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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , and ending

6 Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
THE HENRY FORD II FUND

Number and street (or P O box number if mail is not delivered to street address)
1901 ST. ANTOINE STREET, 6TH FLOOR

Room/suite

City or town, state, and ZIP code
DETROIT, MI 48226

A Employer identification number
38-6066332

B Telephone number
(313) 259-7777

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 28,749,738. (Part I, column (d) must be on cash basis)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

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))		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	17,976.	17,929.		STATEMENT 1
	4 Dividends and interest from securities	899,247.	899,247.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,650,265.			
	b Gross sales price for all assets on line 6a	20,463,205.			
	7 Capital gain net income (from Part IV, line 2)		2,650,265.		
	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)					
11 Other income	5,882.	3,893.		STATEMENT 3	
12 Total Add lines 1 through 11	3,573,370.	3,571,334.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	2,577.	1,288.		1,289.
	b Accounting fees STMT 5	37,500.	17,813.		17,813.
	c Other professional fees				
	17 Interest	4,032.	4,032.		0.
	18 Taxes STMT 6	45,746.	11,650.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	127,010.	126,987.		10.
	24 Total operating and administrative expenses. Add lines 13 through 23	216,865.	161,770.		19,112.
	25 Contributions, gifts, grants paid	1,455,000.			1,455,000.
26 Total expenses and disbursements. Add lines 24 and 25	1,671,865.	161,770.		1,474,112.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,901,505.				
b Net investment income (if negative, enter -0-)		3,409,564.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	59,372.	675,052.	675,052.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 2,801,601.			
	Less: allowance for doubtful accounts ▶		2,801,601.	2,801,601.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	23,962,472.	22,510,091.	25,273,085.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	41,299.	0.	0.
	16 Total assets (to be completed by all filers)	24,063,143.	25,986,744.	28,749,738.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 11)	0.	22,096.	
	23 Total liabilities (add lines 17 through 22)	0.	22,096.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	39,313,610.	42,410,623.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	<15,250,467.>	<16,445,975.>	
	30 Total net assets or fund balances	24,063,143.	25,964,648.	
	31 Total liabilities and net assets/fund balances	24,063,143.	25,986,744.	

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	24,063,143.
2 Enter amount from Part I, line 27a	2	1,901,505.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	25,964,648.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	25,964,648.

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			
b SEE ATTACHED STATEMENTS			
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 20,463,205.		16,668,303.	2,650,265.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			2,650,265.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	2,650,265.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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 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))
2008	1,685,145.	32,663,976.	.051590
2007	1,338,713.	36,201,343.	.036980
2006	1,110,689.	31,941,962.	.034772
2005	2,078,500.	30,193,545.	.068839
2004	1,240,238.	27,893,702.	.044463

2 Total of line 1, column (d)	2	.236644
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	.047329
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	25,602,071.
5 Multiply line 4 by line 3	5	1,211,720.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	34,096.
7 Add lines 5 and 6	7	1,245,816.
8 Enter qualifying distributions from Part XII, line 4	8	1,474,112.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	34,096.
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	34,096.
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	34,096.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	12,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	32,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	44,000.	
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	9,904.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 5,000. Refunded <input checked="" type="checkbox"/>	11	4,904.	

Part VII A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
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) <u>MI</u>		
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ RODNEY P. WOOD Located at ▶ 2000 BRUSH ST., SUITE 440, DETROIT, MI	Telephone no. ▶ (313) 961-0500 ZIP+4 ▶ 48226-2229		
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 N/A			

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? NOTE A <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? NOTE B <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____, _____		
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. ▶ _____, _____, _____, _____		
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 2009 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 2009) 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 2009?	4b	X

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N/A

0.

 $\overline{0}$

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	25,744,021.
b	Average of monthly cash balances	1b	247,929.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	25,991,950.
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	25,991,950.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	389,879.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,602,071.
6	Minimum investment return. Enter 5% of line 5	6	1,280,104.

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

1	Minimum investment return from Part X, line 6	1	1,280,104.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	34,096.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	34,096.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,246,008.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,246,008.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,246,008.

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	1,474,112.
b	Program-related investments - total from Part IX-B	1b	0.
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	1,474,112.
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	5	34,096.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,440,016.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,246,008.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			140,107.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 1,474,112.				
a Applied to 2008, but not more than line 2a			140,107.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				1,246,008.
e Remaining amount distributed out of corpus	87,997.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	87,997.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	87,997.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009	87,997.			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SCHEDULE ATTACHED	NO INDIVIDUALS		STATEMENT 8	1,455,000.
b Approved for future payment SCHEDULE ATTACHED	NO INDIVIDUALS		STATEMENT 8	1,800,000.
Total			▶ 3a	1,455,000.
			▶ 3b	1,800,000.

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
	(a) Business code	(b) Amount	(c) Exclu- sion 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	17,976.		
4 Dividends and interest from securities			14	899,247.		
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			14	5,882.		
8 Gain or (loss) from sales of assets other than inventory			18	2,650,265.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		3,573,370.		0.
13 Total. Add line 12, columns (b), (d), and (e)						
(See worksheet in line 13 instructions to verify calculations.)						

