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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

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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 THE HENRY FORD II FUND		A Employer identification number 38-6066332
Number and street (or P O box number if mail is not delivered to street address) 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 ▶ <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ▶ <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>
I Fair market value of all assets at end of year (<i>from Part II, col. (c), line 16</i>)▶ \$ 35,058,858	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (<i>Part I, column (d) must be on cash basis.</i>)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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 ▶ <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	390,733	390,733		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	2,920,659			
	b Gross sales price for all assets on line 6a 11,123,759				
	7 Capital gain net income (from Part IV, line 2) . . .		2,884,493		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 217,600	200,820		
	12 Total. Add lines 1 through 11	3,528,992	3,476,046		
	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)	 3,592	1,796		1,796
	b Accounting fees (attach schedule)	 52,300	23,535		26,150
	c Other professional fees (attach schedule)	 45,226	45,226		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 47,886	7,323		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	 20	0		20
	24 Total operating and administrative expenses. Add lines 13 through 23	149,024	77,880		27,966
	25 Contributions, gifts, grants paid	1,525,000			1,525,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,674,024	77,880		1,552,966
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,854,968			
	b Net investment income (if negative, enter -0-)		3,398,166		
	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	449,015	368,222	368,222
	3	Accounts receivable ▶ 13,955			
		Less allowance for doubtful accounts ▶	2,024	13,955	13,955
	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)	2,983,615	4,520,677	6,857,185
	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)	23,944,517	24,331,315	27,819,496	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	27,379,171	29,234,169	35,058,858	
Liabilities	17	Accounts payable and accrued expenses	6,565		
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)	0	6,595	
	23	Total liabilities (add lines 17 through 22)	6,565	6,595	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	44,764,780	47,685,439	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	-17,392,174	-18,457,865	
30	Total net assets or fund balances (see page 17 of the instructions)	27,372,606	29,227,574		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	27,379,171	29,234,169		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	27,372,606
2	Enter amount from Part I, line 27a	2	1,854,968
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	29,227,574
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	29,227,574

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	2,884,493
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	1,006,773	31,090,502	0 032382
2011	942,474	31,121,407	0 030284
2010	946,870	29,193,468	0 032434
2009	1,440,016	25,602,071	0 056246
2008	1,685,145	32,663,976	0 051590

2 Total of line 1, column (d).	2	0 202936
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 040587
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	35,025,081
5 Multiply line 4 by line 3.	5	1,421,563
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	33,982
7 Add lines 5 and 6.	7	1,455,545
8 Enter qualifying distributions from Part XII, line 4. 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	8	1,552,966

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 <input type="checkbox"/> and enter "N/A" on line 1		1	33,982
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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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	33,982
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	33,982
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	30,965	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	12,000	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d.		7	42,965
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> 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	8,983
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 8,983 Refunded		11	0

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	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?	2		No
If "Yes," attach a detailed description of the activities.			
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?	5		No
If "Yes," attach the statement required by General Instruction T.			
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 STE 440 DETROIT MI ZIP +4 482262251			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 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	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. Yes No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. Yes No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here.	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?. 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))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

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?

YesNo

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?

YesNo

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?

YesNo

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

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Part VIII

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

3 Five highest-paid independent contractors for professional services (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	18,242,984
b	Average of monthly cash balances.	1b	743,664
c	Fair market value of all other assets (see instructions).	1c	16,571,810
d	Total (add lines 1a, b, and c).	1d	35,558,458
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	35,558,458
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	533,377
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	35,025,081
6	Minimum investment return. Enter 5% of line 5.	6	1,751,254

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	1,751,254
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	33,982
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	6,578
c	Add lines 2a and 2b.	2c	40,560
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,710,694
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,710,694
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,710,694

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	1,552,966
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	1,552,966
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	33,982
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,518,984
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				1,710,694
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			1,493,064	
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.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,552,966				
a Applied to 2012, but not more than line 2a			1,493,064	
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.				59,902
e Remaining amount distributed out of corpus	0			
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	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 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				1,650,792
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	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

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

b

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

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

c

Any submission deadlines

NONE

d

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

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,525,000
b Approved for future payment See Additional Data Table				
Total			3b	3,120,000

