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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
THE HENRY FORD II FUND

A Employer identification number
38-6066332

Number and street (or P O box number if mail is not delivered to street address) Room/suite
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 ☐ 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)* ▶$ 32,182,855

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				
	4	Dividends and interest from securities	519,287	519,287		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	606,581			
	b	Gross sales price for all assets on line 6a 3,805,939				
	7	Capital gain net income (from Part IV, line 2)		611,290		
	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)	245,523	228,557		
	12	**Total.** Add lines 1 through 11	1,371,391	1,359,134		
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)	7,617	3,809		3,808
	b	Accounting fees (attach schedule)	40,850	18,382		20,425
	c	Other professional fees (attach schedule)	47,854	47,854		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	35,338	7,968		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	40	0		40
	24	**Total operating and administrative expenses.** Add lines 13 through 23	131,699	78,013		24,273
	25	Contributions, gifts, grants paid	982,500			982,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,114,199	78,013		1,006,773
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	257,192			
	b	**Net investment income** (if negative, enter -0-)		1,281,121		
	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	66,000	449,015	449,015
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 2,024			
		Less allowance for doubtful accounts ▶	314,602	2,024	2,024
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,937,010	2,983,615	3,949,871
	c	Investments—corporate bonds (attach schedule)	994,151	0	0
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	22,811,330	23,944,517	27,781,945
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	27,123,093	27,379,171	32,182,855
Liabilities	17	Accounts payable and accrued expenses	7,679	6,565	
	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 ▶)			
	23	**Total liabilities** (add lines 17 through 22)	7,679	6,565	
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	44,158,199	44,764,780	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	-17,042,785	-17,392,174	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	27,115,414	27,372,606	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	27,123,093	27,379,171	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	27,115,414
2	Enter amount from Part I, line 27a	2	257,192
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	27,372,606
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	27,372,606

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	611,290
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	942,474	31,121,407	0 030284
2010	946,870	29,193,468	0 032434
2009	1,440,016	25,602,071	0 056246
2008	1,685,145	32,663,976	0 051590
2007	1,338,713	36,201,343	0 036980

2	**Total** of line 1, column (d).	2	0 207534
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 041507
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	31,090,502
5	Multiply line 4 by line 3.	5	1,290,473
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	12,811
7	Add lines 5 and 6.	7	1,303,284
8	Enter qualifying distributions from Part XII, line 4.	8	1,006,773

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	25,622
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	25,622
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	25,622
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	19,080		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	12,500		
d	Backup withholding erroneously withheld	6d	7		
7	Total credits and payments Add lines 6a through 6d			7	31,587
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	5,965
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 5,965	**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 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)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? *(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
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	15,424,716
b	Average of monthly cash balances	1b	477,725
c	Fair market value of all other assets (see instructions)	1c	15,661,520
d	**Total** (add lines 1a, b, and c)	1d	31,563,961
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	31,563,961
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	473,459
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	31,090,502
6	**Minimum investment return.** Enter 5% of line 5	6	1,554,525

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	1,554,525
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 25,622		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b: 1,741		
c	Add lines 2a and 2b	2c	27,363
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,527,162
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,527,162
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	1,527,162

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	1,006,773
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	1,006,773
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,006,773

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				1,527,162
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			972,675	
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.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,006,773				
a Applied to 2011, but not more than line 2a			972,675	
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.				34,098
e Remaining amount distributed out of corpus	0			
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	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see 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				1,493,064
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	0			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

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 or e-mail of the person to whom applications should be addressed

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

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

BRIEF LETTER, FINANCIAL STATEMENT, AND COPY OF IRS DETERMINATION LETTER

c Any submission deadlines

NONE

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

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient 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**				982,500
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				4,340,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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					
4 Dividends and interest from securities. . . .			14	519,287	
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	245,523	
8 Gain or (loss) from sales of assets other than inventory			18	606,581	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		1,371,391	0

