efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491320004072

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
BENSON & EDITH FORD 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
38-6066333

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)* ▶$ 27,821,866

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 ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	242,105	242,105		
	4	Dividends and interest from securities	204,857	204,857		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	447,120			
	b	Gross sales price for all assets on line 6a 64,650,559				
	7	Capital gain net income (from Part IV, line 2)		447,120		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	101,842	101,842		
	12	**Total.** Add lines 1 through 11	995,924	995,924		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	3,273	1,637		1,636
	b	Accounting fees (attach schedule)	37,500	18,750		18,750
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	11,743	2,728		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	71,362	71,352		10
	24	**Total operating and administrative expenses.** Add lines 13 through 23	123,878	94,467		20,396
	25	Contributions, gifts, grants paid	1,714,060			1,714,060
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,837,938	94,467		1,734,456
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-842,014			
	b	**Net investment income** (if negative, enter -0-)		901,457		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,434,171	541,901	541,901
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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)	15,941,751	11,185,706	12,603,363
	c	Investments—corporate bonds (attach schedule)	2,934,553	5,869,302	5,926,014
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	6,994,758	8,829,198	8,720,284
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	0	30,304	30,304
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	27,305,233	26,456,411	27,821,866
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 ▶)	6,808	0	
	23	**Total liabilities** (add lines 17 through 22)	6,808	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	40,915,321	41,362,441	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	-13,616,896	-14,906,030	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	27,298,425	26,456,411	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	27,305,233	26,456,411	

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	27,298,425
2	Enter amount from Part I, line 27a	2	-842,014
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	26,456,411
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	26,456,411

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	447,120
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	1,633,209	29,600,629	0 055175
2009	2,279,336	27,634,097	0 082483
2008	2,592,406	35,965,827	0 072080
2007	551,336	38,107,586	0 014468
2006	1,934,701	34,869,689	0 055484

2	**Total** of line 1, column (d).	2	0 279690
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 055938
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	29,819,747
5	Multiply line 4 by line 3.	5	1,668,057
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	9,015
7	Add lines 5 and 6.	7	1,677,072
8	Enter qualifying distributions from Part XII, line 4.	8	1,734,456

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 VI Excise 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 ▶ ☐ 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 ▶ ☑ and enter 1% of Part I, line 27b			1	9,015
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	9,015
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	9,015
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	30,792		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	30,792
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ 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	21,777
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 7,000	**Refunded** ▶		11	14,777

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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)?	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.*			
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		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
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?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶RODNEY P WOOD Telephone no ▶(313) 961-0500

Located at ▶2000 BRUSH STREET 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 |

			Yes	No
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		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)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		No
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)*

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**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
LYNN F ALANDT 2000 BRUSH STREET SUITE 440 DETROIT, MI 48226	PRESIDENT, TRUSTEE & MEMBER 0 25	0	0	0
BENSON FORD JR 2000 BRUSH STREET SUITE 440 DETROIT, MI 48226	VICE-PRESIDENT, TRUSTEE & MEMBER 0 25	0	0	0
RODNEY P WOOD 2000 BRUSH STREET SUITE 440 DETROIT, MI 48226	TREASURER 0 25	0	0	0
DAVID M HEMPSTEAD 1901 ST ANTOINE ST 6TH FLOOR DETROIT, MI 48226	SECRETARY, TRUSTEE & MEMBER 0 25	0	0	0

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 23 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	29,900,733
b	Average of monthly cash balances	1b	373,122
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	30,273,855
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	30,273,855
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	454,108
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	29,819,747
6	**Minimum investment return.** Enter 5% of line 5	6	1,490,987

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	1,490,987
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 9,015		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	9,015
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,481,972
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,481,972
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	1,481,972

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	1,734,456
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,734,456
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	9,015
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,725,441

