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.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052 **2013** Open to Public Inspection

For calendar year 2013 or tax year beginning JUL 1, 2013 , and ending JUN 30, 2014

Name of foundation: EDSEL AND ELEANOR FORD HOUSE

A Employer identification number: 38-2218274

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

B Telephone number: (313) 884-4222

City or town, state or province, country, and ZIP or foreign postal code: GROSSE POINTE SHORES, MI 48236

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] 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) ▶$ 213,923,392.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) ____ (Part I, column (d) must be on cash basis)

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	132,894.			
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	4,518,354.	4,518,354.	4,518,354.	STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,443,495.			STATEMENT 1
	b Gross sales price for all assets on line 6a 62,364,243.				
	7 Capital gain net income (from Part IV, line 2)		2,355,704.		
	8 Net short-term capital gain			847,783.	
	9 Income modifications				
	10a Gross sales less returns and allowances 120,351.				STATEMENT 3
	b Less Cost of goods sold 59,869.				
	c Gross profit or (loss)	60,482.		60,482.	
	11 Other income	858,112.	157,397.	858,112.	STATEMENT 4
	12 **Total** Add lines 1 through 11	8,013,337.	7,031,455.	6,284,731.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	263,402.	26,340.	0.	237,062.
	14 Other employee salaries and wages	2,368,624.	0.	118,431.	2,250,193.
	15 Pension plans, employee benefits	662,133.	6,626.	29,794.	625,713.
	16a Legal fees STMT 5	54,071.	5,407.	2,704.	45,960.
	b Accounting fees STMT 6	47,613.	4,761.	2,381.	40,471.
	c Other professional fees STMT 7	488,090.	488,090.	0.	0.
	17 Interest				
	18 Taxes STMT 8	-40,115.	35,606.	0.	0.
	19 Depreciation and depletion	684,000.	0.	0.	
	20 Occupancy	227,614.	22,761.	0.	204,853.
	21 Travel, conferences, and meetings	63,494.	0.	0.	63,494.
	22 Printing and publications	44,467.	0.	0.	44,467.
	23 Other expenses STMT 9	1,573,185.	399,433.	0.	1,173,752.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	6,436,578.	989,024.	153,310.	4,685,965.
	25 Contributions, gifts, grants paid	26,220.			17,220.
	26 **Total expenses and disbursements.** Add lines 24 and 25	6,462,798.	989,024.	153,310.	4,703,185.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,550,539.			
	b **Net investment income** (if negative, enter -0-)		6,042,431.		
	c **Adjusted net income** (if negative, enter -0-)			6,131,421.	

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323501 10-10-13 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2013)

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	499,633.	187,778.	187,778.
2 Savings and temporary cash investments	99,292,815.	15,251,390.	15,251,390.
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶	22,737.		
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use	91,069.	90,913.	90,913.
9 Prepaid expenses and deferred charges	861,597.	733,822.	732,862.
10a Investments - U.S. and state government obligations			
b Investments - corporate stock STMT 10	46,666,109.	124,811,791.	124,811,791.
c Investments - corporate bonds STMT 11	4,918,115.	0.	0.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 12	29,081,551.	53,796,610.	53,796,610.
14 Land, buildings, and equipment: basis ▶ 27,803,058.			
Less accumulated depreciation STMT 13 ▶ 10,834,205.	16,093,576.	16,968,853.	16,968,853.
15 Other assets (describe ▶ STATEMENT 14)	1,963,156.	2,083,195.	2,083,195.
16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item 1)	199,490,358.	213,924,352.	213,923,392.
Liabilities			
17 Accounts payable and accrued expenses	1,404,828.	712,987.	
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶ STATEMENT 15)	269,791.	260,000.	
23 **Total liabilities** (add lines 17 through 22)	1,674,619.	972,987.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted	197,815,739.	212,951,365.	
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances**	197,815,739.	212,951,365.	
31 **Total liabilities and net assets/fund balances**	199,490,358.	213,924,352.	

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	197,815,739.
2 Enter amount from Part I, line 27a	2	1,550,539.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	14,276,553.
4 Add lines 1, 2, and 3	4	213,642,831.
5 Decreases not included in line 2 (itemize) ▶ ACCRUAL TO CASH ADJUSTMENT	5	691,466.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	212,951,365.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	62,364,243.		61,079,544.	2,355,704.

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				
b				
c				
d				
e				2,355,704.

