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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
ELEANOR & EDSEL FORD FUND

A Employer identification number
38-6066331

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

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

City or town, state 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 ▶ ☐

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)*▶$ 20,267,982

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	165,462	165,462		
	4	Dividends and interest from securities	373,860	373,860		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	2,007,583			
	b	Gross sales price for all assets on line 6a 9,499,787				
	7	Capital gain net income (from Part IV, line 2)		1,993,856		
	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)	51,236	44,869		
	12	**Total.** Add lines 1 through 11	2,598,141	2,578,047		
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)	911	0		911
	b	Accounting fees (attach schedule)	20,338	9,152		10,169
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	76,902	24,589		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	41,883	41,800		20
	24	**Total operating and administrative expenses.** Add lines 13 through 23	140,034	75,541		11,100
	25	Contributions, gifts, grants paid	1,400,000			1,400,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,540,034	75,541		1,411,100
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,058,107			
	b	**Net investment income** (if negative, enter -0-)		2,502,506		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,090,783	384,651	384,651
	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)	4,703,067	2,322,814	4,211,541
	c	Investments—corporate bonds (attach schedule)	5,694,820	4,325,772	4,441,094
	11	Investments—land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	5,238,909	10,769,203	11,169,783
	14	Land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
	15	Other assets (describe ▶ ______)	2,819	2,939	60,913
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	16,730,398	17,805,379	20,267,982
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 ▶ ______)	5,573	22,447	
	23	**Total liabilities** (add lines 17 through 22)	5,573	22,447	
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	25,794,450	27,802,033	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	-9,069,625	-10,019,101	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	16,724,825	17,782,932	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	16,730,398	17,805,379	

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	16,724,825
2	Enter amount from Part I, line 27a	2	1,058,107
3	Other increases not included in line 2 (itemize) ▶ ______	3	0
4	Add lines 1, 2, and 3	4	17,782,932
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	17,782,932

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	1,993,856
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	1,364,562	19,541,801	0 069828
2011	1,411,034	21,085,976	0 066918
2010	1,408,569	20,835,374	0 067605
2009	1,078,009	16,397,786	0 065741
2008	1,322,271	17,779,920	0 074369

2	**Total** of line 1, column (d).	2	0 344461
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 068892
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	20,501,513
5	Multiply line 4 by line 3.	5	1,412,390
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	25,025
7	Add lines 5 and 6.	7	1,437,415
8	Enter qualifying distributions from Part XII, line 4.	8	1,411,100

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	50,050
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	50,050
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	50,050
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 30,109		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 28,000		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	58,109
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	8,059
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 8,059 **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)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

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

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			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? *If "Yes" to 6b, file Form 8870.*	**6b**		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
WILLIAM CLAY FORD DECEASED 3914 2000 BRUSH STREET SUITE 440 DETROIT, MI 48226	PRESIDENT, TRUSTEE & MEMBE 0 25	0	0	0
MARTHA F FORD 2000 BRUSH STREET SUITE 440 DETROIT, MI 48226	TRUSTEE & MEMBER 0 25	0	0	0
RODNEY P WOOD 2000 BRUSH STREET SUITE 440 DETROIT, MI 48226	TREASURER 0 25	0	0	0
DAVID M HEMPSTEAD 1901 ST ANTOINE STREET 6TH FLOOR DETROIT, MI 48226	SECRETARY, TRUSTEE & MEMBE 0 25	0	0	0

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

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

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

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

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

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

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	16,748,860
b	Average of monthly cash balances	1b	585,837
c	Fair market value of all other assets (see instructions)	1c	3,479,022
d	**Total** (add lines 1a, b, and c)	1d	20,813,719
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	20,813,719
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	312,206
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,501,513
6	**Minimum investment return.** Enter 5% of line 5	6	1,025,076

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,025,076
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 50,050		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b: 2,263		
c	Add lines 2a and 2b	2c	52,313
3	Distributable amount before adjustments Subtract line 2c from line 1	3	972,763
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	972,763
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	972,763

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,411,100
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,411,100
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,411,100

