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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation EDSEL B FORD II FUND		A Employer identification number 38-3153050	
Number and street (or P O box number if mail is not delivered to street address) 1901 ST ANTOINE STREET 6TH FLOOR		B Telephone number (see instructions) (313) 259-7777	
City or town, state, and ZIP code DETROIT, MI 48226		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,208,065	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)	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 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	157	1		
	4 Dividends and interest from securities.	106,026	106,026		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	183,775			
	b Gross sales price for all assets on line 6a _____ 956,495				
	7 Capital gain net income (from Part IV, line 2)		183,775		
	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)	20,795	19,472		
	12 Total. Add lines 1 through 11	310,753	309,274		
	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)	850	425		425
	b Accounting fees (attach schedule)	12,450	5,603		6,225
	c Other professional fees (attach schedule)				
	17 Interest	6,742	6,742		0
	18 Taxes (attach schedule) (see instructions)	7,003	4,231		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	18,702	18,649		20
	24 Total operating and administrative expenses. Add lines 13 through 23	45,747	35,650		6,670
	25 Contributions, gifts, grants paid	353,000			353,000
	26 Total expenses and disbursements. Add lines 24 and 25	398,747	35,650		359,670
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-87,994			
	b Net investment income (if negative, enter -0-)		273,624		
	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)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	36,447	119,796	119,796
	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)	1,348,895	1,141,243	1,848,153
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	3,200,137	3,232,513	3,238,254
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	2,062	1,862	1,862	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,587,541	4,495,414	5,208,065	
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 ▶ _____)	4,706	573	
	23	Total liabilities (add lines 17 through 22)	4,706	573	
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	7,532,910	7,716,685	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	-2,950,075	-3,221,844	
	30	Total net assets or fund balances (see page 17 of the instructions)	4,582,835	4,494,841	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,587,541	4,495,414	

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	4,582,835
2	Enter amount from Part I, line 27a	2	-87,994
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	4,494,841
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	4,494,841

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table		
b			
c			
d			
e			

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

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

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	183,775
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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))
2011	352,568	5,413,241	0 065131
2010	318,609	5,218,628	0 061052
2009	367,115	4,506,211	0 081469
2008	312,770	6,080,468	0 051438
2007	202,413	8,013,968	0 025258

2	Total of line 1, column (d).	2	0 284348
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 056870
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	5,048,515
5	Multiply line 4 by line 3.	5	287,109
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,736
7	Add lines 5 and 6.	7	289,845
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	359,670

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 ☐ 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	2,736	
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	2,736	
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	2,736	
6		Credits/Payments				
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,163		
b		Exempt foreign organizations—tax withheld at source	6b			
c		Tax paid with application for extension of time to file (Form 8868)	6c	1,300		
d		Backup withholding erroneously withheld	6d	2		
7		Total credits and payments Add lines 6a through 6d.		7	3,465	
8		Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	7	
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	722	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	722	Refunded	11	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 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? 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 instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		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 ST STE 440 DETROIT MI ZIP +4 ▶482262229			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, 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 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 2012?.	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ 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 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 2012 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 2012.</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 2012?	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))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	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 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 instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		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 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 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	5,004,824
b	Average of monthly cash balances.	1b	120,572
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	5,125,396
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	5,125,396
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	76,881
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,048,515
6	Minimum investment return. Enter 5% of line 5.	6	252,426

Part XI

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

1	Minimum investment return from Part X, line 6.	1	252,426
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	2,736
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	34
c	Add lines 2a and 2b.	2c	2,770
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	249,656
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	249,656
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	249,656

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	359,670
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	359,670
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	2,736
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	356,934
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				249,656
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				11,188
f Total of lines 3a through e.	11,188			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 359,670				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				249,656
e Remaining amount distributed out of corpus	110,014			
5 Excess distributions carryover applied to 2012 (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	121,202			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	121,202			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				11,188
e Excess from 2012. . . .				110,014

Part XIVPrivate Operating Foundations (see 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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
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 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))

EDSEL B FORD II

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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a

The name, address, and telephone number or e-mail 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

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	353,000
b Approved for future payment See Additional Data Table				
Total			3b	1,035,000

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	157	
4	Dividends and interest from securities. . . .			14	106,026	
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	20,795	
8	Gain or (loss) from sales of assets other than inventory			18	183,775	
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		310,753	0
13	Total. Add line 12, columns (b), (d), and (e).			13	310,753	