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	2,355,704.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	847,783.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	5,512,264.	84,750,915.	.065041
2011	5,795,586.	78,600,963.	.073734
2010	3,948,565.	82,712,372.	.047739
2009	4,085,262.	75,259,074.	.054283
2008	4,232,734.	68,706,161.	.061606

2 **Total** of line 1, column (d)	2	.302403
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	.060481
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	184,776,728.
5 Multiply line 4 by line 3	5	11,175,481.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	60,424.
7 Add lines 5 and 6	7	11,235,905.
8 Enter qualifying distributions from Part XII, line 4	8	6,065,325.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	120,849.
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	120,849.
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	120,849.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	221,255.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	221,255.
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	100,406.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 100,406. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MI			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ WWW.FORDHOUSE.ORG

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

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

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

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

			Yes	No
16	At any time during calendar year 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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 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 ▶ ______ , ______ , ______ , ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______ , ______ , ______ , ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		263,402.	23,706.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOANNE THOMPSON - 1100 LAKE SHORE ROAD, GROSSE POINTE SHORES, MI 48236	VICE PRESIDENT 40.00	147,461.	13,272.	0.
MATT WAWRO - 1100 LAKE SHORE ROAD, GROSSE POINTE SHORES, MI 48236	VICE PRESIDENT 40.00	140,808.	12,673.	0.
MARK HEPPNER - 1100 LAKE SHORE ROAD, GROSSE POINTE SHORES, MI 48236	VICE PRESIDENT 40.00	129,582.	11,662.	0.
ANN FITZPATRICK - 1100 LAKE SHORE ROAD, GROSSE POINTE SHORES, MI 48236	VICE PRESIDENT 40.00	106,518.	9,587.	0.
DONNA BUCHANAN - 1100 LAKE SHORE ROAD, GROSSE POINTE SHORES, MI 48236	DIRECTOR OF GROUP SALES 40.00	84,707.	7,624.	0.

Total number of other employees paid over $50,000 ▶ 14

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
CONTINENTAL SERVICES 35710 MOUND, STERLING HEIGHTS, MI 48310	FOOD SERVICE	298,108.
PRIORITY HEALTH PLAN 3915 MOMENTUM PLACE, CHICAGO, IL 60689-5339	GROUP HEALTH INSURANCE	253,921.
NATIONAL RESTORATION 2165 FYKE ROAD, MILFORD, MI 48381	RESTORATION OF COLLECTION PIECES	203,308.
SMITHGROUP/JJR 500 GRISWOLD, DETROIT, MI 48226	ENGINEERING & CONSULTING SERVICES	203,015.
THREE C'S LANDSCAPING 32124 UTICA ROAD, FRASER, MI 48026	LANDSCAPING SERVICES	163,126.
Total number of others receiving over $50,000 for professional services ▶		18

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 17	2,162,328.
2 YOUTH AND ADULT PROGRAMMING INCLUDING BIRD WALKS, SPECIAL EVENTS AND TOURS, LECTURES, AND EXHIBITS THROUGHOUT THE YEAR. APPROXIMATELY 4,000 VISITORS.	360,388.
3 SEE STATEMENT 18	2,162,328.
4 RESTORATION, RENOVATION, AND ACQUSITION OF ASSETS TO PROTECT THE ESTATE AND ENHANCE THE PUBLIC EXPERIENCE.	1,362,140.

Part IX-B Summary of Program-Related Investments

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

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	187,383,127.
b	Average of monthly cash balances	1b	207,460.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	187,590,587.
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	187,590,587.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,813,859.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	184,776,728.
6	**Minimum investment return.** Enter 5% of line 5	6	9,238,836.

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

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,703,185.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	1,362,140.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,065,325.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	6,065,325.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years: ____, ____, ____				
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				
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7				
9 **Excess distributions carryover to 2014** Subtract lines 7 and 8 from line 6a				
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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶ 07/28/01