13 Total. Add line 12, columns (b), (d), and (e). 13 1,371,391

(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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?. ☐ Yes ☑ No

b If "Yes," complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

******	2013-11-05	******
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	P		
COMERICA BANK (BAIRD) PUBLICLY TRADED	P		
COMERICA BANK (EAGLE) PUBLICLY TRADED	P		
COMERICA BANK (RHB) PUBLICLY TRADED	P		
FROM K-1 BRUSH STREET H FUND	P		
FROM K-1 IRIDIAN PRIVATE BUSINESS VALUE EQUITY, L P	P		
FROM K-1 SPRUCEGROVE US INTL INVESTMENT FUND	P		
647 25 SHS SPRUCEGROVE US INTL INVESTMENT FUND	P		
FROM K-1 MONDRIAN INTL FIXED INCOME FUND	P		
412 0579 SHS MONDRIAN INTL FIXED INCOME FUND	P		
FROM K-1 WTC GLOBAL NATURAL RESOURCES PORTFOLIO	P		
1733 211 SHS WTC GLOBAL NATURAL RESOURCES PORTFOLIO	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)
1,129,158		1,110,333	18,825
447,675		364,524	83,151
671,798		567,471	104,327
1,466,045		1,439,403	26,642
			159,417
			278,387
			44,080
24,581		22,526	2,055
			1,608
6,881		6,178	703
			-150,640
17,054		17,066	-12
42,747			42,747

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	
			18,825
			83,151
			104,327
			26,642
			159,417
			278,387
			44,080
			2,055
			1,608
			703
			-150,640
			-12
			42,747

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

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*				
AUTOMOTIVE HALL OF FAME 21400 OAKWOOD BOULEVARD DEARBORN,MI 48124	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	7,500
COLLEGE FOR CREATIVE STUDIES 201 E KIRBY DETROIT,MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	ADVANCING THE CREATIVE SPIRIT	300,000
DETROIT SYMPHONY ORCHESTRA 3711 WOODWARD AVENUE DETROIT,MI 48201	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	10,000
FOCUS HOPE 1355 OAKMAN BOULEVARD DETROIT,MI 482382881	NO INDIVIDUALS	PUBLIC CHARITY	ELEANOR M JOSAITIS FUND	50,000
NATIONAL CENTER FOR LEARNING DISABILITIES INC 381 PARK AVE SOUTH STE 1401 NEW YORK,NY 10016	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	50,000
NY PRESBY HOSPWEILL CORNELL MED CNTR 525 EAST 68TH STREET BOX 123 NEW YORK,NY 10065	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	50,000
OLD NEWSBOYS' GOODFELLOW FUND 1058 AUDUBON GROSSE POINTE PARK,MI 48230	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	10,000
THE GREENING OF DETROIT 1418 MICHIGAN AVENUE DETROIT,MI 48216	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
THE HENRY FORD ESTATE FAIRLANE PO BOX 1367 DEARBORN,MI 48121	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	50,000
THE HENRY FORD 20900 OAKWOOD BOULEVARD DEARBORN,MI 481245029	NO INDIVIDUALS	PUBLIC CHARITY	RACING IN AMERICA	100,000
THE SALVATION ARMY 220 WHITE PLAINS ROAD 5TH FLOOR TARRTOWN,NY 10591	NO INDIVIDUALS	PUBLIC CHARITY	HURRICANE SANDY RELIEF EFFORT	50,000
UNIVERSITY LIGGETT SCHOOL 1045 COOK ROAD GROSSE POINTE WOODS,MI 482362509	NO INDIVIDUALS	PUBLIC CHARITY	UNIVERSITY LIGGETT MERIT SCHOLARSIHP PROGRAM	100,000
WAYNE STATE UNIVERSITY LAW SCHOOL 5475 WOODWARD AVE DETROIT,MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	DAMON J KEITH CENTER FOR CIVIL RIGHTS	200,000
Total . . . . ▶ **3a**				982,500