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					972,763
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.	42,684				
b From 2009.	325,968				
c From 2010.	374,748				
d From 2011.	364,198				
e From 2012.	480,438				
f **Total** of lines 3a through e.		1,588,036			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,411,100					
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.					972,763
e Remaining amount distributed out of corpus		438,337			
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		2,026,373			
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) . . .		42,684			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		1,983,689			
10 Analysis of line 9					
a Excess from 2009. . . .	325,968				
b Excess from 2010. . . .	374,748				
c Excess from 2011. . . .	364,198				
d Excess from 2012. . . .	480,438				
e Excess from 2013. . . .	438,337				

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))

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				1,400,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		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	165,462	
4 Dividends and interest from securities. . . .			14	373,860	
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	51,236	
8 Gain or (loss) from sales of assets other than inventory			18	2,007,583	
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		2,598,141	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 2,598,141

(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

******	2014-11-10	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
W MICHAEL PERKINS				P00082617

Firm's name	FORD ESTATES LLC	Firm's EIN 26-3014408
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		
57,500 SHS FORD MOTOR CO	D	1985-05-01	2013-01-16
COMERICA BANK - M&N - PUBLICLY TRADED SECURITIES	P		
COMERICA BANK - M&N - PUBLICLY TRADED SECURITIES	P		
COMERICA BANK - RHB - PUBLICLY TRADED SECURITIES	P		
COMERICA BANK - RHB - PUBLICLY TRADED SECURITIES	P		
M&N INT - PUBLICLY TRADED SECURITIES	P		
COMERICA BANK - M&N INT - PUBLICLY TRADED SECURITIES	P		
COMERICA BANK - M&N INT - PUBLICLY TRADED SECURITIES	P		
154,692 516 SHS WELLINGTON GLOBAL NATURAL RESOURCES	P		
FROM K-1 WELLINGTON TRUST COMPANY, NA	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)
			65,904
814,188		59,065	755,123
894,548		725,819	168,729
373,886		291,870	82,016
452,993		453,515	-522
2,817,830		2,813,447	4,383
500,599		211,207	289,392
1,291,962		1,155,474	136,488
514,874		440,155	74,719
1,592,736		1,286,204	306,532
			-135,079
246,171			246,171

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	
			65,904
			755,123
			168,729
			82,016
			-522
			4,383
			289,392
			136,488
			74,719
			306,532
			-135,079
			246,171

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CHRIST CHURCH GROSSE POINTE 61 GROSSE POINTE BLVD GROSSE POINTE FARMS, MI 48236	NONE	PUBLIC CHARITY	PROGRAM SERVICES	40,000
COLLEGE FOR CREATIVE STUDIES 201 EAST KIRBY DETROIT, MI 48202	NONE	PUBLIC CHARITY	ANNUAL FUND	330,000
DETROIT SYMPHONY ORCHESTRA HALL 3711 WOODWARD DETROIT, MI 48201	NONE	PUBLIC CHARITY	ANNUAL FUND	40,000
HENRY FORD HEALTH SYSTEM 1 FORD PLACE 5F DETROIT, MI 48202	NONE	PUBLIC CHARITY	HOSPITAL BUILDING FUND	330,000
THE DETROIT INSTITUTE OF ARTS 5200 WOODWARD DETROIT, MI 48202	NONE	PUBLIC CHARITY	ENDOWMENT CAMPAIGN	330,000
UNIVERSITY LIGGETT SCHOOL 1045 COOK ROAD GROSSE POINTE, MI 48236	NONE	PUBLIC CHARITY	ANNUAL FUND	330,000
Total . . . . ▶ **3a**				1,400,000

