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 JUL 1, 2012 , and ending JUN 30, 2013

Name of foundation
EDSEL AND ELEANOR FORD HOUSE

A Employer identification number
38-2218274

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1100 LAKE SHORE ROAD

B Telephone number
(313) 884-4222

City or town, state, and ZIP code
GROSSE POINTE SHORES, MI 48236

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) ▶$ 199,490,358.

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))	(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	106,105.			
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	2,358,795.	2,358,795.	2,358,795.	STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	101,355,816.			STATEMENT 1
b	Gross sales price for all assets on line 6a 123,033,937.				
7	Capital gain net income (from Part IV, line 2)		101,368,713.		
8	Net short-term capital gain			99,202.	
9	Income modifications				
10a	Gross sales less returns and allowances 116,132.				STATEMENT 3
b	Less Cost of goods sold 52,055.				
c	Gross profit or (loss)	64,077.		64,077.	
11	Other income	806,909.	139,941.	806,909.	STATEMENT 4
12	**Total.** Add lines 1 through 11	104,691,702.	103,867,449.	3,328,983.	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	244,578.	24,458.	0.	220,120.
14	Other employee salaries and wages	2,305,193.	0.	115,260.	2,189,933.
15	Pension plans, employee benefits	678,315.	6,507.	30,662.	641,146.
16a	Legal fees STMT 5	120,622.	12,062.	6,031.	102,529.
b	Accounting fees STMT 6	55,076.	5,508.	2,754.	46,815.
c	Other professional fees STMT 7	648,056.	646,916.	0.	1,140.
17	Interest				
18	Taxes STMT 8	1,166,467.	30,370.	0.	0.
19	Depreciation and depletion	580,489.	0.	0.	
20	Occupancy	240,385.	24,039.	0.	216,347.
21	Travel, conferences, and meetings	11,117.	0.	0.	11,117.
22	Printing and publications	41,892.	0.	0.	41,892.
23	Other expenses STMT 9	1,962,837.	40,000.	0.	1,922,837.
24	**Total operating and administrative expenses.** Add lines 13 through 23	8,055,027.	789,860.	154,707.	5,393,876.
25	Contributions, gifts, grants paid	35,680.			35,680.
26	**Total expenses and disbursements.** Add lines 24 and 25	8,090,707.	789,860.	154,707.	5,429,556.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	96,600,995.			
b	**Net investment income** (if negative, enter -0-)		103,077,589.		
c	**Adjusted net income** (if negative, enter -0-)			3,174,276.	

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12-05-12 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2012)

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

				Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		80,930.	499,633.	499,633.
	2	Savings and temporary cash investments			99,292,815.	99,292,815.
	3	Accounts receivable ▶	22,737.			
		Less. allowance for doubtful accounts ▶		19,618.	22,737.	22,737.
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use		80,717.	91,069.	91,069.
	9	Prepaid expenses and deferred charges		77,528.	861,597.	861,597.
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 11	28,927,819.	46,666,109.	46,666,109.
	c	Investments - corporate bonds	STMT 12	9,480,858.	4,918,115.	4,918,115.
	11	Investments - land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other	STMT 13	37,717,067.	29,081,551.	29,081,551.
	14	Land, buildings, and equipment: basis ▶	26,687,236.			
		Less accumulated depreciation STMT 14▶	10,593,660.	15,563,680.	16,093,576.	16,093,576.
	15	Other assets (describe ▶ STATEMENT 15)		2,147,010.	1,963,156.	1,963,156.
	16	**Total assets** (to be completed by all filers)		94,095,227.	199,490,358.	199,490,358.
Liabilities	17	Accounts payable and accrued expenses		403,653.	1,404,828.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 16)		217,226.	269,791.	
	23	**Total liabilities** (add lines 17 through 22)		620,879.	1,674,619.	
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		93,474,348.	197,815,739.	
	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				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	**Total net assets or fund balances**		93,474,348.	197,815,739.	
	31	**Total liabilities and net assets/fund balances**		94,095,227.	199,490,358.	

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	93,474,348.
2	Enter amount from Part I, line 27a	2	96,600,995.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	7,740,396.
4	Add lines 1, 2, and 3	4	197,815,739.
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	197,815,739.

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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				
b	SEE ATTACHED STATEMENT			
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				
b				
c				
d				
e	123,033,937.		21,830,697.	101,368,713.

	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				
b				
c				
d				
e				101,368,713.

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	101,368,713.
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). If (loss), enter -0- in Part I, line 8	3	99,202.

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 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	5,795,586.	78,600,963.	.073734
2010	3,948,565.	82,712,372.	.047739
2009	4,085,262.	75,259,074.	.054283
2008	4,232,734.	68,706,161.	.061606
2007	3,945,927.	91,702,304.	.043030

2	Total of line 1, column (d)	2	.280392
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	.056078
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	84,750,915.
5	Multiply line 4 by line 3	5	4,752,662.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,030,776.
7	Add lines 5 and 6	7	5,783,438.
8	Enter qualifying distributions from Part XII, line 4	8	6,543,040.

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 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	1,030,776.
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	1,030,776.
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	1,030,776.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	102,031.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	1,100,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	1,202,031.
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	171,255.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	171,255.	**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		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
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		X
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		X
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		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
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	X	
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	X	
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	X	
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	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.FORDHOUSE.ORG

14 The books are in care of ▶ JOANNE THOMPSON Telephone no. ▶313-453-2040

Located at ▶1100 LAKE SHORE ROAD, GROSSE POINTE SHORES, MI ZIP+4 ▶48236

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 N/A

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 instructions)?	1b		X
	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		X
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 ▶ _____, _____, _____, _____			
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.) N/A	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. ▶ _____, _____, _____, _____			
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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
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		X

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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)? ☐ 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)? N/A | 5b | Yes | No

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? N/A ☐ 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 | Yes | No: X

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? N/A | 7b | Yes | No

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.