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	6,131,421.	3,174,276.	2,969,449.	2,764,756.	15,039,902.
b 85% of line 2a	5,211,708.	2,698,135.	2,524,032.	2,350,043.	12,783,917.
c Qualifying distributions from Part XII, line 4 for each year listed	6,065,325.	6,543,040.	5,836,492.	3,948,565.	22,393,422.
d Amounts included in line 2c not used directly for active conduct of exempt activities	17,220.	35,600.	3,560.	15,020.	71,400.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	6,048,105.	6,507,440.	5,832,932.	3,933,545.	22,322,022.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	6,159,224.	2,825,031.	2,620,032.	2,757,079.	14,361,366.
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ [X] 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
RACING FOR KIDS 93 KERCHEVAL GROSSE POINTE FARMS, MI 48236		PC	TO SUPPORT OPERATIONS	300.
GROSSE POINTE FOUNDATION 63 KERCHEVAL, SUITE 16 GROSSE POINTE, MI 48230		PC	TO SUPPORT OPERATIONS	1,000.
TAU BETA ASSOCIATION BEACON HILL GROSSE POINTE, MI 48230		PC	TO SUPPORT OPERATIONS	1,000.
HENRY FORD ESTATE 1100 LAKE SHORE ROAD GROSSE POINTE SHORES, MI 48236		PC	TO SUPPORT OPERATIONS	9,000.
VILLAGE OF GROSSE POINTE SHORES 795 LAKE SHORE ROAD GROSSE POINTE SHORES, MI 48236		PC	GENERAL PURPOSE GRANT	13,744.
Total SEE CONTINUATION SHEET(S)			▶ 3a	26,220.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a ITOUCH TOURS					45.
b HOUSE ACTIVITIES					622,488.
c SHARED EVENT					35,085.
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	4,518,354.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900099	38,611.	14	157,397.	
8 Gain or (loss) from sales of assets other than inventory	900099	87,791.	18	2,355,704.	
9 Net income or (loss) from special events			01	2,630.	
10 Gross profit or (loss) from sales of inventory					60,482.
11 Other revenue:					
a OTHER INCOME			01	1,856.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		126,402.		7,035,941.	718,100.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 7,880,443.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
1A,B	THE TOURS, PROGRAMS, AND USE OF THE FACILITIES HELP TO FURTHER THE UNDERSTANDING OF EDSEL AND ELEANOR FORD HOUSE AND HOW THE "AUTO BARONS" LIVED, THUS INCREASING THE UNDERSTANDING OF THE HISTORY OF THE AREA.
1C	EVENT RELATED TO THE SUMMER DETROIT SYMPHONY ORCHESTRA CONCERT AT THE EDSEL AND ELEANOR FORD HOUSE.
10	BOOKS RELATED TO THE FORD FAMILY, UNIQUELY DESIGNED ARTWORK THAT FOLLOWS THE INTERESTS OF EDSEL AND ELEANOR FORD, AND LOGO MERCHANDISE.

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/14/2015 Title: PRESIDENT

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
LYNNE M. HUISMANN	Lynne M. Huismann	5/13/15		P00053811

Firm's name ▶ PLANTE & MORAN, PLLC — Firm's EIN ▶ 38-1357951

Firm's address ▶ 2601 CAMBRIDGE CT., SUITE 500, AUBURN HILLS, MI 48326 — Phone no. 248-375-7100

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

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

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

Organization type (check one)

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

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

Special Rules

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

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

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

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

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	PLANTE MORAN 27400 NORTHWESTERN HWY SOUTHFIELD, MI 48034	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
1	FORD MOTOR COMPANY FUND CENTRAL ACCOUNTING, PO BOX 1758 DEARBORN, MI 48121	$ 50,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
2	GEO R ELISE M FINK FOUNDATION 377 FISHER RD, STE C5 GROSSE POINTE, MI 48236	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
3	THRIVENT FINANCIAL 43456 MOUND ROAD - SUITE 300 STERLING HEIGHTS, MI 48314	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
4	TALMER BANK AND TRUST 2301 W BIG BEAVER STE 550 TROY, MI 48084	$ 14,725.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
5	GLANCY FOUNDATION 40 PRESTON PLACE GROSSE POINTE FARMS, MI 48236	$ 15,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
6	OAKWOOD HEALTHCARE SYSTEM 15500 LUNDY PARKWAY DEARBORN, MI 48126	$ 20,195.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
8	GUARDIAN ALARM SERVICES 20800 SOUTHFIELD ROAD SOUTHFIELD, MI 48075	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization: EDSEL AND ELEANOR FORD HOUSE

Employer identification number: 38-2218274

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

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

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

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

Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FRONT LOADER	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,000.	0.	0.	0.	10,000.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	142,884.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	268,855.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	-42,156.	0.	0.	42,156.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	-45,635.	0.	0.	45,635.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	5.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	672,774.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	1.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	71,023.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	-20,084.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	-64,453.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
18,511,031.	17,961,309.	0.	0.	549,722.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
43,843,212.	43,118,235.	0.	0.	724,977.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	2,443,495.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1 BRUSH STREET - DIVIDENDS	96,953.	0.	96,953.	96,953.	96,953.
FROM K-1 BRUSH STREET - INTEREST	345,116.	0.	345,116.	345,116.	345,116.
FROM K-1 SPRUCEGROVE A - DIVIDENDS	319,703.	0.	319,703.	319,703.	319,703.
FROM K-1 SPRUCEGROVE A - INTEREST	31.	0.	31.	31.	31.
FROM K-1 SPRUCEGROVE B - DIVIDENDS	66,642.	0.	66,642.	66,642.	66,642.
FROM K-1 SPRUCEGROVE B - DIVIDENDS	7.	0.	7.	7.	7.

FROM K-1 WELLINGTON - DIVIDENDS	29,381.	0.	29,381.	29,381.	29,381.
FROM K-1 WELLINGTON - INTEREST	45.	0.	45.	45.	45.
INTEREST AND DIVIDEND INCOME - ENDOWMENT	3,660,476.	0.	3,660,476.	3,660,476.	3,660,476.
TO PART I, LINE 4	4,518,354.	0.	4,518,354.	4,518,354.	4,518,354.