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

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		
FROM K-1 IRIDIAN PRIVATE BUSINESS VALUE EQUITY, LP	P		
FROM K-1 SPRUCEGROVE US INTL INVESTMENT FUND	P		
FROM K-1 WTC GLOBAL NATURAL RESOURCES PORTFOLIO	P		
CHILTON GLOBAL NATURAL RESOURCES INTERNATIONAL II (BVI) LTD	P		
MONDRIAN INTERNATIONAL FIXED INCOME FUND, L P			
17093 78 SHS SPRUCEGROVE US INTL INVESTMENT FUND	P		
590 83 SHS SPRUCEGROVE US INTL INVESTMENT FUND	P		
174024 491 SHS WTC GLOBAL NATURAL RESOURCES PORTFOLIO	P		
COMERICA BANK (ICIA) - PUBLICLY TRADED SECURITIES	P		
COMERICA BANK (BAIRD) - PUBLICLY TRADED SECURITIES	P		
COMERICA BANK (EAGLE) - PUBLICLY TRADED SECURITIES	P		
COMERICA BANK (MCD) - PUBLICLY TRADED SECURITIES	P		
415 633 SHS WTC GLOBAL NATURAL RESOURCES PORTFOLIO	P		
34852 SHS IRIDIAN PRIVATE BUSINESS VALUE EQUITY, L P	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)
			173,629
			784,041
			221,219
			-25,707
632,012		1,000,000	-367,988
1,453,815		1,456,900	-3,085
750,000		623,023	126,977
26,124		21,534	4,590
1,634,989		1,680,566	-45,577
4,812,227		3,580,430	1,231,797
469,416		343,549	125,867
611,439		366,460	244,979
97,298		87,911	9,387
4,248		3,868	380
500,000		228,207	271,793
132,191			132,191


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	
			173,629
			784,041
			221,219
			-25,707
			-367,988
			-3,085
			126,977
			4,590
			-45,577
			1,231,797
			125,867
			244,979
			9,387
			380
			271,793
			132,191


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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CATCH 3011 W GRAND BLVD DETROIT, MI 48202	NONE	PUBLIC CHARITY	PROGRAM SERVICES	5,000
COLLEGE FOR CREATIVE STUDIES 201 E KIRBY DETROIT, MI 48202	NONE	PUBLIC CHARITY	ADVANCING THE CREATIVE SPIRIT	300,000
DETROIT PUBLIC LIBRARY FRIENDS FOUNDATION 5201 WOODWARD AVENUE DETROIT, MI 48202	NONE	PUBLIC CHARITY	PROGRAM SERVICES	5,000
DETROIT PUBLIC TELEVISION 1 CLOVER COURT WIXOM, MI 483932247	NONE	PUBLIC CHARITY	SHIRLEE & BILL FOX FUND FOR LEADERSHIP & PUBLIC AFFAIRS	10,000
DETROIT RIVERFRONT CONSERVANCY 600 RENAISSANCE CENTER SUITE 1720 DETROIT, MI 48243	NONE	PUBLIC CHARITY	PROGRAM SERVICES	5,000
DETROIT SYMPHONY ORCHESTRA 3711 WOODWARD AVENUE DETROIT, MI 48201	NONE	PUBLIC CHARITY	PROGRAM SERVICES	10,000
DETROIT ZOOLOGICAL SOCIETY 8450 WEST 10 MILE ROAD ROYAL OAK, MI 48067	NONE	PUBLIC CHARITY	PROGRAM SERVICES	10,000
FOCUS HOPE 1355 OAKMAN BOULEVARD DETROIT, MI 482382881	NONE	PUBLIC CHARITY	ELEANOR M JOSAITIS FUND	50,000
LINCOLN MOTOR CAR FOUNDATION 5022 HARBORTOWN LN FORT MYERS, FL 33919	NONE	PUBLIC CHARITY	HERITAGE MUSEUM FUND	10,000
NATIONAL CENTER FOR LEARNING DISABILITIES INC 381 PARK AVE SOUTH STE 1401 NEW YORK, NY 10016	NONE	PUBLIC CHARITY	PROGRAM SERVICES	50,000
NY PRESBY HOSPWEILL CORNELL MED CNTR 525 EAST 68TH STREET BOX 123 NEW YORK, NY 10065	NONE	PUBLIC CHARITY	PROGRAM SERVICES	50,000
OLD NEWSBOYS' GOODFELLOW FUND 1058 AUDUBON GROSSE POINTE PARK, MI 48230	NONE	PUBLIC CHARITY	PROGRAM SERVICES	10,000
THE EMPOWERMENT PLAN 1401 VERMONT ST DETROIT, MI 48216	NONE	PUBLIC CHARITY	PROGRAM SERVICES	25,000
THE GREENING OF DETROIT 1418 MICHIGAN AVENUE DETROIT, MI 48216	NONE	PUBLIC CHARITY	PROGRAM SERVICES	10,000
THE HENRY FORD ESTATE FAIRLANE PO BOX 1367 DEARBORN, MI 48121	NONE	PUBLIC CHARITY	PROGRAM SERVICES	550,000
Total  3a				1,525,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE HENRY FORD 20900 OAKWOOD BOULEVARD DEARBORN,MI 481245029	NONE	PUBLIC CHARITY	RACING IN AMERICA	100,000
THE SALVATION ARMY 220 WHITE PLAINS ROAD 5TH FLOOR TARRTOWN,NY 10591	NONE	PUBLIC CHARITY	PROGRAM SERVICES	25,000
UNIVERSITY LIGGETT SCHOOL 1045 COOK ROAD GROSSE POINTE WOODS,MI 482362509	NONE	PUBLIC CHARITY	UNIVERSITY LIGGETT MERIT SCHOLARSIHP PROGRAM	100,000
WAYNE STATE UNIVERSITY LAW SCHOOL 5475 WOODWARD AVE DETROIT,MI 48202	NONE	PUBLIC CHARITY	DAMON J KEITH CENTER FOR CIVIL RIGHTS	200,000
Total  3a				1,525,000