TY 2013 Accounting Fees Schedule

Name: ELEANOR & EDSEL FORD FUND

EIN: 38-6066331

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	20,338	9,152		10,169

TY 2013 General Explanation Attachment

Name: ELEANOR & EDSEL FORD FUND

EIN: 38-6066331

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

Identifier	Return Reference	Explanation
	PART VII-B, QUESTION 1A(3)	FORD ESTATES, LLC (2000 BRUSH ST , SUITE 440, DETROIT, MICHIGAN 48226-2229), IS A BUSINESS OFFICE MAINTAINED FOR, AND AT THE EXPENSE OF, VARIOUS MEMBERS OF THE FORD FAMILY WHO, WITH RESPECT TO THIS FUND, ARE "DISQUALIFIED PERSONS", INCLUDING PARTICULARLY WILLIAM CLAY FORD AND MARTHA F FORD FORD ESTATES, LLC SUPPLIES ACCOUNTING SERVICES AND OFFICE SERVICES (COLLECTING INCOME, DISTRIBUTION OF CONTRIBUTIONS, MAINTENANCE OF ACCOUNTS AND RECORDS, HANDLING CORRESPONDENCE, PREPARATION OF TAX RETURNS AND ANNUAL REPORTS, AND SIMILAR MATTERS PERTAINING TO THE OFFICE OF TREASURER) SUCH SERVICES ARE PERFORMED BY RODNEY P WOOD AND BY OTHERS AT FORD ESTATES, LLC UNDER HIS SUPERVISION NO COMPENSATION IS PAID BY ELEANOR & EDSEL FORD FUND DIRECTLY TO RODNEY P WOOD AS COMPENSATION FOR HIS SERVICES IN ANY OF THE CAPACITIES LISTED ABOVE OR OTHERWISE IN 2013, ELEANOR & EDSEL FORD FUND PAID TO FORD ESTATES, LLC $20,338 FOR FEES (AND EXPENSES) FOR ALL THE SERVICES REFERRED TO IN THIS PARAGRAPH

Identifier	Return Reference	Explanation
	PART VII-B, QUESTION 1A(4)	DAVID M HEMPSTEAD, LISTED AS TRUSTEE, SECRETARY AND MEMBER, IS A PARTNER IN THE LAW FIRM OF BODMAN LLP, 1901 ST ANTOINE STREET, 6TH FLOOR, DETROIT, MICHIGAN 48226, WHICH FIRM ACTS AS THE ATTORNEYS FOR ELEANOR & EDSEL FORD FUND MR HEMPSTEAD IS THE PERSON IN THE FIRM PRINCIPALLY CONCERNED WITH SUCH LEGAL SERVICES TO THE FUND, BUT OTHERS IN THE FIRM ALSO RENDER LEGAL SERVICES TO THE FUND UNDER HIS SUPERVISION THE TIME SPENT BY MR HEMPSTEAD STRICTLY IN THE LISTED OFFICIAL CAPACITIES CANNOT READILY BE SEPARATED FROM THAT SPENT IN PERFORMING THE LEGAL AND FINANCIAL SERVICES REFERRED TO IN 2013, ELEANOR & EDSEL FORD FUND PAID TO SAID ATTORNEYS $911 20 FOR FEES (AND EXPENSES) FOR ALL THE SERVICES REFERRED TO IN THIS PARAGRAPH

TY 2013 Investments Corporate Bonds Schedule

Name: ELEANOR & EDSEL FORD FUND

EIN: 38-6066331

Name of Bond	End of Year Book Value	End of Year Fair Market Value
400,000 WAL-MART STORES 4.55% 5/1/13	0	0
300,000 COLGATE PALMOLIVE 4.2% 5/15/13	0	0
500,000 IBM 6.5% 10/15/13	0	0
200,000 NOVARTIS CAPITAL 4.125% 2/10/14	0	0
250,000 PFIZER 4.5% 2/15/14	0	0
200,000 COCA-COLA 3.625% 3/15/14	0	0
400,000 PROCTER & GAMBLE 4.95% 8/15/14	407,663	411,364
200,000 PROCTER & GAMBLE 4.85% 12/15/15	196,645	216,316
100,000 BERKSHIRE HATHAWAY 5.4% 5/15/18	104,131	115,023
250,000 PROCTER & GAMBLE 4.7% 2/15/19	249,005	279,235
100,000 COCA-COLA 4.875% 3/15/19	100,803	112,100
400,000 FORD MOTOR CREDIT 8.7% 10/01/14	417,632	423,448
100,000 COMCAST CABLE COMMUNICATIONS 7.125% 6/15/13	0	0
50,000 HEINZ 5.35% 7/15/13	0	0
100,000 UPS 3.875% 4/1/14	0	0
100,000 COMCAST 6.5% 1/15/15	0	0
50,000 PROCTER & GAMBLE 3.5% 2/15/15	0	0
100,000 MEDTRONIC 4.75% 9/15/15	107,160	107,089
150,000 JOHNSON CONTROLS 5.5% 1/15/16	165,113	162,935
100,000 DIRECTV HLDGS 3.125% 2/15/16	103,962	104,022
200,000 HEWLETT PACKARD 2.65% 6/1/16	203,029	206,076
100,000 KELLOGG 1.75% 5/17/17	0	0
475,000 JOHNSON & JOHNSON 5.55% 8/15/17	502,397	542,179
100,000 COMCAST 6.3% 11/15/17	117,899	116,464
250,000 IBM 2.1% 5/6/13	0	0
300,000 FORD MOTOR CREDIT 7% 10/01/13	0	0
100,000 MERCK & CO 4.75% 3/01/15	106,447	104,957
100,000 PFIZER 5.35% 3/15/15	107,149	105,665
280,000 FORD MOTOR CREDIT 12% 5/15/15	321,392	321,345
200,000 KELLOGG CO NOTE 1.125% 5/15/15	201,517	201,362
250,000 DOW CHEMICAL 2.5% 2/15/16	259,233	257,650
250,000 HOME DEPOT 5.4% 3/1/16	277,123	274,223
100,000 LOCKHEED MARTIN 2.125% 9/15/16	103,309	102,599
100,000 FORD MOTOR CREDIT 8% 12/15/16	117,173	118,258
150,000 VERIZON COMMUNICATIONS 3.65% 9/14/18	156,990	158,784

