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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
ELEANOR & EDSEL FORD FUND

A Employer identification number
38-6066331

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

Room/suite

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 ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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)* ▶$ 19,499,813

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))*

	Line	Description	(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	189,513	189,233		
	4	Dividends and interest from securities	220,011	220,011		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	4,261,736			
	b	Gross sales price for all assets on line 6a 14,786,459				
	7	Capital gain net income (from Part IV, line 2)		4,262,721		
	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)	53,913	50,581		
	12	**Total.** Add lines 1 through 11	4,725,173	4,722,546		
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)	1,841	921		920
	b	Accounting fees (attach schedule)	19,989	8,995		9,995
	c	Other professional fees (attach schedule)				
	17	Interest	11,958	11,958		0
	18	Taxes (attach schedule) (see instructions)	56,989	10,414		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	51,028	50,923		40
	24	**Total operating and administrative expenses.** Add lines 13 through 23	141,805	83,211		10,955
	25	Contributions, gifts, grants paid	1,400,000			1,400,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,541,805	83,211		1,410,955
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	3,183,368			
	b	**Net investment income** (if negative, enter -0-)		4,639,335		
	c	**Adjusted net income** (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions. Cat No 11289X Form **990-PF** (2012)

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	40,488	1,090,783	1,090,783
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)	449,661	4,703,067	6,867,405
c	Investments—corporate bonds (attach schedule)	5,576,494	5,694,820	5,917,627
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	7,474,951	5,238,909	5,546,851
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	0	2,819	77,147
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	13,541,594	16,730,398	19,499,813
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 ▶)	137	5,573	
23	**Total liabilities** (add lines 17 through 22)	137	5,573	
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	21,532,714	25,794,450	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	-7,991,257	-9,069,625	
30	**Total net assets or fund balances** (see page 17 of the instructions)	13,541,457	16,724,825	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	13,541,594	16,730,398	

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	13,541,457
2	Enter amount from Part I, line 27a	2	3,183,368
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	16,724,825
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	16,724,825

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	4,262,721
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	1,411,034	21,085,976	0 066918
2010	1,408,569	20,835,374	0 067605
2009	1,078,009	16,397,786	0 065741
2008	1,322,271	17,779,920	0 074369
2007	1,303,461	21,851,282	0 059651

2	**Total** of line 1, column (d).	2	0 334284
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 066857
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	19,541,801
5	Multiply line 4 by line 3.	5	1,306,506
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	46,393
7	Add lines 5 and 6.	7	1,352,899
8	Enter qualifying distributions from Part XII, line 4.	8	1,410,955

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see 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	46,393
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	46,393
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	46,393
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	41,000		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	18,000		
d	Backup withholding erroneously withheld	6d	2		
7	Total credits and payments Add lines 6a through 6d			7	59,002
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	12,609
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 12,609		**Refunded** ▶	11	0

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	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 SUITE 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

		Line	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. ▶ ☐

		Line	Yes	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____

		Line	Yes	No
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

		Line	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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	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
WILLIAM CLAY FORD 2000 BRUSH STREET SUITE 440 DETROIT, MI 48226	PRESIDENT, TRUSTEE & MEMBE 0 25	0	0	0
MARTHA F FORD 2000 BRUSH STREET SUITE 440 DETROIT, MI 48226	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 STREET 6TH FLOOR DETROIT, MI 48226	SECRETARY, TRUSTEE & MEMBE 0 25	0	0	0

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	16,817,969
b	Average of monthly cash balances	1b	928,290
c	Fair market value of all other assets (see instructions)	1c	2,093,133
d	**Total** (add lines 1a, b, and c)	1d	19,839,392
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	19,839,392
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	297,591
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19,541,801
6	**Minimum investment return.** Enter 5% of line 5	6	977,090

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	977,090
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 46,393		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b: 180		
c	Add lines 2a and 2b	2c	46,573
3	Distributable amount before adjustments Subtract line 2c from line 1	3	930,517
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	930,517
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	930,517

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,410,955
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	1,410,955
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	46,393
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,364,562

