521,408.01	523,224.48
FRANKLIN INCOME FD	601,179.01100	1,585,007.43	1,454,853.21
INVESCO ASIAN PACF	100,760.41100	2,811,699.39	3,068,154.51
INVESCO DEVELOP MKT	14,376.90100	457,305.42	465,524.05
INVESCO MID CAP GR	21,153.38502	640,580.41	792,194.27
MUTUAL EUROPEAN	57,509.13500	1,376,364.61	1,392,296.16
MUTUAL GLOBAL	224,749.12400	6,805,026.93	7,470,660.88
OAKMARK INTL	4,389.90900	103,113.96	115,542.40
PIMCO INCM INST CL	444,499.49800	5,423,954.64	5,449,563.85
PIMCO LOW DURATION	144,088.36300	1,516,989.93	1,488,432.79
TEMPLETON BRIC CL A	11,328.62300	163,068.15	123,142.13
TEMPLETON GLOBAL BOND	430,521.40900	1,286,721.52	1,394,889.37
	Totals	22,691,240.40	23,738,478.10

Statement 8 - Line 13:		End of Year	
Other Investments - Other	Number of Shares	(b)	(c)
Corporate Name		Book Value	Fair Market Value
<u>Other Investments</u>			
AMERICAN TOWER	1,816.81630	117,827.60	145,018.28
ANNALY CAPITAL	2,253.07140	32,640.28	22,463.12
BLACKSTONE GROUP LP	1,054.72110	15,535.33	33,223.71
DIGITAL REALTY TR	2,079.71330	144,366.75	102,155.52
GUGGENHEIM ETF	1,000.00000	21,398.95	21,390.00
ISHARE TR - S&P	756.45990	57,575.57	82,552.47
ISHARES GLOBAL TIMB	762.92170	31,554.11	40,343.30
ISHARES GOLD TRUST	2,000.00000	32,428.95	23,360.00
ISHARES MSCI CHILI	4,051.16610	252,660.10	192,470.90
MARKET VECTORS JR	1,000.00000	110,980.00	31,050.00
MARKET VECTORS VI	1,000.00000	24,340.00	18,790.00
MKT VECTORS RETAIL	1,010.00690	43,758.00	61,458.92
PLUM CREEK TIMBER	5,000.00000	190,870.00	232,550.00
POWERSHARES ETF	7,000.00000	115,690.00	118,580.00
SECTOR SPDR FINCL	1,011.39430	15,910.53	22,109.08
SECTOR SPDR TR TECH	1,000.00000	29,250.00	35,740.00
SELECT SECTOR SPDR	2,057.05100	72,949.71	78,106.23
SPDR S&P BIOTECH	1,500.00000	126,937.50	195,300.00
VANGUARD REIT ETF	2,015.13540	131,316.56	130,097.14
WISDOMTREE JAPAN	1,000.00000	36,990.00	50,840.00
	Totals	1,604,979.94	1,637,598.67

Manoogian Simone Foundation 38-1799107
2013 Return of Private Foundation, Form 990-PF
for the year ended December 31, 2013

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>
Armenian Eyecare Project P. O. Box 5630 Newport Beach, CA 92662	Public	Operating Fund	25,000
Children of Armenia Fund - COAF 149 Fifth Avenue, Suite 500 New York, NY 10010	Public	Operating Fund	450,000
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	15,000
Doctors Without Borders 333 Seventh Ave., 2nd Floor New York, NY 10001	Public	Operating Fund	150,000
Police Athletic League, Inc. 34-1/2 East 12th Street New York, NY 10003	Public	Operating Fund	15,000
WNET.New York Public Media 825 Eighth Avenue New York, NY 10019-7435	Public	Operating Fund	8,000
Total Charitable Contributions			<u>673,000</u>

Manoogian Simone Foundation 38-1799107
2013 Return of Private Foundation, Form 990-PF
for the year ended December 31, 2013

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, 7th Floor Oakland, CA 94612	Public	Operating Fund	525,000
University of California, Board of Regents 1111 Franklin Street Oakland, CA 94607-5200	Public	Operating Fund	5,000,000
University of Michigan 3003 South State Street, Suite 8000 Ann Arbor, MI 48109-1288	Public	Operating Fund	100,000
Total Educational Contributions			<u>5,625,000</u>

Manoogian Simone Foundation 38-1799107
2013 Return of Private Foundation, Form 990-PF
for the year ended December 31, 2013

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	801,000
Detroit Institute of Arts 5200 Woodward Avenue Detroit, MI 48202	Public	Operating Fund	10,000
Total Religious and Cultural Contributions			<u>811,000</u>

Federal Statements**Taxable Interest on Investments**

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
Morgan Stanley	\$ 1,994		14		
Charles Schwab	758		14		
Long Pointe Capital	1		14		
KKR & Co LP	395		14		
KKR Financial Holdings LLC	2,961		14		
Total	\$ 6,109				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
Morgan Stanley	\$ 186,097		14		
Charles Schwab	2,012,904		14		
KKR & Co, LP	846		14		
KKR Financial Holdings	758		14		
Total	\$ 2,200,605				

Form

8868

(Rev. January 2014)

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.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- 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	Social security number (SSN)
	21001 Van Born Road	
	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 (other than individual)	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 48180Telephone 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 **08/15/14**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☒ calendar year **2013** 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	207,892
b If this application is for Forms 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	\$	117,892
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 funds withdrawal (direct debit) 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. 1-2014)