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					1,481,972
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only.				0	
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.	846,761				
e From 2010.	227,268				
f **Total** of lines 3a through e.		1,074,029			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 1,734,456					
a Applied to 2010, 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 2011 distributable amount.					1,481,972
e Remaining amount distributed out of corpus		252,484			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0			0
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,326,513			
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					0
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		1,326,513			
10 Analysis of line 9					
a Excess from 2007. . . .					
b Excess from 2008. . . .					
c Excess from 2009. . . .	846,761				
d Excess from 2010. . . .	227,268				
e Excess from 2011. . . .	252,484				

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 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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 STREET 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 ARE 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,714,060
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				12,055,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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	242,105	
4 Dividends and interest from securities. . . .			14	204,857	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	101,842	
8 Gain or (loss) from sales of assets other than inventory			18	447,120	
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		995,924	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 995,924

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		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

******	2012-10-30	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

Preparer's Signature W MICHAEL PERKINS	Date	Check if self-employed ☐	PTIN P00082617
Firm's name ▶ FORD ESTATES LLC		Firm's EIN ▶ 26-3014408	
Firm's address ▶ 2000 BRUSH STREET SUITE 440 DETROIT, MI 482262229		Phone no (313) 961-0500	

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

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 - RHB (PUBLICLY TRADED SECURITIES)	P		
COMERICA BANK - RHB (PUBLICLY TRADED SECURITIES)	P		
COMERICA BANK - RHB#2 (PUBLICLY TRADED SECURITIES)	P		
COMERICA BANK - RHB#2 (PUBLICLY TRADED SECURITIES)	P		
FROM K-1 - PACIFIC FUND I, LP	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)
54,989,473		55,866,138	-876,665
5,796,538		4,036,503	1,760,035
2,862,490		2,819,594	42,896
1,000,000		1,000,000	0
			-481,204
2,058			2,058

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	
			-876,665
			1,760,035
			42,896
			0
			-481,204
			2,058

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALZHEIMER'S DISEASE ASSN-DET 20300 CIVIC CENTER DR STE 100 SOUTHFIELD, MI 48076	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	25,000
BOY SCOUTS OF AMERICA-DETROIT AREA1776 W WARREN AVE DETROIT, MI 48208	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
CAPUCHIN SOUP KITCHEN1820 MT ELLIOTT ST DETROIT, MI 48207	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	20,000
CHRIST CHURCH GROSSE POINTE 61 GROSSE POINTE BLVD GROSSE POINTE FARMS, MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	3,000
COLLEGE FOR CREATIVE STUDIES201 EAST KIRBY DETROIT, MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	550,060
DEA SURVIVORS BENEFIT FUND 2020 PENNSYLVANIA AVE NW PMB 659 WASHINGTON, DC 20006	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	10,000
DETROIT SYMPHONY ORCHESTRA HALL3711 WOODWARD AVE DETROIT, MI 48201	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
DETROIT ARTISTS MARKET4719 WOODWARD AVE DETROIT, MI 48201	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
DETROIT EDUCATIONAL TELEVISION FOUNDATION1 CLOVER COURT WIXOM, MI 48393	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
DETROIT EXECUTIVE SERVICE CORPS16250 NORTHLAND DR SUITE 390 SOUTHFIELD, MI 48075	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
DETROIT HISTORICAL SOCIETY 5401 WOODWARD AVE DETROIT, MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	20,000
GLEANER'S COMMUNITY FOOD BANK2131 BEAUFAIT DETROIT, MI 48207	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	20,000
GREENING OF DETROIT1418 MICHIGAN AVE DETROIT, MI 48216	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,000
GROSSE POINTE ACADEMY171 LAKE SHORE ROAD GROSSE POINTE FARMS, MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
GROSSE POINTE WAR MEMORIAL 32 LAKE SHORE DRIVE GROSSE POINTE FARMS, MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	500
HENRY FORD HEALTH SYSTEM ONE FORD PLACE 5B DETROIT, MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	660,000
INTERLOCHEN CENTER FOR ARTS PO BOX 199 INTERLOCHEN, MI 49643	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	8,000
JARC30301 NORTHWESTERN HWY SUITE 100 FARMINGTON HILLS, MI 48334	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	15,000
JEWISH FEDERATION OF METRO DETROIT6735 TELEGRAPH RD PO BOX 2030 BLOOMFIELD HILLS, MI 48303	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	25,000
MARINERS INN445 LEDYARD DETROIT, MI 48201	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,500
MICH METRO GIRL SCOUT COUNCIL500 FISHER BLDG 3011 W GRAND BLVD DETROIT, MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
MICHIGAN HUMANE SOCIETY 30300 TELEGRAPH RD SUITE 220 BINGHAM FARMS, MI 48025	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	10,000
NORTHERN MICHIGAN HOSPITAL FOUNDATION360 CONNABLE AVE PETOSKEY, MI 49770	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
OLD NEWSBOYS' GOODFELLOW FUNDPO BOX 44444 DETROIT, MI 48244	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,000
PEWABIC SOCIETY INC10125 EAST JEFFERSON AVE DETROIT, MI 48214	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	4,000
RACING FOR KIDS93 KERCHEVAL SUITE 4 GROSSE POINTE FARMS, MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
SHAKE-A-LEG MIAMI INC2620 SOUTH BAYSHORE DR COCONUT GROVE, FL 33133	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	10,000
ST JOHN HEALTH SYSTEMHOLLEY EAR INSTITUTE - BLDG 1 22151 MOROSS RD STE 223 DETROIT, MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	25,000
THE HENRY FORD20900 OAKWOOD BLVD DEARBORN, MI 48124	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	225,000
UNITED NEGRO COLLEGE FUND 8260 WILLOW OAKS CORPORATE DRIVE FAIRFAX, VA 220318004	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
UNITED WAY COMMUNITY SERVICES606 WOOD AVENUE SUITE 300 DETROIT,MI 48226	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
UNIVERSITY OF DETROIT MERCY 4001 WEST MCNICHOLS ROAD DETROIT,MI 48221	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	25,000
Total . . . . ▶ **3a**				1,714,060

