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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 01-01-2010 , and ending 12-31-2010

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

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 (see page 10 of the instructions)

(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)☐\$ 31,638,389

J Accounting method ☒ Cash ☐ Accrual

☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

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 page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	85,702	85,702		
	4 Dividends and interest from securities.	864,690	864,268		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	923,288			
	b Gross sales price for all assets on line 6a _____ 8,974,160				
	7 Capital gain net income (from Part IV , line 2)		913,685		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-5,725	-7,491		
	12 Total. Add lines 1 through 11	1,867,955	1,856,164		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	3,844	1,922		1,922
	b Accounting fees (attach schedule)	52,500	24,938		24,938
	c Other professional fees (attach schedule)				
	17 Interest	39,934	39,934		0
	18 Taxes (attach schedule) (see page 14 of the instructions)	53,481	18,506		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	74,926	74,887		10
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	224,685	160,187		26,870
	25 Contributions, gifts, grants paid	920,000			920,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,144,685	160,187		946,870
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	723,270			
	b Net investment income (if negative, enter -0-)		1,695,977		
	c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form 990-PF (2010)

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	675,052	274,989	274,989
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ <u>3,658</u>			
		Less allowance for doubtful accounts ▶ _____	2,801,601	3,658	3,658
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		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 (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,705,391	2,911,368	3,432,754
	c	Investments—corporate bonds (attach schedule).	980,307	1,363,814	1,383,691
	11	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	19,824,393	22,147,052	26,543,297	
14	Land, buildings, and equipment basis ▶ _____				
	Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	25,986,744	26,700,881	31,638,389	
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 ▶ _____)	22,096	12,963	
	23	Total liabilities (add lines 17 through 22)	22,096	12,963	
Net Assets or Fund Balances		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	42,410,623	43,333,911	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	-16,445,975	-16,645,993	
	30	Total net assets or fund balances (see page 17 of the instructions)	25,964,648	26,687,918	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	25,986,744	26,700,881	

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 25,964,648
2	Enter amount from Part I, line 27a	2 723,270
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 26,687,918
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 26,687,918

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 Additional Data Table			
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	See Additional Data Table		
b			
c			
d			
e			

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

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

2	Capital gain net income or (net capital loss)	<div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div>	2	913,685
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8</div>		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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))
2009	1,440,016	25,602,071	0 056246
2008	1,685,145	32,663,976	0 051590
2007	1,338,713	36,201,343	0 036980
2006	1,110,689	31,941,962	0 034772
2005	2,078,500	30,193,545	0 068839

2	Total of line 1, column (d).	2	0 248427
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 049685
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	29,193,468
5	Multiply line 4 by line 3.	5	1,450,477
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	16,960
7	Add lines 5 and 6.	7	1,467,437
8	Enter qualifying distributions from Part XII, line 4.	8	946,870

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 on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1aExempt 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)			
bDomestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	33,920
cAll other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3Add lines 1 and 2.		3	33,920
4Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	33,920
6Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	22,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	21,500
d	Backup withholding erroneously withheld	6d	12
7Total credits and payments Add lines 6a through 6d.		7	43,512
8Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	38
9Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	9,554
11Enter the amount of line 10 to be Credited to 2011 estimated tax 9,554 Refunded		11	0

Part VII-AStatements Regarding Activities			
1aDuring 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?			YesNo
		1a	No
bDid it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		1b	No
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.			
cDid the foundation file Form 1120-POL for this year?.		1c	No
dEnter 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			
eEnter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
2Has the foundation engaged in any activities that have not previously been reported to the IRS?		2	No
If "Yes," attach a detailed description of the activities.			
3Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3	No
4aDid the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	Yes
bIf "Yes," has it filed a tax return on Form 990-T for this year?.		4b	Yes
5Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	No
If "Yes," attach the statement required by General Instruction T.			
6Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes
7Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		7	Yes
8aEnter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) MI			
bIf the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes
9Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		9	No
10Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10	No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of RODNEY P WOOD Telephone no (313) 961-0500 Located at 2000 BRUSH ST STE 440 DETROIT MI ZIP+4 482262229			
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 2010, 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?	16		No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country.				