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					930,517
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.	42,684				
c From 2009.	325,968				
d From 2010.	374,748				
e From 2011.	364,198				
f Total of lines 3a through e.		1,107,598			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,410,955					
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.					930,517
e Remaining amount distributed out of corpus		480,438			
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		1,588,036			
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		1,588,036			
10 Analysis of line 9					
a Excess from 2008. . . .	42,684				
b Excess from 2009. . . .	325,968				
c Excess from 2010. . . .	374,748				
d Excess from 2011. . . .	364,198				
e Excess from 2012. . . .	480,438				

Part XIV **Private 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
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 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 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

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

c Any submission deadlines

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

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**				1,400,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
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	189,513	
4 Dividends and interest from securities. . . .			14	220,011	
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	53,913	
8 Gain or (loss) from sales of assets other than inventory			18	4,262,721	
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		4,726,158	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 4,726,158

(See worksheet in line 13 instructions 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 foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(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

****** | 2013-11-13 | ******
Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
W MICHAEL PERKINS	W MICHAEL PERKINS			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

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 - ICIA - PUBLICLY TRADED SECURITIES	P		
COMERICA BANK - ICIA - PUBLICLY TRADED SECURITIES	P		
COMERICA BANK - M&N - PUBLICLY TRADED SECURITIES	P		
COMERICA BANK - M&N INT - PUBLICLY TRADED SECURITIES	P		
COMERICA BANK - RHB - PUBLICLY TRADED SECURITIES	P		
COMERICA BANK - RHB - PUBLICLY TRADED SECURITIES	P		
FROM K-1 BRUSH STREET H FUND, LLC	P		
FROM K-1 WELLINGTON TRUST COMPANY, NA	P		
241 415 SHS WELLINGTON GLOBAL NATURAL RESOURCES	P	2012-04-04	2012-07-31
326 006 SHS WELLINGTON GLOBAL NATURAL RESOURCES	P	2012-04-04	2012-10-31
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)
103,372		98,812	4,560
11,968,175		7,642,841	4,325,334
470,150		459,561	10,589
678,510		686,945	-8,435
100,000		100,000	0
1,454,100		1,450,663	3,437
			33,318
			-112,463
2,194		2,455	-261
3,179		3,316	-137
6,779			6,779

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	
			4,560
			4,325,334
			10,589
			-8,435
			0
			3,437
			33,318
			-112,463
			-261
			-137
			6,779

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*				
CHRIST CHURCH GROSSE POINTE 61 GROSSE POINTE BLVD GROSSE POINTE FARMS,MI 48236	NONE	PUBLIC CHARITY	CHARITABLE	40,000
COLLEGE FOR CREATIVE STUDIES 201 EAST KIRBY DETROIT,MI 48202	NONE	PUBLIC CHARITY	CHARITABLE	330,000
DETROIT SYMPHONY ORCHESTRA HALL 3711 WOODWARD DETROIT,MI 48201	NONE	PUBLIC CHARITY	CHARITABLE	40,000
HENRY FORD HEALTH SYSTEM 1 FORD PLACE 5F DETROIT,MI 48202	NONE	PUBLIC CHARITY	CHARITABLE	330,000
THE DETROIT INSTITUTE OF ARTS 5200 WOODWARD DETROIT,MI 48202	NONE	PUBLIC CHARITY	CHARITABLE	330,000
UNIVERSITY LIGGETT SCHOOL 1045 COOK ROAD GROSSE POINTE,MI 48236	NONE	PUBLIC CHARITY	CHARITABLE	330,000
Total . . . . ▶ **3a**				1,400,000

TY 2012 Accounting Fees Schedule

Name: ELEANOR & EDSEL FORD FUND

EIN: 38-6066331

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	19,989	8,995		9,995

TY 2012 General Explanation Attachment

Name: ELEANOR & EDSEL FORD FUND

EIN: 38-6066331

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 WILLIAM CLAY FORD AND MARTHA F 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 AT FORD ESTATES, LLC UNDER HIS SUPERVISION NO COMPENSATION IS PAID BY ELEANOR & EDSEL FORD FUND DIRECTLY TO RODNEY P WOOD AS COMPENSATION FOR HIS SERVICES IN ANY OF THE CAPACITIES LISTED ABOVE OR OTHERWISE IN 2012, ELEANOR & EDSEL FORD FUND PAID TO FORD ESTATES, LLC $19,989 FOR FEES (AND EXPENSES) FOR ALL THE SERVICES REFERRED TO IN THIS PARAGRAPH