[illegible]

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.			No
(2) Other assets.			No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.			No
(2) Purchases of assets from a noncharitable exempt organization.			No
(3) Rental of facilities, equipment, or other assets.			No
(4) Reimbursement arrangements.			No
(5) Loans or loan guarantees.			No
(6) Performance of services or membership or fundraising solicitations.			No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.			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 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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

May the IRS discuss this return with the preparer shown below (see instr)? ☒ **Yes** ☐ **No**

Form **990-PF** (2012)

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)
FROM K-1 BRUSH STREET H FUND, LLC	P		
COMERICA BANK - EAGLE - PUBLICLY TRADED SECURITIES	P		
COMERICA BANK - EAGLE - PUBLICLY TRADED SECURITIES	P		
COMERICA BANK - ICIA - PUBLICLY TRADED SECURITIES	P		
COMERICA BANK - ICIA - PUBLICLY TRADED SECURITIES	P		
COMERICA BANK - M&N - PUBLICLY TRADED SECURITIES	P		
COMERICA BANK - M&N - PUBLICLY TRADED SECURITIES	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)
			18,781
44,158		45,623	-1,465
446,327		356,321	90,006
54,908		50,170	4,738
120,231		108,777	11,454
93,595		91,306	2,289
122,292		139,304	-17,012
74,984			74,984

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	
			18,781
			-1,465
			90,006
			4,738
			11,454
			2,289
			-17,012
			74,984

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 STE 440 DETROIT, MI 48226				
CYNTHIA N FORD	DIRECTOR 0 25	0	0	0
2000 BRUSH STREET STE 440 DETROIT, MI 48226				
CALVIN R FORD	DIRECTOR 0 25	0	0	0
2000 BRUSH STREET STE 440 DETROIT, MI 48226				
RODNEY P WOOD	TREASURER 0 50	0	0	0
2000 BRUSH STREET STE 440 DETROIT, MI 48226				
DAVID M HEMPSTEAD	SECRETARY 0 25	0	0	0
1901 ST ANTOINE STREET 6TH FLOOR 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>				
BABSON COLLEGE OFFICE OF THE PRESIDENT BABSON PARK,MA 02457	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	15,000
CASS COMMUNITY SOCIAL SERVICES 11850 WOODROW WILSON ST DETROIT,MI 48206	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	1,000
CHILDREN'S HOSPITAL OF MICH FOUNDATION 3911 BEAUBIEN ROAD DETROIT,MI 48201	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	10,000
COALITION ON TEMPORARY SHELTER 26 PETERBORO DETROIT,MI 48201	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
COMMUNITY LIBRARY ASSOCIATION INC PO BOX 2168 KETCHUM,ID 83340	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,500
CORNERSTONE SCHOOLS ASSN 6861 E NEVADA DETROIT,MI 48234	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
DETROIT PUBLIC LIBRARY FRIENDS FOUNDATION 5201 WOODWARD AVE DETROIT,MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,500
DETROIT PUBLIC TELEVISION 1 CLOVER CT WIXON,MI 48393	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,500
DETROIT RIVERFRONT CONSERVANCY 600 RENAISSAANCE CNTR STE 1720 DETROIT,MI 48243	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
DETROIT ZOOLOGICAL SOCIETY 8450 WTEN MILE ROYAL OAK,MI 48067	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
FORGOTTEN HARVEST 21800 GREENFIELD RD OAK PARK,MI 48237	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
GEORGETOWN UNIVERSITY 37TH O STREETS NW WASHINGTON,DC 20057	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	10,000
GLEANERS COMMUNITY FOOD BANK 2131 BEAUFIT DETROIT,MI 48207	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
GROSSE POINTE FARMS FOUNDATION 90 KERBY ROAD GROSSE POINTE FARMS,MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,000
GROSSE POINTE LIBRARY FOUNDATION 10 KERCHEVAL GROSSE POINTE FARMS,MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,500

