Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**
▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
EDSEL B FORD II FUND

A Employer identification number
38-3153050

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

B Telephone number (see instructions)
(313) 259-7777

City or town, state or province, country, and ZIP or foreign postal code
DETROIT, MI 48226

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 5,440,920

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	142			
	4	Dividends and interest from securities	120,574	120,574		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	83,817			
	b	Gross sales price for all assets on line 6a 1,773,891				
	7	Capital gain net income (from Part IV, line 2)		83,817		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	15,328	9,890		
	12	**Total.** Add lines 1 through 11	219,861	214,281		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	925	0		925
	b	Accounting fees (attach schedule)	13,425	6,041		6,713
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	6,471	4,139		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	14,376	14,299		20
	24	**Total operating and administrative expenses.** Add lines 13 through 23	35,197	24,479		7,658
	25	Contributions, gifts, grants paid	521,000			521,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	556,197	24,479		528,658
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-336,336			
	b	**Net investment income** (if negative, enter -0-)		189,802		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	119,796	69,425	69,425
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 instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	1,141,243	1,080,466	2,127,801
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	3,232,513	3,007,858	3,241,928
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	1,862	1,766	1,766
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,495,414	4,159,515	5,440,920
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 ▶)	573	1,010	
23	**Total liabilities** (add lines 17 through 22)	573	1,010	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds	7,716,685	7,800,502	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	-3,221,844	-3,641,997	
30	**Total net assets or fund balances** (see page 17 of the instructions)	4,494,841	4,158,505	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,495,414	4,159,515	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,494,841
2	Enter amount from Part I, line 27a	2	-336,336
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	4,158,505
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,158,505

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	83,817
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))
2012	356,934	5,048,515	0 070701
2011	352,568	5,413,241	0 065131
2010	318,609	5,218,628	0 061052
2009	367,115	4,506,211	0 081469
2008	312,770	6,080,468	0 051438

2	**Total** of line 1, column (d).	2	0 329791
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 065958
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	5,425,561
5	Multiply line 4 by line 3.	5	357,859
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,898
7	Add lines 5 and 6.	7	359,757
8	Enter qualifying distributions from Part XII, line 4.	8	528,658

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	1,898
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	1,898
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	1,898
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 1,222		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 3,000		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	4,222
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	2,324
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 2,324 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b,** attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶MI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (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)*

				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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	Yes	

Website address ▶N/A

14 The books are in care of ▶RODNEY P WOOD Telephone no ▶(313) 961-0500

Located at ▶2000 BRUSH ST STE 440 DETROIT MI ZIP+4 ▶482262229

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ | 15 |

			Yes	No
16	At any time during calendar year 2013, 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

				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 page 20 of the instructions)?		1b		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ 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 2013 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 2013.)*		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 2013?		4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	0

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	**1a**	5,372,418
b	Average of monthly cash balances.	**1b**	135,766
c	Fair market value of all other assets (see instructions).	**1c**	0
d	**Total** (add lines 1a, b, and c).	**1d**	5,508,184
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). **1e** 0		
2	Acquisition indebtedness applicable to line 1 assets.	**2**	0
3	Subtract line 2 from line 1d.	**3**	5,508,184
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	**4**	82,623
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	**5**	5,425,561
6	**Minimum investment return.** Enter 5% of line 5.	**6**	271,278

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**	271,278
2a	Tax on investment income for 2013 from Part VI, line 5.	**2a**	1,898		
b	Income tax for 2013 (This does not include the tax from Part VI).	**2b**	434		
c	Add lines 2a and 2b.			**2c**	2,332
3	Distributable amount before adjustments Subtract line 2c from line 1.			**3**	268,946
4	Recoveries of amounts treated as qualifying distributions.			**4**	0
5	Add lines 3 and 4.			**5**	268,946
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**	268,946

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**	528,658
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**	528,658
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**	1,898
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	**6**	526,760

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				268,946
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011. 11,188				
e From 2012. 110,014				
f **Total** of lines 3a through e.	121,202			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 528,658				
a Applied to 2012, 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 2013 distributable amount.				268,946
e Remaining amount distributed out of corpus	259,712			
5 Excess distributions carryover applied to 2013 *(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	380,914			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	380,914			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . . 11,188				
d Excess from 2012. . . . 110,014				
e Excess from 2013. . . . 259,712				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