Identifier	Return Reference	Explanation
	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 ELEANOR & EDSEL 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 AND FINANCIAL SERVICES REFERRED TO IN 2012, ELEANOR & EDSEL FORD FUND PAID TO SAID ATTORNEYS $1,841 40 FOR FEES (AND EXPENSES) FOR ALL THE SERVICES REFERRED TO IN THIS PARAGRAPH

TY 2012 Investments Corporate Bonds Schedule

Name: ELEANOR & EDSEL FORD FUND

EIN: 38-6066331

Name of Bond	End of Year Book Value	End of Year Fair Market Value
350,000 ELI LILLY & CO 3.55% 3/6/12	0	0
300,000 ELI LILLY & CO 6% 3/15/12	0	0
150,000 GOLDMAN SACHS 3.25% 6/15/12	0	0
250,000 JOHNSON & JOHNSON 5.15% 8/15/12	0	0
400,000 WAL-MART STORES 4.55% 5/1/13	404,470	405,508
300,000 COLGATE PALMOLIVE 4.2% 5/15/13	303,210	304,416
500,000 IBM 6.5% 10/15/13	515,866	524,325
200,000 NOVARTIS CAPITAL 4.125% 2/10/14	202,096	208,006
250,000 PFIZER 4.5% 2/15/14	254,395	261,290
100,000 CHEVRON 3.95% 3/3/14	0	0
200,000 COCA-COLA 3.625% 3/15/14	200,994	207,514
400,000 PROCTER & GAMBLE 4.95% 8/15/14	415,103	429,628
50,000 PROCTER & GAMBLE 3.5% 2/15/15	0	0
200,000 PROCTER & GAMBLE 4.85% 12/15/15	196,645	224,184
350,000 JOHNSON & JOHNSON 5.55% 8/15/17	0	0
100,000 BERKSHIRE HATHAWAY 5.4% 5/15/18	104,940	120,288
250,000 PROCTER & GAMBLE 4.7% 2/15/19	249,005	295,368
100,000 COCA-COLA 4.875% 3/15/19	100,927	119,281
300,000 FORD MOTOR CREDIT 7.5% 8/1/12	0	0
150,000 IBM 2.1% 5/6/13	0	0
100,000 FORD MOTOR CREDIT 7% 10/01/13	0	0
400,000 FORD MOTOR CREDIT 8.7% 10/01/14	434,541	447,992
100,000 COMCAST CABLE COMMUNICATIONS 7.125% 6/15/13	103,256	102,941
50,000 HEINZ 5.35% 7/15/13	52,300	51,275
100,000 UPS 3.875% 4/1/14	104,748	104,205
100,000 COMCAST 6.5% 1/15/15	112,650	111,428
50,000 PROCTER & GAMBLE 3.5% 2/15/15	49,866	53,088
100,000 MEDTRONIC 4.75% 9/15/15	110,681	110,810
150,000 JOHNSON CONTROLS 5.5% 1/15/16	170,394	169,319
100,000 DIRECTV HLDGS 3.125% 2/15/16	105,473	104,723

Name of Bond	End of Year Book Value	End of Year Fair Market Value
200,000 HEWLETT PACKARD 2.65% 6/1/16	204,197	199,570
100,000 KELLOGG 1.75% 5/17/17	102,087	101,624
475,000 JOHNSON & JOHNSON 5.55% 8/15/17	509,067	573,078
100,000 COMCAST 6.3% 11/15/17	122,186	122,676
250,000 IBM 2.1% 5/6/13	251,405	251,560
300,000 FORD MOTOR CREDIT 7% 10/01/13	314,318	313,530