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

[illegible]

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

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]



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

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

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

Sign Here

Signature of officer or trustee _____ Date 11/3/10 **PRESIDENT**

Paid Preparer's Use Only	Preparer's signature 	Date 11/2/10	Check if self-employed <input type="checkbox"/>	Preparer's identifying number
	Firm's name (or yours if self-employed), address, and ZIP code FORD ESTATES, LLC 2000 BRUSH STREET, SUITE 440 DETROIT, MI 48226-2229	EIN 	Phone no (313) 961-0500	

Phone no (313) 961-0500

Form 990-PF (2009)

THE HENRY FORD II FUND
RETURN OF PRIVATE FOUNDATION
FOR CALENDAR YEAR 2009

Part VIII, Subpart 1, Compensation of Officers,
Directors and Trustees (continued)

Ford Estates, LLC supplies accounting services and office services (collecting income, distribution of contributions, maintenance of accounts and records, handling correspondence, preparation of tax returns and annual reports, and similar matters pertaining to the office of Treasurer). Such services are performed by Rodney P. Wood and by others in Ford Estates, LLC under his supervision. No compensation is paid by The Henry Ford II Fund directly to Rodney P. Wood as compensation for his services in any of the capacities listed above or otherwise. In 2009, The Henry Ford II Fund paid to Ford Estates, LLC \$37,500 for fees (and expenses) for all the services referred to in this paragraph.

Note B: David M. Hempstead, listed as secretary, is a partner in the law firm of Bodman LLP, 1901 St. Antoine Street, 6th Floor, Detroit, Michigan 48226, which firm acts as the attorneys for The Henry Ford II Fund. Mr. Hempstead is the person in the firm principally concerned with such legal services to the Fund, but others in the firm also render legal services to the Fund under his supervision. The time spent by Mr. Hempstead strictly in the listed official capacities cannot readily be separated from that spent in performing the legal services referred to. In 2009, The Henry Ford II Fund paid to said attorneys \$2,576.60 fees (and expenses) for all the services referred to in this paragraph.

THE HENRY FORD II FUND

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	COMERICA BANK - RHB (STATEMENT)	P	VARIOUS	VARIOUS
b	COMERICA BANK - CAMBRIDGE (STATEMENT)	P	VARIOUS	VARIOUS
c	COMERICA BANK - CAMBRIDGE (STATEMENT)	P	VARIOUS	VARIOUS
d	COMERICA BANK - FORTIS (STATEMENT)	P	VARIOUS	VARIOUS
e	COMERICA BANK - FORTIS (STATEMENT)	P	VARIOUS	VARIOUS
f	FROM K-1: ECF 1201 INDEX FUND, LP	P	VARIOUS	VARIOUS
g	FROM K-1: ECF 1201 INDEX FUND, LP	P	VARIOUS	VARIOUS
h	DISPOSITION OF PTNSHP INTEREST: ECF 1201 INDEX FU	P	12/10/03	12/24/09
i	FROM K-1: SPRUCEGROVE US INTL INV FUND	P	VARIOUS	VARIOUS
j	FROM K-1: IRIDIAN PRIVATE BUSINESS VALUE EQUITY,	P	VARIOUS	VARIOUS
k	FROM K-1: IRIDIAN PRIVATE BUSINESS VALUE EQUITY,	P	VARIOUS	VARIOUS
l	DISPOSITION OF PTNSHP INTEREST: IRIDIAN PRIVATE B	P	03/22/99	12/31/09
m	FROM K-1: BRUSH STREET H FUND, LLC	P	VARIOUS	VARIOUS
n	CAPITAL GAINS DIVIDENDS			
o				

(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 5,838,433.		5,817,792.	20,641.
b 202,356.		199,437.	2,919.
c 1,694,475.		1,642,845.	51,630.
d 357,927.		227,359.	130,568.
e 7,220,375.		5,295,902.	1,924,473.
f			19,965.
g			<44,195.>
h 2,318,549.		2,282,833.	35,716.
i			<241,232.>
j			<226,378.>
k			<651,277.>
l 2,800,000.		1,202,135.	1,597,865.
m			<1,520.>
n 31,090.			31,090.
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			20,641.
b			2,919.
c			51,630.
d			130,568.
e			1,924,473.
f			19,965.
g			<44,195.>
h			35,716.
i			<241,232.>
j			<226,378.>
k			<651,277.>
l			1,597,865.
m			<1,520.>
n			31,090.
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	2,650,265.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
COMERICA BANK (CAMBRIDGE)	1,662.
COMERICA BANK (EAGLE)	50.
COMERICA BANK (FORTIS)	230.
COMERICA BANK (ICIA)	398.
COMERICA BANK (RHB)	1,514.
FROM K-1: BRUSH STREET H FUND, LLC	8,507.
FROM K-1: BRUSH STREET H FUND, LLC - TAX EXEMPT	47.
FROM K-1: ECF 1201 INDEX FUND, LP	1,804.
FROM K-1: SPRUCEGROVE US INTL INV FUND	3,764.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	17,976.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
COMERICA BANK (CAMBRIDGE)	585,584.	17,237.	568,347.
COMERICA BANK (FORTIS)	86,882.	13,853.	73,029.
COMERICA BANK (ICIA)	48,850.	0.	48,850.
COMERICA BANK (RHB)	16,758.	0.	16,758.
FROM K-1: BRUSH STREET H FUND, LLC	1,171.	0.	1,171.
FROM K-1: ECF 1201 INDEX FUND LP	50,208.	0.	50,208.
FROM K-1: IRIDIAN PRIVATE BUSINESS VALUE EQUITY, LP	64,671.	0.	64,671.
FROM K-1: SPRUCEGROVE US INTL INV FUND	76,213.	0.	76,213.
TOTAL TO FM 990-PF, PART I, LN 4	930,337.	31,090.	899,247.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1: SPRUCEGROVE US INTL INV FUND	417.	417.	
FROM K-1: ECF 1201 INDEX FUND, LP	2,605.	2,605.	
FROM K-1: BRUSH STREET H FUND, LLC	871.	871.	
FROM K-1: BRUSH STREET H FUND, LLC - UBTI	1,989.	0.	
	5,882.	3,893.	

