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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

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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

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)

\$ 29,408,334

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify)

(Part I, column (d) must be on cash basis.)

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

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	5,226	5,226		
	4 Dividends and interest from securities.	412,166	410,846		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	824,288			
	b Gross sales price for all assets on line 6a _____ 5,923,143				
	7 Capital gain net income (from Part IV, line 2)		807,683		
	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)	291,868	281,321		
	12 Total. Add lines 1 through 11	1,533,548	1,505,076		
	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)	8,619	4,310		4,309
	b Accounting fees (attach schedule)	37,500	17,813		17,812
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	38,441	7,664		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	101,139	100,948		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	185,699	130,735		22,121
	25 Contributions, gifts, grants paid	920,353			920,353
	26 Total expenses and disbursements. Add lines 24 and 25	1,106,052	130,735		942,474
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	427,496			
	b Net investment income (if negative, enter -0-)		1,374,341		
	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 (2011)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	274,989	66,000	66,000
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ <u>314,602</u>			
		Less allowance for doubtful accounts ▶ _____	3,658	314,602	314,602
	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)	2,911,368	2,937,010	3,493,725
	c	Investments—corporate bonds (attach schedule).	1,363,814	994,151	1,013,262
	11	Investments—land, buildings, and equipment basis ▶ _____			
		Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	22,147,052	22,811,330	24,520,745
	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)	26,700,881	27,123,093	29,408,334
	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 (attach schedule)			
	22	Other liabilities (describe ▶ _____)	12,963	7,679	
	23	Total liabilities (add lines 17 through 22)	12,963	7,679	
		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	43,333,911	44,158,199	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	-16,645,993	-17,042,785	
	30	Total net assets or fund balances (see page 17 of the instructions)	26,687,918	27,115,414	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	26,700,881	27,123,093	

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	26,687,918
2	Enter amount from Part I, line 27a	2	427,496
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	27,115,414
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	27,115,414

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			(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 See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	807,683
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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))
2010	946,870	29,193,468	0 032434
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

2	Total of line 1, column (d).	2	0 212022
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 042404
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	31,121,407
5	Multiply line 4 by line 3.	5	1,319,672
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	13,743
7	Add lines 5 and 6.	7	1,333,415
8	Enter qualifying distributions from Part XII, line 4.	8	942,474

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)









1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	27,487
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	27,487
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	27,487
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	22,054	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	12,000	
d		Backup withholding erroneously withheld	6d	13	
7		Total credits and payments Add lines 6a through 6d.		7	34,067
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	6,580
11		Enter the amount of line 10 to be Credited to 2012 estimated tax	6,580	Refunded	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			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.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
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.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) MI _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did 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  482 262 229			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here  and enter the amount of tax-exempt interest received or accrued during the year 	15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?  Yes  No If "Yes," list the years  20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see 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 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>).	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 2011?	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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

Total number of others receiving over \$50,000 for professional services.	0
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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
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Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Total. Add lines 1 through 3.	0
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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	31,368,372
b	Average of monthly cash balances.	1b	226,965
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	31,595,337
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	31,595,337
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	473,930
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	31,121,407
6	Minimum investment return. Enter 5% of line 5.	6	1,556,070

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	1,556,070
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	27,487
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	3,277
c	Add lines 2a and 2b.	2c	30,764
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,525,306
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,525,306
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	1,525,306

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	942,474
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	942,474
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	942,474
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 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2011			
a	Enter amount for 2010 only. 389,843			
b	Total for prior years 20____, 20____, 20____ 0			
3	Excess distributions carryover, if any, to 2011			
a	From 2006.			
b	From 2007.			
c	From 2008.			
d	From 2009.			
e	From 2010.			
f	Total of lines 3a through e. 0			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 942,474			
a	Applied to 2010, but not more than line 2a 389,843			
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 2011 distributable amount. 552,631			
e	Remaining amount distributed out of corpus 0			
5	Excess distributions carryover applied to 2011 0			
(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 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions 0			
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. 972,675			
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 2006 not applied on line 5 or line 7 (see page 27 of the instructions). 0			
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a. 0			
10	Analysis of line 9			
a	Excess from 2007.			
b	Excess from 2008.			
c	Excess from 2009.			
d	Excess from 2010.			
e	Excess from 2011.			