TY 2012 Investments Corporate Stock Schedule

Name: ELEANOR & EDSEL FORD FUND

EIN: 38-6066331

Name of Stock	End of Year Book Value	End of Year Fair Market Value
437,748 SHS FORD	0	0
57,500 SHS FORD COMMON	59,065	744,625
170 SHS AIR PRODUCTS & CHEMICALS	13,378	14,283
2,240 SHS ALCOA	18,225	19,443
1,780 SHS ALERE	36,122	32,930
100 SHS AMAZON	21,644	25,087
200 SHS AMC NETWORKS	8,981	9,900
290 SHS AMERICAN EXPRESS	16,707	16,669
380 SHS AMPHENOL CORP	21,353	24,586
100 SHS APACHE	8,723	7,850
720 SHS AUTODESK	23,399	25,452
960 SHS BAKER HUGHES	39,978	39,214
290 SHS BECTON DICKINSON & CO	21,786	22,675
530 SHS CAMERON INTERNATIONAL	24,414	29,924
480 SHS CERNER CORP	37,200	37,205
470 SHS CHESAPEAKE ENERGY	8,471	7,811
640 SHS COCA COLA	24,315	23,200
430 SHS DICK'S SPORTING GOODS	20,350	19,561
90 SHS DIGITAL REALTY TRUST	6,400	6,110
920 SHS DIRECTV	44,845	46,147
720 SHS DISCOVER FINANCIAL SERVICES	24,668	27,756
540 SHS DISNEY	25,283	26,887
280 SHS DUPONT FABROS TECHNOLOGY	7,024	6,765
2,200 SHS E M C CORP	57,120	55,660
2,460 SHS ELECTRONIC ARTS	31,146	35,719
560 SHS ENCANA CORP	11,115	11,066
170 SHS EOG RESOURCES	15,901	20,534
530 SHS FASTENAL	23,664	24,725
70 SHS GOOGLE	40,851	49,517
1,350 SHS HESS CORP	62,680	71,496

Name of Stock	End of Year Book Value	End of Year Fair Market Value
390 SHS JOHNSON & JOHNSON	27,127	27,339
410 SHS JOY GLOBAL	23,115	26,150
2,430 SHS JUNIPER NETWORKS	42,102	47,798
120 SHS LINKED IN	12,374	13,778
240 SHS MANPOWER	8,602	10,186
340 SHS MCGRAW-HILL COMPANIES	18,135	18,588
700 SHS MONSANTO	56,973	66,255
550 SHS MOODY'S	19,540	27,676
570 SHS MYRIAD GENETICS	13,868	15,533
750 SHS NEWS CORP	16,027	19,133
320 SHS NORFOLK SOUTHERN	21,742	19,789
330 SHS PALL	17,883	19,886
450 SHS QUALCOMM	27,148	27,837
210 SHS RANGE RESOURCES	13,209	13,194
2,400 SHS RIVERBED TECHNOLOGY	44,344	47,328
3,920 SHS SOUTHWEST AIRLINES	34,225	40,141
1,060 SHS SPIRIT AIRLINES	17,779	18,794
150 SHS TIFFANY & CO	7,898	8,601
650 SHS TIME WARNER	24,659	31,090
1,000 SHS TYSON FOODS	15,612	19,400
300 SHS UNIVERSAL HEALTH SERVICES	12,932	14,505
1,730 SHS US AIRWAYS GROUP	17,335	23,355
630 SHS VERIFONE HOLDINGS	19,223	18,698
320 SHS VIACOM	18,136	16,877
1,020 SHS VIRGIN MEDIA	25,688	37,485
960 SHS VOLCANO	25,684	22,666
160 SHS WATERS	13,113	13,939
2,480 SHS WEATHERFORD INTL	31,965	27,751
1,480 SHS WESTERN UNION	25,741	20,143
100 SHS WESTPOTR INNOVATIONS	3,260	2,671