FORM 990-PF	INCOME AND COST OF GOODS SOLD INCLUDED ON PART I, LINE 10	STATEMENT 3

INCOME

1. GROSS RECEIPTS	120,351	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		120,351
4. COST OF GOODS SOLD (LINE 15)	59,869	
5. GROSS PROFIT (LINE 3 LESS LINE 4).		60,482
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		60,482

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR		
9. MERCHANDISE PURCHASED.		
10. COST OF LABOR.		
11. MATERIALS AND SUPPLIES		
12. OTHER COSTS.	59,869	
13. ADD LINES 8 THROUGH 12		59,869
14. INVENTORY AT END OF YEAR		
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14). .		59,869

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PORTFOLIO INCOME FROM SPRUCEGROVE INTERNATIONAL IVESTMENT FUND A K-1	5,135.	5,135.	5,135.
PORTFOLIO INCOME FROM SPRUCEGROVE INTERNATIONAL IVESTMENT FUND B K-1	1,284.	1,284.	1,284.
OTHER INCOME FROM BRUSH STREET H FUND K-1	150,393.	150,393.	150,393.
PORTFOLIO INCOME FROM WELLINGTON TRUST COMPANY K-1	585.	585.	585.
OTHER INCOME FROM BRUSH STREET H FUND K-1	38,611.	0.	38,611.
ITOUCH TOURS	45.	0.	45.
HOUSE ACTIVITIES	622,488.	0.	622,488.
SHARED EVENT	35,085.	0.	35,085.
OTHER INCOME	1,856.	0.	1,856.
GROSS INCOME FROM SPECIAL FUNDRAISING EVENTS	2,630.	0.	2,630.
TOTAL TO FORM 990-PF, PART I, LINE 11	858,112.	157,397.	858,112.

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	54,071.	5,407.	2,704.	45,960.
TO FM 990-PF, PG 1, LN 16A	54,071.	5,407.	2,704.	45,960.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	47,613.	4,761.	2,381.	40,471.
TO FORM 990-PF, PG 1, LN 16B	47,613.	4,761.	2,381.	40,471.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	488,090.	488,090.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	488,090.	488,090.	0.	0.

FORM 990-PF	TAXES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX EXPENSE	-75,721.	0.	0.	0.
FOREIGN TAXES	35,606.	35,606.	0.	0.
TO FORM 990-PF, PG 1, LN 18	-40,115.	35,606.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MAINTENANCE - BUILDING & GROUNDS, EQUIP, ACQUISITIONS, & CONSERVATION	617,834.	18,500.	0.	599,334.
TELEPHONE	8,778.	2,000.	0.	6,778.
TRANSPORTATION EQUIPMENT - FUEL AND REPAIRS	23,801.	0.	0.	23,801.
OFFICE EXPENSE	81,883.	7,500.	0.	74,383.
PAYROLL PROCESSING FEES	7,567.	0.	0.	7,567.
INSURANCE	205,122.	2,000.	0.	203,122.
FUNCTIONS, TOURS, AND EXHIBITS	60,176.	10,000.	0.	50,176.
EMPLOYMENT COSTS	87,571.	0.	0.	87,571.
MISCELLANEOUS - INCLUDES DUES, SUBSCRIPTIONS, SEMINAR COSTS, & LIBRARY	11,741.	0.	0.	11,741.
SUPPLIES	49,335.	0.	0.	49,335.
PUBLIC RELATIONS/EVENTS	59,944.	0.	0.	59,944.
PARTNERSHIP EXPENSES FROM FORM K-1	359,433.	359,433.	0.	0.
TO FORM 990-PF, PG 1, LN 23	1,573,185.	399,433.	0.	1,173,752.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK ACCT #8001 (SEE ATTACHMENT)	9,235,180.	9,235,180.
CORPORATE STOCK ACCT #6953 (SEE ATTACHMENT)	6,499,825.	6,499,825.
CORPORATE STOCK ACCT #6971 (SEE ATTACHMENT)	31,486,939.	31,486,939.
CORPORATE STOCK ACCT #7994 (SEE ATTACHMENT)	5,917,868.	5,917,868.
CORPORATE STOCK ACCT #8136 (SEE ATTACHMENT)	5,326,240.	5,326,240.
CORPORATE STOCK ACCT #9760 (SEE ATTACHMENT)	1,612,955.	1,612,955.
CORPORATE STOCK ACCT #9779 (SEE ATTACHMENT)	50,580,389.	50,580,389.
CORPORATE STOCK ACCT #9788 (SEE ATTACHMENT)	6,707,400.	6,707,400.
CORPORATE STOCK ACCT #9797 (SEE ATTACHMENT)	7,444,995.	7,444,995.
TOTAL TO FORM 990-PF, PART II, LINE 10B	124,811,791.	124,811,791.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
457,073.875 SHS - PIMCO TOTAL RETURN FD INSTL	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
381,983.850 SHS - SPRUCEGROVE DEL TR US INTL FD	FMV	19,769,574.	19,769,574.
1 SHARE BRUSH STREET H FUND LLC	FMV	15,676,851.	15,676,851.
350 SHS - CHILTON GLOBAL NATURAL RESOURCES II LTD	FMV	0.	0.
16,291.952 SHS - THE WEATHERLOW OFFSHORE FUND I	FMV	18,350,185.	18,350,185.
TOTAL TO FORM 990-PF, PART II, LINE 13		53,796,610.	53,796,610.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 13