EDSEL B FORD II

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

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

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

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

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

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

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

c Any submission deadlines

NONE

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

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				521,000
b *Approved for future payment*				
See Additional Data Table				
Total . . . . ▶ **3b**				1,300,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	142	
4 Dividends and interest from securities. . . .			14	120,574	
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	15,328	
8 Gain or (loss) from sales of assets other than inventory			18	83,817	
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		219,861	0

13 Total. Add line 12, columns (b), (d), and (e). 13 219,861
(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2014-11-03	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
W MICHAEL PERKINS				P00082617
Firm's name ▶ FORD ESTATES LLC			Firm's EIN ▶ 38-3561784	
Firm's address ▶ 2000 BRUSH STREET SUITE 440 DETROIT, MI 482262251			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)
FROM K-1 BRUSH STREET H FUND, LLC	P		
COMERICA BANK - ICIA - PUBLICLY TRADED SECURITIES	P		
COMERICA BANK - ICIA - PUBLICLY TRADED SECURITIES	P		
COMERICA BANK - M&N - PUBLICLY TRADED SECURITIES	P		
COMERICA BANK - M&N - PUBLICLY TRADED SECURITIES	P		
COMERICA BANK - EAGLE - PUBLICLY TRADED SECURITIES	P		
COMERICA BANK - EAGLE - PUBLICLY TRADED SECURITIES	P		
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
			18,140
157,829		150,638	7,191
843,687		984,904	-141,217
174,920		158,134	16,786
177,264		148,042	29,222
100,027		85,660	14,367
271,956		180,836	91,120
48,208			48,208

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			18,140
			7,191
			-141,217
			16,786
			29,222
			14,367
			91,120
			48,208

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
EDSEL B FORD II 2000 BRUSH STREET STE 440 DETROIT, MI 48226	PRESIDENT, DIRECTOR & MEMB 0 25	0	0	0
CYNTHIA N FORD 2000 BRUSH STREET STE 440 DETROIT, MI 48226	DIRECTOR 0 25	0	0	0
CALVIN R FORD 2000 BRUSH STREET STE 440 DETROIT, MI 48226	DIRECTOR 0 25	0	0	0
RODNEY P WOOD 2000 BRUSH STREET STE 440 DETROIT, MI 48226	TREASURER 0 50	0	0	0
DAVID M HEMPSTEAD 1901 ST ANTOINE STREET 6TH FLOOR DETROIT, MI 48226	SECRETARY 0 25	0	0	0