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
b *Approved for future payment*				
COLLEGE FOR CREATIVE STUDIES 201 EKIRBY DETROIT,MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	ARGONAUT PROJECT	4,000,000
HENRY FORD HEALTH SYSTEMONE FORD PLACE 5B DETROIT,MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	EDITH AND BENSON HEART AND VASCULAR INSTITUTE - DETROIT CAPITAL ACCOUNT	3,775,000
DETROIT HISTORICAL SOCIETY 5401 WOODWARD AVE DETROIT,MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	PAST>FORWARD CAMPAIGN	80,000
HENRY FORD HEALTH SYSTEMONE FORD PLACE 5B DETROIT,MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	ENDOWMENT - CHAIR IN DERMATOLOGY RESEARCH	400,000
THE HENRY FORD20900 OAKWOOD BLVD DEARBORN,MI 48124	NO INDIVIDUALS	PUBLIC CHARITY	CAN-DO PROJECT	800,000
THE HENRY FORD ESTATEPO BOX 1367 DEARBORN,MI 48120	NO INDIVIDUALS	PUBLIC CHARITY	ENDOWMENT - FAIR LANE	3,000,000
Total . . . . ▶ **3b**				12,055,000

TY 2011 Accounting Fees Schedule

Name: BENSON & EDITH FORD FUND

EIN: 38-6066333

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	37,500	18,750		18,750

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491320004072

TY 2011 General Explanation Attachment

Name: BENSON & EDITH FORD FUND

EIN: 38-6066333

Identifier	Return Reference	Explanation
	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 THE FOLLOWING LYNN F ALANDT AND BENSON FORD, JR 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 BENSON & EDITH FORD FUND DIRECTLY RODNEY P WOOD AS COMPENSATION FOR HIS SERVICES IN ANY OF THE CAPACITIES LISTED ABOVE OR OTHERWISE IN 2011, BENSON & EDITH FORD FUND PAID TO FORD ESTATES, LLC $37,500 FOR FEES (AND EXPENSES) FOR ALL THE SERVICES REFERRED TO IN THIS PARAGRAPH
	PART VII-B, QUESTION 1A(4)	DAVID M HEMPSTEAD, LISTED AS TRUSTEE, SECRETARY AND MEMBER, 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 BENSON & EDITH FORD FUND MR HEMPSTEAD IS THE PERSON IN THE FIRM PRINCIPALLY CONCERNED WITH SUCH LEGAL SERVICES TO THE FUND, BUT OTHERS IN THE FIRM ALSO RENDER LEGAL SERVICES TO THE FUND UNDER HIS SUPERVISION THE TIME SPENT BY MR HEMPSTEAD STRICTLY IN THE LISTED OFFICIAL CAPACITIES CANNOT READILY BE SEPARATED FROM THAT SPENT IN PERFORMING THE LEGAL SERVICES REFERRED TO IN 2011, BENSON & EDITH FORD FUND PAID TO SAID ATTORNEYS $3,273 FOR FEES (AND EXPENSES) FOR ALL THE SERVICES REFERRED TO IN THIS PARAGRAPH
		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

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491320004072

TY 2011 Investments Corporate Bonds Schedule

Name: BENSON & EDITH FORD FUND

EIN: 38-6066333

Name of Bond	End of Year Book Value	End of Year Fair Market Value
1,000,000 UNITS FORD MOTOR CREDIT CO 7.25% 10/25/2011 7.250% DUE 10-25-11	0	0
1,000,000 UNITS FORD MOTOR CREDIT CO 7.8% 06/01/2012 7.800% DUE 06-01-12	1,023,855	1,021,300
750,000 UNITS FORD MOTOR CREDIT CO 7.5% 08/01/2012 7.500% DUE 08-01-12	772,457	774,090
100,000 UNITS BOEING CO 5.125% DUE 02-15-13	105,882	104,842
200,000 UNITS HONEYWELL INTERNATIONAL INC 4.25% 03/01/2013 4.250% DUE 03-01-	209,821	208,648
100,000 UNITS KIMBERLY-CLARK CORPORATION 5.000% DUE 08-15-13	107,469	106,685
1,750,000 UNITS FORD MOTOR CREDIT CO 7% 10/01/2013 7.000% DUE 10-01-13	1,876,253	1,855,578
250,000 UNITS XTO ENERGY INC 5.75% 12/15/2013 5.750% DUE 12-15-13	274,942	273,855
150,000 UNITS NOVARTIS CAP CORP GTD NT 4.125% 02/10/2014 4.125% DUE 02/10/14	158,923	160,488
100,000 UNITS PFIZER INC 4.5% 02/15/2014 4.500% DUE 02-15-14	106,879	107,812
200,000 UNITS CHEVRON CORP 3.95% 03/03/2014 3.950% DUE 03-03-14	215,338	213,880
250,000 UNITS COCA COLA CO 3.625% 03/15/2014 3.625% DUE 03/15/14	268,065	266,130
350,000 UNITS FORD MOTOR CREDIT CO 8.7% 10/01/2014 8.700% DUE 10-01-14	395,330	390,810
100,000 UNITS FORD MOTOR CREDIT CO 7% 04/15/2015 7.000% DUE 04-15-15	108,835	107,500
200,000 UNITS FORD MOTOR CREDIT CO LLC 12% 12.000% DUE 05-15-15	245,253	244,998
ACCRUED INTEREST	0	89,398