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? Yes No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes 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)? Yes 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). Yes 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.	1b		No
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 2010?	1c		No
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	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? Yes No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2010?	4b		No

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 22 of the instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	5b		
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	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 page 22 of the 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
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 page 23 of the 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.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	28,154,665
b	Average of monthly cash balances.	1b	1,483,374
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	29,638,039
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	29,638,039
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	444,571
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	29,193,468
6	Minimum investment return. Enter 5% of line 5.	6	1,459,673

Part XI

Distributable Amount (see page 25 of the 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	1,459,673
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	33,920
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	1,043
c	Add lines 2a and 2b.	2c	34,963
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,424,710
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,424,710
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,424,710

Part XII

Qualifying Distributions (see page 25 of the 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	946,870
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	946,870
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 page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	946,870
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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2010			
a	Enter amount for 2009 only. 0			
b	Total for prior years 20____, 20____, 20____ 0			
3	Excess distributions carryover, if any, to 2010			
a	From 2005.			
b	From 2006.			
c	From 2007.			
d	From 2008.			
e	From 2009. 87,997			
f	Total of lines 3a through e. 87,997			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 946,870			
a	Applied to 2009, but not more than line 2a 0			
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions) 0			
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . 0			
d	Applied to 2010 distributable amount. 946,870			
e	Remaining amount distributed out of corpus 0			
5	Excess distributions carryover applied to 2010 87,997 87,997			
(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 0			
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 page 27 of the instructions . . . 0			
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions 0			
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. 389,843			
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions). 0			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions). 0			
9	Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a 0			
10	Analysis of line 9			
a	Excess from 2006.			
b	Excess from 2007.			
c	Excess from 2008.			
d	Excess from 2009.			
e	Excess from 2010.			

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2010	(b) 2009	(c) 2008	(d) 2007	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a

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

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

b

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

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

c

Any submission deadlines

NONE

d

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

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

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 Additional Data Table				
Total			3a	920,000
b Approved for future payment See Additional Data Table				
Total			3b	2,676,404

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2010)

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

1a(1)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

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.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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
--------------------------	--------------------------	---------------------------------

Sign Here

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.

Signature of officer or trustee

2011-11-04

Date

Title

Paid Preparer's Use Only

Preparer's Signature

W MICHAEL PERKINS

Firm's name

FORD ESTATES LLC

2000 BRUSH STREET SUITE 440

Firm's address

DETROIT, MI 482262229

Date

Check if self-employed

PTIN

Firm's EIN

Phone no (313) 961-0500

Form 990-PF (2010)

TY 2010 Accounting Fees Schedule

Name: THE HENRY FORD II FUND

EIN: 38-6066332

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	52,500	24,938		24,938

TY 2010 General Explanation Attachment

Name: THE HENRY FORD II FUND

EIN: 38-6066332

Identifier	Return Reference	Explanation
		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
SERVICES ACCEPTED FROM A DISQUALIFIED PERSON	PART VII-B, QUESTION 1A(3)	FORD ESTATES, LLC (2000 BRUSH ST , SUITE 440, DETROIT, MICHIGAN 48226-2229), IS A BUSINESS OFFICE MAINTAINED FOR, AND AT THE EXPENSE OF, VARIOUS MEMBERS OF THE FORD FAMILY WHO, WITH RESPECT TO THIS FUND, ARE "DISQUALIFIED PERSONS", INCLUDING PARTICULARLY CHARLOTTE M FORD, ANNE FORD, EDELS B FORD II, CYNTHIA N FORD AND HENRY FORD III 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 DURING 2010, THE HENRY FORD II FUND PAID \$52,500 TO FORD ESTATES, LLC FOR FEES (AND EXPENSES) FOR THE SERVICES REFERRED TO IN THIS PARAGRAPH
COMPENSATION PAID TO A DISQUALIFIED PERSON	PART VII-B, QUESTION 1A(4)	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 DURING 2010, HENRY FORD II FUND PAID \$3,844 40 TO SAID ATTORNEYS FOR FEES (AND EXPENSES) FOR THE SERVICES REFERRED TO IN THIS PARAGRAPH