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
BABSON COLLEGE DEVELOPMENT BABSON PARK,MA 02457	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	15,000
CHILDREN'S HOSPITAL OF MICH FOUNDATION 3901 BEAUBIEN ROAD DETROIT,MI 48201	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	30,000
COMMUNITY LIBRARY ASSOCIATION INC PO BOX 2168 KETCHUM,ID 83340	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,500
CORNERSTONE SCHOOLS ASSN 6861 E NEVADA DETROIT,MI 48234	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
FORGOTTEN HARVEST 21800 GREENFIELD RD OAK PARK,MI 48237	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
GEORGETOWN UNIVERSITY PO BOX 0734 WASHINGTON,DC 20073	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	20,000
GLEANERS COMMUNITY FOOD BANK 2131 BEAUFAIT DETROIT,MI 48207	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
GROSSE POINTE FARMS FOUNDATION 90 KERBY ROAD GROSSE POINTE FARMS,MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,000
GROSSE POINTE HISTORICAL SOCIETY 381 KERCHEVAL AVENUE STE 2 GROSSE POINTE FARMS,MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	1,500
GROSSE POINTE LIBRARY FOUNDATION 10 KERCHEVAL GROSSE POINTE FARMS,MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,500
GROSSE POINTE MEMORIAL CHURCH 16 LAKESHORE DRIVE GROSSE POINTE FARMS,MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	120,000
GROSSE POINTE WAR MEMORIAL 32 LAKE SHORE DRIVE GROSSE POINTE FARMS,MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
HABITAT FOR HUMANITY 32 LAKE SHORE DRIVE GROSSE POINTE FARMS,MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
JUVENILE DIABETES RESEARCH FOUNDATION 26 BROADWAY 14TH FLOOR NEW YORK,NY 10004	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	35,000
NEIGHBORHOOD CLUB 17150 WATERLOO GROSSE POINTE,MI 48230	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,500
Total . . . . ▶ **3a**				521,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ROLLINS COLLEGE 1000 HOLT AVE - 2756 WINTER PARK, FL 32789	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	10,000
SALVATION ARMY 16130 NORTHLAND DRIVE SOUTHFIELD, MI 48075	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	25,000
SIGMA GAMMA ASSOCIATION 174A KERBY ROAD GROSSE POINTE FARMS, MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,500
ST LUKE'S WOOD RIVER FOUNDATION PO BOX 7005 KETCHUM, ID 83340	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,500
SUN VALLEY CENTER FOR ARTS HUM PO BOX 656 SUN VALLEY, ID 83353	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,500
SUN VALLEY SUMMER SYMPHONY PO BOX 1914 SUN VALLEY, ID 83353	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
SUN VALLEYKETCHUM VOLUNTEER FIREFIGHTERS ASSOC INC PO BOX 966 KETCHUM, ID 83340	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
THE BELLE ISLE CONSERVANCY 8109 EAST JEFFERSON DETROIT, MI 48214	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,500
THE GUNNERY 99 GREEN HILL ROAD WASHINGTON, CT 06793	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	100,000
THE HENRY FORD ESTATE FAIRLANE PO BOX 1367 DEARBORN, MI 48121	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	100,000
UNIVERSITY LIGGETT SCHOOL 1045 COOK ROAD GROSSE POINTE WOODS, MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	10,000
Total . . . . ▶ **3a**				521,000

TY 2013 Accounting Fees Schedule

Name: EDSEL B FORD II FUND

EIN: 38-3153050

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEE	13,425	6,041		6,713

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491317003074

TY 2013 General Explanation Attachment

Name: EDSEL B FORD II FUND

EIN: 38-3153050

Identifier	Return Reference	Explanation
	PART XV, QUESTION 2	THE PURPOSE OF EACH GRANT OR CONTRIBUTION IS TO PROVIDE FINANCIAL SUPPORT TO CORPORATIONS, TRUSTS, COMMUNITY CHESTS, FUNDS OR FOUNDATIONS, ORGANIZED AND OPERATED SOLELY FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES, OR FOR THE PREVENTION OF CRUELTY TO CHILDREN OR ANIMALS

Identifier	Return Reference	Explanation
	PART VII-B, QUESTION 1A(3)	FORD ESTATES, LLC (2000 BRUSH ST , SUITE 440, DETROIT, MICHIGAN 48226-2229), IS A BUSINESS OFFICE MAINTAINED FOR, AND AT THE EXPENSE OF, VARIOUS MEMBERS OF THE FORD FAMILY WHO, WITH RESPECT TO THIS FUND, ARE "DISQUALIFIED PERSONS", INCLUDING PARTICULARLY EDSEL B FORD II, CYNTHIA N FORD AND CALVIN R FORD FORD ESTATES, LLC SUPPLIES ACCOUNTING SERVICES AND OFFICE SERVICES (COLLECTING INCOME, DISTRIBUTION OF CONTRIBUTIONS, MAINTENANCE OF ACCOUNTS AND RECORDS, HANDLING CORRESPONDENCE, PREPARATION OF TAX RETURNS AND ANNUAL REPORTS, AND SIMILAR MATTERS) PERTAINING TO THE OFFICE OF TREASURER SUCH SERVICES ARE PERFORMED BY RODNEY P WOOD AND BY OTHERS IN FORD ESTATES, LLC UNDER HIS SUPERVISION NO COMPENSATION IS PAID BY EDSEL B FORD II FUND DIRECTLY TO RODNEY P WOOD AS COMPENSATION FOR HIS SERVICES IN ANY OF THE CAPACITIES LISTED ABOVE OR OTHERWISE DURING 2013, EDSEL B FORD II FUND PAID $13,425 TO FORD ESTATES, LLC FOR FEES (AND EXPENSES) FOR THE SERVICES REFERRED TO IN THIS PARAGRAPH