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>				
GROSSE POINTE MEMORIAL CHURCH 16 LAKESHORE DRIVE GROSSE POINTE FARMS, MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	20,000
GROSSE POINTE WAR MEMORIAL 32 LAKE SHORE DRIVE GROSSE POINTE FARMS, MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,500
HABITAT FOR HUMANITY 32 LAKE SHORE DRIVE GROSSE POINTE FARMS, MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
MOSAIC YOUTH THEATRE OF DETROIT 610 ANTOINETTE ST DETROIT, MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,500
MUSEUM OF AFRICAN AMERICAN HISTORY 315 EAST WARREN AVENUE DETROIT, MI 48201	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	15,000
NAT'L CENTER FOR LEARNING DISABILITIES 355 LEXINGTON AVE STE 1001 NEW YORK, NY 10017	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,500
NEIGHBORHOOD CLUB 17150 WATERLOO GROSSE POINTE, MI 48230	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,500
ROLLINS COLLEGE 1000 HOLT AVE - 2750 WINTER PARK, FL 32789	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	10,000
SALVATION ARMY 16130 NORTHLAND DRIVE SOUTHFIELD, MI 48075	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	25,000
ST LUKE'S WOOD RIVER FOUNDATION PO BOX 7005 KETCHUM, ID 83340	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,500
SUN VALLEY CENTER FOR ARTS HUM PO BOX 656 SUN VALLEY, ID 83353	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,500
SUN VALLEY SUMMER SYMPHONY PO OBX 1914 SUN VALLEY, ID 83353	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
SUN VALLEYKETCHUM VOLUNTEER FIREFIGHTERS ASSOC INC PO BOX 966 KETCHUM, ID 83340	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	1,000
THE GUNNERY 99 GREEN HILL ROAD WASHINGTON, CT 06793	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	102,500
UNIVERSITY LIGGETT SCHOOL 1045 COOK ROAD GROSSE POINTE WOODS, MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	10,000

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>				
GROSSE POINTE HISTORICAL SOCIETY 381 KERCHEVAL AVENUE STE 2 GROSSE POINTE FARMS,MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	1,500
THE HENRY FORD ESTATE FAIRLANE PO BOX 1367 DEARBORN,MI 48121	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	15,000
JUVENILE DIABETES RESEARCH FOUNDATION 26 BROADWAY 14TH FLOOR NEWYORK,NY 10004	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	30,000
OLD NEWSBOYS' GOODFELLOW FUND OF DETROIT PO BOX 44444 DETROIT,MI 48244	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
SIGMA GAMMA ASSOCIATION 174A KERBY ROAD GROSSE POINTE FARMS,MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,500
SMITHSONIAN PO BOX 37012 MRC 321 WASHINGTON,DC 20013	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	10,000
THE BELLE ISLE CONSERVANCY 8109 EAST JEFFERSON DETROIT,MI 48214	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,500
Total  3a				353,000

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>				
BABSON COLLEGE231 FOREST ST BABSON PARK,MA 02457	NOT AN INDIVIDUAL	PUBLIC CHARITY	FORD PRESIDENTIAL SCHOLARS PROGRAM	15,000
WAYNE STATE UNIVERSITY5475 WOODWARD DETROIT,MI 48202	NOT AN INDIVIDUAL	PUBLIC CHARITY	DAMON J KEITH CENTER FOR CIVIL RIGHTS	120,000
THE GUNNERY99 GREEN HILL ROAD WASHINGTON,CT 06793	NOT AN INDIVIDUAL	PUBLIC CHARITY	THE SUSAN G GRAHAM ENDOWED FUND FOR EDUCATIONAL EXCELLENCE	400,000
THE HENRY FORD ESTATE FAIRLANEPO BOX 1367 DEARBORN,MI 48121	NOT AN INDIVIDUAL	PUBLIC CHARITY	PROGRAM SERVICES	500,000
Total  3b				1,035,000

TY 2012 Accounting Fees Schedule

Name: EDSEL B FORD II FUND

EIN: 38-3153050

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEE	12,450	5,603		6,225

TY 2012 General Explanation Attachment**Name:** EDSEL B FORD II FUND**EIN:** 38-3153050

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

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 EDESEL B FORD II, CYNTHIA N FORD AND CALVIN R FORD 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 EDESEL B FORD II FUND DIRECTLY TO RODNEY P WOOD AS COMPENSATION FOR HIS SERVICES IN ANY OF THE CAPACITIES LISTED ABOVE OR OTHERWISE DURING 2012, EDESEL B FORD II FUND PAID \$12,450 TO FORD ESTATES, LLC FOR FEES (AND EXPENSES) FOR THE SERVICES REFERRED TO IN THIS PARAGRAPH