TY 2013 Investments Corporate Stock Schedule

Name: ELEANOR & EDSEL FORD FUND

EIN: 38-6066331

Name of Stock	End of Year Book Value	End of Year Fair Market Value
57,500 SHS FORD COMMON	0	0
170 SHS AIR PRODUCTS & CHEMICALS	0	0
2,240 SHS ALCOA	0	0
1,780 SHS ALERE	0	0
100 SHS AMAZON	0	0
200 SHS AMC NETWORKS	0	0
290 SHS AMERICAN EXPRESS	0	0
380 SHS AMPHENOL CORP	0	0
100 SHS APACHE	0	0
720 SHS AUTODESK	0	0
960 SHS BAKER HUGHES	39,978	53,050
290 SHS BECTON DICKINSON & CO	0	0
530 SHS CAMERON INTERNATIONAL	0	0
480 SHS CERNER CORP	0	0
470 SHS CHESAPEAKE ENERGY	0	0
640 SHS COCA COLA	0	0
430 SHS DICK'S SPORTING GOODS	0	0
90 SHS DIGITAL REALTY TRUST	0	0
920 SHS DIRECTV	0	0
720 SHS DISCOVER FINANCIAL SERVICES	0	0
540 SHS DISNEY	0	0
280 SHS DUPONT FABROS TECHNOLOGY	0	0
2,200 SHS E M C CORP	0	0
2,460 SHS ELECTRONIC ARTS	0	0
560 SHS ENCANA CORP	0	0
170 SHS EOG RESOURCES	15,901	28,533
530 SHS FASTENAL	0	0
70 SHS GOOGLE	0	0
1,350 SHS HESS CORP	0	0
390 SHS JOHNSON & JOHNSON	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
410 SHS JOY GLOBAL	0	0
2,430 SHS JUNIPER NETWORKS	0	0
120 SHS LINKED IN	0	0
240 SHS MANPOWER	0	0
340 SHS MCGRAW-HILL COMPANIES	0	0
700 SHS MONSANTO	0	0
550 SHS MOODY'S	0	0
570 SHS MYRIAD GENETICS	0	0
750 SHS NEWS CORP	0	0
320 SHS NORFOLK SOUTHERN	0	0
330 SHS PALL	0	0
450 SHS QUALCOMM	0	0
210 SHS RANGE RESOURCES	0	0
2,400 SHS RIVERBED TECHNOLOGY	0	0
3,920 SHS SOUTHWEST AIRLINES	0	0
1,060 SHS SPIRIT AIRLINES	0	0
150 SHS TIFFANY & CO	0	0
650 SHS TIME WARNER	0	0
1,000 SHS TYSON FOODS	0	0
300 SHS UNIVERSAL HEALTH SERVICES	0	0
1,730 SHS US AIRWAYS GROUP	0	0
630 SHS VERIFONE HOLDINGS	0	0
320 SHS VIACOM	0	0
1,020 SHS VIRGIN MEDIA	0	0
960 SHS VOLCANO	0	0
160 SHS WATERS	0	0
2,480 SHS WEATHERFORD INTL	31,965	38,415
1,480 SHS WESTERN UNION	0	0
100 SHS WESTPORT INNOVATIONS	0	0
370 SHS ACCOR	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
260 SHS ADECCO	0	0
780 SHS AMDOCS	0	0
200 SHS CARNIVAL	0	0
440 SHS DANONE	0	0
120 SHS INTERBREW	0	0
490 SHS KONINKLIJKE AHOLD	0	0
190 SHS NESTLE SA	0	0
210 SHS NOVO DORDISK	0	0
590 SHS PETROLEO BRASILEIRO SA PETROBRAS	0	0
1,280 SHS QIAGEN N.V.	0	0
360 SHS RANKSTAD HOLDINGS	0	0
340 SHS RYANAIR HOLDINGS	0	0
470 SHS SCHLUMBERGER	0	0
260 SHS SIEMENS	0	0
40 SHS SYNGENTA	0	0
1,680 SHS TELENOR ASA	0	0