(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 STATEMENT 17		244,578.	21,163.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
MARK HEPPNER - 1100 LAKE SHORE ROAD, GROSSE POINTE SHORES, MI 48236	VICE PRESIDENT 40.00	123,961.	11,081.	0.
ANN FITZPATRICK - 1100 LAKE SHORE ROAD, GROSSE POINTE SHORES, MI 48236	VICE PRESIDENT 40.00	108,626.	9,701.	0.
DEBORAH GRIFFITH - 1100 LAKE SHORE ROAD, GROSSE POINTE SHORES, MI 48236	DIRECTOR OF HR 40.00	82,908.	7,383.	0.
DONNA BUCHANAN - 1100 LAKE SHORE ROAD, GROSSE POINTE SHORES, MI 48236	DIRECTOR OF GROUP SALES 40.00	80,137.	7,137.	0.
CHRISTOPHER SHIRES - 1100 LAKE SHORE ROAD, GROSSE POINTE FARMS, MI 48236	DIRECTOR OF EDUCATION 40.00	79,584.	5,548.	0.
Total number of other employees paid over $50,000 ▶				9

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
CONTINENTAL SERVICES 35710 MOUND, STERLING HEIGHTS, MI 48310	FOOD SERVICE	354,093.
NATIONAL RESTORATION 2165 FYKE ROAD, MILFORD, MI 48381	RESTORATION OF COLLECTION PIECES	325,400.
PRIORITY HEALTH PLAN 3915 MOMENTUM PLACE, CHICAGO, IL 60689-5339	GROUP HEALTH INSURANCE	253,554.
GUARDIAN ALARM CO 20800 SOUTHFIELD , SOUTHFIELD, MI 48075	SECURITY EQUIPMENT & MONITORING	213,277.
RM AUTO RESTORATION - ONE CLASSIC CAR DRIVE, BLENHEIM, ONTARIO, CANADA NOP 1AO	RESTORATION OF COLLECTION PIECES	144,643.
Total number of others receiving over $50,000 for professional services ▶		15

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 SEE STATEMENT 18	2,459,455.
2 SEE STATEMENT 19	421,537.
3 SEE STATEMENT 20	2,512,885.
4 ACQUISITION OF ASSETS AND IMPROVEMENTS TO EXISTING EXHIBIT ASSETS TO ENHANCE THE PUBLIC EXPERIENCE OF THE HOUSE AND GROUNDS.	1,113,484.

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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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	85,892,524.
b	Average of monthly cash balances	1b	149,014.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	86,041,538.
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	86,041,538.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,290,623.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	84,750,915.
6	**Minimum investment return** Enter 5% of line 5	6	4,237,546.

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

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	5,429,556.
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	1,113,484.
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	6,543,040.
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	5	1,030,776.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,512,264.

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)

N/A

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years: ______ , ______ , ______				
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				
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ ______				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7				
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a				
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)

1 a 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 ▶ 07/28/01

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	3,174,276.	2,969,449.	2,764,756.	2,192,737.	11,101,218.
b 85% of line 2a	2,698,135.	2,524,032.	2,350,043.	1,863,826.	9,436,035.
c Qualifying distributions from Part XII, line 4 for each year listed	6,543,040.	5,836,492.	3,948,565.	4,100,079.	20,428,176.
d Amounts included in line 2c not used directly for active conduct of exempt activities	35,600.	3,560.	15,020.	15,145.	69,325.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	6,507,440.	5,832,932.	3,933,545.	4,084,934.	20,358,851.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter (1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	2,825,031.	2,620,032.	2,757,079.	2,508,636.	10,710,778.
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)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

Part XV Supplementary Information (Complete this part only if the foundation 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).)

NONE

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.

NONE

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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
VILLAGE OF GROSSE POINTE SHORES 795 LAKE SHORE ROAD GROSSE POINTE SHORES, MI 48236	NONE	PUBLIC CHARITY	GENERAL PURPOSE GRANT	13,744.
CITY OF ST CLAIR SHORES 27600 JEFFERSON CIRCLE DRIVE ST CLAIR SHORES, MI 48080	NONE	PUBLIC CHARITY	GENERAL PURPOSE GRANT	1,176.
ST JOHN PROVIDENCE HOSPITAL 28000 DEQUINDRE RD WARREN, MI 48092	NONE	PUBLIC CHARITY	GENERAL PURPOSE GRANT	60.
CHURCH OF HOLY SPIRIT 33701 JEFFERSON ST CLAIR SHORES, MI 48080	NONE	PUBLIC CHARITY	GENERAL PURPOSE GRANT	60.
GROSSE POINTE VILLAGE ASSOCIATION 795 LAKE SHORE ROAD GROSSE POINTE SHORES, MI 48236	NONE	PUBLIC CHARITY	GENERAL PURPOSE GRANT	500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	35,600.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

223611
12-05-12

Form **990-PF** (2012)

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
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a ITOUCH TOURS					5.
b HOUSE ACTIVITIES					463,134.
c SHARED EVENT					153,622.
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	2,358,795.	
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	900099	43,640.	14	139,941.	
8 Gain or (loss) from sales of assets other than inventory	900099	-12,897.	18	101,368,713.	
9 Net income or (loss) from special events					4,075.
10 Gross profit or (loss) from sales of inventory					64,077.
11 Other revenue:					
a OTHER INCOME			14	2,492.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		30,743.		103,869,941.	684,913.

