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
BENSON & EDITH FORD FUND

A Employer identification number
38-6066333

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

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)*▶$ 30,377,547

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))*

		Line	Description	(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	129,937	129,937		
	4	Dividends and interest from securities	269,415	269,415		
	5a	Gross rents				
	b	Net rental income or (loss) ____				
	6a	Net gain or (loss) from sale of assets not on line 10	1,446,852			
	b	Gross sales price for all assets on line 6a 33,470,087				
	7	Capital gain net income (from Part IV, line 2)		1,446,852		
	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)	111,619	111,619		
	12	**Total.** Add lines 1 through 11	1,957,823	1,957,823		
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)	3,298	0		3,298
	b	Accounting fees (attach schedule)	36,500	18,250		18,250
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	20,454	1,741		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	66,595	66,575		20
	24	**Total operating and administrative expenses.** Add lines 13 through 23	126,847	86,566		21,568
	25	Contributions, gifts, grants paid	2,015,306			2,015,306
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,142,153	86,566		2,036,874
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-184,330			
	b	**Net investment income** (if negative, enter -0-)		1,871,257		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	2,644,257	1,419,297	1,419,297
	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)	10,687,466	12,777,956	16,830,036
	c	Investments—corporate bonds (attach schedule)	5,933,912	5,044,734	5,073,973
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	5,606,175	5,453,244	7,050,020
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	7,984	4,221	4,221
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	24,879,794	24,699,452	30,377,547
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 ▶)	0	3,988	
	23	**Total liabilities** (add lines 17 through 22)	0	3,988	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	41,303,370	42,750,222	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	-16,423,576	-18,054,758	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	24,879,794	24,695,464	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	24,879,794	24,699,452	

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	24,879,794
2	Enter amount from Part I, line 27a	2	-184,330
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	24,695,464
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	24,695,464

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)
1 a	COMERICA BANK - RHB - PUBLICLY TRADED SECURITIES	P		
b	COMERICA BANK - RHB#2 - PUBLICLY TRADED SECURITIES	P		
c	FROM K-1 - PACIFIC FUND I, LP	P		
d	CAPITAL GAINS DIVIDENDS	P		
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	30,054,357		28,597,123	1,457,234
b	3,410,506		3,411,562	-1,056
c				-14,550
d	5,224			5,224
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				1,457,234
b				-1,056
c				-14,550
d				5,224
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	1,446,852
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	1,985,476	28,316,918	0 070116
2011	1,725,441	29,819,747	0 057862
2010	1,633,209	29,600,629	0 055175
2009	2,279,336	27,634,097	0 082483
2008	2,592,406	35,965,827	0 072080

2	**Total** of line 1, column (d).	2	0 337716
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 067543
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	28,823,041
5	Multiply line 4 by line 3.	5	1,946,795
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	18,713
7	Add lines 5 and 6.	7	1,965,508
8	Enter qualifying distributions from Part XII, line 4.	8	2,036,874

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	18,713
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	18,713
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	18,713
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	14,725		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	12,500		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	27,225
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	8,512
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 8,512 **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		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶MI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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 STREET 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 |

		Line	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

			Line	Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☑ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions).		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		No

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

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

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
LYNN F ALANDT 2000 BRUSH STREET SUITE 440 DETROIT, MI 48226	PRESIDENT, TRUSTEE & MEMBE 0 25	0	0	0
BENSON FORD JR 2000 BRUSH STREET SUITE 440 DETROIT, MI 48226	VICE-PRESIDENT, TRUSTEE & 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 ST 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	27,579,167
b	Average of monthly cash balances		1b	1,682,804
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	29,261,971
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	29,261,971
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	438,930
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	28,823,041
6	**Minimum investment return.** Enter 5% of line 5		6	1,441,152

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	1,441,152
2a	Tax on investment income for 2013 from Part VI, line 5	2a 18,713		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	18,713
3	Distributable amount before adjustments Subtract line 2c from line 1		3	1,422,439
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	1,422,439
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	1,422,439