TY 2010 Investments Corporate Bonds Schedule

Name: THE HENRY FORD II FUND

EIN: 38-6066332

Name of Bond	End of Year Book Value	End of Year Fair Market Value
900,000 UNITS - FORD MOTOR CREDIT CO 7.25% 10/25/2011 7.250% DUE 10-25-11	921,017	930,195
200,000 UNITS - FORD MOTOR CREDIT CO 7.5% 08/01/2012 7.500% DUE 08-01-12	212,218	212,642
150,000 UNITS - FORD MOTOR CREDIT CO 7% 10/01/2013 7.000% DUE 10-01-13	153,375	160,815
75,000 UNITS - NOVARTIS CAP CORP GTD NT 4.125% 02/10/2014 4.125% DUE 02-10-1	77,204	80,039
100,000 UNITS - PEPSICO INC 3.75% 03/01/2014 3.750% DUE 03-01-14	0	0
100,000 UNITS - LILLY ELI & CO NT 4.2% 03/06/2014 4.200% DUE 03-06-14	0	0
150,000 UNITS - PFIZER INC 5.35% 03/15/2015 5.350% DUE 03- 15-15	0	0
225,000 UNITS - MERCK & CO INC 4% 06/30/2015 4.000% DUE 06-30-15	0	0
100,000 UNITS - JOHNSON & JOHNSON 5.55% 08/15/2017 5.550% DUE 08-15-17	0	0
150,000 UNITS - COCA COLA CO 5.35% 11/15/2017 5.350% DUE 11-15-17	0	0

TY 2010 Investments Corporate
Stock Schedule

Name: THE HENRY FORD II FUND
EIN: 38-6066332

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,525 UNITS - 99 CENTS ONLY STORES	21,356	24,308
475 UNITS - ACTUANT CORP-CL A	12,076	12,644
500 UNITS - AGILENT TECHNOLOGIES INC	17,790	20,715
175 UNITS - AIRGAS INC	10,711	10,930
325 UNITS - AKAMAI TECHNOLOGIES	8,622	15,291
405 UNITS - ALLIANCE DATA SYSTEMS CORP	26,845	28,767
535 UNITS - ANSYS INC	23,356	27,857
605 UNITS - APTARGROUP INC	22,796	28,780
235 UNITS - BUCYRUS INTERNATIONAL INC - A	14,907	21,009
455 UNITS - BUFFALO WILD WINGS INC	18,630	19,952
775 UNITS - CABOT OIL & GAS CORP	28,920	29,334
175 UNITS - CAPELLA EDUCATION CO	15,195	11,651
410 UNITS - CHURCH & DWIGHT CO INC	24,619	28,298
175 UNITS - CITRIX SYS INC	10,322	11,972
700 UNITS - DICK'S SPORTING GOODS INC	17,596	26,250
275 UNITS - DIGITAL REALTY TRUST	15,904	14,173
385 UNITS - DOLBY LABORATORIES INC - CL A	20,015	25,679
650 UNITS - DRESSER-RAND GROUP INC	22,634	27,684
450 UNITS - EATON VANCE	14,294	13,604
360 UNITS - ECOLAB INC	16,231	18,151
375 UNITS - EXPEDITORS INTL INC	14,021	20,475
430 UNITS - FASTENAL CO	20,086	25,761
800 UNITS - GENTEX	15,780	23,648
285 UNITS - GLOBAL PAYMENTS INC	13,368	13,170
200 UNITS - GREENHILL & CO INC	16,407	16,336
670 UNITS - HUNT (JB) TRANSPORT SERVICES, INC	22,856	27,343
1,165 UNITS - INVESCO LTD	24,964	28,030
435 UNITS - LIFE TECHNOLOGIES CORP	22,385	24,143
1,225 UNITS - LKQ CORP	22,787	27,832
435 UNITS - MANPOWER INC	25,091	27,301