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
b *Approved for future payment*				
COLLEGE FOR CREATIVE STUDIES 201 E KIRBY DETROIT,MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	ADVANCING THE CREATIVE SPIRIT	300,000
FOCUS HOPE1355 OAKMAN BOULEVARD DETROIT,MI 482382881	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	200,000
THE HENRY FORD ESTATE FAIRLANEPO BOX 1367 DEARBORN,MI 48121	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,950,000
THE HENRY FORD20900 OAKWOOD BOULEVARD DEARBORN,MI 481245029	NO INDIVIDUALS	PUBLIC CHARITY	RACING IN AMERICA	310,000
UNIVERSITY LIGGETT SCHOOL201 E KIRBY GROSSE POINTE WOODS,MI 482362509	NO INDIVIDUALS	PUBLIC CHARITY	UNIVERSITY LIGGETT MERIT SCHOLARSIHP PROGRAM	300,000
WAYNE STATE UNIVERSITY LAW SCHOOL5475 WOODWARD AVE DETROIT,MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	DAMON J KEITH CENTER FOR CIVIL RIGHTS	280,000
Total . . . . ▶ **3b**				4,340,000

TY 2012 Accounting Fees Schedule

Name: THE HENRY FORD II FUND

EIN: 38-6066332

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	40,850	18,382		20,425

TY 2012 General Explanation Attachment

Name: THE HENRY FORD II FUND

EIN: 38-6066332

Identifier	Return Reference	Explanation
		THE PURPOSE OF EACH GRANT OR CONTRIBUTION IS TO PROVIDE FINANCIAL SUPPORT TO CORPORATIONS, TRUSTS, COMMUNITY CHESTS, FUNDS OR FOUNDATIONS, ORGANIZED AND OPERATED SOLELY FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES, OR FOR THE PREVENTION OF CRUELTY TO CHILDREN OR ANIMALS

Identifier	Return Reference	Explanation
SERVICES ACCEPTED FROM A DISQUALIFIED PERSON	PART VII-B, QUESTION 1A(3)	FORD ESTATES, LLC (2000 BRUSH ST , SUITE 440, DETROIT, MICHIGAN 48226-2229), IS A BUSINESS OFFICE MAINTAINED FOR, AND AT THE EXPENSE OF, VARIOUS MEMBERS OF THE FORD FAMILY WHO, WITH RESPECT TO THIS FUND, ARE "DISQUALIFIED PERSONS", INCLUDING PARTICULARLY EDSEL B FORD II, CYNTHIA N FORD AND HENRY FORD III FORD ESTATES, LLC SUPPLIES ACCOUNTING SERVICES AND OFFICE SERVICES (COLLECTING INCOME, DISTRIBUTION OF CONTRIBUTIONS, MAINTENANCE OF ACCOUNTS AND RECORDS, HANDLING CORRESPONDENCE, PREPARATION OF TAX RETURNS AND ANNUAL REPORTS, AND SIMILAR MATTERS) PERTAINING TO THE OFFICE OF TREASURER SUCH SERVICES ARE PERFORMED BY RODNEY P WOOD AND BY OTHERS IN FORD ESTATES, LLC UNDER HIS SUPERVISION NO COMPENSATION IS PAID DIRECTLY BY THE HENRY FORD II FUND TO RODNEY P WOOD AS COMPENSATION FOR HIS SERVICES IN ANY OF THE CAPACITIES LISTED ABOVE OR OTHERWISE. DURING 2012, THE HENRY FORD II FUND PAID $40,850 TO FORD ESTATES, LLC FOR FEES (AND EXPENSES) FOR SERVICES REFERRED TO IN THIS PARAGRAPH

Identifier	Return Reference	Explanation
COMPENSATION PAID TO A DISQUALIFIED PERSON	PART VII-B, QUESTION 1A(4)	DAVID M HEMPSTEAD, LISTED AS SECRETARY, IS A PARTNER IN THE LAW FIRM OF BODMAN LLP, 1901 ST ANTOINE STREET, 6TH FLOOR, DETROIT, MICHIGAN 48226, WHICH FIRM ACTS AS THE ATTORNEYS FOR THE HENRY FORD II FUND MR HEMPSTEAD IS THE PERSON IN THE FIRM PRINCIPALLY CONCERNED WITH SUCH LEGAL SERVICES TO THE FUND, BUT OTHERS IN THE FIRM ALSO RENDER LEGAL SERVICES TO THE FUND UNDER HIS SUPERVISION THE TIME SPENT BY MR HEMPSTEAD STRICTLY IN THE LISTED OFFICIAL CAPACITIES CANNOT READILY BE SEPARATED FROM THAT SPENT IN PERFORMING THE LEGAL SERVICES REFERRED TO DURING 2012, HENRY FORD II FUND PAID $7,617 40 TO SAID ATTORNEYS FOR FEES (AND EXPENSES) FOR SERVICES REFERRED TO IN THIS PARAGRAPH