Identifier	Return Reference	Explanation
	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 ATTORNEY S FOR THE EDESEL B 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 2012, EDESEL B FORD II FUND PAID \$850 00 TO SAID ATTORNEY S FOR FEES (AND EXPENSES) FOR THE SERVICES REFERRED TO IN THIS PARAGRAPH

TY 2012 Investments Corporate
 Stock Schedule

Name: EDSEL B FORD II FUND
 EIN: 38-3153050

Name of Stock	End of Year Book Value	End of Year Fair Market Value
500 UNITS 3M COMPANY	0	0
900 UNITS ALTERA CORP	0	0
1200 UNITS AON CORPORATION	0	0
900 UNITS AON CORPORATION	44,172	50,049
200 UNITS APACHE CORP	20,458	15,700
1000 UNITS BERKLEY W R	0	0
525 UNITS BERKLEY W R	12,842	19,814
825 UNITS BERKSHIRE HATHAWAY	66,979	74,003
800 UNITS COCA COLA CO	0	0
1150 UNITS COCA COLA CO	32,850	41,688
1800 UNITS COMCAST CORP SPECIAL CLASS A	0	0
800 UNITS COMCAST CORP SPECIAL CLASS A	12,606	28,736
400 UNITS CVS CORPORATION (DEL)	0	0
750 UNITS ECOLAB INC	0	0
625 UNITS ECOLAB INC	28,362	44,938
800 UNITS FIDELITY NATIONAL INFORMATION SERVICES INC	0	0
600 UNITS FIDELITY NATIONAL INFORMATION SERVICES INC	14,232	20,886
358 UNITS GOLDMAN SACHS GROUP INC	0	0
183 UNITS GOLDMAN SACHS GROUP INC	19,664	23,343
45 UNITS GOOGLE INC-CL A	0	0
45 UNITS GOOGLE INC-CL A	29,532	38,906
1000 UNITS KRAFT FOODS INC-A	0	0
1400 UNITS LIBERTY GLOBAL INC-SERIES C	0	0
725 UNITS LIBERTY GLOBAL INC-SERIES C	15,925	42,594
600 UNITS LOEWS CORP	19,358	24,450
200 UNITS MCDONALDS CORP	0	0
2050 UNITS MICROSOFT CORP	0	0
1525 UNITS MICROSOFT CORP	44,215	40,732
1125 UNITS MONDELEZ INTERNATIONAL	23,544	28,635
1700 UNITS MORGAN STANLEY	23,380	32,504