Name of Stock	End of Year Book Value	End of Year Fair Market Value
500 UNITS - MCCORMICK & CO	18,616	23,265
155 UNITS - METTLER-TOLEDO INTERNATIONAL	15,828	23,438
880 UNITS - MICROCHIP TECHNOLOGY INC	23,990	30,105
245 UNITS - NETAPP INC	8,154	13,465
310 UNITS - O'REILLY AUTOMOTIVE INC	11,881	18,730
460 UNITS - OCEANEERING INTERNATIONAL	28,112	33,870
300 UNITS - PERRIGO CO	17,811	18,999
590 UNITS - PLANTRONICS INC	15,433	21,960
865 UNITS - PLEXUS CORP	25,969	26,763
550 UNITS - RESMED INC	14,292	19,052
175 UNITS - ROCKWELL AUTOMATION INC	12,000	12,549
365 UNITS - ROPER INDS INC NEW	19,022	27,897
92 UNITS - SALESFORCE.COM, INC	6,523	12,144
555 UNITS - SCRIPPS NETWORKS INTER CL A	24,222	28,721
355 UNITS - STERICYCLE INC	19,669	28,727
535 UNITS - THORATEC LABS CORP	13,803	15,151
320 UNITS - TRACTOR SUPPLY COMPANY	8,462	15,517
325 UNITS - TRIMBLE NAVIGATION LTD	12,628	12,977
625 UNITS - ULTA SALON COSMETICS & FRAGRANCE, INC	14,815	21,250
150 UNITS - UNDER ARMOUR INC - CLASS A	4,571	8,226
585 UNITS - URBAN OUTFITTERS INC	19,322	20,949
175 UNITS - VARIAN MEDICAL SYSTEMS INC	9,515	12,124
630 UNITS - VARIAN SEMICONDUCTOR EQUIP	22,867	23,291
475 UNITS - WABCO HOLDINGS INC	17,523	28,942
285 UNITS - WATSCO INC	14,394	17,978
475 UNITS - ZEBRA TECHNOLOGIES CORP-CL A	17,305	18,045
715 UNITS - ICON PLC	17,274	15,659
1,000 UNITS - 3M COMPANY	83,313	86,300
2,500 UNITS - ALTERA CORP	56,517	88,950
1,000 UNITS - AMERICAN EXPRESS CR	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2,600 UNITS - AON CORPORATION	94,699	119,626
500 UNITS - APACHE CORP	52,367	59,615
2,400 UNITS - BERKLEY W R	59,204	65,712
1,900 UNITS - COCA COLA CO	108,912	124,963
6,700 UNITS - COMCAST CORP SPECIAL CLASS A	108,072	139,427
1,400 UNITS - CVS CORPORATION (DEL)	43,515	48,678
1,800 UNITS - DIRECTV - CLASS A	0	0
900 UNITS - DRESSER-RAND GROUP INC	0	0
2,300 UNITS - ECOLAB INC	103,679	115,966
1,700 UNITS - FIDELITY NATIONAL INFORMATION SERVICES INC	40,324	46,563
2,100 UNITS - KRAFT FOODS INC-A	62,093	66,171
500 UNITS - L-3 COMMUNICATIONS HLDGS INC	42,985	35,245
300 UNITS - LIBERTY GLOBAL INC - A	6,969	10,614
3,900 UNITS - LIBERTY GLOBAL INC-SERIES C	88,502	132,171
1,200 UNITS - LOEWS CORP	38,709	46,692
300 UNITS - MCDONALDS CORP	19,110	23,028
3,500 UNITS - MICROSOFT CORP	108,162	97,685
1,390 UNITS - NEWFIELD EXPLORATION COMPANY	68,373	100,233
4,600 UNITS - NEWS CORP-CL A	61,711	66,976
700 UNITS - NOBLE ENERGY	50,617	60,256
1,300 UNITS - PRAXAIR INC	104,574	124,111
2,200 UNITS - PROGRESSIVE CORP	39,710	43,714
1,100 UNITS - THERMO FISHER SCIENTIFIC INC	52,817	60,896
2,000 UNITS - UNITEDHEALTH GROUP INC	61,937	72,220
2,100 UNITS - WAL MART STORES INC	113,655	113,253
1,800 UNITS - WASTE MANAGEMENT INC	61,134	66,366
1,200 UNITS - NESTLE SA REP RG SH ADR	58,159	70,485
1,000 UNITS - TEVA PHARMACEUTICAL INDS LTD ADR	57,341	52,130
2,200 UNITS - VODAFONE GROU PLC SP ADR	50,939	58,168
700 UNITS - WILLIS GROUP HOLDINGS PLC	18,655	24,241

Name of Stock	End of Year Book Value	End of Year Fair Market Value
680 UNITS - FORD COMMON	49	11,417
100 UNITS - ASKMEKNOW INC	0	0
125 UNITS - ATMOSPHERIC GLOW TECHNOLOGIES - WRTHLSS 13510	0	0
1 UNITS - MONOGENESIS CORP	0	0