TY 2013 Accounting Fees Schedule

Name: THE HENRY FORD II FUND

EIN: 38-6066332

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	52,300	23,535		26,150

TY 2013 General Explanation Attachment**Name:** THE HENRY FORD II FUND**EIN:** 38-6066332

Identifier	Return Reference	Explanation
SERVICES ACCEPTED FROM A DISQUALIFIED PERSON	PART VII-B, QUESTION 1A(3)	FORD ESTATES, LLC (2000 BRUSH ST , SUITE 440, DETROIT, MICHIGAN 48226-2251), IS A BUSINESS OFFICE MAINTAINED FOR, AND AT THE EXPENSE OF, VARIOUS MEMBERS OF THE FORD FAMILY WHO, WITH RESPECT TO THIS FUND, ARE "DISQUALIFIED PERSONS", INCLUDING PARTICULARLY EDSEL B FORD II, CYNTHIA N FORD AND HENRY FORD III FORD ESTATES, LLC SUPPLIES ACCOUNTING SERVICES AND OFFICE SERVICES (COLLECTING INCOME, DISTRIBUTION OF CONTRIBUTIONS, MAINTENANCE OF ACCOUNTS AND RECORDS, HANDLING CORRESPONDENCE, PREPARATION OF TAX RETURNS AND ANNUAL REPORTS, AND SIMILAR MATTERS) PERTAINING TO THE OFFICE OF TREASURER SUCH SERVICES ARE PERFORMED BY RODNEY P WOOD AND BY OTHERS IN FORD ESTATES, LLC UNDER HIS SUPERVISION NO COMPENSATION IS PAID BY THE HENRY FORD II FUND DIRECTLY TO RODNEY P WOOD AS COMPENSATION FOR HIS SERVICES IN ANY OF THE CAPACITIES LISTED ABOVE OR OTHERWISE DURING 2013, THE HENRY FORD II FUND PAID \$52,300 TO FORD ESTATES, LLC FOR FEES (AND EXPENSES) FOR THE SERVICES REFERRED TO IN THIS PARAGRAPH