Name of Stock	End of Year Book Value	End of Year Fair Market Value
700 UNITS NEWFIELD EXPLORATION COMPANY	0	0
2350 UNITS NEWS CORP-CL A	0	0
1525 UNITS NEWS CORP-CL A	21,164	38,903
300 UNITS NOBLE ENERGY	21,693	30,522
400 UNITS ORACLE CORPORATION	0	0
1300 UNITS ORACLE CORPORATION	35,057	43,316
650 UNITS PEPSICO INC	0	0
600 UNITS PEPSICO INC	38,933	41,058
400 UNITS PRAXAIR INC	0	0
350 UNITS PRAXAIR INC	28,233	38,308
1100 UNITS PROGRESSIVE CORP	0	0
500 UNITS THERMO FISHER SCIENTIFIC INC	0	0
400 UNITS THERMO FISHER SCIENTIFIC INC	19,229	25,512
900 UNITS UNITEDHEALTH GROUP INC	0	0
675 UNITS UNITEDHEALTH GROUP INC	20,859	36,612
950 UNITS WAL MART STORES INC	0	0
600 UNITS WAL MART STORES INC	32,402	40,938
650 UNITS WASTE MANAGEMENT INC	0	0
600 UNITS NESTLE SA REP RG SH ADR	0	0
475 UNITS NESTLE SA REP RG SH ADR	23,021	30,928
850 UNITS VODAFONE GROU PLC SP ADR	0	0
36400 UNITS FORD COMMON	3,302	471,380
330 UNITS CAMECO CORP	0	0
340 UNITS CAMECO CORP	8,257	6,705
80 UNITS DIANA SHIPPING INC	0	0
170 UNITS DIANA SHIPPING INC	1,430	1,241
550 UNITS ENCANA CORP	11,572	10,868
150 UNITS IMAX CORP	0	0
310 UNITS JOHNSON MATTHEY PLC 100P ORDS	0	0
160 UNITS LIBERTY GLOBAL INC - A	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
100 UNITS RECKITT BENICKISER GROUP PLC	0	0
70 UNITS RECKITT BENICKISER GROUP PLC	3,748	4,414
100 UNITS SANTEN PHARMACEUTICL	4,025	3,834
630 UNITS TALISMAN ENERGY INC	0	0
1240 UNITS TALISMAN ENERGY INC	16,581	14,049
240 UNITS TRICAN WELL SERVICE	0	0
380 UNITS TRICAN WELL SERVICE	4,488	5,007
220 UNITS VIRGIN MEDIA INC	0	0
320 UNITS VIRGIN MEDIA INC	7,310	11,760
140 UNITS WESTPORT INNOVATIONS INC	0	0
50 UNITS WESTPORT INNOVATIONS INC	1,045	1,336
230 UNITS ACCOR S A	0	0
330 UNITS ACCOR S A	12,450	11,614
90 UNITS ADECCO SA REG	0	0
110 UNITS ADECCO SA REG	5,189	5,773
70 UNITS ADIDAS AG DEM5 ORDS	4,005	6,214
380 UNITS ADMIRAL GROUP PLC	6,985	7,165
2140 UNITS ALCATEL-LUCENT SPONSORED ADR	0	0
5140 UNITS ALUMINA	5,507	4,803
190 UNITS AMADEUS IT HOLDING SA A SHS	0	0
520 UNITS AMDOCS LTD	0	0
410 UNITS AMDOCS LTD	10,531	13,936
220 UNITS ANHANGUERA EDUCACIONAL PARTICIPACOE F SA	0	0
820 UNITS BANCO SANTANDER SA	0	0
90 UNITS BEIERSDORF AG	0	0
70 UNITS BEIERSDORF AG	4,464	5,711
30 UNITS BIOMERIEUX	2,467	2,851
720 UNITS BIOSENSORS INTERNATIONAL GROUP	0	0
30 UNITS BRENNTAG AG	3,809	3,933
670 UNITS BRITISH SKY BROADCASTING	7,303	8,353