13 Total. Add line 12, columns (b), (d), and (e) 13 104,585,597.

(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)
1A,B	THE TOURS, PROGRAMS, AND USE OF THE FACILITIES HELP TO FURTHER THE UNDERSTANDING OF EDSEL AND ELEANOR FORD HOUSE AND HOW THE "AUTO BARONS" LIVED, THUS INCREASING THE UNDERSTANDING OF THE HISTORY OF THE AREA.
1C	EVENT RELATED TO THE SUMMER DETROIT SYMPHONY ORCHESTRA CONCERT AT THE EDSEL AND ELEANOR FORD HOUSE.
10	BOOKS RELATED TO THE FORD FAMILY, UNIQUELY DESIGNED ARTWORK THAT FOLLOWS THE INTERESTS OF EDSEL AND ELEANOR FORD, AND LOGO MERCHANDISE.

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
		N/A	

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
N/A		

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) is based on all information of which preparer has any knowledge

5/15/2014 ▶ PRESIDENT

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 LYNNE M. HUISMANN	Preparer's signature Lynne M. Huismann	Date MAY 1 3 2014	Check ☐ if self- employed	PTIN P00053811
Firm's name ▶ PLANTE & MORAN, PLLC			Firm's EIN ▶ 38-1357951
Firm's address ▶ 2601 CAMBRIDGE CT., SUITE 500 AUBURN HILLS, MI 48326			Phone no. 248-375-7100

Form **990-PF** (2012)

223622
12-05-12

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization

EDSEL AND ELEANOR FORD HOUSE

Employer identification number

38-2218274

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization

EDSEL AND ELEANOR FORD HOUSE

Employer identification number

38-2218274

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	COMMUNITY FOUNDATION OF SOUTHEAST MICHIGAN 333 W FORT STREET, SUITE 2010 DETROIT, MI 48236	$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	CREST FORD 26333 VAN DYKE CENTERLINE, MI 48015	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	FORD MOTOR COMPANY FUND 1 AMERICAN ROAD DEARBORN, MI 48126	$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
4	MI HUMANITIES COUNCIL 119 PERE MARQUETTE DR STE 3B LANSING, MI 48912	$ 7,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
5	PLANTE MORAN 2601 CAMBRIDGE COURT SUITE 500 AUBURN HILLS , MI 48326	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
6	POWERLINK 3031 W GRAND BLVD DETROIT, MI 48202	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
EDSEL AND ELEANOR FORD HOUSE	38-2218274

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
EDSEL AND ELEANOR FORD HOUSE	38-2218274

Part III *Exclusively* religious, charitable, etc , individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

CONTINUATION FOR 990-PF, PART IV

EDSEL AND ELEANOR FORD HOUSE 38-2218274 PAGE 1 OF 1

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	ART SALE	D		
b	PUBLICLY TRADED SECURITIES - LT	P		
c	BRUSH STREET H FUND K-1			
d	BRUSH STREET H FUND K-1			
e	SPRUCEGROVE US INTERNATIONAL INVESTMENT FUND K-1			
f	SPRUCEGROVE US INTERNATIONAL INVESTMENT FUND K-1			
g	WELLINGTON TRUST COMPANY GLOBAL K-1			
h	WELLINGTON TRUST COMPANY GLOBAL K-1			
i	MONDRIAN INTERNATIONAL FIXED INCOME FUND K-1			
j	MONDRIAN INTERNATIONAL FIXED INCOME FUND K-1			
k	BRUSH STREET H FUND K-1			
l	BRUSH STREET H FUND K-1			
m	PUBLICLY TRADED SECURITIES - ST	P		
n				
o				

	(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	100,000,000.		242,428.	99,757,572.
b	21,956,700.		20,593,844.	1,362,856.
c				103,616.
d				327,859.
e				65.
f				149,510.
g				-87,820.
h				-334,846.
i				529.
j				6,560.
k				0.
l				0.
m	1,077,237.		994,425.	82,812.
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				99,757,572.
b				1,362,856.
c				** 103,616.
d				327,859.
e				** 65.
f				149,510.
g				** -87,820.
h				-334,846.
i				** 529.
j				6,560.
k				** 0.
l				0.
m				** 82,812.
n				
o				

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	101,368,713.
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). If (loss), enter "-0-" in Part I, line 8	3	99,202.

** (SHORT-TERM)

Part XV · **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
CAPUCHIN SOUP KITCHEN 4390 CONNER DETROIT, MI 48216	NONE	PUBLIC CHARITY	GENERAL PURPOSE GRANT	60.
MICHIGAN HISTORY FOUNDATION PO BOX 12331 LANSING, MI 48326	NONE	PUBLIC CHARITY	GENERAL PURPOSE GRANT	15,000.
MICHIGAN HUMANITIES COUNCIL 119 PERE MARQUETTE DR STE 3B LANSING, MI 48326	NONE	PUBLIC CHARITY	GENERAL PURPOSE GRANT	5,000.
Total from continuation sheets				20,060.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ART SALE	DONATED		