Identifier	Return Reference	Explanation
	PART VII-B, QUESTION 1A(4)	DAVID M HEMPSTEAD, LISTED AS SECRETARY, IS A PARTNER IN THE LAW FIRM OF BODMAN LLP, 1901 ST ANTOINE STREET, 6TH FLOOR, DETROIT, MICHIGAN 48226, WHICH FIRM ACTS AS THE ATTORNEYS FOR THE EDSEL B FORD II FUND MR HEMPSTEAD IS THE PERSON IN THE FIRM PRINCIPALLY CONCERNED WITH SUCH LEGAL SERVICES TO THE FUND, BUT OTHERS IN THE FIRM ALSO RENDER LEGAL SERVICES TO THE FUND UNDER HIS SUPERVISION THE TIME SPENT BY MR HEMPSTEAD STRICTLY IN THE LISTED OFFICIAL CAPACITIES CANNOT READILY BE SEPARATED FROM THAT SPENT IN PERFORMING THE LEGAL SERVICES REFERRED TO DURING 2013, EDSEL B FORD II FUND PAID $925 00 TO SAID ATTORNEYS FOR FEES (AND EXPENSES) FOR THE SERVICES REFERRED TO IN THIS PARAGRAPH

TY 2013 Investments Corporate Stock Schedule

Name: EDSEL B FORD II FUND

EIN: 38-3153050

Name of Stock	End of Year Book Value	End of Year Fair Market Value
900 UNITS AON CORPORATION	0	0
200 UNITS APACHE CORP	0	0
525 UNITS BERKLEY W R	12,842	22,780
825 UNITS BERKSHIRE HATHAWAY	0	0
1150 UNITS COCA COLA CO	0	0
800 UNITS COMCAST CORP SPECIAL CLASS A	0	0
625 UNITS ECOLAB INC	0	0
600 UNITS FIDELITY NATIONAL INFORMATION SERVICES INC	0	0
183 UNITS GOLDMAN SACHS GROUP INC	0	0
45 UNITS GOOGLE INC-CL A	0	0
725 UNITS LIBERTY GLOBAL INC-SERIES C	0	0
600 UNITS LOEWS CORP	0	0
1525 UNITS MICROSOFT CORP	0	0
1125 UNITS MONDELEZ INTERNATIONAL	0	0
1700 UNITS MORGAN STANLEY	0	0
1525 UNITS NEWS CORP-CL A	0	0
300 UNITS NOBLE ENERGY	0	0
1300 UNITS ORACLE CORPORATION	0	0
600 UNITS PEPSICO INC	0	0
350 UNITS PRAXAIR INC	0	0
400 UNITS THERMO FISHER SCIENTIFIC INC	0	0
675 UNITS UNITEDHEALTH GROUP INC	0	0
600 UNITS WAL MART STORES INC	0	0
475 UNITS NESTLE SA REP RG SH ADR	0	0
36400 UNITS FORD COMMON	3,302	561,652
340 UNITS CAMECO CORP	0	0
170 UNITS DIANA SHIPPING INC	0	0
550 UNITS ENCANA CORP	0	0
70 UNITS RECKITT BENICKISER GROUP PLC	0	0
100 UNITS SANTEN PHARMACEUTICL	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1240 UNITS TALISMAN ENERGY INC	0	0
380 UNITS TRICAN WELL SERVICE	4,488	4,642
320 UNITS VIRGIN MEDIA INC	0	0
50 UNITS WESTPORT INNOVATIONS INC	0	0
330 UNITS ACCOR S A	0	0
110 UNITS ADECCO SA REG	0	0
70 UNITS ADIDAS AG DEM5 ORDS	4,005	8,935
380 UNITS ADMIRAL GROUP PLC	0	0
5140 UNITS ALUMINA	0	0
410 UNITS AMDOCS LTD	0	0
70 UNITS BEIERSDORF AG	0	0
30 UNITS BIOMERIEUX	2,467	3,153
30 UNITS BRENNTAG AG	0	0
670 UNITS BRITISH SKY BROADCASTING	0	0
140 UNITS BURBERRY GROUP	0	0
160 UNITS CAP GEMINI SA	0	0
50 UNITS CARLSBERG AS	4,321	5,541
380 UNITS CARREFOUR SUPERMARCHE FF100	0	0
3670 UNITS CHAROKEN POKPHAND FOODS	0	0
302 UNITS CIE GENERALE DE GEOPHYSIQUE	0	0
430 UNITS CRH PLC	0	0
230 UNITS DANONE	0	0
280 UNITS DISTIBUIDORA INTERNACIONAL DE ALIMENTACION	0	0
150 UNITS GN STORE NORD	0	0
360 UNITS GROUPE EUROTUNNEL SA REG R	0	0
100 UNITS HOLCIM LTD-REG	0	0
800 UNITS HSBC HOLDINGS PLC .5USD PAR ORDINARY	0	0
60 UNITS INTERBREW	0	0
210 UNITS JOHNSON MATTHEY PUBLIC LTD	0	0
430 UNITS KONINKLIJKE AHOLD NLG ORD	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
350 UNITS LAND SECURITIES GROUP PLC	0	0
820 UNITS LIFE HEALTHCARE GROUP HOLDING	0	0
150 UNITS LONZA AG-REG	0	0
870 UNITS MARKS & SPENCER GROUP PLC	0	0
200 UNITS MINDRAY MEDICAL INTL LTD - ADR	0	0
1000 UNITS MITSUI O.S.K. LINES JPY ORDS	0	0
170 UNITS NESTLE SA REGISTERED - SWITZERLAND	0	0
90 UNITS NEXANS SA	0	0
1000 UNITS NIPPON ELECTRIC GLASS CO LTD	0	0
50 UNITS NORDEN	0	0
1140 UNITS NORSK HYDRO ASA	0	0
50 UNITS NOVO DORDISK A/B	0	0
1130 UNITS OCADO GROUP PLC	0	0
2508 UNITS PACIFIC BASIN SHIPPING LTD	0	0
580 UNITS PETROLEO BRASILEIRO SA	0	0
180 UNITS PETROLEUM GEO SERVICES ASA	0	0
150 UNITS PRYSMIAN SPA ADR	0	0
290 UNITS QIAGEN NV	0	0
160 UNITS RANKSTAD HOLDINGS NV	0	0
470 UNITS RYANAIR HOLDINGS PLC	0	0
120 UNITS SABMILLER	0	0
300 UNITS SCHLUMBERGER LTD	0	0
50 UNITS SIEMENS AG	0	0
830 UNITS SONIC HEALTHCARE LTD	0	0
200 UNITS SUMCO CORP	0	0
300 UNITS SUZUKI MOTOR CORP	0	0
30 UNITS SYNGENTA AG ORD	0	0
560 UNITS TELENOR ASA	0	0
760 UNITS TELEVISION FRANCAISE	0	0
100 UNITS TENCENT HOLDINGS	2,109	6,379