TY 2011 Investments Corporate Stock Schedule

Name: BENSON & EDITH FORD FUND

EIN: 38-6066333

Name of Stock	End of Year Book Value	End of Year Fair Market Value
680 UNITS FORD COMMON	49	7,317
5,000 UNITS 3M COMPANY	0	0
2,000 UNITS ALLERGAN INC	146,229	175,480
3,000 UNITS AMERICAN EXPRESS CR	144,856	141,510
9,600 UNITS AMERICAN WATER WORKS INC	273,523	305,856
1,250 UNITS APPLE COMPUTER INC	24,344	506,250
4,000 UNITS AUTOLIV INC	0	0
9,000 UNITS BARRICK GOLD CORP	0	0
3,000 UNITS BOEING CO	188,651	220,050
2,400 UNITS BOSTON PROPERTIES INC	218,718	239,040
19,000 UNITS BOSTON SCIENTIFIC CORP	113,812	101,460
8,000 UNITS BRISTOL MYERS SQUIBB CO	216,244	281,920
3,500 UNITS CATERPILLAR INC	112,465	317,100
1,000 UNITS CELGENE CORP	64,569	67,600
8,000 UNITS CHURCH & DWIGHT CO INC	346,689	366,080
6,500 UNITS CISCO SYSTEMS INC	118,420	117,520
3,000 UNITS CITRIX SYS INC	0	0
6,000 UNITS COCA COLA CO	373,863	419,820
8,000 UNITS CORNING INCORPORATED	113,745	103,840
4,900 UNITS COSTCO WHOLESALE CORP	364,554	408,268
3,800 UNITS DEERE & CO	0	0
5,000 UNITS DEVON ENERGY CORPORATION	326,783	310,000
3,500 UNITS DIRECTV - CLASS A	164,592	149,660
7,200 UNITS DISNEY WALT CO	258,778	270,000
1,000 UNITS DUN & BRADSTREET CORP	0	0
3,000 UNITS EBAY INC	0	0
5,750 UNITS EDWARDS LIFESCIENCES CORP	0	0
3,500 UNITS EMERSON ELECTRIC CO	181,377	163,065
750 UNITS ESTEE LAUDER COMPANIES	87,426	84,240
4,750 EXXON MOBIL CORPORATION	371,463	402,610

Name of Stock	End of Year Book Value	End of Year Fair Market Value
4,000 UNITS FEDEX CORP	257,792	334,040
6,000 UNITS FMC TECHNOLOGIES INC	0	0
4,000 UNITS FREEPORT-MCMORAN COPPER-B	143,112	147,160
3,000 UNITS GENERAC HOLDINGS INC	75,199	84,090
10,000 UNITS GENERAL ELEC CO	166,753	179,100
4,000 UNITS GILEAD SCIENCES INC	0	0
3,000 UNITS GIVEN IMAGING LTD	0	0
400 UNITS GOLDMAN SACHS GROUP IN C	42,062	36,172
200 UNITS GOOGLE INC-CL A	106,038	129,180
2,500 UNITS HARLEY DAVIDSON INC	91,314	97,175
7,500 UNITS HOME DEPOT INC	270,889	315,300