Identifier	Return Reference	Explanation
COMPENSATION PAID TO A DISQUALIFIED PERSON	PART VII-B, QUESTION 1A(4)	DAVID M HEMPSTEAD, LISTED AS SECRETARY , IS A PARTNER IN THE LAW FIRM OF BODMAN LLP, 1901 ST ANTOINE STREET, 6TH FLOOR, DETROIT, MICHIGAN 48226, WHICH FIRM ACTS AS THE ATTORNEYS FOR THE HENRY FORD II FUND MR HEMPSTEAD IS THE PERSON IN THE FIRM PRINCIPALLY CONCERNED WITH SUCH LEGAL SERVICES TO THE FUND, BUT OTHERS IN THE FIRM ALSO RENDER LEGAL SERVICES TO THE FUND UNDER HIS SUPERVISION THE TIME SPENT BY MR HEMPSTEAD STRICTLY IN THE LISTED OFFICIAL CAPACITIES CANNOT READILY BE SEPARATED FROM THAT SPENT IN PERFORMING THE LEGAL SERVICES REFERRED TO DURING 2013, HENRY FORD II FUND PAID \$3,592 TO SAID ATTORNEYS FOR FEES (AND EXPENSES) FOR THE SERVICES REFERRED TO IN THIS PARAGRAPH