Part XIVPrivate 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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	
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 XVSupplementary 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	920,353
b Approved for future payment See Additional Data Table				
Total			3b	4,280,000

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments.					
3	Interest on savings and temporary cash investments			14	5,226	
4	Dividends and interest from securities.			14	412,166	
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.	523000		14	291,868	
8	Gain or (loss) from sales of assets other than inventory	523000		18	824,288	
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		1,533,548	0
13	Total. Add line 12, columns (b), (d), and (e).			13		1,533,548

[illegible]

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?		Yes	No
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.			

[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

[illegible]

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					
	*****		2012-11-13	*****		
	Signature of officer or trustee		Date	Title		
	Paid Preparer's Use Only	Preparer's Signature	W MICHAEL PERKINS	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00082617
		Firm's name	FORD ESTATES LLC	Firm's EIN 26-3014408		
		2000 BRUSH STREET SUITE 440				
Firm's address	DETROIT, MI 482262229	Phone no (313) 961-0500				

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☐ No

Additional Data

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

Form 990PF - Special Condition Description:

Special Condition Description

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)
COMERICA BANK - BAIRD - PUBLICALLY TRADED SECURITIES	P		
COMERICA BANK - BAIRD - PUBLICALLY TRADED SECURITIES	P		
COMERICA BANK - ICIA - PUBLICALLY TRADED SECURITIES	P		
COMERICA BANK - ICIA - PUBLICALLY TRADED SECURITIES	P		
COMERICA BANK - RHB - PUBLICALLY TRADED SECURITIES	P		
COMERICA BANK - RHB - PUBLICALLY TRADED SECURITIES	P		
COMERICA BANK - EAGLE - PUBLICALLY TRADED SECURITIES	P		
COMERICA BANK - EAGLE - PUBLICALLY TRADED SECURITIES	P		
1,605 833 UNITS - WELLINGTON GLOBAL NATURAL RESOURCES	P		
407 829 UNITS - MONDRIAN INTNL FIXED INCOME FUND	P		
663 6 UNITS - SPRUCEGROVE DELAWARE TRUST INTL FUND	P		
35,861 UNITS - IRIDIAN PRIVATE BUSINESS VALUE EQUITY, LP	P		
FROM K-1 BRUSH STREET H FUND, LLC	P		
FROM K-1 BRUSH STREET H FUND, LLC	P		
FROM K-1 IRIDIAN PRIVATE BUSINESS VALUE EQUITY, LP	P		
FROM K-1 WELLINGTON TRUST COMPANY	P		
FROM K-1 MONDRIAN INTERNATIONAL FIXED INCOME FUND, LP	P		
FROM K-1 SPRUCEGROVE US INTERNATIONAL INVESTMENT FUND	P		
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)
271,408		257,120	14,288
417,433		344,435	72,998
1,354,125		1,297,854	56,271
2,020,688		1,839,102	181,586
668,182		665,621	2,561
580,112		576,842	3,270
13,079		8,227	4,852
242,036		217,326	24,710
19,259		15,811	3,448
6,700		6,114	586
25,755		22,110	3,645
300,000		130,837	169,163
			124,415
			-16,605
			43,348
			57,191
			14,343
			43,247
4,366			4,366


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	
			14,288
			72,998
			56,271
			181,586
			2,561
			3,270
			4,852
			24,710
			3,448
			586
			3,645
			169,163
			124,415
			-16,605
			43,348
			57,191
			14,343
			43,247
			4,366