180 SHS TOYOTA MOTOR	0	0
740 SHS UNILEVER PLC SPONSORED	0	0
2,120 SHS CAMECO	0	0
1,240 SHS DIANA SHIPPING	0	0
3,870 SHS ENCANA	0	0
70 SHS RECKITT BENCKISER	0	0
400 SHS SANTEN PHARMACEUTIL JPY50	0	0
8,540 SHS TALISMAN ENERGY	0	0
3,580 SHS TRICAN WELL SERVICE	0	0
1,930 SHS VIRGIN MEDIA	0	0
290 SHS WESTPORT INNOVATIONS	0	0
2,080 SHS ACCOR	0	0
670 SHS ADECCO	0	0
460 SHS ADIDA AS DEM5 ORDS	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2,360 ADMIRAL GROUP PLC	0	0
50,530 SHS ALUMINA LTD	0	0
2,900 SHS AMDOCS	0	0
430 SHS BEIERSDORF	0	0
210 SHS BIOMERIEUX	0	0
190 SHS BRENNTAG	0	0
4,100 SHS BRITISH SKY BROADCASTING	0	0
850 SHS BURBERRY GROUP	0	0
1,010 SHS CAP GEMINI	0	0
350 SHS CARLSBERG	0	0
3,560 SHS CARREFOUR SUPERMARCHE	0	0
22,590 SHS CHAROKEN POKPHAND FOODS PUBLIC	0	0
1,786 SHS CIE GENERALE DE GEOPHYSIQUE	0	0
2,650 SHS CRH	0	0
1,460 SHS DANONE	0	0
200 SHS FANUC LIMITED	0	0
1,000 SHS GN STORE NORD A/S	0	0
2,460 SHS GROUPE EUROTUNNEL SA REG	0	0
620 SHS HOLCIM LTD	0	0
5,020 HSBC HOLDINGS	0	0
370 SHS INTERBREW	0	0
1,480 SHS JOHNSON MATTHEY PUBLIC LTD	0	0
2,590 SHS KONINKLIJKE AHOLD NLG	0	0
2,070 SHS LAND SECURITIES GROUP	0	0
4,750 SHS LIFE HEALTHCARE GROUP	0	0
5,450 SHS MARKS & SPENCER GROUP	0	0
1,270 SHS MINDRAY MEDICAL INTL	0	0
6,900 SHS MITSUI O.S.K. LINES JPY	0	0
1,060 SHS NESTLE SA REGISTERED	0	0
600 SHS NEXANS	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
8,100 SHS NIPPON YUSEN KABUSHIKI KAISHA	0	0
300 SHS NORDEN	0	0
5,810 SHS NORSK HYDRO ASA	0	0
310 SHS NOVO DORDISK A/B	0	0
7,170 SHS OCADO GROUP	0	0
20,000 SHS PACIFIC BASIN SHIPPING	0	0
3,600 SHS PETROLEO BRASILEIRO SA	0	0
1,230 SHS PETROLEUM GEO SERVICES	0	0
1,100 SHS PRYSMIAN SPA	0	0
1,970 SHS QIAGEN NV	0	0
990 SHS RANKSTAD HOLDINGS	0	0
2,970 SHS RYANAIR HOLDINGS	0	0
820 SHS SABMILLER	0	0
2,010 SHS SCHLUMBERGER	0	0
300 SHS SHIN-ETSU CHEMICAL COMPANY	0	0
810 SHS SIEMENS	0	0
5,200 SHS SONIC	0	0
1,300 SHS SUMCO	0	0
1,900 SHS SUZUKI MOTOR	0	0
170 SHS SYNGENTA AG ORD	0	0
4,020 SHS TELENOR ASA	0	0
1,000 SHS TENCENT HOLDINGS	0	0
17,120 SHS TESCO ORD 5P	0	0
1,100 SHS TOKYO ELECTRON LTD Y50	0	0
1,900 SHS TOYOTA MOTOR	0	0
410 SHS UMICORE	0	0
830 SHS UNILEVER	0	0
700 SHS WIRECARD	0	0
92,748 SHS FORD	95,272	1,431,102
1,600 SHS 21ST CENTURY FOX CLASS A	40,710	56,272

