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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 BENSON & EDITH FORD FUND		A Employer identification number 38-6066333	
Number and street (or P O box number if mail is not delivered to street address) 1901 ST ANTOINE STREET 6TH FLOOR		B Telephone number (see instructions) (313) 259-7777	
City or town, state, and ZIP code DETROIT, MI 48226		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		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) \$ 28,169,539		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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	151,846	151,846		
	4 Dividends and interest from securities.	295,903	295,903		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-59,071			
	b Gross sales price for all assets on line 6a 31,857,227				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	115,480	115,480		
	12 Total. Add lines 1 through 11	504,158	563,229		
	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)	9,668	0		9,668
	b Accounting fees (attach schedule)	36,900	18,450		18,450
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	6,350	1,575		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	65,744	65,724		20
	24 Total operating and administrative expenses. Add lines 13 through 23	118,662	85,749		28,138
	25 Contributions, gifts, grants paid	1,962,113			1,962,113
	26 Total expenses and disbursements. Add lines 24 and 25	2,080,775	85,749		1,990,251
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,576,617			
	b Net investment income (if negative, enter -0-)		477,480		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	541,901	2,644,257	2,644,257
	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)	11,185,706	10,687,466	13,104,166
	c	Investments—corporate bonds (attach schedule).	5,869,302	5,933,912	6,021,482
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	8,829,198	5,606,175	6,391,650
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)	30,304	7,984	7,984
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	26,456,411	24,879,794	28,169,539

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 ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	

Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	41,362,441	41,303,370	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	-14,906,030	-16,423,576	
	30	Total net assets or fund balances (see page 17 of the instructions)	26,456,411	24,879,794	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	26,456,411	24,879,794	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	26,456,411
2	Enter amount from Part I, line 27a	2	-1,576,617
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	24,879,794
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	24,879,794

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	-59,071
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	1,725,441	29,819,747	0 057862
2010	1,633,209	29,600,629	0 055175
2009	2,279,336	27,634,097	0 082483
2008	2,592,406	35,965,827	0 072080
2007	551,336	38,107,586	0 014468

2	Total of line 1, column (d).	2	0 282068
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 056414
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	28,316,918
5	Multiply line 4 by line 3.	5	1,597,471
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	4,775
7	Add lines 5 and 6.	7	1,602,246
8	Enter qualifying distributions from Part XII, line 4.	8	1,990,251

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	4,775
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	4,775
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	4,775
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,000	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	2,500	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	9,500
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	4,725
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	4,725	Refunded	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ 0 (2) On foundation managers \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see 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 STREET STE 440 DETROIT MI ZIP +4 ▶482262229			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		☐ Yes	☒ No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		☐ Yes	☒ No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		☐ Yes	☒ No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).		☐ Yes	☒ No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		☐ Yes	☒ No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.				☐
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?				☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		☐ Yes ☒ No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LYNN F ALANDT	PRESIDENT, TRUSTEE & MEMBER	0	0	0
2000 BRUSH STREET SUITE 440 DETROIT, MI 48226	0 25			
BENSON FORD JR	VICE-PRESIDENT, TRUSTEE & MEMBER	0	0	0
2000 BRUSH STREET SUITE 440 DETROIT, MI 48226	0 25			
RODNEY P WOOD	TREASURER	0	0	0
2000 BRUSH STREET SUITE 440 DETROIT, MI 48226	0 25			
DAVID M HEMPSTEAD	SECRETARY, TRUSTEE & MEMBER	0	0	0
1901 ST ANTOINE ST 6TH FLOOR DETROIT, MI 48226	0 25			
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	26,485,309
b	Average of monthly cash balances.	1b	2,262,831
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	28,748,140
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	28,748,140
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	431,222
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	28,316,918
6	Minimum investment return. Enter 5% of line 5.	6	1,415,846

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	1,415,846
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	4,775
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,775
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,411,071
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,411,071
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	1,411,071

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	1,990,251
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	1,990,251
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	4,775
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,985,476
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				1,411,071
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				846,761
d From 2010.				227,268
e From 2011.				252,484
f Total of lines 3a through e.	1,326,513			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,990,251				
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.				1,411,071
e Remaining amount distributed out of corpus	579,180			
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	1,905,693			
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.	1,905,693			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				846,761
c Excess from 2010.				227,268
d Excess from 2011.				252,484
e Excess from 2012.				579,180