TOTAL TO FORM 990-PF, PART I, LINE 11

FORM 990-PF	LEGAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	2,577.	1,288.		1,289.	
TO FM 990-PF, PG 1, LN 16A	2,577.	1,288.		1,289.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	37,500.*	17,813.		17,813.	
TO FORM 990-PF, PG 1, LN 16B	37,500.	17,813.		17,813.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	34,096.	0.		0.	
FOREIGN TAX (ICIA)	1,467.	1,467.		0.	
FOREIGN TAX (CAMBRIDGE)	2,004.	2,004.		0.	
FOREIGN TAX (FORTIS)	799.	799.		0.	
FROM K-1: SPRUCEGROVE US INTL INV FUND - FOREIGN TAX	7,358.	7,358.		0.	
FROM K-1: BRUSH STREET H FUND - FOREIGN TAX	22.	22.		0.	
TO FORM 990-PF, PG 1, LN 18	45,746.	11,650.		0.	

* \$1,875 allocated to UBTI.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES (FORTIS)	54,271.	54,271.		0.	
INVESTMENT FEES (CAMBRIDGE)	20,358.	20,358.		0.	
INVESTMENT FEES (ICIA)	24.	24.		0.	
INVESTMENT FEES (RHB)	1,712.	1,712.		0.	
FILING FEE	20.	10.		10.	
FROM K-1: ECF 1201 INDEX FUND LP	3,306.	3,306.		0.	
FROM K-1: IRIDIAN PRIVATE BUSINESS VALUE EQUITY, LP	44,115.	44,115.		0.	
FROM K-1: SPRUCEGROVE US INTL INV FUND	1,817.	1,817.		0.	
FROM K-1: BRUSH STREET H FUND - NDE	13.	0.		0.	
FROM K-1: BRUSH STREET H FUND - PORTFOLIO DEDUCTIONS	1,374.	1,374.		0.	
TO FORM 990-PF, PG 1, LN 23	127,010.	126,987.		10.	

FOOTNOTES

STATEMENT

8

THE PURPOSE OF EACH GRANT OR CONTRIBUTION IS TO PROVIDE FINANCIAL SUPPORT TO CORPORATIONS, TRUSTS, COMMUNITY CHESTS, FUNDS OR FOUNDATIONS, ORGANIZED AND OPERATED SOLELY FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES, OR FOR THE PREVENTION OF CRUELTY TO CHILDREN OR ANIMALS.

THE HENRY FORD II FUND
RETURN OF PRIVATE FOUNDATION
FOR THE YEAR ENDED DECEMBER 31, 2009

PART XV, LINE 3(a), CONTRIBUTIONS PAID

<u>NAME</u>	<u>ADDRESS</u>	<u>STATUS</u>	<u>AMOUNT</u>
DETROIT RIVERFRONT CONSERVANCY	DETROIT, MI	PUBLIC CHARITY	10,000
FOCUS: HOPE	DETROIT, MI	PUBLIC CHARITY	50,000
JUVENILE DIABETES RESEARCH FNDTN	NEW YORK, NY	PUBLIC CHARITY	1,000,000
MIAMI UNIVERSITY FOUNDATION	OXFORD, OH	PUBLIC CHARITY	250,000
MOTOWN HISTORICAL MUSEUM	DETROIT, MI	PUBLIC CHARITY	30,000
NATIONAL CENTER FOR LEARNING DISABILITIES, INC	NEW YORK, NY	PUBLIC CHARITY	50,000
NEW YORK PRESBYTERIAN HOSPITAL	NEW YORK, NY	PUBLIC CHARITY	25,000
SALVATION ARMY	SOUTHFIELD, MI	PUBLIC CHARITY	25,000
UNIVERSITY LIGGETT SCHOOL	GROSSE POINTE, MI	PUBLIC CHARITY	15,000
TOTAL CONTRIBUTIONS AS OF 12/31/2009			<u>1,455,000</u>

PART XV, LINE 3(b), CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

<u>NAME</u>	<u>ADDRESS</u>	<u>STATUS</u>	<u>AMOUNT</u>
COLLEGE FOR CREATIVE STUDIES - ADVANCING THE CREATIVE SPIRIT CAMPAIGN	DETROIT, MI	PUBLIC CHARITY	1,000,000
WAYNE STATE UNIVERSITY - DAMON J. KEITH CENTER FOR CIVIL RIGHTS	DETROIT, MI	PUBLIC CHARITY	800,000
FUTURE CONTRIBUTIONS APPROVED			<u>1,800,000</u>

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED - CAMBRIDGE	COST	11,501,000.	14,177,955.
SCHEDULE ATTACHED - FORTIS (FMRLY HARBOR CAPITAL)	COST	19.	19.
ECF 1201 INDEX FUND LP	COST	0.	0.
SCHEDULE ATTACHED - COMERICA	COST	5,517,778.	5,582,898.
SCHEDULE ATTACHED - EAGLE	COST	2,000,050.	1,981,520.
SCHEDULE ATTACHED - RHB	COST	1,285,601.	1,298,825.
BRUSH STREET H FUND, LLC	COST	2,205,643.	2,231,868.
TOTAL TO FORM 990-PF, PART II, LINE 13		22,510,091.	25,273,085.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FEDERAL EXCISE TAX RECEIVABLE	41,299.	0.	0.
TO FORM 990-PF, PART II, LINE 15	41,299.	0.	0.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	11
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
FEDERAL EXCISE TAX ACCRUAL	0.	22,096.	
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	22,096.	