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1400 UNITS BUMRUNGRAD HOSPITAL PU-NVDR	0	0
140 UNITS BURBERRY GROUP	2,661	2,790
130 UNITS CAP GEMINI SA	0	0
160 UNITS CAP GEMINI SA	6,142	6,932
50 UNITS CARLSBERG AS	4,321	4,902
310 UNITS CARREFOUR SUPERMARCHE FF100	0	0
380 UNITS CARREFOUR SUPERMARCHE FF100	15,940	9,692
3670 UNITS CHAROKEN POKPHAND FOODS	3,929	3,976
70 UNITS CHR HANSON HOLDINGS A/S	0	0
310 UNITS CIE GENERALE DE GEOPHYSIQUE	0	0
302 UNITS CIE GENERALE DE GEOPHYSIQUE	6,897	8,994
470 UNITS CRH PLC	0	0
430 UNITS CRH PLC	7,329	8,685
80 UNITS CTRIP.COM INTERNATIONAL LTD	0	0
190 UNITS DANONE	0	0
230 UNITS DANONE	14,044	15,133
170 UNITS DEUTSCHE BORG AG	0	0
280 UNITS DISTRIBUIDORA INTERNACIONAL DE ALIMENTACION	1,369	1,776
130 UNITS EDENRED	0	0
170 UNITS EUROPEAN AERONAUTIC DEFENSE	0	0
170 UNITS GETTING AB-B SHS	0	0
150 UNITS GN STORE NORD	2,124	2,172
290 UNITS GROUPE EUROTUNNEL SA REG R	0	0
360 UNITS GROUPE EUROTUNNEL SA REG R	2,788	2,772
340 UNITS GRUPO TELEVISA SA	0	0
120 UNITS HEINEKEN NV ADR	0	0
40 UNITS HENKEL AG & CO KGAA VORZUG	0	0
70 UNITS HOLCIM LTD-REG	0	0
100 UNITS HOLCIM LTD-REG	7,544	7,309
850 UNITS HSBC HOLDINGS PLC .5USD PAR ORDINARY	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
800 UNITS HSBC HOLDINGS PLC .5USD PAR ORDINARY	6,793	8,376
140 UNITS INDRA SISTEMAS SA	0	0
150 UNITS INTERBREW	0	0
60 UNITS INTERBREW	3,145	5,200
210 UNITS JOHNSON MATTHEY PUBLIC LTD	5,270	8,107
690 UNITS KONINKLIJKE AHOLD NLG ORD	0	0
430 UNITS KONINKLIJKE AHOLD NLG ORD	5,274	5,746
350 UNITS LAND SECURITIES GROUP PLC	4,081	4,628
820 UNITS LIFE HEALTHCARE GROUP HOLDING	2,607	3,289
210 UNITS LONZA AG-REG	0	0
150 UNITS LONZA AG-REG	14,345	8,089
1560 UNITS MAPFRE SA	0	0
1060 UNITS MARKS & SPENCER GROUP PLC	0	0
870 UNITS MARKS & SPENCER GROUP PLC	5,086	5,406
350 UNITS MINDRAY MEDICAL INTL LTD - ADR	0	0
200 UNITS MINDRAY MEDICAL INTL LTD - ADR	4,840	6,540
1000 UNITS MITSUI O.S.K. LINES JPY ORDS	3,554	2,938
240 UNITS NESTLE SA REGISTERED - SWITZERLAND	0	0
170 UNITS NESTLE SA REGISTERED - SWITZERLAND	5,923	11,069
60 UNITS NEXANS SA	0	0
90 UNITS NEXANS SA	5,308	3,976
200 UNITS NIPPON ELECTRIC GLASS CO LTD	0	0
1000 UNITS NIPPON ELECTRIC GLASS CO LTD	2,524	2,325
20 UNITS NORDEN	0	0
50 UNITS NORDEN	1,531	1,443
1140 UNITS NORSK HYDRO ASA	5,309	5,711
50 UNITS NOVO DORDISK A/B	7,774	8,098
1130 UNITS OCADO GROUP PLC	2,158	1,592
1430 UNITS PACIFIC BASIN SHIPPING LTD	0	0
2508 UNITS PACIFIC BASIN SHIPPING LTD	1,285	1,408

Name of Stock	End of Year Book Value	End of Year Fair Market Value
580 UNITS PETROLEO BRASILEIRO SA	13,314	11,200
190 UNITS PETROLEUM GEO SERVICES ASA	0	0
180 UNITS PETROLEUM GEO SERVICES ASA	2,524	3,089
887 UNITS POSTNL N.V.	0	0
320 UNITS PRYSMIAN SPA ADR	0	0
150 UNITS PRYSMIAN SPA ADR	2,064	2,968
320 UNITS QIAGEN NV	0	0
290 UNITS QIAGEN NV	5,091	5,257
120 UNITS RANKSTAD HOLDINGS NV	0	0
160 UNITS RANKSTAD HOLDINGS NV	5,698	5,865
480 UNITS RYANAIR HOLDINGS PLC	0	0
470 UNITS RYANAIR HOLDINGS PLC	13,202	16,112
120 UNITS SABMILLER	4,492	5,510
180 UNITS SCHLUMBERGER LTD	0	0
300 UNITS SCHLUMBERGER LTD	20,747	20,790
50 UNITS SIEMENS AG	4,370	5,419
1280 UNITS SONIC HEALTHCARE LTD	0	0
830 UNITS SONIC HEALTHCARE LTD	9,017	11,486
13 UNITS STRAUMANN HOLDING AG - REG	0	0
300 UNITS SUMCO CORP	0	0
200 UNITS SUMCO CORP	2,315	1,943
300 UNITS SUZUKI MOTOR CORP	6,611	7,779
20 UNITS SYNGENTA AG ORD	0	0
30 UNITS SYNGENTA AG ORD	9,457	12,015
420 UNITS TELENOR ASA	0	0
560 UNITS TELENOR ASA	9,333	11,290
760 UNITS TELEVISION FRANCAISE	14,479	8,867
200 UNITS TENCENT HOLDINGS	0	0
100 UNITS TENCENT HOLDINGS	2,109	3,213
2060 UNITS TESCO ORD 5P	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2670 UNITS TESCO ORD 5P	16,784	14,583
887 UNITS TNT EXPRESS	0	0
100 UNITS TOKYO ELECTRON LTD Y50	0	0
200 UNITS TOKYO ELECTRON LTD Y50	7,670	9,102
100 UNITS TOYOTA MOTOR CORP	0	0
300 UNITS TOYOTA MOTOR CORP	12,330	13,896
50 UNITS UMICORE	2,715	2,748
250 UNITS UNILEVER PLC SPONSORED ADR	0	0
130 UNITS UNILEVER PLC SPONSORED ADR	3,561	5,034
110 UNITS WIRECARD AG	2,555	2,701
120 UNITS WUXI PHARMATECH CAYMAN	0	0
300 UNITS 3M COMPANY	24,994	27,855
475 UNITS ALTERA CORP	10,738	16,335