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2670 UNITS TESCO ORD 5P	0	0
200 UNITS TOKYO ELECTRON LTD Y50	0	0
300 UNITS TOYOTA MOTOR CORP	0	0
50 UNITS UMICORE	0	0
130 UNITS UNILEVER PLC SPONSORED ADR	0	0
110 UNITS WIRECARD AG	0	0
300 UNITS 3M COMPANY	0	0
475 UNITS ALTERA CORP	10,738	15,443
1025 UNITS 21ST CENTURY FOX	12,591	36,049
100 UNITS 3M COMPANY	8,331	14,025
125 UNITS ANADARKO PETER	9,866	9,915
600 UNITS AON CORPORATION	29,448	50,334
600 UNITS BERKSHIRE HATHAWAY	49,823	71,136
1075 UNITS COCA COLA CO	32,681	44,408
625 UNITS COMCAST CORP SPECIAL CLASS A	9,776	31,175
400 UNITS CONSTELLATION BRANDS	17,343	28,152
450 UNITS DISH NETWORK	17,421	26,064
375 UNITS ECOLAB INC	17,017	39,101
425 UNITS FIDELITY NATIONAL INFORMATION SERVICES INC	10,081	22,814
133 UNITS GOLDMAN SACHS GROUP INC	14,750	23,576
40 UNITS GOOGLE	20,996	44,828
700 UNITS LOEWS	23,930	33,768
1300 UNITS MICROSOFT	36,869	48,633
975 UNITS MONDELEZ INTERNATIONAL	20,285	34,418
1225 UNITS MORGAN STANLEY	16,015	38,416
650 UNITS NOBLE ENERGY	24,872	44,272
1975 UNITS ORACLE	56,996	75,564
350 UNITS PEPSICO	22,450	29,029
275 UNITS PRAXAIR	22,165	35,758
225 UNITS THERMO FISHER SCIENTIFIC	10,707	25,054