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	2,036,874
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	2,036,874
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	18,713
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,018,161

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					1,422,439
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.				0	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2013					
a From 2008.					
b From 2009.	846,761				
c From 2010.	227,268				
d From 2011.	252,484				
e From 2012.	579,180				
f **Total** of lines 3a through e.		1,905,693			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 2,036,874					
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.					1,422,439
e Remaining amount distributed out of corpus		614,435			
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		2,520,128			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .		0			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		2,520,128			
10 Analysis of line 9					
a Excess from 2009. . . .	846,761				
b Excess from 2010. . . .	227,268				
c Excess from 2011. . . .	252,484				
d Excess from 2012. . . .	579,180				
e Excess from 2013. . . .	614,435				

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 or e-mail address of the person to whom applications should be addressed

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

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

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

c Any submission deadlines

NONE

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

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

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**				2,015,306
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				9,805,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
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	129,937	
4 Dividends and interest from securities. . . .			14	269,415	
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	111,619	
8 Gain or (loss) from sales of assets other than inventory			18	1,446,852	
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		1,957,823	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 1,957,823

(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

******	2014-10-13	******
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 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*				
ALZHEIMER'S DISEASE ASSOCIATION - GREATER MICHIGAN CHAPTER 25200 TELEGRAPH SUITE 100 SOUTHFIELD, MI 48033	NO INDIVIDUALS	PUBLIC CHARITY	INTEGRATED CARE COUNSELING PROGRAM	25,000
BOY SCOUTS OF AMERICA - DETROIT AREA 1776 WEST WARREN AVENUE DETROIT, MI 48208	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
CAPUCHIN SOUP KITCHEN 1820 MT ELLIOTT STREET DETROIT, MI 482073485	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	10,000
THE CHILDREN'S CENTER 79 ALEXANDRINE WEST DETROIT, MI 48201	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,500
CHRIST CHURCH GROSSE POINTE 61 GROSSE POINTE BLVD GROSSE POINTE FARMS, MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	3,000
COLLEGE FOR CREATIVE STUDIES 201 E KIRBY DETROIT, MI 482024034	NO INDIVIDUALS	PUBLIC CHARITY	ARGONAUT PROJECT	300,000
COLLEGE FOR CREATIVE STUDIES 201 E KIRBY DETROIT, MI 482024034	NO INDIVIDUALS	PUBLIC CHARITY	BENSON AND EDITH FORD SCHOLARSHIP FUND & PROGRAM SERVICES	56,000
COLLEGE FOR CREATIVE STUDIES 201 E KIRBY DETROIT, MI 482024034	NO INDIVIDUALS	PUBLIC CHARITY	ARGONAUT PROJECT	100,000
DEA SURVIVORS BENEFIT FUND 2020 PENNSYLVANIA AVE NW PMB 659 WASHINGTON, DC 20006	NO INDIVIDUALS	PUBLIC CHARITY	DEA SURVIVOR BENEFIT FUND DINNNER	6,306
DEA SURVIVORS BENEFIT FUND 2020 PENNSYLVANIA AVE NW PMB 659 WASHINGTON, DC 20006	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	10,000
DETROIT ARTISTS MARKET 4719 WOODWARD AVENUE DETROIT, MI 48201	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
DETROIT EDUCATIONAL TELEVISION FOUNDATION 1 CLOVER COURT WIXOM, MI 48393	NO INDIVIDUALS	PUBLIC CHARITY	THE WILLIAM H SMITH FAMILY LEADERSHIP CIRCLE	10,000
DETROIT HISTORICAL SOCIETY 5401 WOODWARD AVENUE DETROIT, MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,000
DETROIT HISTORICAL SOCIETY 5401 WOODWARD AVENUE DETROIT, MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	PAST>FORWARD CAMPAIGN	20,000
DETROIT SYMPHONY ORCHESTRA HALL 3711 WOODWARD AVENUE DETROIT, MI 48201	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
Total . . . . ▶ **3a**				2,015,306