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000,000.	242,428.	0.	0.	99,757,572.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - LT	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
21,956,700.	20,593,844.	0.	0.	1,362,856.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BRUSH STREET H FUND K-1	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	103,616.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BRUSH STREET H FUND K-1	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	327,859.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SPRUCEGROVE US INTERNATIONAL INVESTMENT FUND K-1	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	65.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SPRUCEGROVE US INTERNATIONAL INVESTMENT FUND K-1	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	149,510.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WELLINGTON TRUST COMPANY GLOBAL K-1	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	-87,820.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WELLINGTON TRUST COMPANY GLOBAL K-1	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	-334,846.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MONDRIAN INTERNATIONAL FIXED INCOME FUND K-1	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	529.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MONDRIAN INTERNATIONAL FIXED INCOME FUND K-1	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	6,560.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BRUSH STREET H FUND K-1	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	-9,278.	0.	0.	9,278.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BRUSH STREET H FUND K-1	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	22,175.	0.	0.	-22,175.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - ST	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,077,237.	994,425.	0.	0.	82,812.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	101,355,816.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FROM K-1 BRUSH STREET - DIVIDENDS	104,484.	0.	104,484.
FROM K-1 BRUSH STREET - INTEREST	317,117.	0.	317,117.
FROM K-1 MONDRIAN - INTEREST	105,537.	0.	105,537.
FROM K-1 SPRUCEGROVE - DIVIDENDS	369,734.	0.	369,734.
FROM K-1 SPRUCEGROVE - INTEREST	31.	0.	31.
FROM K-1 WELLINGTON - DIVIDENDS	91,945.	0.	91,945.
FROM K-1 WELLINGTON - INTEREST	279.	0.	279.
INTEREST AND DIVIDEND INCOME - ENDOWMENT	1,369,668.	0.	1,369,668.
TOTAL TO FM 990-PF, PART I, LN 4	2,358,795.	0.	2,358,795.

FORM 990-PF

INCOME AND COST OF GOODS SOLD INCLUDED ON PART I, LINE 10

STATEMENT 3

INCOME

1. GROSS RECEIPTS	116,132	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		116,132
4. COST OF GOODS SOLD (LINE 15)	52,055	
5. GROSS PROFIT (LINE 3 LESS LINE 4).		64,077
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		64,077

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR		
9. MERCHANDISE PURCHASED.		
10. COST OF LABOR.		
11. MATERIALS AND SUPPLIES		
12. OTHER COSTS.	52,055	
13. ADD LINES 8 THROUGH 12		52,055
14. INVENTORY AT END OF YEAR		
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14). .		52,055

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PORTFOLIO INCOME FROM SPRUCEGROVE INTERNATIONAL IVESTMENT FUND K-1	42,064.	42,064.	42,064.
OTHER INCOME FROM BRUSH STREET H FUND K-1	65,937.	65,937.	65,937.
OTHER INCOME FROM MONDRIAN INTERNATIONAL FIXED INCOME FUND K-1	33,282.	33,282.	33,282.
PORTFOLIO INCOME FROM WELLINGTON TRUST COMPANY K-1	-1,342.	-1,342.	-1,342.
OTHER INCOME FROM BRUSH STREET H FUND K-1	43,640.	0.	43,640.
ITOUCH TOURS	5.	0.	5.
HOUSE ACTIVITIES	463,134.	0.	463,134.
SHARED EVENT	153,622.	0.	153,622.
OTHER INCOME	2,492.	0.	2,492.
GROSS INCOME FROM SPECIAL FUNDRAISING EVENTS	4,075.	0.	4,075.
TOTAL TO FORM 990-PF, PART I, LINE 11	806,909.	139,941.	806,909.

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	120,622.	12,062.	6,031.	102,529.
TO FM 990-PF, PG 1, LN 16A	120,622.	12,062.	6,031.	102,529.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	55,076.	5,508.	2,754.	46,815.
TO FORM 990-PF, PG 1, LN 16B	55,076.	5,508.	2,754.	46,815.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	648,056.	646,916.	0.	1,140.
TO FORM 990-PF, PG 1, LN 16C	648,056.	646,916.	0.	1,140.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX EXPENSE	1,163,665.	0.	0.	0.
FOREIGN TAXES	2,802.	30,370.	0.	0.
TO FORM 990-PF, PG 1, LN 18	1,166,467.	30,370.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MAINTENANCE - BUILDING & GROUNDS, EQUIP, ACQUISITIONS, & CONSERVATION	1,151,686.	18,500.	0.	1,133,186.
HEAT, LIGHT, AND WATER	3,994.	10,000.	0.	-6,006.
TELEPHONE	8,648.	2,000.	0.	6,648.
TRANSPORTATION EQUIPMENT - FUEL AND REPAIRS	23,144.	0.	0.	23,144.
OFFICE EXPENSE	307,430.	7,500.	0.	299,930.
PAYROLL PROCESSING FEES	7,314.	0.	0.	7,314.
INSURANCE	131,341.	2,000.	0.	129,341.
FUNCTIONS, TOURS, AND EXHIBITS	78,356.	0.	0.	78,356.
EMPLOYMENT COSTS	53,790.	0.	0.	53,790.
MISCELLANEOUS - INCLUDES DUES, SUBSCRIPTIONS, SEMINAR COSTS, & LIBRARY	61,989.	0.	0.	61,989.
STRATEGIC PLANNING	19,540.	0.	0.	19,540.
SUPPLIES	49,393.	0.	0.	49,393.
PUBLIC RELATIONS/EVENTS	66,212.	0.	0.	66,212.
TO FORM 990-PF, PG 1, LN 23	1,962,837.	40,000.	0.	1,922,837.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON INVESTMENTS	7,122,209.
ACCRUAL TO CASH ADJUSTMENT	618,187.
TOTAL TO FORM 990-PF, PART III, LINE 3	7,740,396.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
377,020 SHS - FORD MOTOR CO	5,832,499.	5,832,499.
398,492.111 SHS - PIMCO ALL ASSET ALL AUTH FD INSTL CL	4,072,589.	4,072,589.
478,158.719 SHS - PIMCO FDS UNCONSTRAINED BOND FUND	5,398,412.	5,398,412.
309 SHS - NORTEL NETWORKS CORP	2.	2.
119,236.884 SHS - MANNING & NAPIER FD INC OVERSEAS SER	2,896,264.	2,896,264.
32,135 SHS - ISHARES RUSSELL 1000	2,889,901.	2,889,901.
106,354 SHS - VANGUARD EMERG MKTS STOCK EFT	4,126,003.	4,126,003.
2,300 SHS - ALTERA CORP	75,877.	75,877.
1,800 SHS - APACHE CORP	150,894.	150,894.
2,200 SHS - BERKLEY W R	89,892.	89,892.
3,300 SHS - BERKSHIRE HATHAWAY CL B	369,336.	369,336.
4,200 SHS - COCA COLA CO	168,462.	168,462.
3,600 SHS - COMCAST CORP SPECIAL CL A	142,812.	142,812.
2,100 SHS - CONSTELLATION BRANDS INC CL A	109,452.	109,452.
2,500 SHS- DISH NETWORK CORP A	106,300.	106,300.
2,400 SHS - ECOLAB INC	204,456.	204,456.
2,300 SHS - FIDELITY NATL INFORMATION SVCS	98,532.	98,532.
755 SHS - GOLDMAN SACHS GROUP INC	114,194.	114,194.
235 SHS - GOOGLE INC CL A	206,887.	206,887.
0 SHS - KRAFT FOODS INC CL A	0.	0.
2,800 SHS - LOEWS CORP	124,320.	124,320.
0 SHS - MCDONALDS CORP	0.	0.
8,200 SHS - MICROSOFT CORP	283,269.	283,269.
4,700 SHS - MONDELEZ INTL INC	134,091.	134,091.
8,700 SHS - MORGAN STANLEY	212,541.	212,541.
0 SHS - NEWFIELD EXPLORATION CO	0.	0.
7,500 SHS - NEWS CORP INC CL A	244,350.	244,350.
3,200 SHS - NOBLE ENERGY INC	192,128.	192,128.
10,300 SHS - ORACLE CORPORATION	316,313.	316,313.
1,900 SHS - PEPSICO INC	155,401.	155,401.
1,400 SHS - PRAXAIR INC	161,224.	161,224.
0 SHS - PROGRESSIVE CORP	0.	0.