Name of Stock	End of Year Book Value	End of Year Fair Market Value
450 UNITS UNITEDHEALTH GROUP	13,884	33,885
500 UNITS WALMART STORES	27,577	39,345
650 UNITS LIBERTY GLOBAL	21,063	54,808
400 UNITS NESTLE SA REP RG	19,844	29,370
680 UNITS CAMECO	14,920	14,124
80 UNITS DIANA SHIPPING	613	1,063
930 UNITS ENCANA	17,384	16,787
216 UNITS LATAM AIRLINES	3,011	3,523
80 UNITS LULULEMON ATHLETICA	5,730	4,722
1610 UNITS TALISMAN ENERGY	20,091	18,757
80 UNITS WESTPORT INNOVATIONS INC	1,570	1,569
430 UNITS ACCOR	16,333	20,323
440 UNITS ADMIRAL GROUP	8,189	9,547
130 UNITS AGGREKO PLC	3,471	3,680
40 UNITS AKZO NOBEL NV	2,841	3,105
7060 UNITS ALUMINA	7,278	7,042
1440 UNITS AMBEV	10,975	10,584
220 UNITS AMDOCS	5,499	9,073
470 UNITS AMERICAN MOVIL	9,808	10,984
50 UNITS BEIERSDORF	3,393	5,073
50 UNITS BRENNTAG AG	7,005	9,284
1220 UNITS BRITISH SKY BROADCASTING	14,140	17,054
420 UNITS CARREFOUR SUPERMARCHE FF100	16,813	16,673
6470 UNITS CHAROKEN POKPHAND FOODS PUBLIC	6,365	6,300
552 UNITS CIE GENERALE DE GEOPHYSIQUE	12,355	9,568
390 UNITS CRH	7,115	9,838
180 UNITS DANONE	11,024	12,977
190 UNITS DISTIBUIDORA INTERNATIONAL DE ALIMENTACION	968	1,702
110 UNITS FRESENIUS MED CARE	6,927	7,841
340 UNITS GROUPE EUROTUNNEL	2,663	3,579

Name of Stock	End of Year Book Value	End of Year Fair Market Value
112 UNITS GRUPO TELEVISA	3,075	3,389
130 UNITS HOLCIM LTD	9,782	9,757
930 UNITS HSBC HOLDINGS	8,221	10,053
190 UNITS IMPERIAL TOBACCO GROUP	6,885	7,357
90 UNITS INTERBREW	5,703	9,581
1218 UNITS KINGFISHER	7,412	7,761
250 UNITS KONINKLIJKE AHOLD NLG ORD	2,991	4,495
1540 UNITS LIFE HEALTHCARE GROUP	5,087	6,155
40 UNITS MAIL RU	1,501	1,673
840 UNITS MARKS & SPENCER GROUP	4,991	6,019
80 UNITS MINDRAY MEDICAL INTL	1,919	2,909
200 UNITS NESTLE	9,418	14,685
70 UNITS NEXANS	3,550	3,552
20 UNITS NORDEN	590	1,053
2740 UNITS NORSK HYDRO	12,004	12,226
60 UNITS NOVO DORDISK	9,771	11,016
510 UNITS OCADO GROUP PLC	604	3,730
508 UNITS PACIFIC BASIN SHIPPING	222	364
680 UNITS PETROLEO BRASILEIRO SA PETROBRAS	11,766	9,989
260 UNITS PETROLEUM GEO SERVICES	3,612	3,062
600 UNITS PROSIEBEN SAT 1 MEDIA	2,409	2,976
440 UNITS QIAGEN	8,245	10,267
30 UNITS QIHOO 360 TECHNOLOGY	2,420	2,462
48 UNITS QUIMICA Y MINERA CHIL	1,230	1,242
250 UNITS RYANAIR	6,686	11,733
200 UNITS SABMILLER	8,968	10,272
210 UNITS SCHLUMBERGER	13,999	18,923
57 UNITS SCHNEIDER ELECTRIC	4,650	4,980
4000 UNITS SHANDONG WEIGAO GP MEDICAL	3,409	5,396
380 UNITS SONIC HEALTHCARE	4,261	5,637