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*				
GIRL SCOUTS OF SOUTHEASTERN MICHIGAN 500 FISHER BUILDING 3011 WEST GRAND BLVD DETROIT, MI 48202	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
GLEANERS COMMUNITY FOOD BANK OF SOUTHEASTERN MICHIGAN 2131 BEAUFAIT DETROIT, MI 48207	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	10,000
THE GREENING OF DETROIT 1418 MICHIGAN AVENUE DETROIT, MI 48216	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,000
GROSSE POINTE WAR MEMORIAL 32 LAKE SHORE DRIVE GROSSE POINTE FARMS, MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,500
THE HENRY FORD ESTATE PO BOX 1367 DEARBORN, MI 48120	NO INDIVIDUALS	PUBLIC CHARITY	ENDOWMENT - FAIR LANE	600,000
HENRY FORD HEALTH SYSTEM 1 FORD PLACE 5B DETROIT, MI 482023450	NO INDIVIDUALS	PUBLIC CHARITY	EDITH AND BENSON HEART AND VASCULAR INSTITUTE - DETROIT CAPITAL ACCOUNT	250,000
HENRY FORD HEALTH SYSTEM 1 FORD PLACE 5B DETROIT, MI 482023450	NO INDIVIDUALS	PUBLIC CHARITY	MAPLEGROVE II PROJECT - WEST BLOOMFIELD	125,000
HENRY FORD HEALTH SYSTEM 1 FORD PLACE 5B DETROIT, MI 482023450	NO INDIVIDUALS	PUBLIC CHARITY	ENDOWMENT - CHAIR IN DERMATOLOGY RESEARCH	100,000
HENRY FORD HEALTH SYSTEM 1 FORD PLACE 5B DETROIT, MI 482023450	NO INDIVIDUALS	PUBLIC CHARITY	MULTIPLE SCLEROSIS RESEARCH FUND	20,000
INTERLOCHEN CENTER FOR ARTS PO BOX 199 INTERLOCHEN, MI 496430199	NO INDIVIDUALS	PUBLIC CHARITY	BENSON AND EDITH FORD SCHOLARSHIP FUND	8,000
JARC 30301 NORTHWESTERN HWY SUITE 100 FARMINGTON HILLS, MI 48334	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	15,000
MCLAREN NORTHERN MICHIGAN FOUNDATION 360 CONNABLE AVE PETOSKEY, MI 49770	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
MICHIGAN HUMANE SOCIETY 30300 TELEGRAPH ROAD SUITE 220 BINGHAM FARMS, MI 480254509	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	15,000
OLD NEWSBOYS' GOODFELLOW FUND OF DETROIT PO BOX 44444 DETROIT, MI 482440444	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,000
PEWABIC SOCIETY INC 10125 EAST JEFFERSON AVE DETROIT, MI 48214	NO INDIVIDUALS	PUBLIC CHARITY	"KEEP THE LEGACY ALIVE" PEWABIC'S 21ST CENTURY CAMPAIGN	4,000
Total . . . . ▶ 3a				2,015,306

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*				
RACING FOR KIDS 93 KERCHEVAL SUITE 4 GROSSE POINTE FARMS, MI 48236	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	5,000
SHAKE-A-LEG MIAMI INC 2620 SOUTH BAYSHORE DRIVE COCONUT GROVE, FL 33133	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	10,000
ST JOHN HEALTH SYSTEM HOLLEY EAR INSTITUTE PROF BUILDING ONE 22151 MOROSS ROAD SUITE 223 DETROIT, MI 482362172	NO INDIVIDUALS	PUBLIC CHARITY	HOLLEY EAR INSTITUTE	25,000
THE HENRY FORD 20900 OAKWOOD BLVD DEARBORN, MI 48124	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	25,000
THE HENRY FORD 20900 OAKWOOD BLVD DEARBORN, MI 48124	NO INDIVIDUALS	PUBLIC CHARITY	THE CAN-DO PROJECT	200,000
UNITED NEGRO COLLEGE FUND INC 1805 7TH STREET NW WASHINGTON, DC 20001	NO INDIVIDUALS	PUBLIC CHARITY	PROGRAM SERVICES	2,000
UNIVERSITY OF DETROIT MERCY 4001 WEST MCNICHOLS ROAD DETROIT, MI 482213038	NO INDIVIDUALS	PUBLIC CHARITY	BENSON AND EDITH FORD SCHOLARSHIP ENDOWMENT	25,000
Total . . . . ▶ **3a**				2,015,306