Name of Stock	End of Year Book Value	End of Year Fair Market Value
5,670 SHS ALCOA	48,706	60,272
1,400 SHS ALERE	26,225	50,680
60 SHS AMAZON	12,616	23,927
570 SHS APACHE	49,998	48,985
90 SHS APPLE COMPUTER	38,164	50,491
330 SHS BECTON DICKINSON & CO	25,157	36,461
550 SHS BJ'S RESTAURANTS	16,624	17,083
560 SHS C.H. ROBINSON WORLDWIDE	33,864	32,676
1,140 SHS CAMERON INTERNATIONAL	59,367	67,864
320 SHS CATERPILLAR	26,952	29,059
960 SHS CERNER	37,200	53,510
1,290 SHS COCA COLA	49,237	53,290
690 SHS D R HORTON	13,920	15,401
580 SHS DAVITA	33,700	36,754
470 SHS DICK'S SPORTING GOODS	22,259	27,307
160 SHS DIGITAL REALTY TRUST	10,070	7,859
1,110 SHS DIRECTV-CLASS A	54,964	76,657
380 SHS DISNEY	17,304	29,032
310 SHS DUPONT FABROS TECHNOLOGY	7,693	7,660
3,510 SHS EMC	89,082	88,277
1,090 SHS EBAY	57,913	59,803
1,810 SHS ELECTRONIC ARTS	20,887	41,521
760 SHS ENCANA	15,041	13,718
380 SHS F5 NETWORKS	30,414	34,527
530 SHS FACEBOOK	12,789	28,964
710 SHS FASTENAL	32,076	33,732
1,830 SHS FORTINET	36,601	35,008
1,430 SHS GENERAL ELECTRIC	34,536	40,083
50 SHS GOOGLE	28,554	56,036
240 SHS HCA HOLDINGS	11,251	11,450

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,120 SHS HESS	48,900	92,960
370 SHS HOMEAWAY	9,274	15,126
480 SHS INGREDION	31,999	32,861
520 SHS JOHNSON & JOHNSON	36,517	47,627
560 SHS JOY GLOBAL	30,879	32,754
2,560 SHS JUNIPER NETWORKS	42,089	57,779
470 SHS KRAFT FOODS	21,902	25,338
360 SHS LIN MEDIA	7,575	10,336
60 SHS LINKEDIN	6,187	13,010
480 SHS LULULEMON	33,601	28,334
360 SHS MCGRAW-HILL	16,943	28,152
680 SHS MCSI	23,596	29,730
580 SHS MONSANTO	48,135	67,599
170 SHS NEXSTAR BROADCASTING GROUP	7,099	9,474
260 SHS PALO ALTO NETWORKS	11,491	14,942
1,510 SHS PEABODY ENERGY	27,553	29,490
860 SHS QUALCOMM	52,281	63,855
240 SHS RANGE RESOURCES	15,254	20,234
570 SHS REALOSY HOLDINGS	24,936	28,198
410 SHS SHUTTERFLY	20,014	20,881
440 SHS SINCLAIR BROADCAST GROUP	12,905	15,721
1,030 SHS SKYWORKS SOLUTIONS	23,077	29,417
300 SHS SPIRIT AIRLINES	5,032	13,623
1,210 SHS STARZ LIBERTY CAP COM SER A	23,117	35,380
160 SHS TELEFLEX	11,983	15,018
760 SHS TIME WARNER	30,383	52,987
210 SHS TRIBUNE COMPANY NEW CLASS A	12,980	16,254
750 SHS VERIFONE HOLDINGS	18,466	20,115
400 SHS VIACOM CL B NON VTG NEW	22,680	34,936
1,100 VOLCANO CORP	29,230	24,035