2,000 UNITS IBM CORP	378,755	367,760
2,500 UNITS INTEL CORP	63,487	60,625
2,500 UNITS ITC HOLDINGS CORP	163,100	189,700
4,000 UNITS JOHNSON & JOHNSON	0	0
1,000 UNITS JOY GLOBAL INC	75,772	74,970
10,000 UNITS KINDER MORGAN INC	286,030	321,700
5,000 UNITS LEUCADIA NATIONAL CORP	0	0
6,000 UNITS LILLY ELI & CO	239,846	249,360
4,500 UNITS MCDONALDS CORP	309,631	451,485
3,500 UNITS MOLYCORP, INC	115,010	83,930
5,000 UNITS MONSANTO CO	334,749	350,350
3,000 UNITS MOSAIC COMPANY	0	0
3,000 UNITS MURPHY OIL CORP	0	0
3,000 UNITS NATIONAL OILWELL VARCO	212,295	203,970
1,400 UNITS NETFLIX INC	0	0
5,000 UNITS NEWMONT MINING CORP	0	0
4,000 UNITS OCCIDENTAL PETROLEUM CORP	385,359	374,800
11,000 UNITS ORACLE CORPORATION	280,612	282,150
10,000 UNITS PEABODY ENERGY CORP	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
4,000 UNITS PERRIGO CO	397,275	389,200
4,000 UNITS PFIZER INC	84,984	86,560
2,000 UNITS PPG INDS INC	149,909	166,980
3,000 UNITS PROCTER & GAMBLE CO	0	0
5,000 UNITS REPUBLIC SERVICES INC	87,002	82,650
750 UNITS SHERWIN-WILLIAMS CO	64,800	66,952
10,000 UNITS SLM CORP	134,621	134,000
4,000 UNITS SOTHEBY'S	0	0
3,000 UNITS SOUTHERN COPPER CORP	0	0
4,000 UNITS UNION PACIFIC CORP	311,224	423,760
5,000 UNITS UNITS TECHNOLOGIES CORP	399,320	365,450
12,000 UNITS US BANCORP	0	0
1,750 UNITS VISA INC - CLASS A SHARES	167,165	177,677
6,500 UNITS WELLS FARGO & CO	166,801	179,140
5,500 UNITS WEYERHAEUSER CO	93,063	102,685
3,000 UNITS WHIRLPOOL CORP	0	0
6,000 UNITS ANHEUSER-BUSCH INBEV SPN ADR	0	0
15,000 UNITS BOMBARDIER INC-B	0	0
4,000 UNITS CANADIAN NATL RAILWAY CO	0	0
3,500 UNITS DIAGEO PLC SPNSRD ADR NEW	281,103	305,970
6,500 UNITS HSBC HLDG PLC SP ADR	0	0
2,000 UNITS IVANHOE MINES LIMITED	0	0
4,000 UNITS NESTLE SA REP RG SH ADR	168,526	230,992
1,000 UNITS POTASH CORP SASK INC	58,484	41,280
2,000 UNITS RIO TINTO PLC	0	0
2,000 UNITS ROCHE HLDG LTD SPN ADR	85,139	85,124
4,000 UNITS SCHLUMBERGER LTD	327,335	273,240
9,000 UNITS TEVA PHARMACEUTICAL INDS LTD ADR	0	0