Name of Stock	End of Year Book Value	End of Year Fair Market Value
370 SHS ACCOR	11,878	13,022
260 SHS ADECCO	11,330	13,646
780 SHS AMDOCS	23,166	26,512
200 SHS CARNIVAL	6,376	7,354
440 SHS DANONE	27,338	28,949
120 SHS INTERBREW	8,777	10,400
490 SHS KONINKLIJKE AHOLD	6,099	6,547
190 SHS NESTLE SA	11,446	12,371
210 SHS NOVO DORDISK	33,834	34,010
590 SHS PETROLEO BRASILEIRO SA PETROBRAS	11,096	11,393
1,280 SHS QIAGEN N.V.	21,419	23,232
360 SHS RANKSTAD HOLDINGS	12,111	13,197
340 SHS RYANAIR HOLDINGS	10,124	11,655
470 SHS SCHLUMBERGER	31,292	32,570
260 SHS SIEMENS	20,869	28,176
40 SHS SYNGENTA	13,516	16,020
1,680 SHS TELENOR ASA	28,754	33,870
180 SHS TOYOTA MOTOR	14,150	16,785
740 SHS UNILEVER PLC SPONSORED	24,382	28,653
2,120 SHS CAMECO	48,390	41,806
1,240 SHS DIANA SHIPPING	9,152	9,052
3,870 SHS ENCANA	81,499	76,471
70 SHS RECKITT BENCKISER	3,970	4,414
400 SHS SANTEN PHARMACEUTIL JPY50	16,302	15,336
8,540 SHS TALISMAN ENERGY	103,265	96,758
3,580 SHS TRICAN WELL SERVICE	48,866	47,173
1,930 SHS VIRGIN MEDIA	47,098	70,928
290 SHS WESTPORT INNOVATIONS	7,322	7,746
2,080 SHS ACCOR	69,769	73,204
670 SHS ADECCO	30,794	35,163

Name of Stock	End of Year Book Value	End of Year Fair Market Value
460 SHS ADIDA AS DEM5 ORDS	36,220	40,833
2,360 ADMIRAL GROUP PLC	43,838	44,500
50,530 SHS ALUMINA LTD	44,381	47,215
2,900 SHS AMDOCS	88,271	98,571
430 SHS BEIERSDORF	29,273	35,080
210 SHS BIOMERIEUX	17,629	19,960
190 SHS BRENNTAG	24,124	24,906
4,100 SHS BRITISH SKY BROADCASTING	46,705	51,117
850 SHS BURBERRY GROUP	16,155	16,939
1,010 SHS CAP GEMINI	39,249	43,755
350 SHS CARLSBERG	29,322	34,316
3,560 SHS CARREFOUR SUPERMARCHE	69,427	90,795
22,590 SHS CHAROKEN POKPHAND FOODS PUBLIC	24,187	24,474
1,786 SHS CIE GENERALE DE GEOPHYSIQUE	46,572	53,191
2,650 SHS CRH	52,186	53,525
1,460 SHS DANONE	96,341	96,059
200 SHS FANUC LIMITED	33,765	36,824
1,000 SHS GN STORE NORD A/S	14,119	14,477
2,460 SHS GROUPE EUROTUNNEL SA REG	19,712	18,941
620 SHS HOLCIM LTD	37,541	45,314
5,020 HSBC HOLDINGS	44,807	52,559
370 SHS INTERBREW	27,187	32,068
1,480 SHS JOHNSON MATTHEY PUBLIC LTD	57,145	57,132
2,590 SHS KONINKLIJKE AHOLD NLG	31,677	34,607
2,070 SHS LAND SECURITIES GROUP	24,820	27,372
4,750 SHS LIFE HEALTHCARE GROUP	16,885	19,050
5,450 SHS MARKS & SPENCER GROUP	29,700	33,868
1,270 SHS MINDRAY MEDICAL INTL	38,745	41,529
6,900 SHS MITSUI O.S.K. LINES JPY	21,939	20,269
1,060 SHS NESTLE SA REGISTERED	64,260	69,019