1,400 SHS - THERMO FISHER SCIENTIFIC INC	118,482.	118,482.
550 SHS - 3M CO	60,143.	60,143.
2,800 SHS - UNITEDHEALTH GROUP INC	183,344.	183,344.
2,600 SHS - WAL-MART STORES INC	193,674.	193,674.
4,700 SHS - AON PLC	302,445.	302,445.
3,093 SHS - LIBERTY GLOBAL INC	209,984.	209,984.
1,900 SHS - NESTLE SA SPONSORED ADR REPSTG	124,404.	124,404.
0 SHS - TEVA PHARMACEUTICAL INDS LTD ADR	0.	0.
2,350 SHS - ADT CORP	93,647.	93,647.
2,735 SHS - AOL INC	99,773.	99,773.
1,230 SHS - ALLIANT TECHSYSTEMS INC	101,266.	101,266.
0 SHS - AMGEN INC	0.	0.
440 SHS - AUTOZONE INC	186,424.	186,424.
0 SHS - AVIS BUDGET GROUP INC	128,800.	128,800.
1,600 SHS - BALL CORP	66,464.	66,464.
1,860 SHS - BAXTER INTL INC	128,842.	128,842.
0 SHS - COINSTAR INC	111,492.	111,492.
0 SHS - CORNING INCORPORATED	0.	0.
3,270 SHS - CONVANTA HLDG CORP	65,465.	65,465.
3,470 SHS - CROWN HOLDINGS INC	142,721.	142,721.
0 SHS - DOLLAR THRIFTY AUTOMOTIVE GROUP	0.	0.
3,903 SHS - DRESSER-RAND GROUP INC	234,102.	234,102.
4,010 SHS - EASTMAN CHEMICAL CO	280,740.	280,740.
0 SHS - ENZON PHARMACEUTICALS INC	0.	0.
2,590 SHS - FMC CORP - NEW	158,145.	158,145.
1,320 SHS - FLOWSERVE CORP	71,293.	71,293.
0 SHS - GENERAL DYNAMICS CORP	0.	0.
3,500 SHS - GRACE WR & CO	294,140.	294,140.
7,718 SHS - HEALTH NET INC	245,587.	245,587.
7,950 SHS - HEWLETT PACKARD CO	197,160.	197,160.
0 SHS - INTERNATIONAL PAPER CO	0.	0.
13,640 SHS - INTERPUBLIC GROUP COS INC	198,462.	198,462.
1,600 SHS - JOY GLOBAL INC	77,648.	77,648.
26,048 SHS - LSI LOGIC CORP	185,983.	185,983.
2,440 SHS - LEXMARK INTL INC	74,591.	74,591.
4,280 SHS - LOWES COS INC	175,052.	175,052.
0 SHS - MEDICS PHARMACEUTICAL CL A	0.	0.
3,950 SHS - MOTOROLA SOLUTIONS INC.	228,033.	228,033.
0 SHS - MUELLER INDS INC	0.	0.
0 SHS - NII HOLDINGS INC CL B	0.	0.
2,150 SHS- OCCIDENTAL PETROLEUM CORP	191,845.	191,845.
6,840 SHS - OMNICARE INC	326,336.	326,336.
0 SHS - OWENS CORNING NEW	0.	0.
0 SHS - PACKAGING CORP OF AMERICA	0.	0.
4,550 SHS - PITNEY BOWES INC	66,794.	66,794.
3,115 SHS - ROCKWOOD HLDGS INC	199,453.	199,453.
11,660 SHS - SAIC INC	162,424.	162,424.
5,470 SHS - SEALED AIR CORP NEW	131,006.	131,006.
1,330 SHS - SEMGROUP CORP	71,634.	71,634.
5,200 SHS - SERVICE CORP INTERNATL	93,756.	93,756.
0 SHS - TENNECO INC	0.	0.
5,820 SHS - THERAVANCE INC	224,245.	224,245.
3,308 SHS - VALEANT PHARMACEUTICALS INTL	284,753.	284,753.
3,650 SHS - VALSPAR CORP	236,045.	236,045.