**TY 2013 Investments Corporate
Stock Schedule**

Name: THE HENRY FORD II FUND
EIN: 38-6066332

Name of Stock	End of Year Book Value	End of Year Fair Market Value
725 SHS ACTUANT CORP-CL A	18,794	26,564
204 SHS AFFILIATED MANAGERS GROUP	21,769	44,244
200 SHS AIRGAS INC	12,281	22,370
141 SHS ALLIANCE DATA SYSTEMS CORP	9,099	37,073
2350 SHS ALTERA CORP	61,236	76,401
375 SHS ANSYS INC	16,371	32,700
385 SHS APTARGROUP INC	14,196	26,107
99 SHS BUFFALO WILD WINGS INC	4,053	14,573
475 SHS CABOT OIL & GAS CORP	0	0
275 SHS CERNER CORP	8,704	15,329
570 SHS CHURCH & DWIGHT CO INC	18,299	37,780
335 SHS CITRIX SYS INC	19,573	21,189
85 SHS CORE LABORATORIES N.V.	7,518	16,231
600 SHS DICK'S SPORTING GOODS INC	14,997	34,860
450 SHS DIGITAL REALTY TRUST	0	0
575 SHS DOLLAR TREE STORES INC	33,345	32,442
1025 SHS EAST WEST BANCORP INC	21,677	35,844
485 SHS FASTENAL CO	11,327	23,042
700 SHS GREENHILL & CO INC	30,624	40,558
450 SHS HUNT (JB) TRANSPORT SERVICES, INC	15,125	34,785
625 SHS INVESCO LTD	12,648	22,750
275 SHS JOY GLOBAL INC	0	0
375 SHS MANPOWER INC	16,589	32,198
525 SHS MCCORMICK & CO	23,358	36,183
375 SHS MICROCHIP TECHNOLOGY INC	8,593	16,781
272 SHS O'REILLY AUTOMOTIVE INC	10,425	35,009
370 SHS OCEANEERING INTERNATIONAL	10,498	29,186
187 SHS PERRIGO CO	28,462	28,697
350 SHS PLANTRONICS INC	0	0
600 SHS PLEXUS CORP	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
575 SHS RIVERBED TECHNOLOGY INC	0	0
300 SHS ROCKWELL AUTOMATION INC	21,512	35,448
184 SHS ROPER INDS INC NEW	9,589	25,517
325 SHS STERICYCLE INC	21,137	37,755
450 SHS TERADATA COPR	23,815	20,471
340 SHS TRACTOR SUPPLY COMPANY	4,495	26,377
975 SHS TRIMBLE NAVIGATION LTD	20,650	33,832
259 SHS ULTA SALON COSMETICS & FRAGRANCE, INC	0	0
400 SHS UNDER ARMOUR INC CLASS A	9,468	34,920
675 SHS URBAN OUTFITTERS INC	22,183	25,042
350 SHS WABCO HOLDINGS INC	12,728	32,694
255 SHS WATSCO INC	12,811	24,495
550 SHS WHITING PETROLEUM CORP	28,127	34,028
400 SHS ZEBRA TECHNOLOGIES CORP-CL A	0	0
850 SHS ICON PLC	20,051	34,354
723 SHS INTERCONTINENTAL CORP-CL A	0	0
350 SHS 3M COMPANY	29,160	49,088
2200 SHS AON CORPORATION	107,976	184,558
300 SHS APACHE CORP	0	0
1600 SHS BERKLEY W R	39,136	69,424
3200 SHS COCA COLA CO	91,548	132,192
2500 SHS COMCAST CORP SPECIAL CLASS A	39,600	124,700
3275 SHS ECOLAB INC	226,140	341,484
1400 SHS FIDELITY NATIONAL INFORMATION SERVICES INC	33,208	75,152
415 SHS GOLDMAN SACHS GROUP INC	45,161	73,563
130 SHS GOOGLE INC-CL A	70,067	145,692
300 SHS LIBERTY GLOBAL INC CL A	6,969	26,700
2000 SHS LIBERTY GLOBAL INC CL C	43,955	168,640
1200 SHS LOEWS CORP	38,709	57,888
300 SHS MCDONALDS CORP	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
6715 SHS MICROSOFT CORP	199,188	251,208
1225 SHS NEWS CORP CL A	7,607	22,074
2200 SHS NOBLE ENERGY	87,537	149,842
7200 SHS ORACLE CORPORATION	213,940	275,472
1200 SHS PEPSICO INC	78,139	99,528
1000 SHS PRAXAIR INC	80,259	130,030
700 SHS THERMO FISHER SCIENTIFIC INC	33,337	77,945
1700 SHS UNITEDHEALTH GROUP INC	52,636	128,010
1800 SHS WAL MART STORES INC	97,329	141,642
1200 SHS NESTLE SA REP RG SH ADR	58,159	88,109
680 SHS FORD COMMON	49	10,492
300 SHS ACUITY BRANDS INC	17,838	32,796
521 SHS CATAMARAN CORP	25,627	24,738
98 SHS F5 NETWORKS INC.	0	0
350 SHS FLUOR CORP	20,348	28,102
650 SHS HMS HOLDINGS CORP	0	0
400 SHS ILLUMINA INC	15,575	44,236
1000 SHS LKQ CORP	20,864	32,900
152 SHS POLARIS INDUSTRIES INC	12,885	22,137
264 SHS PVH CORP.	28,058	35,909
800 SHS SKYWORKS SOLUTIONS INC	20,078	22,848
300 SHS TIFFANY & CO NEW COM	19,595	27,834
2150 SHS BERKSHIRE HATHAWAY INC CL B	172,551	254,904
3200 SHS MONDELEZ INTERNATIONAL INC	68,969	112,960
4300 SHS MORGAN STANLEY	57,902	134,848
4000 SHS 21ST CENTURY FOX CLASS A	47,264	140,680
650 SHS ACADIA HEALTHCARE COMPANY INC	22,362	30,764
150 SHS ALEXION PHARMACEUTICALS INC	13,822	19,933
400 SHS ANADARKO PETE CORP	31,528	31,728
100 SHS ASKMEKNOW INC	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
125 SHS ATMOSPHERIC GLOW	0	0
2100 SHS BED BATH & BEYOND INC	142,527	168,630
1475 SHS CARDINAL HEALTH INC	68,230	98,545
2500 SHS COMCAST CORP CL A	105,223	129,913
200 SHS CONCUR TECHNOLOGIES INC	13,717	20,636
1200 SHS CONSTELLATION BRANDS INC - A	51,936	84,456
1700 SHS DISH NETWORK CORPORATION	63,842	98,464
147 EDWARDS LIFESCIENCES CORP	13,544	9,667
3700 SHS EXPEDITORS INTL INC	142,453	163,725
700 SHS FORTINET INC	14,833	13,391
800 SHS FORTUNE BRANDS HOME & SECURITY INC	30,531	36,560
625 SHS FRESH MARKET INC	26,499	25,312
1 SH MONOGENESIS CORP	0	0
3400 SHS NIKE INC CL B	217,290	267,376
4375 SHS PAYCHEX INC	160,674	199,194
6675 SHS PROGRESSIVE CORP	167,008	182,027
475 SHS QLIKTECH	15,911	12,649
175 SHS REGAL BELOIT CORP	13,930	12,901
825 SHS SOUTHWESTERN ENERGY CO	31,743	32,447
111 SHS ULTIMATE SOFTWARE GROUP INC	15,364	17,007
74 SHS THE MIDDELBY CORP	16,512	17,740
525 UNITED PARCEL SERVICE CL B	45,187	55,167
550 SHS WATERS CORP	54,274	55,000
4225 SHS WELLS FARGO & CO	174,328	191,815
179 SHS INTERCONTINENTAL HOTELS GROUP PLC NEW	3,919	5,984