TY 2012 Investments Corporate Bonds Schedule

Name: THE HENRY FORD II FUND

EIN: 38-6066332

Name of Bond	End of Year Book Value	End of Year Fair Market Value
300,000 UNITS - FORD MOTOR CREDIT CO 7.5% 08/01/2012 7.500% DUE 08-01-12	0	0
250,000 UNITS - FORD MOTOR CREDIT CO 7% 10/01/2013 7.000% DUE 10-01-13	0	0
200,000 UNITS - FORD MOTOR CREDIT COMPANY LLC 8.000% DUE 04-15-15	0	0
75,000 UNITS - FORD MOTOR CREDIT CO 7% 4/15/2015 7.000% DUE 04-15-15	0	0
100,000 UNITS - FORD MOTOR CREDIT CO LLC 12% 12.000% DUE 05-15-15	0	0

TY 2012 Investments Corporate Stock Schedule

Name: THE HENRY FORD II FUND

EIN: 38-6066332

Name of Stock	End of Year Book Value	End of Year Fair Market Value
725 SHS - ACTUANT CORP-CL A	18,794	20,235
184 SHS - AFFILIATED MANAGERS GROUP	17,817	23,948
550 SHS - AGILENT TECHNOLOGIES INC	0	0
275 SHS - AIRGAS INC	16,990	25,105
250 SHS - ALEXION PHARAMACEUTICALS INC	0	0
200 SHS - ALLIANCE DATA SYSTEMS CORP	13,065	28,952
550 SHS - ALTERA CORP	20,544	18,915
375 SHS - ANSYS INC	16,371	25,253
385 SHS - APTARGROUP INC	14,196	18,372
280 SHS - BUFFALO WILD WINGS INC	14,704	20,390
475 SHS - CABOT OIL & GAS CORP	7,993	23,627
475 SHS - CATALYST HEALTH SOLUTIONS INC	0	0
250 SHS - CERNER CORP	16,190	19,378
570 SHS - CHURCH & DWIGHT CO INC	18,299	30,535
335 SHS - CITRIX SYS INC	19,573	21,983
175 SHS - CORE LABORATORIES N.V.	15,831	19,129
600 SHS - DICK'S SPORTING GOODS INC	14,997	27,294
450 SHS - DIGITAL REALTY TRUST	26,518	30,551
350 SHS - DOLLAR GENERAL	11,513	15,432
475 SHS - DRESSER-RAND GROUP INC	0	0
875 SHS - EAST WEST BANCORP INC	16,605	18,804
375 SHS - ECOLAB INC	0	0
485 SHS - FASTENAL CO	11,327	22,625
700 SHS - GENTEX	0	0
375 SHS - GREENHILL & CO INC	15,136	19,496
475 SHS - HARLEY DAVIDSON INC	0	0
450 SHS - HUNT (JB) TRANSPORT SERVICES, INC	15,125	26,870
625 SHS - INVESCO LTD	12,648	16,306
275 SHS - JOY GLOBAL INC	21,237	17,540
500 SHS - MANPOWER INC	23,532	21,220