2,770 SHS - VIACOM INC NEW CL B	188,443.	188,443.
0 SHS - WALTERS INDS INC	0.	0.
0 SHS - WESTERN DIGITAL CORP	0.	0.
5,300 SHS - WYNDHAM WORLDWIDE CORP	303,319.	303,319.
3,980 SHS - YAHOO INC	100,017.	100,017.
0 SHS - AMDOCS LTD	0.	0.
0 SHS - AON PLC	0.	0.
2,920 SHS - SEAGATE TECHNOLOGY	130,904.	130,904.
6,850 SHS - TYCO INTERNATIONAL LTD	225,707.	225,707.
2,020 SHS - CHECK POINT SOFTWARE TECH ADR	100,354.	100,354.
1,460 SHS - LYONDELLBASELL INDUSTRIES NV	96,740.	96,740.
7,110 SHS - ELAN PLC ADR	100,535.	100,535.
6,300 SHS - BED BATH & BEYOND INC	446,985.	446,985.
4,550 SHS - CARDINAL HEALTH INC	214,760.	214,760.
0 SHS - CLOROX CO	0.	0.
7,650 SHS - COMCAST CORP CL A	319,388.	319,388.
6,100 SHS - ECOLAB INC	519,659.	519,659.
11,400 SHS - EXPEDITORS INTERNATIONAL	433,656.	433,656.
13,000 SHS - MICROSOFT CORP	449,085.	449,085.
11,150 SHS - NIKE INC CL B	710,032.	710,032.
13,400 SHS - PAYCHEX INC	489,234.	489,234.
20,575 SHS - PROGRESSIVE CORP	523,016.	523,016.
1,650 SHS - UNITED PARCEL SERVICE	142,692.	142,692.
1,700 SHS - WALTERS CORP	170,085.	170,085.
12,950 SHS - WELLS FARGO & CO NEW	534,446.	534,446.
0 SHS - VIRGIN MEDIA INC	0.	0.
4,580 SHS - CAMECO CORP	94,623.	94,623.
7,460 SHS - ENCANA CORP	126,372.	126,372.
3,130 SHS - SCHLUMBERGER LTD	224,296.	224,296.
12,780 SHS - TALISMAN ENERGY INC	146,075.	146,075.
3,520 SHS - TRICAN WELL SVC LTD COM	46,646.	46,646.
440 SHS - WESTPORT INNOVATIONS INC	14,753.	14,753.
0 SHS - EUROPEAN AERONAUTIC DEFENCE	0.	0.
340 SHS - NOVO DORDISK A/S B	52,913.	52,913.
1,670 SHS - NESTLE SA REGISTERED	109,339.	109,339.
940 SHS - ADECCO SA REG	53,497.	53,497.
0 SHS - RANKSTAD HOLDING NV	0.	0.
4,240 SHS - TELENOR ASA	83,605.	83,605.
1,300 SHS - GN STORE NORD A/S	24,561.	24,561.
900 SHS - ANHEUSER-BUSCH INBEV	80,009.	80,009.
9,560 SHS - MARKS & SPENCER GROUP PLC	62,450.	62,450.
3,250 SHS - LAND SECURITIES GROUP PLC	43,575.	43,575.
560 SHS - LONZA AG-REG	42,110.	42,110.
890 SHS - UMICORE	36,940.	36,940.
3,800 SHS - SONIC HEALTHCARE LTD	51,514.	51,514.
0 SHS - DEUTSCHE BOERSE AG	0.	0.
1,400 SHS - TENCENT HOLDINGS LTD	54,907.	54,907.
1,530 SHS - BURBERRY GROUP PLC	31,351.	31,351.
188 SHS - SYNGENTA AG	73,436.	73,436.
5,070 SHS - TELEVISION FRANCAISE	60,585.	60,585.
3,860 SHS - VIVENDI SA	73,005.	73,005.
3,790 SHS - QIAGEN NV	74,366.	74,366.
870 SHS - SWEDISH MATCH AB	30,691.	30,691.
640 SHS - ADIDAS AG DEM5 ORDS	69,166.	69,166.