Name of Stock	End of Year Book Value	End of Year Fair Market Value
30 UNITS SONOVA HOLDINGS	3,240	4,048
90 UNITS SWEDISH MATCH	2,841	2,897
24 UNITS SYNGENTA	7,742	9,585
130 UNITS TELENOR	2,079	3,098
251 UNITS TELEVISION FRANCAISE	3,778	4,845
3730 UNITS TESCO ORD	22,752	20,656
250 UNITS THYSSENKRUPP	5,683	6,094
23 UNITS TOKYO ELECTRON	761	1,260
100 UNITS TOYOTA MOTOR	4,076	6,108
140 UNITS UMICORE	6,759	6,550
240 UNITS UNILEVER	7,809	9,888
410 UNITS VIVENDI	8,426	10,822
50 UNITS VOPAK	2,806	2,929
2050 UNITS WHITEHAVEN COAL	4,227	3,503
130 UNITS YANDEX	4,572	5,610

TY 2013 Investments - Other Schedule

Name: EDSEL B FORD II FUND

EIN: 38-3153050

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BRUSH STREET H FUND (.25% INTEREST)	AT COST	589,538	642,615
25543.903 UNITS CRM SMALL/MID CAP VALUE FUND	AT COST	0	0
32271.289 UNITS JOHN HANCOCK II NATURAL RESOURCES	AT COST	0	0
65025.350 UNITS PIMCO TOTAL RETURN FD INST CLASS	AT COST	0	0
25164.491 UNITS LAUDUS MONDRIAN EMERGING MARKETS INTL	AT COST	0	0
32502.618 UNITS TWEEDY BROWNE GLOBAL VALUE FD	AT COST	0	0
22852.895 UNITS CRM SMALL/MID CAP VALUE FUND	AT COST	316,521	409,295
5098.620 UNITS PIMCO ALL ASSET ALL AUTHORITY FUND	AT COST	549,743	504,758
62485.867 UNITS PIMCO TOTAL RETURN FD INST CLASS	AT COST	679,663	667,974
46466.091 UNITS LAUDUS MONDRIAN EMERGING MARKETS INTL	AT COST	438,724	404,255
23028.979 UNITS TWEEDY BROWNE GLOBAL VALUE FD	AT COST	433,669	613,031

TY 2013 Legal Fees Schedule

Name: EDSEL B FORD II FUND

EIN: 38-3153050

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	925	0		925

TY 2013 Other Assets Schedule

Name: EDSEL B FORD II FUND

EIN: 38-3153050

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDEND RECEIVABLE	1,618	900	900
2012 FEDERAL UNRELATED BUSINESS TAX RECEIVABLE	166	866	866
2011 FEDERAL UNRELATED BUSINESS TAX RECEIVABLE	78	0	0

TY 2013 Other Expenses Schedule

Name: EDSEL B FORD II FUND

EIN: 38-3153050

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	14,299	14,299		0
ANNUAL REPORT	20	0		20
FROM K-1 BRUSH STREET H FUND, LLC(NDE)	50	0		0
2012 FEDERAL EXCISE TAX-NON-DEDUCTIBLE PENALTY	7	0		0

TY 2013 Other Income Schedule

Name: EDSEL B FORD II FUND

EIN: 38-3153050

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1 BRUSH STREET H FUND, LLC	9,890	9,890	9,890
FROM K-1 BRUSH STREET H FUND, LLC(UBIT)	5,438	0	5,438

TY 2013 Other Liabilities Schedule

Name: EDSEL B FORD II FUND

EIN: 38-3153050

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX PAYABLE	573	676
FEDERAL UNRELATED BUSINESS TAX PAYABLE	0	334

TY 2013 Taxes Schedule

Name: EDSEL B FORD II FUND

EIN: 38-3153050

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	1,898	0		0
FOREIGN TAX PAID	4,139	4,139		0
FEDERAL UNRELATED BUSINESS TAX	434	0		0