Name of Stock	End of Year Book Value	End of Year Fair Market Value
475 SHS - MCCORMICK & CO	18,820	30,177
375 SHS - MICROCHIP TECHNOLOGY INC	9,124	12,221
200 SHS - NAVISTAR INTNL CORP NEW	0	0
360 SHS - O'REILLY AUTOMOTIVE INC	15,961	32,191
470 SHS - OCEANEERING INTERNATIONAL	13,701	25,281
255 SHS - PERRIGO CO	15,019	26,528
350 SHS - PLANTRONICS INC	9,155	12,904
600 SHS - PLEXUS CORP	17,915	15,480
575 SHS - RIVERBED TECHNOLOGY INC	18,588	11,339
300 SHS - ROCKWELL AUTOMATION INC	21,512	25,197
184 SHS - ROPER INDS INC NEW	9,589	20,512
425 SHS - ROWAN COMPANIES INC	0	0
250 SHS - STERICYCLE INC	13,759	23,320
400 SHS - TERADATA COPR	21,862	24,756
270 SHS - TRACTOR SUPPLY COMPANY	11,756	23,857
400 SHS - TRIMBLE NAVIGATION LTD	15,709	23,912
259 SHS - ULTA SALON COSMETICS & FRAGRANCE, INC	10,221	25,449
400 SHS - UNDER ARMOUR INC - CLASS A	9,753	19,412
675 SHS - URBAN OUTFITTERS INC	21,305	26,568
350 SHS - WABCO HOLDINGS INC	12,728	22,817
255 SHS - WATSCO INC	12,811	19,100
400 SHS - WHITING PETROLEUM CORP	21,202	17,348
400 SHS - ZEBRA TECHNOLOGIES CORP-CL A	14,528	15,724
850 SHS - ICON PLC	20,051	23,596
723 SHS - INTERCONTINENTAL CORP-CL A	16,095	20,114
800 SHS - 3M COMPANY	66,650	74,280
2,300 SHS - ALTERA CORP	51,996	79,097
2,600 SHS - AON CORPORATION	127,608	144,586
300 SHS - APACHE CORP	31,420	23,550
2,600 SHS - BERKLEY W R	64,638	98,124

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3,200 SHS - COCA COLA CO	91,548	116,000
2,500 SHS - COMCAST CORP SPECIAL CLASS A	39,600	89,800
1,400 SHS - CVS CORPORATION (DEL)	0	0
2,300 SHS - ECOLAB INC	103,679	165,370
1,700 SHS - FIDELITY NATIONAL INFORMATION SERVICES INC	40,324	59,177
515 SHS - GOLDMAN SACHS GROUP INC	58,654	65,693
130 SHS - GOOGLE INC-CL A	70,067	91,959
2,100 SHS - KRAFT FOODS INC-A	0	0
300 SHS - LIBERTY GLOBAL INC - A	6,969	18,888
2,300 SHS - LIBERTY GLOBAL INC-SERIES C	50,563	135,125
1,200 SHS - LOEWS CORP	38,709	48,900
300 SHS - MCDONALDS CORP	19,110	26,463
3,700 SHS - MICROSOFT CORP	108,715	98,826
1,390 SHS - NEWFIELD EXPLORATION COMPANY	0	0
4,900 SHS - NEWS CORP-CL A	66,415	124,999
1,400 SHS - NOBLE ENERGY	115,625	142,436
3,600 - SHS - ORACLE CORPORATION	96,834	119,952
1,400 SHS - PEPSICO INC	91,327	95,802
1,000 SHS - PRAXAIR INC	80,259	109,450
2,200 SHS - PROGRESSIVE CORP	0	0
1,100 SHS - THERMO FISHER SCIENTIFIC INC	52,817	70,158
2,000 SHS - UNITEDHEALTH GROUP INC	61,937	108,480
1,800 SHS - WAL MART STORES INC	97,329	122,814
1,800 SHS - WASTE MANAGEMENT INC	0	0
1,200 SHS - NESTLE SA REP RG SH ADR	58,159	78,134
2,200 SHS - VODAFONE GROP PLC SP ADR	0	0
680 SHS - FORD COMMON	49	8,806
300 SHS - ACUITY BRANDS INC	17,838	20,319
546 SHS - CATAMARAN CORP	27,208	25,717
98 SHS - F5 NETWORKS INC.	12,944	9,521

Name of Stock	End of Year Book Value	End of Year Fair Market Value
350 SHS - FLUOR CORP	20,348	20,559
650 SHS - HMS HOLDINGS CORP	19,388	16,848
550 SHS - ILLUMINA INC	23,120	30,575
625 SHS - LKQ CORP	12,664	13,188
150 SHS - POLARIS INDUSTRIES INC	12,699	12,623
191 SHS - PVH CORP.	19,490	21,203
800 SHS - SKYWORKS SOLUTIONS INC	20,078	16,240
450 SHS - SOURCEFIRE INC	20,344	21,249
300 SHS - TIFFANY & CO NEW COM	19,595	17,202
2,250 SHS - BERKSHIRE HATHAWAY INC CL B	181,051	201,825
3,200 SHS - MONDELEZ INTERNATIONAL INC	68,969	81,450
6,000 SHS - MORGAN STANLEY	86,709	114,720
100 SHS - ASKMEKNOW INC	0	0
125 SHS - ATMOSPHERIC GLOW TECHNOLOGIES	0	0
1 SH - MONOGENESIS CORP	0	0