TY 2011 Investments - Other Schedule

Name: BENSON & EDITH FORD FUND

EIN: 38-6066333

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
1,000,000 UNITS CANADA GOVT 1% = CAD RATE .974659% 09/01/20110.975% DUE 09-0	AT COST	0	0
FORD MOTOR MONEY MARKET	AT COST	2,861,796	2,861,796
2,000 UNITS IVANHOE MINES LTD RTS	AT COST	0	0
150,000 NORWEGIAN GOVERNMENT 5.000% DUE 5-15-15	AT COST	29,020	28,907
FORD MOTOR MONEY MARKET	AT COST	319,872	319,872
PACIFIC FUND I, LP - 3.9597% INTEREST	AT COST	5,618,510	5,509,709

TY 2011 Legal Fees Schedule

Name: BENSON & EDITH FORD FUND

EIN: 38-6066333

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	3,273	1,637		1,636

TY 2011 Other Assets Schedule

Name: BENSON & EDITH FORD FUND

EIN: 38-6066333

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PURCHASED INTEREST - RHB#2	0	8,527	8,527
FEDERAL EXCISE TAX RECEIVABLE	0	21,777	21,777

TY 2011 Other Expenses Schedule

Name: BENSON & EDITH FORD FUND

EIN: 38-6066333

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES - ICIA	169	169		0
INVESTMENT FEES - RHB	59,396	59,396		0
INVESTMENT FEES - RHB#2	11,777	11,777		0
FILING FEE	20	10		10

TY 2011 Other Income Schedule

Name: BENSON & EDITH FORD FUND

EIN: 38-6066333

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1 - PACIFIC FUND I, LP	101,842	101,842	101,842

TY 2011 Other Liabilities Schedule

Name: BENSON & EDITH FORD FUND

EIN: 38-6066333

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX ACCRUED	6,808	0

TY 2011 Taxes Schedule

Name: BENSON & EDITH FORD FUND

EIN: 38-6066333

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	9,015	0		0
FOREIGN TAX	2,728	2,728		0

Additional Data

Software ID:	
Software Version:	
EIN:	38-6066333
Name:	BENSON & EDITH FORD FUND

Form 990PF - Special Condition Description:

Special Condition Description