TY 2010 Investments - Other Schedule

Name: THE HENRY FORD II FUND
 EIN: 38-6066332

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FORD MOTOR MONEY MARKET	AT COST	41,260	41,260
720,445.021 UNITS - PIMCO TOTAL RETURN FD INST CLASS	AT COST	0	0
16,363 UNITS - ISHARES MSCI EAFE INDEX FUND	AT COST	0	0
FUND REINVESTMENT (DIVIDENDS)	AT COST	0	0
GOLDMAN SACHS FS PRIME OBLIGATIONS	AT COST	0	0
GOLDMAN SACHS FS PRIME OBLIGATIONS	AT COST	0	0
FORD MOTOR MONEY MARKET	AT COST	132,613	132,613
GOLDMAN SACHS FS PRIME OBLIGATIONS	AT COST	0	0
25,197.281 UNITS - VANGUARD 500 INDEX FUND SIGNAL	AT COST	2,105,155	2,410,876
12,300 UNITS - VANGUARD ENERGY ETF	AT COST	0	0
57,466.71 UNITS - PIMCO DEVELOPING LOCAL MARKETS FUND	AT COST	578,870	609,147
525,659.198 UNITS - PIMCO TOTAL RETURN FD INST CLASS	AT COST	5,199,344	5,703,402
32,535 UNITS - ISHARES MSCI EAFE INDEX FUND	AT COST	1,559,371	1,894,188
88,499.192 UNITS - LAUDUS MONDRIAN EMERGING MARKETS INTL	AT COST	766,686	853,132
12,280 UNITS - VANGUARD EMERGING MARKET ETF	AT COST	0	0
ACCRUED INTEREST	AT COST	0	18,062
FORD MOTOR MONEY MARKET	AT COST	24,221	24,221
320,533 UNITS - IRIDIAN PRIVATE BUSIN VALUE EQ FD LP	AT COST	1,125,348	2,725,877
83,192.91 UNITS - SPRUCEGROVE DELAWARE TRUST INTL FUND	AT COST	3,495,603	4,480,385
88,501.138 UNITS - MONDRIAN INTERNATIONAL FIXED INCOME FUND	AT COST	1,326,870	1,386,857
148,814.715 UNITS - WELLINGTON GLOBAL NATURAL RESOURCES CTF	AT COST	1,466,113	1,808,099
BRUSH STREET H FUND, LLC (2.2854420% INTEREST)	AT COST	4,306,080	4,435,660
FUND REINVESTMENT (DIVIDENDS)	AT COST	19,518	19,518

TY 2010 Legal Fees Schedule

Name: THE HENRY FORD II FUND

EIN: 38-6066332

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	3,844	1,922		1,922

TY 2010 Other Expenses Schedule

Name: THE HENRY FORD II FUND

EIN: 38-6066332

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES (EAGLE)	13,570	13,570		0
INVESTMENT FEES (ICIA)	4,106	4,106		0
INVESTMENT FEES (CAMBRIDGE)	319	319		0
INVESTMENT FEES (FORTIS)	31	31		0
INVESTMENT FEES (BAIRD)	4,887	4,887		0
INVESTMENT FEES (RHB)	3,138	3,138		0
FILING FEE	20	10		10
FROM K-1 BRUSH STREET H FUND - NDE	29	0		0
FROM K-1 BRUSH STREET H FUND - PORTFOLIO DEDUCTIONS	21,306	21,306		0
MANAGEMENT FEES WELLINGTON TRUST COMPANY	1,262	1,262		0
FROM K-1 - SPRUCEGROVE US INTNL INV FUND - PORTFOLIO DEDUCTIONS	2,165	2,165		0
MANAGEMENT FEES SPRUCEGROVE US INTNL INV FUND	18,951	18,951		0
FROM K-1 BRUSH STREET H FUND - CHARITABLE CONTRIBUTIONS	5	5		0
FROM K-1 WELLINGTON TRUST COMPANY - PORTFOLIO DEDUCTIONS	195	195		0
MANAGEMENT FEES MONDRIAN INTNL FIXED INCOME FUNDS, LP	4,132	4,132		0
FROM K-1 MONDRIAN INTNL FIXED INCOME FUND, LP - PORTFOLIO DEDUCTIONS	810	810		0

TY 2010 Other Income Schedule**Name:** THE HENRY FORD II FUND**EIN:** 38-6066332

Description	Revenue And Expenses Per Books	Net Invest ment Income	Adjusted Net Income
FROM K-1 MONDRIAN INTL FIXED INCOME FUND, LP	1,206	1,206	1,206
FROM K-1 IRIDIAN PRIVATE BUSINESS VALUE EQUITY, LP	-26,669	-26,669	-26,669
FROM K-1 BRUSH STREET H FUND, LLC	17,173	17,173	17,173
FROM K-1 BRUSH STREET H FUND, LLC - UBTI	1,766	0	1,766
FROM K-1 SPRUCEGROVE US ITNL INVESTMENT FUND	1,153	1,153	1,153
FROM K-1 WELLINGTON TRUST COMPANY	-354	-354	-354