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 & MEMB 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 <i>Paid during the year</i>				
DETROIT SYMPHONY ORCHESTRA 3711 WOODWARD AVENUE DETROIT, MI 48201	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	25,000
COLLEGE FOR CREATIVE STUDIES 201 E KIRBY DETROIT, MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	200,000
JUVENILE DIABETES RESEARCH FOUNDATION 24359 NORTHWESTERN HWY STE 225 SOUTHFIELD, MI 48075	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	10,000
MIAMI UNIVERSITY FOUNDATION 725 E CHESTNUT ST OXFORD, OH 45056	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	250,000
NATIONAL CENTER FOR LEARNING DISABILITIES INC 381 PARK AVE SOUTH STE 1401 NEW YORK, NY 10016	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	50,000
NY PRESBY HOSPWEILL CORNELL MED CNTR 525 EAST 68TH STREET BOX 123 NEW YORK, NY 10065	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	25,000
OLD NEWSBOYS' GOODFELLOW FUND 1058 AUDUBON GROSSE POINTE PARK, MI 48230	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	10,000
WAYNE STATE UNIVERSITY LAW SCHOOL - DAMON J KEITH CENTER FOR CIVIL RIGHTS 5475 WOODWARD AVE DETROIT, MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	160,000
THE HENRY FORD - RACING IN AMERICA 20900 OAKWOOD BLVD DEARBORN, MI 48124	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	86,404
UNIVERSITY LIGGETT SCHOOL - THE LIGGETT MERIT SCHOLARSHIP PROGRAM 1045 COOK ROAD GROSSE POINTE PARK, MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	100,000
WAYNE STATE UNIVERSITY LAW SCHOOL - DAMON J KEITH CENTER FOR CIVIL RIGHTS 5475 WOODWARD AVE DETROIT, MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	3,949
Total  3a				920,353

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)				
b <i>Approved for future payment</i>				
COLLEGE FOR CREATIVE STUDIES 201 E KIRBY DETROIT, MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	600,000
THE HENRY FORD - RACING IN AMERICA 20900 OAKWOOD BLVD DEARBORN, MI 48124	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	400,000
UNIVERSITY LIGGETT SCHOOL - THE LIGGETT MERIT SCHOLARSHIP PROGRAM 1045 COOK ROAD GROSSE POINTE PARK, MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	400,000
WAYNE STATE UNIVERSITY LAW SCHOOL - DAMON J KEITH CENTER FOR CIVIL RIGHTS 5475 WOODWARD AVE DETROIT, MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	480,000
THE HENRY FORD ESTATE - FAIR LANE 4901 EVERGREEN ROAD DEARBORN, MI 48128	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,400,000
Total			 3b	4,280,000

TY 2011 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	37,500	17,813		17,812

TY 2011 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 EDESEL 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 2011, THE HENRY FORD II FUND PAID \$37,500 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 2011, HENRY FORD II FUND PAID \$8,619 25 TO SAID ATTORNEYS FOR FEES (AND EXPENSES) FOR THE SERVICES REFERRED TO IN THIS PARAGRAPH

**TY 2011 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	0	0
300,000 UNITS - FORD MOTOR CREDIT CO 7.5% 08/01/2012 7.500% DUE 08-01-12	311,190	309,636
250,000 UNITS - FORD MOTOR CREDIT CO 7% 10/01/2013 7.000% DUE 10-01-13	259,978	265,083
200,000 UNITS - FORD MOTOR CREDIT COMPANY LLC 8.000% DUE 04-15-15	218,731	217,694
75,000 UNITS - FORD MOTOR CREDIT CO 7% 4/15/2015 7.000% DUE 04-15-15	81,626	80,625
100,000 UNITS - FORD MOTOR CREDIT CO LLC 12% 12.000% DUE 05-15-15	122,626	122,499
75,000 UNITS - NOVARTIS CAP CORP GTD NT 4.125% 02/10/2014 4.125% DUE 02-10-1	0	0
ACCRUED INTEREST	0	17,725