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	12
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DAVID M. HEMPSTEAD, 1901 ST. ANTOINE STREET, 6TH FLOOR, DETROIT, MI 48226
(313) 259-7777

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

BRIEF LETTER, FINANCIAL STATEMENT, COPY OF IRS LETTER DETERMINING TAX
STATUS (UNLESS ALREADY LISTED IN CUMULATIVE LIST).

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

AWARDS GENERALLY LIMITED TO CHARITABLE ORGANIZATIONS ALREADY FAVORABLY
KNOWN TO, AND OF INTEREST TO, THE SUBSTANTIAL CONTRIBUTORS OF THIS
FOUNDATION. NO GRANTS TO INDIVIDUALS.

PORTFOLIO APPRAISAL
THE HENRY FORD II FUND, EDSEL B. FORD II, PRESIDENT
MANAGED BY CAMBRIDGE ASSOCIATES, INC.

December 31, 2009

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
MUTUAL FUNDS BOND TAXABLE							
720,445 021	PIMCO TOTAL RETURN FD INST CLASS	10 01	7,212,977 84	10.80	7,780,806 22	45 8	4.3
			<hr/> 7,212,977 84		<hr/> 7,780,806 22	<hr/> 45 8	<hr/> 4.3
MUTUAL FUNDS INTERNATIONAL							
16,363 0000	ISHARES MSCI EAFE INDEX FUND	40 31	659,560 81	55 28	904,546 64	5.3	2.5
			<hr/> 659,560 81		<hr/> 904,546 64	<hr/> 5.3	<hr/> 2.5
LIMITED PARTNERSHIPS							
393,264 000	IRIDIAN PRIVATE BUSIN VALUE EQ FD LP	2 96	1,162,317 59	6 88	2,707,258 52	15 9	0.0
83,192 910	SPRUCEGROVE DELAWARE TRUST INTL FUND	29 17	2,426,832 00	33 01	2,746,031 57	16 2	0.0
			<hr/> 3,589,149 59		<hr/> 5,453,290 10	<hr/> 32.1	<hr/> 0.0
CASH AND EQUIVALENTS							
	FUND REINVESTMENT (DIVIDENDS)		25,985 26		25,985 26	0.2	0.0
	GOLDMAN SACHS FS PRIME OBLIGATIONS - fpoxx		2,813,326 97		2,813,326 97	16.6	0.2
			<hr/> 2,839,312 23		<hr/> 2,839,312 23	<hr/> 16.7	<hr/> 0.2
TOTAL PORTFOLIO			14,301,000.48		16,977,955.19	100.0	2.1
ACCOUNTS RECEIVABLE			(2,800,000.00)		(2,800,000.00)		
TOTAL PORTFOLIO			11,501,000.48		14,177,955.19		

PORTFOLIO APPRAISAL
THE HENRY FORD II FUND, EDSSEL B. FORD II, PRESIDENT
MANAGED BY FORTIS INVESTMENTS (FORMERLY HARBOR CAPITAL
MGMT CO.)

December 31, 2009

<u>Quantity</u>	<u>Security</u>	<u>Unit Cost</u>	<u>Total Cost</u>	<u>Price</u>	<u>Market Value</u>	<u>Pct. Assets</u>	<u>Cur. Yield</u>
CASH AND EQUIVALENTS							
	GOLDMAN SACHS FS PRIME		18.76		18.76	100.0	0.7
	OBLIGATIONS - fpoxx						
			<u>18.76</u>		<u>18.76</u>	<u>100.0</u>	<u>0.7</u>
TOTAL PORTFOLIO			18.76		18.76	100.0	0.7