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a

The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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

b

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

BRIEF LETTER, FINANCIAL STATEMENT, COPY OF IRS LETTER DETERMINING TAX STATUS (UNLESS ALREADY LISTED IN CUMULATIVE LIST)

c

Any submission deadlines

NONE

d

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

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

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

b <i>Approved for future payment</i> See Additional Data Table				
--	--	--	--	--

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	151,846	
4	Dividends and interest from securities. . . .			14	295,903	
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	115,480	
8	Gain or (loss) from sales of assets other than inventory			18	-59,071	
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		504,158	0
13	Total. Add line 12, columns (b), (d), and (e).			13		504,158

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received			

[illegible]

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

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.

* * * * *

2013-11-06

* * * * *

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ **Yes** ☐ **No**

**Paid
Preparer
Use
Only**

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

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
COMERICA BANK - RHB - PUBLICLY TRADED SECURITIES	P		
COMERICA BANK - RHB - PUBLICLY TRADED SECURITIES	P		
COMERICA BANK - RHB#2 - PUBLICLY TRADED SECURITIES	P		
COMERICA BANK - RHB#2 - PUBLICLY TRADED SECURITIES	P		
FROM K-1 - PACIFIC FUND I, LP	P		
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
27,723,100		27,769,119	-46,019
638,163		542,073	96,090
1,077,762		1,077,319	443
2,406,769		2,400,244	6,525
			-127,543
11,433			11,433

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	
			-46,019
			96,090
			443
			6,525
			-127,543
			11,433

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALZHEIMER'S DISEASE ASSN-DET 20300 CIVIC CENTER DR STE 100 SOUTHFIELD,MI 48076	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	25,000
BOY SCOUTS OF AMERICA-DETROIT AREA 1776 W WARREN AVE DETROIT,MI 48208	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
CAPUCHIN SOUP KITCHEN 1820 MT ELLIOTT ST DETROIT,MI 48207	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	10,000
CHRIST CHURCH GROSSE POINTE 61 GROSSE POINTE BLVD GROSSE POINTE FARMS,MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	3,000
COLLEGE FOR CREATIVE STUDIES 201 EAST KIRBY DETROIT,MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	748,613
DEA SURVIVORS BENEFIT FUND 2020 PENNSYLVANIA AVE NW PMB 659 WASHINGTON,DC 20006	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	10,000
DETROIT ARTISTS MARKET 4719 WOODWARD AVE DETROIT,MI 48201	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
DETROIT EDUCATIONAL TELEVISION FOUNDATION 1 CLOVER COURT WIXOM,MI 48393	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
DETROIT HISTORICAL SOCIETY 5401 WOODWARD AVE DETROIT,MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	22,000
DETROIT SYMPHONY ORCHESTRA HALL 3711 WOODWARD AVE DETROIT,MI 48201	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
GLEANER'S COMMUNITY FOOD BANK 2131 BEAUFAIT DETROIT,MI 48207	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	10,000
GREENING OF DETROIT 1418 MICHIGAN AVE DETROIT,MI 48216	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,000
GROSSE POINTE WAR MEMORIAL 32 LAKE SHORE DRIVE GROSSE POINTE FARMS,MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	500
HENRY FORD HEALTH SYSTEM ONE FORD PLACE 5B DETROIT,MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	770,000
INTERLOCHEN CENTER FOR ARTS PO BOX 199 INTERLOCHEN,MI 49643	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	8,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JARC 30301 NORTHWESTERN HWY SUITE 100 FARMINGTON HILLS, MI 48334	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	15,000
MICH METRO GIRL SCOUT COUNCIL 500 FISHER BLDG 3011 W GRAND BLVD DETROIT, MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
MICHIGAN HUMANE SOCIETY 30300 TELEGRAPH RD SUITE 220 BINGHAM FARMS, MI 48025	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	10,000
NORTHERN MICHIGAN HOSPITAL FOUNDATION 360 CONNABLE AVE PETOSKEY, MI 49770	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
OLD NEWSBOYS' GOODFELLOW FUND PO BOX 44444 DETROIT, MI 48244	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,000
PEWABIC SOCIETY INC 10125 EAST JEFFERSON AVE DETROIT, MI 48214	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	4,000
RACING FOR KIDS 93 KERCHEVAL SUITE 4 GROSSE POINTE FARMS, MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
SHAKE-A-LEG MIAMI INC 2620 SOUTH BAYSHORE DR COCONUT GROVE, FL 33133	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	10,000
ST JOHN HEALTH SYSTEM HOLLEY EAR INSTITUTE - BLDG 1 22151 MOROSS RD STE 223 DETROIT, MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	25,000
THE HENRY FORD 20900 OAKWOOD BLVD DEARBORN, MI 48124	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	225,000
UNITED NEGRO COLLEGE FUND 8260 WILLOW OAKS CORPORATE DRIVE FAIRFAX, VA 220318004	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,000
UNIVERSITY OF DETROIT MERCY 4001 WEST MCNICHOLS ROAD DETROIT, MI 48221	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	25,000
Total  3a				1,962,113