TY 2012 Investments - Other Schedule

Name: THE HENRY FORD II FUND

EIN: 38-6066332

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FORD MOTOR MONEY MARKET	AT COST	0	0
FORD MOTOR MONEY MARKET	AT COST	0	0
21,973.238 SHS - VANGUARD 500 INDEX FUND SIGNAL	AT COST	1,847,111	2,384,536
105,551.321 SHS - PIMCO DEVELOPING LOCAL MARKETS FUND	AT COST	0	0
381,839.554 SHS - PIMCO TOTAL RETURN FD INST CLASS	AT COST	3,781,832	4,291,877
32,535 SHS - ISHARES MSCI EAFE INDEX FUND	AT COST	1,559,371	1,849,940
147,607.350 SHS - LAUDUS MONDRIAN EMERGING MARKETS INTL	AT COST	1,355,720	1,446,552
FORD MOTOR MONEY MARKET	AT COST	0	0
284,672 SHS - IRIDIAN PRIVATE BUSIN VALUE EQ FD LP	AT COST	1,324,286	3,002,176
112,032.26 SHS - SPRUCEGROVE DELAWARE TRUST INTL FUND	AT COST	3,802,465	4,665,337
87,681.2514 SHS - MONDRIAN INTERNATIONAL FIXED INCOME FUND	AT COST	1,456,900	1,455,525
174,672.559 SHS - WELLINGTON GLOBAL NATURAL RESOURCES CTF	AT COST	1,700,931	1,725,765
100 UNITS - CHILTON GLOBAL NATL RES INTL II BVI LTD	AT COST	1,000,000	663,997
BRUSH STREET H FUND, LLC (2.1123394% INTEREST)	AT COST	4,712,536	4,913,012
120,490.236 SHS - PIMCO UNCONSTRAINED BOND FD INSTL	AT COST	1,403,365	1,383,228

TY 2012 Legal Fees Schedule

Name: THE HENRY FORD II FUND

EIN: 38-6066332

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	7,617	3,809		3,808

TY 2012 Other Expenses Schedule

Name: THE HENRY FORD II FUND

EIN: 38-6066332

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MICHIGAN ANNUAL REPORT	40	0		40

TY 2012 Other Income Schedule

Name: THE HENRY FORD II FUND

EIN: 38-6066332

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1 MONDRIAN INTL FIXED INCOME FUND, LP	25,165	25,165	25,165
FROM K-1 IRIDIAN PRIVATE BUSINESS VALUE EQUITY, LP	7,284	7,284	7,284
FROM K-1 BRUSH STREET H FUND, LLC	85,552	68,586	85,552
FROM K-1 SPRUCEGROVE US INTL INVESTMENT FUND	115,533	115,533	115,533
FROM K-1 WTC GLOBAL NATURAL RESOURCES PORTFOLIO	11,989	11,989	11,989

TY 2012 Other Professional Fees Schedule

Name: THE HENRY FORD II FUND

EIN: 38-6066332

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES (RHB)	3,164	3,164		0
INVESTMENT FEES (ICIA)	4,350	4,350		0
INVESTMENT FEES (EAGLE)	22,711	22,711		0
INVESTMENT FEES (BAIRD)	5,779	5,779		0
INVESTMENT FEES (CAMBRIDGE)	11,850	11,850		0

TY 2012 Taxes Schedule

Name: THE HENRY FORD II FUND

EIN: 38-6066332

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	25,622	0		0
FOREIGN TAX (ICIA)	7,559	7,559		0
FOREIGN TAX (EAGLE)	380	380		0
FOREIGN TAX (BAIRD)	29	29		0
FROM K-1 BRUSH STREET H FUND, LLC - FEDERAL TAX WITHHOLDING	7	0		0
FEDERAL UNRELATED BUSINESS TAX	1,741	0		0