TY 2011 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	0	0
725 UNITS - ACTUANT CORP-CL A	18,794	16,450
142 UNITS - AFFILIATED MANAGERS GROUP	13,070	13,625
550 UNITS - AGILENT TECHNOLOGIES INC	19,543	19,212
325 UNITS - AIRGAS INC	20,172	25,376
325 UNITS - AKAMAI TECHNOLOGIES	0	0
250 UNITS - ALEXION PHARAMACEUTICALS INC	12,860	17,875
200 UNITS - ALLIANCE DATA SYSTEMS CORP	13,065	20,768
650 UNITS - ALTERA CORP	24,368	24,115
450 UNITS - ANSYS INC	19,645	25,776
385 UNITS - APTARGROUP INC	14,196	20,085
235 UNITS - BUCYRUS INTERNATIONAL INC - A	0	0
380 UNITS - BUFFALO WILD WINGS INC	17,880	25,654
350 UNITS - CABOT OIL & GAS CORP	11,338	26,565
175 UNITS - CAPELLA EDUCATION CO	0	0
475 UNITS - CATALYST HEALTH SOLUTIONS INC	21,554	24,700
200 UNITS - CERNER CORP	12,661	12,250
520 UNITS - CHURCH & DWIGHT CO INC	15,612	23,795
335 UNITS - CITRIX SYS INC	19,573	20,341
175 UNITS - CORE LABORATORIES N.V.	15,831	19,941
600 UNITS - DICK'S SPORTING GOODS INC	14,997	22,128
350 UNITS - DIGITAL REALTY TRUST	19,497	23,335
385 UNITS - DOLBY LABORATORIES INC - CL A	0	0
500 UNITS - DOLLAR GENERAL	16,517	20,570
475 UNITS - DRESSER-RAND GROUP INC	16,107	23,707
675 UNITS - EAST WEST BANCORP INC	11,907	13,331
450 UNITS - EATON VANCE	0	0
375 UNITS - ECOLAB INC	18,106	21,679
375 UNITS - EXPEDITORS INTL INC	0	0
430 UNITS - FASTENAL CO	16,582	30,963