PORTFOLIO APPRAISAL
THE HENRY FORD II FUND, EDESEL B. FORD II, PRESIDENT
ICIA HELD AT COMERICA BANK

December 31, 2009

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
FORD MOTOR COMPANY							
680 000	FORD COMMON	0.07	48 61	10 00	6,800 00	0.1	0 0
			48 61		6,800 00	0.1	0 0
COMMON STOCK							
100.000	ASKMEKNOW INC	0 00	0 00	0.00	0 18	0 0	0 0
125.000	ATMOSPHERIC GLOW TECHNOLOGIES-wrthlss31510	0 00	0 00	0 00	0.05	0 0	0 0
1.000	MONOGENESIS CORP	0 00	0 00	0.00	0 00	0.0	0 0
			0 00		0 23	0.0	0 0
MUTUAL FUNDS							
30,143.7960	VANGUARD 500 INDEX FUND SIGNAL	83.51	2,517,157 74	84 81	2,556,495 34	40.9	2 1
12,300 0000	VANGUARD ENERGY ETF	81.32	1,000,244 61	83 37	1,025,451 00	16.4	0 0
			3,517,402 35		3,581,946 34	57 2	1.5
MUTUAL FUNDS BOND TAXABLE							
59,549 245	PIMCO DEVELOPING LOCAL MARKETS FUND	10 09	600,845 97	10 02	596,683 43	9 5	2 1
			600,845 97		596,683 43	9 5	2.1
MUTUAL FUNDS INTERNATIONAL							
16,172 0000	ISHARES MSCI EAFE INDEX FUND	55.64	899,810 43	55 28	893,988 16	14.3	2 5
12,280 0000	VANGUARD EMERGING MARKET ETF	40 69	499,670 82	41 00	503,480 00	8 0	0.0
			1,399,481 25		1,397,468 16	22.3	1 6
CASH AND EQUIVALENTS							
	GOLDMAN SACHS FS PRIME OBLIGATIONS - fpoxx		675,051 02		675,051 02	10.8	0.1
			675,051.02		675,051 02	10.8	0 1
TOTAL PORTFOLIO			6,192,829.20		6,257,949.18	100.0	1.4
CASH AND EQUIVALENTS			(675,051.02)		(675,051 02)		
TOTAL PORTFOLIO			5,517,778.18		5,582,898.16		

PORTFOLIO APPRAISAL
THE HENRY FORD II FUND, EDESEL B. FORD II, PRESIDENT
MANAGED BY EAGLE CAPITAL MANAGEMENT

December 31, 2009

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
COMMON STOCK							
1,000,000	3M COMPANY	83 31	83,313.00	82 67	82,670 00	4 2	2 5
2,600,000	ALTERA CORP	22 61	58,777 94	22.63	58,838 00	3 0	0 0
1,000 000	AMERICAN EXPRESS CR	40 93	40,931 80	40 52	40,520 00	2 0	1 8
500 000	APACHE CORP	104 73	52,366 90	103.17	51,585 00	2 6	0 6
1,700 000	BERKLEY W R	24 46	41,582.00	24 64	41,888 00	2.1	2.1
1,700 000	COCA COLA CO	57 68	98,057 20	57 00	96,900 00	4 9	3.1
6,200 000	COMCAST CORP SPECIAL CLASS A	16 26	100,811 69	16 01	99,262 00	5 0	1 7
1,800 000	DIRECTV - CLASS A	33 77	60,791 76	33 35	60,030 00	3 0	0 0
900 000	DRESSER-RAND GROUP INC	32 27	29,045 00	31 61	28,449 00	1 4	0 0
2,200 000	ECOLAB INC	45 21	99,451 66	44 58	98,076 00	4 9	1 3
1,700 000	FIDELITY NATIONAL INFORMATION SERVICES INC	23.72	40,324.00	23 44	39,848 00	2.0	0.9
200 000	L-3 COMMUNICATIONS HLDGS INC	87 40	17,480 00	86 95	17,390 00	0 9	1 8
3,400 000	LIBERTY GLOBAL INC-SERIES C	22 00	74,790 75	21 86	74,324 00	3 8	?
300 000	MCDONALDS CORP	63 70	19,110 00	62 44	18,732 00	0 9	3 5
3,200 000	MICROSOFT CORP	31 15	99,668 59	30 48	97,536 00	4 9	1 7
1,390 000	NEWFIELD EXPLORATION COMPANY	49.19	68,372 95	48 23	67,039.70	3 4	0 0
2,900,000	NEWS CORP-CL A	13 89	40,278.68	13 69	39,701 00	2 0	1 1
700 000	NOBLE ENERGY	72 31	50,617 56	71 22	49,854 00	2 5	1 0
1,200 000	PRAXAIR INC	80 83	96,990 00	80.31	96,372 00	4.9	2 2
2,200 000	PROGRESSIVE CORP	18 05	39,710 00	17 99	39,578 00	2 0	0.9
800 000	THERMO FISHER SCIENTIFIC INC	48.70	38,960 00	47 69	38,152 00	1 9	0 0
3,200 000	UNITEDHEALTH GROUP INC	31 00	99,206 08	30 48	97,536 00	4.9	0 1
1,800 000	WAL MART STORES INC	54 10	97,383 08	53 45	96,210.00	4 9	2 3
2,900 000	WASTE MANAGEMENT INC	34 08	98,846 00	33 81	98,049 00	4 9	3 7
			1,546,866 64		1,528,539 70	77 1	1.5
INTERNATIONAL							
1,200 000	NESTLE SA REP RG SH ADR	48 47	58,158 72	48 56	58,273.20	2.9	2.0
700 000	TEVA PHARMACEUTICAL INDS LTD ADR	55.75	39,021.99	56 18	39,326.00	2 0	1.0
2,300,000	WILLIS GROUP HOLDINGS LTD	26 65	61,295 00	26.38	60,674 00	3 1	3 9
			158,475 71		158,273.20	8.0	2.5

PORTFOLIO APPRAISAL
THE HENRY FORD II FUND, EDESEL B. FORD II, PRESIDENT
MANAGED BY EAGLE CAPITAL MANAGEMENT

December 31, 2009

<u>Quantity</u>	<u>Security</u>	<u>Unit Cost</u>	<u>Total Cost</u>	<u>Price</u>	<u>Market Value</u>	<u>Pct. Assets</u>	<u>Cur. Yield</u>
CASH AND EQUIVALENTS							
	GOLDMAN SACHS FS PRIME OBLIGATIONS - fpoxx		294,707.18		294,707.18	14.9	0.7
			<u>294,707.18</u>		<u>294,707.18</u>	<u>14.9</u>	<u>0.7</u>
TOTAL PORTFOLIO			2,000,049.53		1,981,520.08	100.0	1.4