Name of Stock	End of Year Book Value	End of Year Fair Market Value
260 SHS WESTPORT INNOVATIONS	6,045	5,099
500 SHS XYLEM	14,345	17,300
650 SHS YUM! BRANDS	43,666	49,147
430 SHS ACCOR	13,968	20,323
5,750 SHS AMBEV SA	41,929	42,263
420 SHS AMDOCS	12,211	17,321
290 SHS DANONE	17,126	20,907
260 SHS FRESENIUS MED CARE	16,843	18,533
850 SHS IMPERIAL TOBACCO GROUP	29,903	32,915
490 SHS INTERBREW	42,371	52,164
720 SHS NESTLE SA	49,024	52,865
770 SHS PETROLEO BRASILEIRO SA	14,562	11,311
1,490 SHS QIAGEN N.V.	25,599	35,477
560 SHS SCHLUMBERGER	38,484	50,462
50 SHS SYNGENTA	17,441	19,969
1,550 SHS UNILEVER PLC	56,229	63,860

TY 2013 Investments - Other Schedule

Name: ELEANOR & EDSEL FORD FUND

EIN: 38-6066331

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
54,384 SHS CRM SMALL/MID CAP VALUE FUND	AT COST	0	0
113,495 SHS LAUDUS MONDRIAN	AT COST	0	0
BRUSH STREET H FUND, LLC	AT COST	2,172,163	2,335,356
WELLINGTON GLOBAL NATURAL RESOURCES	AT COST	0	0
74,652.369 UNITS CRM SMALL/MID CAP VALUE FUND	AT COST	1,114,719	1,337,024
158,621.745 UNITS PIMCO ALL ASSET ALL AUTHORITY FUND	AT COST	1,625,711	1,570,355
155,970.430 UNITS LAUDUS MONDRIAN INSTITUTIONAL EM MKTS	AT COST	1,435,983	1,356,943
173,702.233 UNITS M&N OVERSEAS	AT COST	4,420,627	4,570,105

TY 2013 Legal Fees Schedule

Name: ELEANOR & EDSEL FORD FUND

EIN: 38-6066331

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	911	0		911

TY 2013 Other Assets Schedule

Name: ELEANOR & EDSEL FORD FUND

EIN: 38-6066331

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PURCHASE INTEREST	2,619	2,939	2,939
REFUND RECEIVABLE-SHIELD PROTECTION	200	0	0
INTEREST RECEIVABLE	0	0	57,974

TY 2013 Other Expenses Schedule

Name: ELEANOR & EDSEL FORD FUND

EIN: 38-6066331

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	41,800	41,800		0
ANNUAL REPORT	20	0		20
FEDERAL UNRELATED BUSINESS TAX- NON-DEDUCTIBLE PENALTY & INTEREST	63	0		0

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TY 2013 Other Income Schedule

Name: ELEANOR & EDSEL FORD FUND

EIN: 38-6066331

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1 WELLINGTON TRUST COMPANY, NA	8,876	8,876	8,876
FROM K-1 BRUSH STREET H FUND, LLC	42,318	35,951	42,318
COMERICA BANK (M&N)	42	42	42

TY 2013 Other Liabilities Schedule

Name: ELEANOR & EDSEL FORD FUND

EIN: 38-6066331

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX PAYABLE	5,393	19,941
FEDERAL UNRELATED BUSINESS TAX PAYABLE	180	2,263
2012-FEDERAL UNRELATED BUSINESS TAX PAYABLE	0	180
FEDERAL UNRELATED BUSINESS TAX PAYABLE-NDE PENALTY & INTEREST	0	63

TY 2013 Taxes Schedule

Name: ELEANOR & EDSEL FORD FUND

EIN: 38-6066331

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	50,050	0		0
FOREIGN TAX PAID	24,589	24,589		0
FEDERAL UNRELATED BUSINESS TAX	2,263	0		0