TY 2013 Accounting Fees Schedule

Name: BENSON & EDITH FORD FUND

EIN: 38-6066333

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	36,500	18,250		18,250

TY 2013 General Explanation Attachment

Name: BENSON & EDITH FORD FUND

EIN: 38-6066333

Identifier	Return Reference	Explanation
	PART VII-B, QUESTION 1A(3)	FORD ESTATES, LLC (2000 BRUSH ST , SUITE 440, DETROIT, MICHIGAN 48226-2251), 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 THE FOLLOWING LYNN F ALANDT AND BENSON FORD, JR FORD ESTATES, LLC SUPPLIES ACCOUNTING SERVICES AND OFFICE SERVICES (COLLECTING INCOME, DISTRIBUTION OF CONTRIBUTIONS, MAINTENANCE OF ACCOUNTS AND RECORDS, HANDLING CORRESPONDENCE, PREPARATION OF TAX RETURNS AND ANNUAL REPORTS, AND SIMILIAR MATTERS PERTAINING TO THE OFFICE OF TREASURER) SUCH SERVICES ARE PERFORMED BY RODNEY P WOOD AND BY OTHERS IN FORD ESTATES, LLC UNDER HIS SUPERVISION NO COMPENSATION IS PAID BY BENSON & EDITH FORD FUND DIRECTLY TO RODNEY P WOOD AS COMPENSATION FOR HIS SERVICES IN ANY OF THE CAPACITIES LISTED ABOVE OR OTHERWISE IN 2013, BENSON & EDITH FORD FUND PAID FORD ESTATES, LLC $36,500 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 BENSON & EDITH FORD FUND MR HEMPSTEAD IS THE PERSON IN THE FIRM PRINCIPALLLY 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 LEGAL SERVICES REFERRED TO IN 2013, BENSON & EDITH FORD FUND PAID TO SAID ATTORNEYS $3,298 FOR FEES (AND EXPENSES) FOR ALL THE SERVICES REFERRED TO IN THIS PARAGRAPH

Identifier	Return Reference	Explanation
	PART XV, LINE 3	THE PURPOSE OF EACH GRANT OR CONTRIBUTION IS TO PROVIDE FINANCIAL SUPPORT TO CORPORATIONS, TRUSTS, COMMUNITY CHESTS, FUNDS OR FOUNDATIONS, ORGANIZED AND OPERATED SOLELY FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES, OR FOR THE PREVENTION OF CRUELTY TO CHILDREN OR ANIMALS