PORTFOLIO APPRAISAL
HENRY FORD II FUND, EDSSEL B. FORD II, PRESIDENT
MANAGED BY RH BLUESTEIN - FIXED INCOME

December 31, 2009

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
CORPORATE BONDS							
100,000	NOVARTIS CAPITAL 4 125% Due 02-10-14	103 78	103,775 91	105.12	105,118 00	8 1	3 9
100,000	PEPSICO INC 3.750% Due 03-01-14	102.49	102,486 48	103 34	103,340 00	8 0	3 6
100,000	ELI LILLY & CO 4 200% Due 03-06-14	106 30	106,300 00	104 90	104,897 00	8 1	4 0
150,000	PFIZER INC 5 350% Due 03-15-15	107 76	161,635 59	109.29	163,935 00	12 6	4 9
225,000	MERCK & CO INC 4 000% Due 06-30-15	103 76	233,456 91	104 28	234,639.00	18.1	3.8
100,000	JOHNSON & JOHNSON 5 550% Due 08-15-17	109 72	109,723 09	110 30	110,301 00	8 5	5 0
150,000	COCA-COLA CO 5 350% Due 11-15-17	108 62	162,928.72	107 72	161,583 00	12 4	5 0
	Accrued Interest				9,717 29	0 7	
			980,306 70		993,530 29	76 5	4 3
CASH AND EQUIVALENTS							
	FORD MOTOR MONEY MARKET		305,294 60		305,294 60	23 5	2 0
			305,294 60		305,294 60	23 5	2 0
TOTAL PORTFOLIO							
			1,285,601.30		1,298,824.89	100.0	3.8

098-HENRYFORDIIFUND (RHB) 1040014081
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
100000. UNITED STATES TREAS BDS					
3.5% 02/15/2039	04/01/2009	04/29/2009	90,905.00	99,445.32	-8,540.32
100000. COCA COLA CO 4.875%					
03/15/2019					
100000. LILLY ELI & CO NT 3.55%	03/24/2009	05/13/2009	102,456.00	101,375.00	1,081.00
100000. NOVARTIS CAP CORP GTD NT	03/25/2009	05/13/2009	104,000.00	101,866.05	2,133.95
100000. PROCTER & GAMBLE CO NT	03/24/2009	05/13/2009	103,100.00	102,475.62	624.38
3.5% 02/15/2015					
60000. UNITED STATES TREAS NTS	03/25/2009	05/13/2009	101,250.00	99,732.00	1,518.00
2.75% 02/15/2019					
500000. UNITED STATES TREAS NTS	04/01/2009	05/13/2009	58,237.50	60,430.86	-2,193.36
100000. WAL-MART STORES INC NOTE	05/13/2009	05/13/2009	501,047.00	500,000.00	1,047.00
10000. SCHLUMBERGER LTD	03/24/2009	05/13/2009	106,000.00	105,729.30	270.70
20000. PETROLEO BRASILEIRO S A	05/14/2009	05/14/2009	539,710.12	538,883.00	827.12
100000. UNITED STATES TREAS BDS	05/19/2009	05/19/2009	811,625.13	796,018.00	15,607.13
3.5% 02/15/2039					
140000. UNITED STATES TREAS NTS	04/01/2009	05/19/2009	87,937.50	99,445.31	-11,507.81
2.75% 02/15/2019					
10000. ISHARES MSCI EAFE INDEX FD	04/01/2009	05/19/2009	133,864.06	141,003.65	-7,139.59
5000. SALESFORCE.COM INC	05/20/2009	05/20/2009	466,327.01	463,108.00	3,219.01
9000. SPDR TRUST SERIES 1	05/22/2009	05/22/2009	183,967.77	179,740.00	4,227.77
10000. EXXON MOBIL CORPORATION	05/29/2009	05/29/2009	832,951.09	824,216.40	8,734.69
50000. GENERAL ELEC CAP CORP 5%	06/02/2009	06/02/2009	724,924.36	722,322.00	2,602.36
100000. BP CAPITAL MARKETS PLC	08/11/2009	08/19/2009	52,015.00	52,006.77	8.23
3.125% 03/10/2012					
100000. BERKSHIRE HATHAWAY GTD SR	07/20/2009	11/16/2009	103,700.00	102,622.66	1,077.34
NT 5% 08/15/20					
50000. BERKSHIRE HATHAWAY DEL	07/21/2009	11/16/2009	108,620.00	106,987.30	1,632.70
4.75% 05/15/2012					
50000. JOHNSON & JOHNSON 5.15%	07/09/2009	11/16/2009	53,600.00	53,256.33	343.67
300000. UNITED STATES TREAS NTS	07/17/2009	11/16/2009	54,860.00	54,669.52	190.48
1000. PETROLEO BRASILEIRO S A	11/16/2009	11/16/2009	300,750.00	299,648.44	1,101.56
50000. COCA COLA CO 3.625%	12/01/2009	12/01/2009	52,960.53	52,590.10	370.43
03/15/2014					
08/21/2009	08/21/2009	12/14/2009	52,025.00	51,629.28	395.72
Totals					