TY 2010 Other Liabilities Schedule

Name: THE HENRY FORD II FUND

EIN: 38-6066332

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX ACCRUAL	22,096	11,920
FEDERAL UNRELATED BUSINESS TAX ACCRUAL	0	1,043

TY 2010 Taxes Schedule**Name:** THE HENRY FORD II FUND**EIN:** 38-6066332

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	33,920	0		0
FOREIGN TAX (ICIA)	6,548	6,548		0
FOREIGN TAX (EAGLE)	312	312		0
FROM K-1 SPRUCEGROVE US INTNL INV FUND - FOREIGN TAX	7,299	7,299		0
FROM K-1 BRUSH STREET H FUND, LLC - FOREIGN TAX	578	578		0
FROM K-1 BRUSH STREET H FUND, LLC - FEDERAL TAX WITHHOLDING	12	0		0
FROM K-1 WELLINGTON TRUST COMPANY - FOREIGN TAX	962	962		0
FROM K-1 MONDRIAN INTNL FIXED INCOME FUND, LP - FOREIGN TAX	357	357		0
FROM K-1 IRIDIAN PRIVATE BUSINESS VALUE EQUITY, LP - FOREIGN TAX	2,450	2,450		0
FEDERAL UNRELATED BUSINESS TAX	1,043	0		0

Additional Data

Software ID:
Software Version:
EIN: 38-6066332
Name: THE HENRY FORD II FUND

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
A	FROM K-1 MONDRIAN INTL FIXED INCOME FUND, LP	P		
B	FROM K-1 IRIDIAN PRIVATE BUSINESS VALUE EQUITY, LP	P		
C	FROM K-1 SPRUCEGROVE US ITNL INVESTMENT FUND	P		
D	FROM K-1 WELLINGTON TRUST COMPANY	P		
E	115 949 UNITS OF WELLINGTON TRUST COMPANY	P		
F	ADDITIONAL GAIN ON LIQUIDATION OF ECF 1201 INDEX FUND, LP	P		
G	72,731 UNITS OF IRIDIAN PRIVATE BUSINESS VALUE FIND	P		
H	559 42 UNITS OF SPRUCEGROVE US INTERNATIONAL INVESTMENT FUND	P		
I	COMERICA BANK - EAGLE - PUBLICALLY TRADED SECURITIES	P		
J	COMERICA BANK - RHB - PUBLICALLY TRADED SECURITIES	P		
K	COMERICA BANK - RHB - PUBLICALLY TRADED SECURITIES	P		
L	COMERICA BANK - BAIRD - PUBLICALLY TRADED SECURITIES	P		
M	COMERICA BANK - ICIA - PUBLICALLY TRADED SECURITIES	P		
N	COMERICA BANK - ICIA - PUBLICALLY TRADED SECURITIES	P		
O	FROM K-1 BRUSH STREET H FUND, LLC	P		
P	FROM K-1 BRUSH STREET H FUND, LLC - UBTI	P		
Q	276 277 UNITS OF MONDRIAN INTNL FIXED INCOME FUND, LP	P		
R	CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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				-2,140
B				167,692
C				5,881
D				66,581
E	1,262		1,092	170
F	24,427			24,427
G	500,000		214,961	285,039
H	18,951		16,844	2,107
I	348,941		322,312	26,629
J	1,611,900		1,571,078	40,822
K	136,625		128,765	7,860
L	583,858		549,494	34,364
M	3,157,158		3,231,081	-73,923
N	2,502,897		2,270,033	232,864
O				16,688
P				-9,603
Q				86
R	88,141			88,141

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
A			-2,140
B			167,692
C			5,881
D			66,581
E			170
F			24,427
G			285,039
H			2,107
I			26,629
J			40,822
K			7,860
L			34,364
M			-73,923
N			232,864
O			16,688
P			-9,603
Q			86
R			88,141


Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
EDSEL B FORD II	PRESIDENT, DIRECTOR & MEMBER 0 25	0	0	0
2000 BRUSH STREET SUITE 440 DETROIT, MI 482262229				
RODNEY P WOOD	TREASURER 0 50	0	0	0
2000 BRUSH STREET SUITE 440 DETROIT, MI 482262229				
DAVID M HEMPSTEAD	SECRETARY 0 25	0	0	0
1901 ST ANTOINE STREET 6TH FLOOR DETROIT, MI 48226				
CYNTHIA N FORD	DIRECTOR & MEMBER 0 25	0	0	0
2000 BRUSH STREET SUITE 440 DETROIT, MI 482262229				
HENRY FORD III	DIRECTOR & MEMBER 0 25	0	0	0
2000 BRUSH STREET SUITE 440 DETROIT, MI 48226				

Form 990PF Part XV Line 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				
CHILDREN'S HOSPITAL OF MICH FOUNDATION 3901 BEAUBIEN RD DETROIT, MI 48201		PUBLIC CHARITY	PROGRAM SERVICES	50,000
COLLEGE FOR CREATIVE STUDIES 201 E KIRBY DETROIT, MI 48202		PUBLIC CHARITY	PROGRAM SERVICES	200,000
FOCUS HOPE 1355 OAKMAN BLVD DETROIT, MI 48238		PUBLIC CHARITY	PROGRAM SERVICES	50,000
JUVENILE DIABETES RESEARCH FOUNDATION 26 BROADWAY 14TH FLOOR NEW YORK, NY 10004		PUBLIC CHARITY	PROGRAM SERVICES	25,000
JUVENILE DIABETES RESEARCH FOUNDATION 24359 NORTHWESTERN HWY STE 225 SOUTHFIELD, MI 48075		PUBLIC CHARITY	PROGRAM SERVICES	25,000
MIAMI UNIVERSITY FOUNDATION 725 E CHESTNUT ST OXFORD, OH 45056		PUBLIC CHARITY	PROGRAM SERVICES	250,000
NATIONAL CENTER FOR LEARNING DISABILITIES INC 381 PARK AVE SOUTH STE 1401 NEW YORK, NY 10016		PUBLIC CHARITY	PROGRAM SERVICES	50,000
NY PRESBY HOSPWEILL CORNELL MED CNTR 525 EAST 68TH STREET BOX 123 NEW YORK, NY 10065		PUBLIC CHARITY	PROGRAM SERVICES	25,000
OLD NEWSBOYS' GOODFELLOW FUND 1058 AUDUBON GROSSE POINTE PARK, MI 48230		PUBLIC CHARITY	PROGRAM SERVICES	10,000
SALVATION ARMY 16130 NORTHLAND DRIVE SOUTHFIELD, MI 48075		PUBLIC CHARITY	PROGRAM SERVICES	25,000
UNIVERSITY LIGGETT SCHOOL 1045 COOK ROAD GROSSE POINTE WOODS, MI 48236		PUBLIC CHARITY	PROGRAM SERVICES	15,000
WAYNE STATE UNIVERSITY LAW SCHOOL - DAMON J KEITH CENTER FOR CIVIL RIGHTS 5475 WOODWARD AVE DETROIT, MI 48202		PUBLIC CHARITY	PROGRAM SERVICES	195,000
Total  3a				920,000

Form 990PF Part XV Line 3b - Grants and Contributions 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)				
b <i>Approved for future payment</i>				
COLLEGE FOR CREATIVE STUDIES 201 E KIRBY DETROIT, MI 48202		PUBLIC CHARITY	PROGRAM SERVICES	800,000
THE HENRY FORD - RACING IN AMERICA 20900 OAKWOOD BLVD DEARBORN, MI 48124		PUBLIC CHARITY	PROGRAM SERVICES	486,404
MIAMI UNIVERSITY FOUNDATION 725 E CHESTNUT ST OXFORD, OH 45056		PUBLIC CHARITY	PROGRAM SERVICES	250,000
UNIVERSITY LIGGETT SCHOOL - THE LIGGETT MERIT SCHOLARSHIP PROGRAM 1045 COOK ROAD GROSSE POINTE PARK, MI 48236		PUBLIC CHARITY	PROGRAM SERVICES	500,000
WAYNE STATE UNIVERSITY LAW SCHOOL - DAMON J KEITH CENTER FOR CIVIL RIGHTS 5475 WOODWARD AVE DETROIT, MI 48202		PUBLIC CHARITY	PROGRAM SERVICES	640,000
Total  3b				2,676,404