TY 2013 Investments Corporate Bonds Schedule

Name: BENSON & EDITH FORD FUND

EIN: 38-6066333

Name of Bond	End of Year Book Value	End of Year Fair Market Value
100,000 UNITS PFIZER INC 4.5% 02/15/2014 4.500% DUE 02-15-14	101,407	100,476
500,000 UNITS HEWLETT PACKARD CO NOTE CALL MAKE WHOLE 6.125% DUE 03-01-14	511,598	504,235
325,000 UNITS JOHNSON CONTROLS INCNT 1.750% DUE 03-01-14	326,468	325,715
500,000 UNITS FORD MOTOR CREDIT CO 8.7% 10/01/2014 8.700% DUE 10-01-14	526,414	529,310
100,000 UNITS FORD MOTOR CREDIT CO 7% 04/15/2015 7.000% DUE 04-15-15	103,945	107,637
250,000 UNITS EASTMAN CHEMICAL CO NOTE 3.000% DUE 12-15-15	259,685	259,020
150,000 UNITS PROGRESS ENERGY INC NTS 5.625% DUE 01-15-16	166,310	163,278
300,000 UNITS KRAFT FOODS INC 4.125% DUE 02-09-16	320,439	318,048
150,000 UNITS CENTERPOINT ENERGY RESOURCES 6.150% DUE 05-01-16	165,827	165,659
100,000 UNITS KELLOGG CO SR NT 4.450% DUE 05-30-16	108,046	107,879
300,000 UNITS CATERPILLAR INC NOTES 5.700% DUE 08-15-16	340,766	334,467
250,000 UNITS THERMO FISHER SCIENTIFIC INC NOTE 2.250% DUE 08-15-16	257,100	255,670
250,000 UNITS HEWLETT PACKARD CO NOTE 3.000% DUE 09-15-16	259,925	260,055
325,000 UNITS BORGWARNER INC 5.750% DUE 11-01-16	359,321	360,094
100,000 UNITS BLACK & DECKER SR NTS 5.750% DUE 11-15-16	112,492	113,497
200,000 UNITS KELLOGG CO NT 1.875% DUE 11-17-16	204,346	203,432
250,000 UNITS HEWLETT PACKARD CO NOTE 3.300% DUE 12-09-16	260,117	261,658
250,000 UNITS BELLSOUTH CORP GLB 5.200% DUE 12-15-16	277,880	276,330
250,000 UNITS CATERPILLAR INC DEL SR NT 1.500% DUE 06-26-17	252,473	248,788
100,000 UNITS BORGWARNER INC SR NT 8.000% DUE 10-01-19	130,175	123,307
ACCRUED INTEREST	0	55,418

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TY 2013 Investments Corporate Stock Schedule

Name: BENSON & EDITH FORD FUND

EIN: 38-6066333

Name of Stock	End of Year Book Value	End of Year Fair Market Value
680 UNITS FORD COMMON	49	10,492
5,000 UNITS ABBOTT LABS COM	182,033	191,650
425 UNITS AMAZON COM INC	143,539	169,486
350 UNITS AMERCO	79,536	83,244
4,000 UNITS AMERICAN EXPRESS CR	232,369	362,920
7,000 UNITS AMERICAN WATER WORKS INC	194,973	295,820
1,200 UNITS APPLE COMPUTER INC	234,232	673,224
2,000 UNITS BERKSHIRE HATHAWAY INC CL B	234,446	237,120
300 UNITS BLACKROCK INC	92,133	94,941
3,600 UNITS BOEING CO	251,442	491,364
3,500 UNITS BRISTOL MYERS SQUIBB CO	70,844	186,025
5,000 UNITS CATERPILLAR INC	237,976	454,050
2,850 UNITS CBS CORP - CLASS B	171,011	181,659
1,700 UNITS CHUBB CORP	160,721	164,271
5,500 UNITS CHURCH & DWIGHT CO INC	259,999	364,540
7,000 UNITS CONAGRA INC	259,540	235,900
3,000 UNITS COSTCO WHOLESALE CORP	195,937	357,060
2,500 UNITS CVS CORPORATION (DEL)	146,264	178,925
500 UNITS DISH NETWORK CORPORATION	28,152	28,960
4,500 UNITS DISNEY WALT CO	191,912	343,800
6,000 UNITS EBAY INC	332,482	329,190
4,000 UNITS ECOLAB INC	259,409	417,080
1,000 UNITS EDWARDS LIFESCIENCES CORP	72,534	65,760
7,500 EXXON MOBIL CORPORATION	689,445	759,000
4,500 UNITS FACEBOOK	166,015	245,921
5,500 UNITS FREEPORT-MCMORAN COPPER-B	195,171	207,570
12,000 UNITS GENERAL ELEC CO	293,044	336,360
2,500 UNITS GOODYEAR TIRE & RUBBER CO	55,832	59,625
600 UNITS GOOGLE INC-CL A	447,916	672,426
1,250 UNITS HAIN CELESTIAL GROUP INC	103,382	113,475