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
b <i>Approved for future payment</i>				
COLLEGE FOR CREATIVE STUDIES 201 EKIRBY DETROIT,MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	ARGONAUT PROJECT	3,300,000
DETROIT HISTORICAL SOCIETY 5401 WOODWARD AVE DETROIT,MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	PAST>FORWARD CAMPAIGN	60,000
HENRY FORD HEALTH SYSTEMONE FORD PLACE 5B DETROIT,MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	EDITH AND BENSON HEART AND VASCULAR INSTITUTE - DETROIT CAPITAL ACCOUNT	3,250,000
HENRY FORD HEALTH SYSTEMONE FORD PLACE 5B DETROIT,MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	ENDOWMENT - CHAIR IN DERMATOLOGY RESEARCH	300,000
HENRY FORD HEALTH SYSTEMONE FORD PLACE 5B DETROIT,MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	MAPLEGROVE PROJECT - WEST BLOOMFIELD	900,000
THE HENRY FORD20900 OAKWOOD BLVD DEARBORN,MI 48124	NO INDIVIDUALS	PUBLIC CHARITY	CAN-DO PROJECT	600,000
THE HENRY FORD ESTATEPO BOX 1367 DEARBORN,MI 48120	NO INDIVIDUALS	PUBLIC CHARITY	ENDOWMENT - FAIR LANE	3,000,000
UNIVERSITY OF DETROIT MERCY 4001 WEST MCNICHOLS ROAD DETROIT,MI 48221	NO INDIVIDUALS	PUBLIC CHARITY	BENSON AND EDITH FORD SCHOLARSHIP ENDOWMENT	75,000
Total				11,485,000

TY 2012 Accounting Fees Schedule

Name: BENSON & EDITH FORD FUND

EIN: 38-6066333

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	36,900	18,450		18,450

TY 2012 General Explanation Attachment**Name:** BENSON & EDITH FORD FUND**EIN:** 38-6066333

Identifier	Return Reference	Explanation
	PART VII-B, QUESTION 1A(3)	FORD ESTATES, LLC (2000 BRUSH ST , SUITE 440, DETROIT, MICHIGAN 48226-2229), IS A BUSINESS OFFICE MAINTAINED FOR, AND AT THE EXPENSE OF, VARIOUS MEMBERS OF THE FORD FAMILY WHO, WITH RESPECT TO THIS FUND, ARE "DISQUALIFIED PERSONS", INCLUDING PARTICULARLY THE FOLLOWING LYNN F ALANDT AND BENSON FORD, JR FORD ESTATES, LLC SUPPLIES ACCOUNTING SERVICES AND OFFICE SERVICES (COLLECTING INCOME, DISTRIBUTION OF CONTRIBUTIONS, MAINTENANCE OF ACCOUNTS AND RECORDS, HANDLING CORRESPONDENCE, PREPARATION OF TAX RETURNS AND ANNUAL REPORTS, AND SIMILAR MATTERS PERTAINING TO THE OFFICE OF TREASURER) SUCH SERVICES ARE PERFORMED BY RODNEY P WOOD AND BY OTHERS IN FORD ESTATES, LLC UNDER HIS SUPERVISION NO COMPENSATION IS PAID BY BENSON & EDITH FORD FUND DIRECTLY TO RODNEY P WOOD AS COMPENSATION FOR HIS SERVICES IN ANY OF THE CAPACITIES LISTED ABOVE OR OTHERWISE IN 2012, BENSON & EDITH FORD FUND PAID TO FORD ESTATES, LLC \$36,900 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 ATTORNEY S FOR BENSON & EDITH FORD FUND MR HEMPSTEAD IS THE PERSON IN THE FIRM PRINCIPALLY CONCERNED WITH SUCH LEGAL SERVICES TO THE FUND, BUT OTHERS IN THE FIRM ALSO RENDER LEGAL SERVICES TO THE FUND UNDER HIS SUPERVISION THE TIME SPENT BY MR HEMPSTEAD STRICTLY IN THE LISTED OFFICIAL CAPACITIES CANNOT READILY BE SEPARATED FROM THAT SPENT IN PERFORMING THE LEGAL SERVICES REFERRED TO IN 2012, BENSON & EDITH FORD FUND PAID TO SAID ATTORNEY S \$9,668 FOR FEES (AND EXPENSES) FOR ALL THE SERVICES REFERRED TO IN THIS PARAGRAPH