TY 2013 Investments - Other Schedule**Name:** THE HENRY FORD II FUND**EIN:** 38-6066332

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
21973.238 SHS VANGUARD 500 INDEX FUND SIGNAL	AT COST	0	0
379805.578 SHS PIMCO TOTAL RETURN FD INST CLASS	AT COST	3,753,119	4,060,122
32535 SHS ISHARES MSCI EAFE INDEX FUND	AT COST	0	0
149948.47 SHS LAUDUS MONDRIAN EMERGING MARKETS INTL	AT COST	1,376,193	1,304,552
249820 SHS IRIDIAN PRIVATE BUSIN VALUE EQ FD LP	AT COST	1,891,985	3,743,271
94347.65 SHS SPRUCEGROVE DELAWARE TRUST INTL FUND	AT COST	3,494,510	4,603,194
87681.2514 SHS MONDRIAN INTERNATIONAL FIXED INCOME FUND	AT COST	0	0
174672.559 SHS WELLINGTON GLOBAL NATURAL RESOURCES CTF	AT COST	0	0
100 UNITS CHILTON GLOBAL NATL RES INTL II BVI LTD	AT COST	0	0
BRUSH STREET H FUND, LLC (2.1123394% INTEREST)	AT COST	6,033,846	6,510,671
242571.83 SHS PIMCO UNCONSTRAINED BOND FD INSTL	AT COST	2,805,073	2,690,122
190721.129 SHS PIMCO ALL ASSET ALL AUTHORITY FUND INSTL	AT COST	2,087,390	1,888,139
114763.401 SHS MANNING & NAPIER OVERSEAS	AT COST	2,889,199	3,019,425

TY 2013 Legal Fees Schedule

Name: THE HENRY FORD II FUND

EIN: 38-6066332

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	3,592	1,796		1,796

TY 2013 Other Expenses Schedule

Name: THE HENRY FORD II FUND

EIN: 38-6066332

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MICHIGAN ANNUAL REPORT	20	0		20

TY 2013 Other Income Schedule**Name:** THE HENRY FORD II FUND**EIN:** 38-6066332

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1 IRIDIAN PRIVATE BUSINESS VALUE EQUITY, LP	11,865	11,865	11,865
FROM K-1 BRUSH STREET H FUND, LLC	111,515	94,735	111,515
FROM K-1 SPRUCEGROVE US INTL INVESTMENT FUND	89,259	89,259	89,259
FROM K-1 WTC GLOBAL NATURAL RESOURCES PORTFOLIO	4,961	4,961	4,961

TY 2013 Other Liabilities Schedule**Name:** THE HENRY FORD II FUND**EIN:** 38-6066332

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX PAYABLE	0	3,017
UNRELATED BUSINESS TAX PAYABLE	0	3,578

TY 2013 Other Professional Fees Schedule

Name: THE HENRY FORD II FUND

EIN: 38-6066332

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES (MCDONALD)	5,892	5,892		0
INVESTMENT FEES (CAMA)	5,269	5,269		0
INVESTMENT FEES (EAGLE)	27,213	27,213		0
INVESTMENT FEES (BAIRD)	6,852	6,852		0

TY 2013 Taxes Schedule**Name:** THE HENRY FORD II FUND**EIN:** 38-6066332

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	33,982	0		0
FOREIGN TAX (ICIA)	6,904	6,904		0
FOREIGN TAX (EAGLE)	389	389		0
FOREIGN TAX (BAIRD)	30	30		0
UNRELATED BUSINESS TAX	6,578	0		0
UNRELATED BUSINESS TAX PENALTY	3	0		0