Name of Stock	End of Year Book Value	End of Year Fair Market Value
600 SHS NEXANS	27,868	26,503
8,100 SHS NIPPON YUSEN KABUSHIKI KAISHA	20,051	18,829
300 SHS NORDEN	8,295	8,660
5,810 SHS NORSK HYDRO ASA	25,806	29,106
310 SHS NOVO DORDISK A/B	48,262	50,205
7,170 SHS OCADO GROUP	11,119	10,099
20,000 SHS PACIFIC BASIN SHIPPING	9,183	11,226
3,600 SHS PETROLEO BRASILEIRO SA	72,498	69,516
1,230 SHS PETROLEUM GEO SERVICES	16,946	21,107
1,100 SHS PRYSMIAN SPA	17,547	21,768
1,970 SHS QIAGEN NV	33,507	35,712
990 SHS RANKSTAD HOLDINGS	32,631	36,291
2,970 SHS RYANAIR HOLDINGS	95,937	101,812
820 SHS SABMILLER	31,935	37,655
2,010 SHS SCHLUMBERGER	142,747	139,290
300 SHS SHIN-ETSU CHEMICAL COMPANY	16,524	18,146
810 SHS SIEMENS	69,644	87,781
5,200 SHS SONIC	67,020	71,963
1,300 SHS SUMCO	9,354	12,629
1,900 SHS SUZUKI MOTOR	39,535	49,266
170 SHS SYNGENTA AG ORD	58,531	68,085
4,020 SHS TELENOR ASA	71,130	81,047
1,000 SHS TENCENT HOLDINGS	31,429	32,128
17,120 SHS TESCO ORD 5P	87,500	93,504
1,100 SHS TOKYO ELECTRON LTD Y50	53,207	50,061
1,900 SHS TOYOTA MOTOR	75,454	88,007
410 SHS UMICORE	20,517	22,535
830 SHS UNILEVER	26,543	32,138
700 SHS WIRECARD	16,262	17,188
92,748 SHS FORD	95,272	1,201,087

TY 2012 Investments - Other Schedule

Name: ELEANOR & EDSEL FORD FUND

EIN: 38-6066331

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
86,571 SHS VANGUARD 500 INDEX FUND	AT COST	0	0
FORD MOTOR MONEY MARKET	AT COST	0	0
54,384 SHS CRM SMALL/MID CAP VALUE FUND	AT COST	778,074	826,635
113,495 SHS LAUDUS MONDRIAN	AT COST	1,014,688	1,112,253
BRUSH STREET H FUND, LLC	AT COST	2,050,214	2,103,603
WELLINGTON GLOBAL NATURAL RESOURCES	AT COST	1,395,933	1,504,360

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TY 2012 Legal Fees Schedule

Name: ELEANOR & EDSEL FORD FUND

EIN: 38-6066331

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,841	921		920

TY 2012 Other Assets Schedule

Name: ELEANOR & EDSEL FORD FUND

EIN: 38-6066331

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INTEREST RECEIVABLE	0	0	74,328
PURCHASE INTEREST	0	2,619	2,619
REFUND RECEIVABLE-SHIELD PROTECTION	0	200	200

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TY 2012 Other Expenses Schedule

Name: ELEANOR & EDSEL FORD FUND

EIN: 38-6066331

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	37,211	37,211		0
ANNUAL REPORT	40	0		40
FROM K-1 WELLINGTON TRUST COMPANY, NA-INV FEES	5,680	5,680		0
FROM K-1 BRUSH STREET H FUND, LLC-NON-DEDUCTIBLE FEE	65	0		0
FROM K-1 BRUSH STREET H FUND, LLC-INV FEES	8,032	8,032		0

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TY 2012 Other Income Schedule

Name: ELEANOR & EDSEL FORD FUND

EIN: 38-6066331

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1 WELLINGTON TRUST COMPANY, NA	16,043	16,043	16,043
FROM K-1 BRUSH STREET H FUND, LLC	34,538	34,538	34,538
FROM K-1 BRUSH STREET H FUND, LLC(UBIT)	3,332	0	3,332

TY 2012 Other Liabilities Schedule

Name: ELEANOR & EDSEL FORD FUND

EIN: 38-6066331

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX PAYABLE	137	5,393
FEDERAL UNRELATED BUSINESS TAX PAYABLE	0	180

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TY 2012 Taxes Schedule

Name: ELEANOR & EDSEL FORD FUND

EIN: 38-6066331

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	46,393	0		0
FOREIGN TAX PAID	8,634	8,634		0
FROM K-1 WELLINGTON TRUST COMPANY, NA-FOREIGN TAX PAID	1,569	1,569		0
FEDERAL UNRELATED BUSINESS TAX	180	0		0
FROM K-1 BRUSH STREET H FUND, LLC-FOREIGN TAX PAID	211	211		0
FROM K-1 BRUSH STREET H FUND, LLC-FEDERAL TAX PAID	2	0		0