TY 2012 Investments - Other Schedule**Name:** EDSEL B FORD II FUND**EIN:** 38-3153050

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FORD MOTOR MONEY MARKET - EAGLE CAPITAL	AT COST	0	0
28395.557 UNITS CRM SMALL/MID CAP VALUE FUND	AT COST	0	0
32173.467 UNITS JOHN HANCOCK II NATURAL RESOURCES	AT COST	0	0
65072.934 UNITS PIMCO TOTAL RETURN FD INST CLASS	AT COST	0	0
16809.225 UNITS LAUDUS MONDRIAN EMERGING MARKETS INTL	AT COST	0	0
32218.661 UNITS TWEEDY BROWNE GLOBAL VALUE FD	AT COST	0	0
139.370 UNITS FEDERAL NATL MTG ASSN SER 2002-T11 CL A 4.768% 04/25/2012	AT COST	0	0
FORD MOTOR MONEY MARKET - M&N INT	AT COST	0	0
BRUSH STREET H FUND (.25% INTEREST)	AT COST	555,978	578,844
25543.903 UNITS CRM SMALL/MID CAP VALUE FUND	AT COST	344,805	388,267
32271.289 UNITS JOHN HANCOCK II NATURAL RESOURCES	AT COST	763,170	538,285
65025.350 UNITS PIMCO TOTAL RETURN FD INST CLASS	AT COST	708,503	730,885
25164.491 UNITS LAUDUS MONDRIAN EMERGING MARKETS INTL	AT COST	232,380	246,612
32502.618 UNITS TWEEDY BROWNE GLOBAL VALUE FD	AT COST	627,677	755,361

TY 2012 Legal Fees Schedule

Name: EDSEL B FORD II FUND

EIN: 38-3153050

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	850	425		425

TY 2012 Other Assets Schedule**Name:** EDSEL B FORD II FUND**EIN:** 38-3153050

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDEND RECEIVABLE	2,062	1,618	1,618
2012 FEDERAL UNRELATED BUSINESS TAX RECEIVABLE	0	166	166
2011 FEDERAL UNRELATED BUSINESS TAX RECEIVABLE	0	78	78

TY 2012 Other Expenses Schedule**Name:** EDSEL B FORD II FUND**EIN:** 38-3153050

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	14,124	14,124		0
ANNUAL REPORT	20	0		20
FROM K-1 BRUSH STREET H FUND, LLC-NON-DEDUCTIBLE FEE	33	0		0
FROM K-1 BRUSH STREET H FUND, LLC-INV FEES	4,525	4,525		0

TY 2012 Other Income Schedule**Name:** EDSEL B FORD II FUND**EIN:** 38-3153050

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1 BRUSH STREET H FUND, LLC	19,472	19,472	19,472
FROM K-1 BRUSH STREET H FUND, LLC(UBIT)	1,323	0	1,323

TY 2012 Other Liabilities Schedule**Name:** EDSEL B FORD II FUND**EIN:** 38-3153050

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX PAYABLE	4,587	573
FEDERAL UNRELATED BUSINESS TAX PAYABLE	119	0

TY 2012 Taxes Schedule**Name:** EDSEL B FORD II FUND**EIN:** 38-3153050

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	2,736	0		0
FOREIGN TAX PAID	4,110	4,110		0
FROM K-1 BRUSH STREET H FUND, LLC- FOREIGN TAX PAID	121	121		0
FROM K-1 BRUSH STREET H FUND, LLC- FEDERAL TAX PAID	2	0		0
FEDERAL UNRELATED BUSINESS TAX	34	0		0