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
ADDITIONS TO COLLECTION	2,343,286.	0.	2,343,286.
REAL ESTATE - ORIGINAL PROPERTY	4,430,000.	0.	4,430,000.
COLLECTIONS AUTOMOBILE - LINCOLN	136,180.	0.	136,180.
NON-DEPRECIABLE PERSONAL PROPERTY	16,000.	0.	16,000.
NON-DEPRECIABLE EXHIBIT ITEMS	116,250.	0.	116,250.
NON-DEPRECIABLE LANDSCAPE	50,901.	0.	50,901.
LANDSCAPE IMPROVEMENTS	938,096.	201,560.	736,536.
REAL ESTATE IMPROVEMENTS	1,644,012.	1,588,713.	55,299.
ACTIVITIES BUILDING	4,401,521.	2,660,669.	1,740,852.
GATEHOUSE, GARAGE, WORK BLDG, PLAYHOUSE	1,957,579.	813,193.	1,144,386.
POOL AND POWERHOUSE RENOVATION	1,534,688.	616,092.	918,596.
ACTIVITY BUILDING IMPROVEMENT	358,023.	94,618.	263,405.
PLAYHOUSE RENOVATION	96,235.	33,960.	62,275.
GROUNDS	8,678.	7,416.	1,262.
EQUIPMENT	1,032,213.	569,657.	462,556.
ACTIVITIES BUILDING EQUIPMENT	171,369.	108,628.	62,741.
OFFICE EQUIPMENT & FURNITURE	463,221.	351,159.	112,062.
HOUSE FURNISHING ADDITIONS	759,041.	724,908.	34,133.
ACTIVITIES BUILDING FURNISHINGS	633,755.	571,530.	62,225.
MAIN HOUSE RESTORATION	5,329,419.	1,787,127.	3,542,292.
SOUTH COTTAGE DISPLAY	459,742.	210,055.	249,687.
GATELODGE IMPROVEMENTS	15,788.	15,788.	0.
VEHICLES	436,892.	219,091.	217,801.
PLANNING AND DEVELOPMENT COSTS	101,294.	99,294.	2,000.
FORD HOUSE VIDEO TAPE & GUEST AMENITIES	216,263.	95,162.	121,101.
SITE MAP	6,947.	1,997.	4,950.
INVESTMENT IN PHYSICAL STRUCTURE PLANNING	121,642.	47,306.	74,336.
ART REPRODUCTIONS	24,023.	16,282.	7,741.
INTERIM DEPRECIATION RESERVE	0.	0.	0.
TOTAL TO FM 990-PF, PART II, LN 14	27,803,058.	10,834,205.	16,968,853.

FORM 990-PF | OTHER ASSETS | STATEMENT 14

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ORIGINAL HOUSE FURNISHING	1,947,010.	1,947,010.	1,947,010.
OTHER RECEIVABLES	16,146.	136,185.	136,185.
TO FORM 990-PF, PART II, LINE 15	1,963,156.	2,083,195.	2,083,195.

FORM 990-PF | OTHER LIABILITIES | STATEMENT 15

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED EXCISE TAX	260,000.	260,000.
ACCRUED LIABILITIES	9,791.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	269,791.	260,000.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KATHLEEN STISO MULLINS 1100 LAKE SHORE ROAD GROSSE POINTE SHORES, MI 48236	PRESIDENT 40.00	263,402.	23,706.	0.
EDSEL B. FORD II 1100 LAKE SHORE ROAD GROSSE POINTE SHORES, MI 48236	CHAIRMAN 1.00	0.	0.	0.
DAVID M. HEMPSTEAD C/O BODMAN PLC 1100 LAKE SHORE ROAD GROSSE POINTE SHORES, MI 48236	TREASURER 1.00	0.	0.	0.
MARTHA FIRESTONE FORD 1100 LAKE SHORE ROAD GROSSE POINTE SHORES, MI 48236	TRUSTEE 1.00	0.	0.	0.
LYNN FORD ALANDT 1100 LAKE SHORE ROAD GROSSE POINTE SHORES, MI 48236	SECRETARY 1.00	0.	0.	0.
BENSON FORD JR. 1100 LAKE SHORE ROAD GROSSE POINTE SHORES, MI 48236	TRUSTEE 1.00	0.	0.	0.
LINDSEY FORD BUHL 1100 LAKE SHORE ROAD GROSSE POINTE SHORES, MI 48236	TRUSTEE 1.00	0.	0.	0.
MRS. ELEANOR BOURKE FORD 1100 LAKE SHORE ROAD GROSSE POINTE SHORES, MI 48236	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		263,402.	23,706.	0.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 17