450 SHS - BEIERSDORF AG DEM5 ORDS	39,191.	39,191.
520 SHS - SIEMENS AG	52,487.	52,487.
1,840 SHS - DISTRIBUIDORA INTERNACIONAL DE ALIMENTACION SA	13,896.	13,896.
3,590 SHS - ACCOR SA	126,161.	126,161.
1,420 SHS - DANONE	106,431.	106,431.
790 SHS - CAP GEMINI SA	38,355.	38,355.
3,830 SHS - CAREFOUR SUPERMARCHE FF100	105,197.	105,197.
880 SHS - NEXANS SA	41,689.	41,689.
356 SHS - SCHNEIDER ELECTRIC SA	25,789.	25,789.
14,250 SHS - NORSK HYDRO ASA	56,570.	56,570.
6,780 SHS - CRH PLC	137,111.	137,111.
0 SHS - COMPAGNIE GENERALE DE GEOPHYSIQUE - VERITAS	0.	0.
310 SHS - SONOVA HOLDINGS AG	32,828.	32,828.
700 SHS - PROSIEBEN SAT.1 MEDIA AG PFD	30,314.	30,314.
3,547 SHS - CGG	78,336.	78,336.
1,060 SHS - WIRECARD AG	28,793.	28,793.
1,580 SHS - IMPERIAL TOBACCO GROUP PLC	54,638.	54,638.
760 SHS - SABMILLER PLC	36,338.	36,338.
0 SHS - SUZUKI MOTOR CORP	0.	0.
1,740 SHS - PETROLEUM CEO-SERVICES ASA	21,193.	21,193.
3,630 SHS - ADMIRAL GROUP PLC	73,060.	73,060.
550 SHS - CARLSBERG AS-B	49,222.	49,222.
23,281 SHS - PACIFIC BASIN SHIPPING LTD	13,294.	13,294.
1,340 SHS - PRYSMIAN SPA	24,995.	24,995.
290 SHS - BIOMERIEUX	28,091.	28,091.
3,310 SHS - GROUPE EUROTUNNEL SA REGR	25,144.	25,144.
520 SHS - BRENNTAG AG	78,882.	78,882.
450 SHS - D/S NORDEN	15,277.	15,277.
0 SHS - AMADEUS IT HOLDING SA A SHS	0.	0.
0 SHS - ALL AMERICA LATINA LOGISTICA	0.	0.
0 SHS - CHR HANSEN HOLDING A/S	0.	0.
7,610 SHS - LIFE HEALTHCARE GROUP HOLDIN	28,732.	28,732.
13,090 SHS - WHITEHAVEN COAL LTD	27,548.	27,548.
28,000 SHS - SHANDONG WEIGAO GP MEDICAL-H	30,612.	30,612.
38,490 SHS - CHAROEN POKHAND FOODS PUB	31,901.	31,901.
1,030 SHS - AGGREKO PLC	25,651.	25,651.
4,190 SHS - AMDOCS LTD	155,407.	155,407.
10,900 SHS - BRITISH SKY BROADCASTING GRP	130,934.	130,934.
7,220 SHS - HSBC HOLDINGS PLC	74,510.	74,510.
1,390 SHS - JOHNSON MATTHEY PLC 100P ORDS	55,541.	55,541.
11,760 SHS - OCADO GROUP PLC	53,206.	53,206.
0 SHS - BECKITT BENCKISER GRP PLS ORDS	0.	0.
30,580 SHS - TESCO ORD 5P	153,704.	153,704.
1,040 SHS - HOLCIM LTD-REG	72,378.	72,378.
800 SHS - FANUC CORPORATION	115,810.	115,810.
3,000 SHS - MITSUI O.S.K LINES JPY ORDS	11,688.	11,688.
5,000 SHS - NIPPON YUSEN KABUSHIKI KAISHA	13,238.	13,238.
0 SHS - SANTEN PHATMACEUTICAL JPY50	0.	0.
0 SHS - SHIN-ETSU CHEMICAL CO JPY50 ORDS	0.	0.
1,978 SHS - TOKYO ELECTRON LTD Y50	99,960.	99,960.
1,700 SHS - TOKYO MTR CORP COM	102,512.	102,512.
3,910 SHS - KONINKLIJKE AHOLD NV	58,119.	58,119.

760 SHS - ZIGGO NV	30,410.	30,410.
0 SHS - POSTNL NV	0.	0.
0 SHS - ANHANGUERA EDUCACIONAL PARTICIPACOES SA	0.	0.
0 SHS - NATURA COSMETIC OS SA	0.	0.
48,940 SHS - ALUMINA LTD	44,124.	44,124.
1,570 SHS - DIANA SHIPPING INC	15,763.	15,763.
0 SHS - ALCATEL ALSTHOM SPON ADR ALCATEL-LUCENT ADR	0.	0.
0 SHS - DOCTOR REDDY'S LAB ADR	0.	0.
1,370 SHS - MINDRAY MED INTL LTC SPONSORED ADR REPSTG CL A	51,307.	51,307.
6,300 SHS - PETROLEO BRASILEIRO SA PETROBRAS ADR 1 ADR REPRES 100 PREFERENCE	92,358.	92,358.
2,910 SHS - RYANAIR HLDGS PLC SPON ADR	149,952.	149,952.
1,350 SHS - UNILEVER PLC-SPONSORED ADR	54,608.	54,608.
0 SHS - WUXI PHARMA TECH CAYMAN INC SPONSORED ADR REPSTG ORD SHS	0.	0.
2,410 SHS - COMPANHIA DE BEBIDAS-PR ADR	90,014.	90,014.
TOTAL TO FORM 990-PF, PART II, LINE 10B	46,666,109.	46,666,109.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
457,073.875 SHS - PIMCO TOTAL RETURN FD INSTL	4,918,115.	4,918,115.
247,058.241 SHS - PIMCO DEVELOPING LOCAL MKT FD	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,918,115.	4,918,115.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
229,177.69 SHS - SPRUCEGROVE DEL TR US INTL FD	FMV	9,697,837.	9,697,837.
1 SHARE MONDRIAN INTERNATIONAL FIXED INCOME FUND LP	FMV	0.	0.
1 SHARE BRUSH STREET H FUND LLC	FMV	14,242,078.	14,242,078.
0 SHS - WELLINGTON CTF GLOBAL NATURAL RESOURCES	FMV	0.	0.
350 SHS - CHILTON GLOBAL NATURAL RESOURCES II LTD	FMV	2,402,196.	2,402,196.
2,450.2832 SHS - THE WEATHERFLOW OFFSHORE FUND I	FMV	2,739,440.	2,739,440.
TOTAL TO FORM 990-PF, PART II, LINE 13		29,081,551.	29,081,551.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 14