098-THE HENRY FORD II FD (CAMB) 1040003690
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
49.27 SPRUCEGROVE DEL TR US INTL FD	05/01/2001	01/02/2009	1,177.89	1,537.95	-360.06
60.65 SPRUCEGROVE DEL TR US INTL FD	05/01/2001	02/02/2009	1,318.66	1,893.17	-574.51
60.39 SPRUCEGROVE DEL TR US INTL FD	05/01/2001	03/02/2009	1,219.64	1,885.06	-665.42
53.31 SPRUCEGROVE DEL TR US INTL FD	05/01/2001	04/01/2009	1,148.78	1,664.06	-515.28
49.76 SPRUCEGROVE DEL TR US INTL FD	05/01/2001	05/01/2009	1,209.59	1,553.25	-343.66
50.16 SPRUCEGROVE DEL TR US INTL FD	05/01/2001	06/18/2009	1,334.31	1,565.73	-231.42
54.02 SPRUCEGROVE DEL TR US INTL FD	05/01/2001	07/01/2009	1,437.89	1,686.22	-248.33
49.2 SPRUCEGROVE DEL TR US INTL FD	05/01/2001	08/04/2009	1,437.92	1,535.77	-97.85
50.45 SPRUCEGROVE DEL TR US INTL FD	05/01/2001	09/01/2009	1,555.60	1,574.78	-19.18
2302.026 PIMCO TOTAL RETURN FD INST CLASS	02/01/2008	09/21/2009	25,000.00	25,322.28	-322.28
2295.684 PIMCO TOTAL RETURN FD INST CLASS	03/03/2008	09/23/2009	25,000.00	25,201.29	-201.29
50.03 SPRUCEGROVE DEL TR US INTL FD	05/01/2001	10/01/2009	1,627.91	1,561.67	66.24
1511.497 PIMCO TOTAL RETURN FD INST CLASS	03/03/2008	10/19/2009	16,490.43	16,581.12	-90.69
54.02 SPRUCEGROVE DEL TR US INTL FD	05/01/2001	11/02/2009	1,704.21	1,686.22	17.99
15440.25 SPRUCEGROVE DEL TR US INTL FD	05/01/2001	12/02/2009	500,000.00	481,963.38	18,036.62
51.22 SPRUCEGROVE DEL TR US INTL FD	05/01/2001	12/02/2009	1,658.54	1,598.82	59.72
Totals					

098-THE HENRY FORD II FUND (FORTIS)
Schedule D Detail of Short-term Capital Gains and Losses[illegible]

098-THE HENRY FORD II FUND (FORTIS)
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
5600. INTERNATIONAL GAME TECHNOLOGY	09/26/2002	01/16/2009	66,560.66	97,080.48	-30,519.82
6283. TEXAS INSTRS INC	11/05/2007	01/27/2009	95,975.42	188,029.29	-92,053.87
.855 KINDER MORGAN MANAGEMENT LLC	08/20/2002	02/13/2009	35.77	16.95	18.82
.654 KINDER MORGAN MANAGEMENT LLC	08/20/2002	05/15/2009	26.91	12.70	14.21
.392 KINDER MORGAN MANAGEMENT LLC	08/20/2002	08/14/2009	17.89	7.89	10.00
.115 KINDER MORGAN MANAGEMENT LLC	08/20/2002	11/13/2009	5.61	1.91	3.70
2783. AETNA INC	11/05/2007	11/24/2009	82,027.65	150,330.15	-68,302.50
2400. ALLERGAN INC	07/01/2004	11/24/2009	141,154.29	107,702.28	33,452.01
8080. AMERICA MOVIL ADR SERIES L	09/16/2003	11/24/2009	384,117.36	62,512.27	321,605.09
3350. AMERICAN EXPRESS CO	01/30/2004	11/24/2009	137,891.50	136,566.87	1,324.63
3350. APACHE CORP	06/19/2003	11/24/2009	323,504.87	108,540.00	214,964.87
760. APPLE COMPUTER INC	03/06/2008	11/24/2009	154,721.69	94,285.37	60,436.32
2600. AVON PRODUCTS INC	04/29/2004	11/24/2009	91,268.83	103,125.23	-11,856.40
6630. BANK OF AMERICA CORP	04/28/2008	11/24/2009	106,766.11	252,039.45	-145,273.34
3758. BUCYRUS INTL INC CL A	11/05/2007	11/24/2009	191,231.81	156,842.01	34,389.80
5000. C H ROBINSON WORLDWIDE INC	11/13/2003	11/24/2009	280,869.27	106,491.25	174,378.02
3900. CATERPILLAR INC	02/05/2004	11/24/2009	224,300.78	159,036.58	65,264.20
9393. CHESAPEAKE ENERGY CORP	11/06/2003	11/24/2009	216,665.57	114,406.74	102,258.83
7757. CISCO SYS INC	11/05/2007	11/24/2009	183,972.68	225,837.06	-41,864.38
7640. CITIGROUP INC	04/28/2008	11/24/2009	32,252.18	186,379.99	-154,127.81
5735. COACH INC	11/05/2007	11/24/2009	200,325.27	141,797.25	58,528.02
3350. DEVON ENERGY CORPORATION	04/29/2004	11/24/2009	224,596.31	104,440.27	120,156.04
1900. DIAGEO PLC SPNSRD ADR NEW	04/29/2004	11/24/2009	130,871.86	104,802.86	26,069.00
2800. DOMINION RESOURCES INC	08/01/2003	11/24/2009	103,311.18	83,006.00	20,305.18
2028. FLUOR CORP	11/05/2007	11/24/2009	87,912.14	152,380.78	-64,468.64
2818. FREEPORT-MCMORAN COPPER & GOLD, INC CL B	02/05/2004	11/24/2009	237,866.33	104,510.04	133,356.29
Totals					