Name of Stock	End of Year Book Value	End of Year Fair Market Value
6,000 UNITS HESS CORP	420,415	498,000
4,000 UNITS HOME DEPOT INC	158,391	329,360
2,000 UNITS IBM CORP	387,957	375,140
7,000 UNITS JARDEN CORP	323,009	429,450
3,500 UNITS LOCKHEED MARTIN CORP	400,840	520,310
4,000 UNITS MAGNUM HUNTER RESOURCES CORPORATION	29,396	29,240
13,500 UNITS MICRON TECHNOLOGY INC	300,991	293,625
9,000 UNITS MICROSOFT CORP	338,645	336,690
4,000 UNITS MONSANTO CO	291,845	466,200
5,000 UNITS MOSAIC COMPANY	216,232	236,350
4,000 UNITS NATIONAL OILWELL VARCO	287,349	318,120
450 UNITS NETFLIX INC	149,985	165,677
3,500 UNITS OCCIDENTAL PETROLEUM CORP	323,952	332,850
3,000 UNITS PALL CORP	245,105	256,050
2,300 UNITS PERRIGO COMPANY	350,072	352,958
3,250 UNITS PFIZER INC	99,961	99,548
2,000 UNITS POST HOLDINGS INC	102,169	98,540
4,000 UNITS PRUDENTIAL FINANCIAL INC	239,480	368,880
1,250 UNITS SHERWIN-WILLIAMS CO	229,995	229,375
2,000 UNITS STARWOOD HOTELS & RESORTS	146,908	158,900
2,000 UNITS THERMO FISHER SCIENTIFIC INC	195,650	222,700
7,000 UNITS TONIX PHARMACEUTICALS HOLDING CORP	60,217	72,170
1,500 UNITS TOOTSIE ROLL INDUSTRIES	50,323	48,810
2,200 UNITS TWITTER INC	98,445	140,030
2,500 UNITS UNION PACIFIC CORP	165,215	420,000
1,500 UNITS VISA INC - CLASS A SHARES	142,515	334,020
8,500 UNITS WELLS FARGO & CO	267,923	385,900
1,000 UNITS WYNN RESORTS LTD	186,967	194,210
333 UNITS ALLEGION PLC	13,764	14,715
3,000 UNITS DIAGEO PLC SPNSRD ADR NEW	238,523	397,260

Name of Stock	End of Year Book Value	End of Year Fair Market Value
10,000 UNITS VODAFONE GROP PLC SP ADR (OLD)	333,379	393,100

TY 2013 Investments - Other Schedule

Name: BENSON & EDITH FORD FUND

EIN: 38-6066333

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PACIFIC FUND I, LP - 4.2521% INTEREST	AT COST	5,453,244	7,050,020

TY 2013 Legal Fees Schedule

Name: BENSON & EDITH FORD FUND

EIN: 38-6066333

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	3,298	0		3,298

TY 2013 Other Assets Schedule

Name: BENSON & EDITH FORD FUND

EIN: 38-6066333

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PURCHASED INTEREST - RHB#2	5,759	4,221	4,221
FEDERAL EXCISE TAX RECEIVABLE	2,225	0	0

TY 2013 Other Expenses Schedule

Name: BENSON & EDITH FORD FUND

EIN: 38-6066333

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES - ICIA	126	126		0
INVESTMENT FEES - RHB	51,598	51,598		0
INVESTMENT FEES - RHB#2	14,851	14,851		0
FILING FEE	20	0		20

TY 2013 Other Income Schedule

Name: BENSON & EDITH FORD FUND

EIN: 38-6066333

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1 - PACIFIC FUND I, LP	111,619	111,619	111,619

TY 2013 Other Liabilities Schedule

Name: BENSON & EDITH FORD FUND

EIN: 38-6066333

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX ACCRUED	0	3,988

TY 2013 Taxes Schedule

Name: BENSON & EDITH FORD FUND

EIN: 38-6066333

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	18,713	0		0
FOREIGN TAX	1,741	1,741		0