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
ADDITIONS TO COLLECTION	2,287,904.	0.	2,287,904.
REAL ESTATE - ORIGINAL PROPERTY	4,430,000.	0.	4,430,000.
COLLECTIONS AUTOMOBILE - LINCOLN	136,180.	0.	136,180.
NON-DEPRECIABLE PERSONAL PROPERTY	16,000.	0.	16,000.
NON-DEPRECIABLE EXHIBIT ITEMS	116,250.	0.	116,250.
NON-DEPRECIABLE LANDSCAPE	50,901.	0.	50,901.
LANDSCAPE IMPROVEMENTS	495,694.	171,764.	323,930.
REAL ESTATE IMPROVEMENTS	1,633,818.	1,578,338.	55,480.
ACTIVITIES BUILDING	4,454,743.	2,572,900.	1,881,843.
GATEHOUSE, GARAGE, WORK BLDG, PLAYHOUSE	1,897,880.	750,924.	1,146,956.
POOL AND POWERHOUSE RENOVATION	1,492,174.	574,301.	917,873.
ACTIVITY BUILDING IMPROVEMENT	167,072.	74,613.	92,459.
PLAYHOUSE RENOVATION	96,235.	27,311.	68,924.
GROUNDS	8,678.	6,910.	1,768.
EQUIPMENT	798,535.	615,735.	182,800.
ACTIVITIES BUILDING EQUIPMENT	123,393.	99,447.	23,946.
OFFICE EQUIPMENT & FURNITURE	514,611.	429,465.	85,146.
HOUSE FURNISHING ADDITIONS	830,324.	789,481.	40,843.
ACTIVITIES BUILDING FURNISHINGS	636,490.	562,957.	73,533.
MAIN HOUSE RESTORATION	5,329,419.	1,643,096.	3,686,323.
SOUTH COTTAGE DISPLAY	349,663.	186,316.	163,347.
GATELODGE IMPROVEMENTS	15,788.	15,120.	668.
VEHICLES	358,932.	155,099.	203,833.
PLANNING AND DEVELOPMENT COSTS	101,294.	87,165.	14,129.
FORD HOUSE VIDEO TAPE & GUEST AMENITIES	269,546.	192,598.	76,948.
SITE MAP	6,947.	1,823.	5,124.
INVESTMENT IN PHYSICAL STRUCTURE PLANNING	44,742.	43,616.	1,126.
ART REPRODUCTIONS	24,023.	14,681.	9,342.
INTERIM DEPRECIATION RESERVE	0.	0.	0.
TOTAL TO FM 990-PF, PART II, LN 14	26,687,236.	10,593,660.	16,093,576.

FORM 990-PF OTHER ASSETS STATEMENT 15

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ORIGINAL HOUSE FURNISHING	2,147,010.	1,947,010.	1,947,010.
OTHER RECEIVABLES	0.	16,146.	16,146.
TO FORM 990-PF, PART II, LINE 15	2,147,010.	1,963,156.	1,963,156.

FORM 990-PF OTHER LIABILITIES STATEMENT 16

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED EXCISE TAX	138,000.	260,000.
ACCRUED LIABILITIES	79,226.	9,791.
TOTAL TO FORM 990-PF, PART II, LINE 22	217,226.	269,791.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 17

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KATHLEEN STISO MULLINS 1100 LAKE SHORE ROAD GROSSE POINTE SHORES, MI 48236	PRESIDENT 40.00	244,578.	21,163.	0.
EDSEL B. FORD II 2000 BRUSH ST, STE 440 DETROIT, MI 48226	CHAIRMAN 1.00	0.	0.	0.
DAVID M. HEMPSTEAD C/O BODMAN PLC 1901 ST. ANTOINE STREET, FLOOR 6 DETROIT, MI 48226	TREASURER 1.00	0.	0.	0.
MARTHA FIRESTONE FORD 2000 BRUSH ST, STE 440 DETROIT, MI 48226	TRUSTEE 1.00	0.	0.	0.
LYNN FORD ALANDT 2000 BRUSH ST, STE 440 DETROIT, MI 48226	SECRETARY 1.00	0.	0.	0.
BENSON FORD JR. 2000 BRUSH ST, STE 440 DETROIT, MI 48226	TRUSTEE 1.00	0.	0.	0.
LINDSEY FORD BUHL 2000 BRUSH ST, STE 440 DETROIT, MI 48226	TRUSTEE 1.00	0.	0.	0.
MRS. ELEANOR BOURKE FORD 2000 BRUSH ST, STE 440 DETROIT, MI 48226	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		244,578.	21,163.	0.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 18

ACTIVITY ONE

HOUSE MUSEUM, RELATED BULDINGS, GARDENS AND GROUNDS: MAINTAINED SO THAT VISITORS CAN LEARN ABOUT THE HISTORIC PERIOD DURING WHICH EDSEL AND ELEANOR FORD LIVED. INDIVIDUALS, SCHOOLS GROUPS, AND OTHER SPECIAL GROUPS CAN TOUR THE PROPERTY. INCLUDES BUILDING PRESERVATIONS AND MAINTENANCE OF GROUNDS. 23,338 TOTAL VISITORS.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	2,459,455.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 19

ACTIVITY TWO

YOUTH AND ADULT PROGRAMMING INCLUDING BIRD WALKS, WILDFLOWER WALKS, LECTURES, AND EXHIBITS THROUGHOUT THE YEAR. 4,000 VISITORS.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 2	421,537.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 20

ACTIVITY THREE

NON PROFIT ORGANIZATIONS AND OTHER SPECIAL FUNCTIONS ON GROUNDS ACTIVITY CENTER, INCLUDING THE DETROIT INSTITUTE OF OPTHAMOLOGY CAR SHOW, MICHIGAN HUMANE SOCIETY MUTT MARCH BENEFIT, SIGMA GAMMA FUNDRAISER TO BENEFIT CHILDREN, AND DETROIT SYMPHONY ORCHESTRA CONCERT ON THE GROUNDS. 23,845 VISITORS.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 3	2,512,885.