Name of Stock	End of Year Book Value	End of Year Fair Market Value
700 UNITS - GENTEX	13,804	20,713
285 UNITS - GLOBAL PAYMENTS INC	0	0
3200 UNITS - GREENHILL & CO INC	18,445	10,911
475 UNITS - HARLEY DAVIDSON INC	18,812	18,463
450 UNITS - HUNT (JB) TRANSPORT SERVICES, INC	15,125	20,282
1,000 UNITS - INVESCO LTD	21,201	20,090
175 UNITS - JOY GLOBAL INC	15,587	13,120
435 UNITS - LIFE TECHNOLOGIES CORP	0	0
1,225 UNITS - LKQ CORP	0	0
350 UNITS - MANPOWER INC	17,451	12,513
425 UNITS - MCCORMICK & CO	15,681	21,429
155 UNITS - METTLER-TOLEDO INTERNATIONAL	0	0
750 UNITS - MICROCHIP TECHNOLOGY INC	19,449	27,473
200 UNITS - NAVISTAR INTNL CORP NEW	13,676	7,576
245 UNITS - NETAPP INC	0	0
310 UNITS - O'REILLY AUTOMOTIVE INC	11,882	24,785
720 UNITS - OCEANEERING INTERNATIONAL	22,421	33,214
255 UNITS - PERRIGO CO	15,019	24,812
775 UNITS - PLANTRONICS INC	22,049	27,621
600 UNITS - PLEXUS CORP	17,915	16,428
550 UNITS - RESMED INC	0	0
575 UNITS - RIVERBED TECHNOLOGY INC	18,588	13,513
250 UNITS - ROCKWELL AUTOMATION INC	17,422	18,343
365 UNITS - ROPER INDS INC NEW	16,417	27,364
425 UNITS - ROWAN COMPANIES INC	15,835	12,890
92 UNITS - SALESFORCE.COM, INC	0	0
555 UNITS - SCRIPPS NETWORKS INTER CL A	0	0
250 UNITS - STERICYCLE INC	13,759	19,480
400 UNITS - TERADATA COPR	21,862	19,404
535 UNITS - THORATEC LABS CORP	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
320 UNITS - TRACTOR SUPPLY COMPANY	8,462	22,448
400 UNITS - TRIMBLE NAVIGATION LTD	15,709	17,360
350 UNITS - ULTA SALON COSMETICS & FRAGRANCE, INC	11,108	22,722
150 UNITS - UNDER ARMOUR INC - CLASS A	4,571	10,769
675 UNITS - URBAN OUTFITTERS INC	21,305	18,603
175 UNITS - VARIAN MEDICAL SYSTEMS INC	0	0
630 UNITS - VARIAN SEMICONDUCTOR EQUIP	0	0
450 UNITS - WABCO HOLDINGS INC	17,236	19,530
355 UNITS - WATSCO INC	18,980	23,309
275 UNITS - WHITING PETROLEUM CORP	16,350	12,840
575 UNITS - ZEBRA TECHNOLOGIES CORP-CL A	21,163	20,574
850 UNITS - ICON PLC	20,051	14,544
1,000 UNITS - INTERCONTINENTAL CORP-CL A	21,022	17,990
1,000 UNITS - 3M COMPANY	83,313	81,730
2,300 UNITS - ALTERA CORP	51,996	85,330
2,600 UNITS - AON CORPORATION	94,700	121,680
300 UNITS - APACHE CORP	31,420	27,174
2,600 UNITS - BERKLEY W R	64,638	89,414
1,900 UNITS - COCA COLA CO	108,912	132,943
4,200 UNITS - COMCAST CORP SPECIAL CLASS A	67,197	98,952
1,400 UNITS - CVS CORPORATION (DEL)	43,515	57,092
2,300 UNITS - ECOLAB INC	103,679	132,963
1,700 UNITS - FIDELITY NATIONAL INFORMATION SERVICES INC	40,324	45,203
765 UNITS - GOLDMAN SACHS GROUP INC	95,716	69,179
100 UNITS - GOOGLE INC-CL A	52,464	64,590
2,100 UNITS - KRAFT FOODS INC-A	62,094	78,456
500 UNITS - L-3 COMMUNICATIONS HLDGS INC	0	0
300 UNITS - LIBERTY GLOBAL INC - A	6,969	12,309
3,300 UNITS - LIBERTY GLOBAL INC-SERIES C	72,588	130,416
1,200 UNITS - LOEWS CORP	38,709	45,180

Name of Stock	End of Year Book Value	End of Year Fair Market Value
300 UNITS - MCDONALDS CORP	19,110	30,099
4,800 UNITS - MICROSOFT CORP	143,310	124,608
1,390 UNITS - NEWFIELD EXPLORATION COMPANY	68,373	52,445
5,900 UNITS - NEWS CORP-CL A	82,095	105,256
700 UNITS - NOBLE ENERGY	50,617	66,073
900 UNITS - ORACLE CORPORATION	23,053	23,085
1,400 UNITS - PEPSICO INC	91,327	92,890
1,000 UNITS - PRAXAIR INC	80,259	106,900
2,200 UNITS - PROGRESSIVE CORP	39,710	42,922
1,100 UNITS - THERMO FISHER SCIENTIFIC INC	52,817	49,467
2,000 UNITS - UNITEDHEALTH GROUP INC	61,937	101,360
2,100 UNITS - WAL MART STORES INC	113,655	125,496
1,800 UNITS - WASTE MANAGEMENT INC	61,134	58,878
1,200 UNITS - NESTLE SA REP RG SH ADR	58,159	69,298
1,000 UNITS - TEVA PHARMACEUTICAL INDS LTD ADR	0	0
2,200 UNITS - VODAFONE GROU PLC SP ADR	50,939	61,666
700 UNITS - WILLIS GROUP HOLDINGS PLC	0	0
680 UNITS - FORD COMMON	49	7,317