ACTIVITY ONE

MAINTENANCE OF THE EDSEL & ELEANOR FORD ESTATE AND GROUNDS TO ENABLE THE ESTATE TO BE OPEN AND AVAILABLE TO THE GENERAL PUBLIC, SCHOOL/YOUTH GROUPDS AND OTHER SPECIAL GROUPS FOR TOURS WHICH EDUCATE ABOUT THE LIVES AND TIMES OF THE FORD FAMILY AT THE ESTATE. APPROXIMATELY 24,000 VISITORS.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	2,162,328.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 18

ACTIVITY THREE

NON PROFIT ORGANIZATIONS AND OTHER SPECIAL FUNCTIONS ON GROUNDS ACTIVITY CENTER, INCLUDING THE DETROIT INSTITUTE OF OPTHAMOLOGY CAR SHOW, MICHIGAN HUMANE SOCIETY MUTT MARCH BENEFIT, SIGMA GAMMA FUNDRAISER TO BENEFIT CHILDREN, AND DETROIT SYMPHONY ORCHESTRA CONCERT ON THE GROUNDS. APPROXIMATELY 24,000 VISITORS.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 3	2,162,328.

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	FRONT LOADER	P		
b	BRUSH STREET H FUND K-1			
c	BRUSH STREET H FUND K-1			
d	BRUSH STREET H FUND K-1			
e	BRUSH STREET H FUND K-1			
f	SPRUCEGROVE US INTERNATIONAL INVESTMENT FUND K-1			
g	SPRUCEGROVE US INTERNATIONAL INVESTMENT FUND K-1			
h	SPRUCEGROVE US INTERNATIONAL INVESTMENT FUND K-1			
i	SPRUCEGROVE US INTERNATIONAL INVESTMENT FUND K-1			
j	WELLINGTON TRUST COMPANY K-1			
k	WELLINGTON TRUST COMPANY K-1			
l	PUBLICLY TRADED SECURITIES	P		
m	PUBLICLY TRADED SECURITIES	P		
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	10,000.			10,000.
b				142,884.
c				268,855.
d				0.
e				0.
f				5.
g				672,774.
h				1.
i				71,023.
j				-20,084.
k				-64,453.
l	18,511,031.		17,961,309.	549,722.
m	43,843,212.		43,118,235.	724,977.
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				10,000.
b				** 142,884.
c				268,855.
d				** 0.
e				0.
f				** 5.
g				672,774.
h				** 1.
i				71,023.
j				** -20,084.
k				-64,453.
l				549,722.
m				** 724,977.
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	2,355,704.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	847,783.

323591
05-01-13

** (SHORT-TERM)

Part XV Supplementary Information

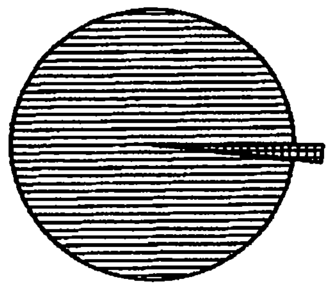
3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CITY OF ST CLAIR SHORES 27600 JEFFERSON CIRCLE DRIVE ST CLAIR SHORES, MI 48080		PC	GENERAL PURPOSE GRANT	1,176.
Total from continuation sheets				1,176.

323631
05-01-13

Schedule Of Assets Held

Investment Allocation



97.8% EQUITY SECURITIES 9,235,179.81

Investment Summary

	Cost	Market Value	% of Acct	Estim Ann Inc	Income Yield
EQUITY SECURITIES	6,039,822.44	9,235,179.81	97.82	103,520	1.12

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
	EQUITY SECURITIES					
	COMMON STOCK					
4,585	AOL INC 00184X105	139,235.31	39.79	182,437.15	43,201.84	0.000
2,210	ALERE INC 01449J105	80,754.54	37.42	82,698.20	1,943.66	0.000