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

TY 2012 Investments Corporate

Bonds Schedule

Name: BENSON & EDITH FORD FUND

EIN: 38-6066333

Name of Bond	End of Year Book Value	End of Year Fair Market Value
500,000 UNITS ELECTRONIC DATA SYSTEMS SER B 6% 8/1/13 6.000% DUE 08-01-13	522,331	512,590
1,750,000 UNITS FORD MOTOR CREDIT CO 7% 10/01/2013 7.000% DUE 10-01-13	1,815,643	1,828,925
200,000 UNITS KRAFT FOODS INC 5.250% DUE 10-01-13	208,114	206,360
150,000 UNITS NOVARTIS CAP CORP GTD NT 4.125% 02/10/2014 4.125% DUE 02/10/14	155,399	156,005
100,000 UNITS PFIZER INC 4.5% 02/15/2014 4.500% DUE 02-15-14	104,162	104,516
500,000 UNITS HEWLETT PACKARD CO NOTE CALL MAKE WHOLE 6.125% DUE 03-01-14	534,739	525,610
250,000 UNITS JOHNSON CONTROLS INCNT 1.750% DUE 03-01-14	253,464	253,375
250,000 UNITS COCA COLA CO 3.625% 03/15/2014 3.625% DUE 03/15/14	260,853	259,392
100,000 UNITS INTL PAPER CO BONDS 7.400% DUE 06-15-14	108,879	108,308
350,000 UNITS FORD MOTOR CREDIT CO 8.7% 10/01/2014 8.700% DUE 10-01-14	380,813	391,993
100,000 UNITS FORD MOTOR CREDIT CO 7% 04/15/2015 7.000% DUE 04-15-15	106,440	111,504
150,000 UNITS PROGRESS ENERGY INC NTS 5.625% DUE 01-15-16	172,687	169,684
300,000 UNITS KRAFT FOODS INC 4.125% DUE 02-09-16	328,409	326,853
150,000 UNITS CENTERPOINT ENERGY RESOURCES 6.150% DUE 05-01-16	171,962	171,420
300,000 UNITS CATERPILLAR INC NOTES 5.700% DUE 08-15-16	352,375	348,030
300,000 UNITS BORGWARNER INC 5.750% DUE 11-01-16	341,112	337,518
100,000 UNITS BLACK & DECKER SR NTS 5.750% DUE 11-15-16	116,530	115,392
ACCRUED INTEREST	0	94,007