TY 2011 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	5,137	5,137
FORD MOTOR MONEY MARKET	AT COST	85,672	85,672
21,495.956 UNITS - VANGUARD 500 INDEX FUND SIGNAL	AT COST	1,795,981	2,056,088
105,551.321 UNITS - PIMCO DEVELOPING LOCAL MARKETS FUND	AT COST	1,095,074	1,046,014
343,767.064 UNITS - PIMCO TOTAL RETURN FD INST CLASS	AT COST	3,357,209	3,736,748
32,535 UNITS - ISHARES MSCI EAFE INDEX FUND	AT COST	1,559,371	1,611,459
145,598.670 UNITS - LAUDUS MONDRIAN EMERGING MARKETS INTL	AT COST	1,336,617	1,195,365
FORD MOTOR MONEY MARKET	AT COST	155,562	155,562
284,672 UNITS - IRIDIAN PRIVATE BUSIN VALUE EQ FD LP	AT COST	1,038,615	2,381,426
112,679.51 UNITS - SPRUCEGROVE DELAWARE TRUST INTL FUND	AT COST	3,640,798	3,973,361
88,093.309 UNITS - MONDRIAN INTERNATIONAL FIXED INCOME FUND	AT COST	1,429,424	1,444,552
173,221.677 UNITS - WELLINGTON GLOBAL NATURAL RESOURCES CTF	AT COST	1,839,594	1,676,786
100 UNITS - CHILTON GLOBAL NATL RES INTL II BVI LTD	AT COST	1,000,000	709,286
BRUSH STREET H FUND, LLC (2.1123394% INTEREST)	AT COST	4,472,276	4,443,289
FUND REINVESTMENT (DIVIDENDS)	AT COST	0	0

TY 2011 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	8,619	4,310		4,309

TY 2011 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 (RHB)	2,971	2,971		0
INVESTMENT FEES (ICIA)	4,577	4,577		0
INVESTMENT FEES (EAGLE)	20,673	20,673		0
INVESTMENT FEES (CAMBRIDGE)	15,000	15,000		0
INVESTMENT FEES (BAIRD)	6,013	6,013		0
FROM K-1 BRUSH STREET H FUND - NDE	153	0		0
MANAGEMENT FEES WELLINGTON TRUST COMPANY	19,259	19,259		0
MANAGEMENT FEES SPRUCEGROVE US INTNL INV FUND	25,755	25,755		0
MANAGEMENT FEES MONDRIAN INTNL FIXED INCOME FUNDS, LP	6,700	6,700		0
	38	0		0

TY 2011 Other Income Schedule**Name:** THE HENRY FORD II FUND**EIN:** 38-6066332

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1 MONDRIAN INTL FIXED INCOME FUND, LP	94,325	94,325	94,325
FROM K-1 IRIDIAN PRIVATE BUSINESS VALUE EQUITY, LP	756	756	756
FROM K-1 BRUSH STREET H FUND, LLC	30,080	30,080	30,080
FROM K-1 BRUSH STREET H FUND, LLC - UBTI	10,547	0	10,547
FROM K-1 SPRUCEGROVE US ITNL INVESTMENT FUND	124,058	124,058	124,058
FROM K-1 WELLINGTON TRUST COMPANY	32,102	32,102	32,102

TY 2011 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	11,920	5,446
FEDERAL UNRELATED BUSINESS TAX ACCRUAL	1,043	2,233

TY 2011 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	27,487	0		0
FOREIGN TAX (ICIA)	7,155	7,155		0
FOREIGN TAX (EAGLE)	482	482		0
FOREIGN TAX (BAIRD)	27	27		0
FROM K-1 BRUSH STREET H FUND, LLC - FEDERAL TAX WITHHOLDING	13	0		0
FEDERAL UNRELATED BUSINESS TAX	3,277	0		0