098-THE HENRY FORD II FUND (FORTIS)
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
2150. GENZYME CORP-GENERAL, DIVISION FORMERLY	06/10/2003	11/24/2009	107,275.15	98,239.09	9,036.06
5370. GILEAD SCIENCES INC	06/10/2003	11/24/2009	250,498.14	67,137.89	183,360.25
1100. GOLDMAN SACHS GROUP INC	01/27/2004	11/24/2009	187,680.58	112,398.00	75,282.58
653. GOOGLE INC CL A	03/07/2008	11/24/2009	378,874.31	305,518.41	73,355.90
3418. GUESS INC	11/05/2007	11/24/2009	122,714.66	147,637.78	-24,923.12
2300. JOHNSON & JOHNSON	04/30/2001	11/24/2009	144,399.25	107,807.92	36,591.33
5457. KINDER MORGAN MANAGEMENT	11/18/2002	11/24/2009	269,829.70	98,795.54	171,034.16
6805. MICROSOFT CORP	11/05/2007	11/24/2009	203,331.57	182,232.91	21,098.66
7001. NVIDIA CORP	05/05/2008	11/24/2009	89,525.08	216,687.99	-127,162.91
2800. PEPSCO INC	10/31/2002	11/24/2009	174,095.88	88,081.53	86,014.35
5300. PETSMART INC	11/05/2007	11/24/2009	136,659.63	150,872.82	-14,213.19
2800. PRAXAIR INC	08/14/2003	11/24/2009	230,936.10	90,205.36	140,730.74
638. RIO TINTO PLC ADR	02/19/2004	11/24/2009	133,917.60	73,173.30	60,744.30
3700. SMITH INTERNATL INC	06/14/2004	11/24/2009	99,511.53	94,933.30	4,578.23
3700. TEVA PHARMACEUTICAL INDUSTRIES LTD (ISRAEL) AD	01/27/2004	11/24/2009	196,747.99	115,773.00	80,974.99
2666. THERMO ELECTRON CORP	11/05/2007	11/24/2009	125,917.81	151,688.47	-25,770.66
2200. UNITED TECHNOLOGIES CORP	01/27/2004	11/24/2009	149,607.15	105,048.30	44,558.85
8418. VALE S A ADR	10/27/2003	11/24/2009	239,813.39	30,739.73	209,073.66
5200. VARIAN MEDICAL SYSTEMS INC	08/08/2002	11/24/2009	243,822.25	105,612.00	138,210.25
736. KINDER MORGAN MANAGEMENT	11/18/2002	11/30/2009	36,967.29	13,137.32	23,829.97
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			7220375.00	5295902.00	1924473.00
Totals			7220375.00	5295902.00	1924473.00

THE HENRY FORD II FUND
RETURN OF PRIVATE FOUNDATION
FOR CALENDAR YEAR 2009

Part VIII, Subpart 1, Compensation of Officers,
Directors and Trustees

(a) Name and Address	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans	(e) Expense account, other allowances
Edsel B. Ford II 2000 Brush St., Suite 440 Detroit, MI 48226-2229	-President, Director & Member -Nominal	None	None	None
Rodney P. Wood 2000 Brush St., Suite 440 Detroit, MI 48226-2229	-Treasurer -15-30 hours per year -See Note A	None See Note A	None	None
David M. Hempstead 1901 St. Antoine Street 6 th Floor Detroit, MI 48226	-Secretary -See Note B	None See Note B	None	None
Cynthia N. Ford 2000 Brush St., Suite 440 Detroit, MI 48226-2229	-Director & Member	None	None	None
Henry Ford III 2000 Brush St., Suite 440 Detroit, MI 48226-2229	-Director & Member	None	None	None

See page following for explanation of Notes A & B.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

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

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

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

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

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

Type or print	Name of Exempt Organization THE HENRY FORD II FUND	Employer identification number 38-6066332
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. 1901 ST. ANTOINE STREET, 6TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. DETROIT, MI 48226	

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

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

RODNEY P. WOOD

- The books are in the care of ▶ **2000 BRUSH ST., SUITE 440, DETROIT, MI - 48226-2229**
Telephone No. ▶ **(313) 961-0500** FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☒ calendar year **2009** or
▶ ☐ tax year beginning _____, and ending _____

- 2 If this tax year 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	\$ 44,000.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 12,000.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 32,000.

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.

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

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II	Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number
	THE HENRY FORD II FUND	38-6066332
	Number, street, and room or suite no. If a P.O. box, see instructions.	For IRS use only
	1901 ST. ANTOINE STREET, 6TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	DETROIT, MI 48226	

Check type of return to be filed (File a separate application for each return):

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

RODNEY P. WOOD

- The books are in the care of **2000 BRUSH ST., SUITE 440, DETROIT, MI - 48226-2229**

Telephone No. **(313) 961-0500**

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.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010.**

5 For calendar year **2009**, or other tax year beginning _____, and ending _____.

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

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a 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	8a	\$ 44,000.
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 and any amount paid previously with Form 8868.	8b	\$ 44,000.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **R. P. Wood**

Title **CPA**

Date **8/12/10**

Form 8868 (Rev. 4-2009)