TY 2012 Investments Corporate
 Stock Schedule

Name: BENSON & EDITH FORD FUND
 EIN: 38-6066333

Name of Stock	End of Year Book Value	End of Year Fair Market Value
680 UNITS FORD COMMON	49	8,806
2,500 UNITS 3M COMPANY	226,093	232,125
1,500 UNITS ALLERGAN INC	109,353	137,595
100 UNITS AMAZON COM INC	25,343	25,087
2,000 UNITS AMERICAN EXPRESS CR	94,420	114,960
3,500 UNITS AMERICAN TOWER CORP	245,246	270,445
15,000 UNITS AMERICAN WATER WORKS INC	486,290	556,950
1,250 UNITS APPLE COMPUTER INC	24,344	665,216
2,000 UNITS AQUA AMERICA INC	50,855	50,840
5,000 UNITS BOEING CO	336,539	376,800
9,000 UNITS BRISTOL MYERS SQUIBB CO	249,095	293,310
4,500 UNITS CATERPILLAR INC	197,844	403,238
7,500 UNITS CHURCH & DWIGHT CO INC	324,095	401,775
8,000 UNITS COCA COLA CO	232,265	290,000
3,000 UNITS COSTCO WHOLESALE CORP	195,937	296,190
1,300 UNITS CUMMINS INC	131,720	140,855
4,000 UNITS DISNEY WALT CO	141,297	199,160
500 UNITS DRIL-QUIP INC	35,636	36,525
4,500 UNITS ECOLAB INC	295,309	323,550
1,800 UNITS EDWARDS LIFESCIENCES CORP	136,724	162,306
850 UNITS EQUINIX INC	168,973	175,270
4,250 EXXON MOBIL CORPORATION	370,944	367,838
4,000 UNITS FACEBOOK	109,558	106,479
1,500 UNITS FMC TECHNOLOGIES INC	65,185	64,245
9,000 UNITS FREEPORT-MCMORAN COPPER-B	340,097	307,800
12,500 UNITS GENERAL ELEC CO	267,803	262,375
2,000 UNITS GILEAD SCIENCES INC	152,344	146,900
250 UNITS GOOGLE INC-CL A	140,717	176,845
5,000 UNITS HAIN CELESTIAL GROUP INC	235,100	271,100
4,500 UNITS HOME DEPOT INC	190,606	278,325

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,150 UNITS IBM CORP	237,814	220,283
5,000 UNITS KINDER MORGAN INC	138,571	176,650
3,000 UNITS MCDONALDS CORP	165,761	264,630
4,000 UNITS MONSANTO CO	262,259	378,600
6,000 UNITS NATIONAL OILWELL VARCO	427,095	410,100
7,000 UNITS NIKE INC CL B	352,861	361,200
1,500 UNITS ORACLE CORPORATION	38,265	49,980
8,500 UNITS PEABODY ENERGY CORP	205,793	226,185
1,300 UNITS PERRIGO CO	127,248	135,239
1,200 UNITS PETSMART INC	84,758	82,008
1,000 UNITS PHILLIPS 66	53,420	53,100
3,000 UNITS PRUDENTIAL FINANCIAL INC	173,096	159,990
4,000 UNITS QUALCOMM INC	240,997	247,438
1,250 UNITS SHERWIN-WILLIAMS CO	194,358	192,275
3,000 UNITS UNION PACIFIC CORP	210,117	377,160
10,000 UNITS VERIZON COMMUNICATIONS	457,229	432,700
2,500 UNITS VISA INC - CLASS A SHARES	266,972	378,950
1,500 UNITS WAL MART STORES INC	104,547	102,345
8,000 UNITS WELLS FARGO & CO	230,055	273,440
12,000 UNITS WEYERHAEUSER CO	228,765	333,840
3,000 UNITS DIAGEO PLC SPNSRD ADR NEW	238,523	349,740
6,000 UNITS NESTLE SA REP RG SH ADR	295,328	390,672
1,000 UNITS POTASH CORP SASK INC	41,061	40,690
2,000 UNITS SPDR GOLD TRUST	332,792	324,041

TY 2012 Investments - Other Schedule

Name: BENSON & EDITH FORD FUND

EIN: 38-6066333

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PACIFIC FUND I, LP - 4.3341% INTEREST	AT COST	5,606,175	6,391,650

TY 2012 Legal Fees Schedule

Name: BENSON & EDITH FORD FUND

EIN: 38-6066333

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	9,668	0		9,668

TY 2012 Other Assets Schedule

Name: BENSON & EDITH FORD FUND

EIN: 38-6066333

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PURCHASED INTEREST - RHB#2	8,527	5,759	5,759
FEDERAL EXCISE TAX RECEIVABLE	21,777	2,225	2,225

TY 2012 Other Expenses Schedule**Name:** BENSON & EDITH FORD FUND**EIN:** 38-6066333

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES - ICIA	259	259		0
INVESTMENT FEES - RHB	50,045	50,045		0
INVESTMENT FEES - RHB#2	15,420	15,420		0
FILING FEE	20	0		20

TY 2012 Other Income Schedule

Name: BENSON & EDITH FORD FUND

EIN: 38-6066333

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1 - PACIFIC FUND I, LP	115,208	115,208	115,208
BOSTON PROPERTIES	272	272	272

TY 2012 Taxes Schedule**Name:** BENSON & EDITH FORD FUND**EIN:** 38-6066333

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	4,775	0		0
FOREIGN TAX	1,575	1,575		0