EDSEL & ELEANOR FORD HOUSE
ENDOWMENT FUND
IRIDIAN ASSET MGMT

ACCOUNT STATEMENT

Statement Period 07/01/2013 through 06/30/2014

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
940	ALLIANT TECHSYSTEMS INC 018804104	61,351.03	133.92	125,884.80	64,533.77	0.956
580	AUTOZONE INC 053332102	190,855.17	536.24	311,019.20	120,164.03	0.000
5,840	AVIS BUDGET GROUP INC 053774105	141,579.07	59.69	348,589.60	207,010.53	0.000
1,360	CST BRANDS INC 12646R105	46,980.91	34.50	46,920.00	60.91-	0.725
7,070	DELTA AIR LINES INC DEL 247361702	168,569.36	38.72	273,750.40	105,181.04	0.620
4,773	DRESSER-RAND GROUP INC 261608103	219,683.56	63.73	304,183.29	84,499.73	0.000
3,700	EASTMAN CHEMICAL CO 277432100	123,944.61	87.35	323,195.00	199,250.39	1.603
2,960	FMC CORP - NEW 302491303	173,967.71	71.19	210,722.40	36,754.69	0.843
3,380	GRACE WR & CO 38388F108	198,473.20	94.53	319,511.40	121,038.20	0.000
5,760	HALOZYME THERAPEUTICS INC 40637H109	61,260.83	9.88	56,908.80	4,352.03-	0.000
5,048	HEALTH NET INC 42222G108	133,079.29	41.54	209,693.92	76,614.63	0.000
8,680	HERTZ GLOBAL HLDGS INC 42805T105	224,275.75	28.03	243,300.40	19,024.65	0.000
10,220	HEWLETT PACKARD CO 428236103	192,851.92	33.68	344,209.60	151,357.68	1.900
640	INTREXON CORP 46122T102	13,385.41	25.13	16,083.20	2,697.79	0.000
2,370	LEXMARK INTL INC 529771107	73,162.43	48.16	114,139.20	40,976.77	2.990
6,270	LOWES COS INC 548661107	257,466.72	47.99	300,897.30	43,430.58	1.917
3,330	MOTOROLA SOLUTIONS INC. 620076307	166,175.76	66.57	221,678.10	55,502.34	1.863

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
2,520	MYRIAD GENETICS INC 62855J104	73,924.97	38.92	98,078.40	24,153.43	0.000
2,810	NCR CORP NEW 62886E108	90,324.52	35.09	98,602.90	8,278.38	0.000
2,240	OCCIDENTAL PETROLEUM CORP 674599105	211,458.44	102.63	229,891.20	18,432.76	2.806
4,800	OMNICARE INC 681904108	133,432.01	66.57	319,536.00	186,103.99	1.202
7,540	PITNEY BOWES INC 724479100	114,728.49	27.62	208,254.80	93,526.31	2.715
1,820	POLYONE CORPORATION 73179P106	65,313.50	42.14	76,694.80	11,381.30	0.759
1,885	ROCKWOOD HLDGS INC 774415103	75,384.73	75.99	143,241.15	67,856.42	2.369
3,290	SANDISK CORP 80004C101	211,063.40	104.43	343,574.70	132,511.30	0.862
10,640	SEALED AIR CORP NEW 81211K100	286,835.11	34.17	363,568.80	76,733.69	1.522
3,720	SEAWORLD ENTMT INC 81282V100	111,921.66	28.33	105,387.60	6,534.06-	2.965
2,860	SEMGROUP CORP 81663A105	158,360.70	78.85	225,511.00	67,150.30	1.218
7,520	SERVICE CORP INTERNATL 817565104	108,783.64	20.72	155,814.40	47,030.76	1.544
29,640	SIRIUS XM HLDGS INC 82968B103	93,698.86	3.46	102,554.40	8,855.54	0.000
1,660	STARWOOD HOTELS & RESORT COM 85590A401	122,649.50	80.82	134,161.20	11,511.70	1.732
6,930	THERAVANCE INC 88338T104	183,405.10	29.78	206,375.40	22,970.30	0.000
1,450	TRIBUNE 896047503	113,477.10	85.05	123,322.50	9,845.40	0.000
3,290	VALSPAR CORP 920355104	96,101.88	76.19	250,665.10	154,563.22	1.365

Schedule Of Assets Held

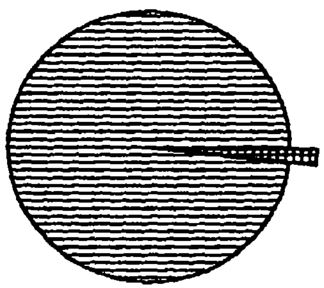
UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
2,070	VIACOM INC CL B 92553P201	108,572.84	86.73	179,531.10	70,958.26	1.522
890	VISTEON CORP 92839U206	81,082.30	97.01	86,338.90	5,256.60	0.000
4,640	WYNDHAM WORLDWIDE CORP COM 98310W108	158,400.27	75.72	351,340.80	192,940.53	1.849
	TOTAL COMMON STOCK	5,265,971.60		7,838,267.11	2,572,295.51	
	FOREIGN STOCK					
3,528	VALEANT PHARMACEUTICALS INTL INC 91911K102	132,930.33	126.12	444,951.36	312,021.03	0.301
5,180	SEAGATE TECHNOLOGY G7945M107	175,130.79	56.82	294,327.60	119,196.81	3.027
1,928	THERAVANCE BIOPHARMA INC G8807B106	43,895.74	31.88	61,464.64	17,568.90	0.000
3,800	TYCO INTERNATIONAL LTD H89128104	92,446.07	45.60	173,280.00	80,833.93	1.579
1,720	CHECK POINT SOFTWARE TECH ADR M22465104	111,349.82	67.03	115,291.60	3,941.78	0.000
3,150	LYONDELLBASELL INDUSTRIES NV N53745100	218,098.09	97.65	307,597.50	89,499.41	2.867
	TOTAL FOREIGN STOCK	773,850.84		1,396,912.70	623,061.86	
	TOTAL EQUITY SECURITIES	6,039,822.44		9,235,179.81	3,195,357.37	

ACCOUNT STATEMENT

Statement Period 07/01/2013 through 06/30/2014

Schedule Of Assets Held

Investment Allocation



98.0% EQUITY SECURITIES 6,499,824.80

Investment Summary

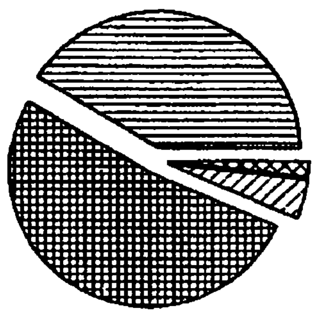
	Cost	Market Value	% of Acct	Estim Ann Inc	Income Yield
EQUITY SECURITIES	1,094,067.41	6,499,824.80	97.99	188,510	2.90

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
	EQUITY SECURITIES					
	COMMON STOCK					
377,020	FORD MOTOR CO 345370860	1,094,067.41	17.24	6,499,824.80	5,405,757.39	2.900

Schedule Of Assets Held

Investment Allocation



41. 3%	DEBT SECURITIES	14,317,909.51
52. 0%	EQUITY SECURITIES	17,169,029.52

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
	DEBT SECURITIES					

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
	OPEN END MF - FIXED INC TAX					
361,008.963	DODGE & COX INCOME FD 256210105	5,035,842.29	13.89	5,014,414.50	21,427.79-	3.060
436,065.73	PIMCO ALL ASSET ALL AUTH FD INSTL CL 72200Q182	4,757,914.59	10.38	4,526,362.28	231,552.31-	5.289
422,381.32	PIMCO FDS UNCONSTRAINED BOND FUND 72201M487	4,854,008.47	11.31	4,777,132.73	76,875.74-	0.893
	TOTAL OPEN END MF - FIXED INC TAX	14,647,765.35		14,317,909.51	329,855.84 -	
	EQUITY SECURITIES					
	FOREIGN STOCK					
309	NORTEL NETWORKS CORP 656568508	1.00	0.0061	1.88	0.88	0.000
	OPEN END MF - EQUITY					
208,224.883	HARDING LOEVNER FDS INC INSTL EMERGING MKTS PORT 412295701	4,000,000.00	19.15	3,987,506.51	12,493.49-	0.627
347,625.677	MANNING & NAPIER FD INC OVERSEAS SER 563821503	8,812,523.54	27.74	9,643,136.28	830,612.74	1 348
	TOTAL OPEN END MF - EQUITY	12,812,523.54		13,630,642.79	818,119.25	
	CLOSED END MF - EQUITY					
32,135	ISHARES RUSSELL 1000 464287622	2,216,746.58	110.11	3,538,384.85	1,321,638.27	1.608
	TOTAL EQUITY SECURITIES	15,029,271.12		17,169,029.52	2,139,758.40	

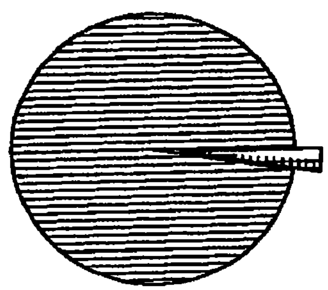
EDSEL & ELEANOR FORD HOUSE
ENDOWMENT FUND
EAGLE CAPITAL

ACCOUNT STATEMENT

Statement Period 07/01/2013 through 06/30/2014

Schedule Of Assets Held

Investment Allocation



97.2% EQUITY SECURITIES 5,917,868.11

Investment Summary

	Cost	Market Value	% of Acct	Estim Ann Inc	Income Yield
EQUITY SECURITIES	3,507,288.79	5,917,868.11	97.21	72,036	1.22

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
	EQUITY SECURITIES					
	COMMON STOCK					
2,300	ALTERA CORP 021441100	42,390.20	34.76	79,948.00	37,557.80	1.726
700	ANADARKO PETE CORP 032511107	55,018.07	109.47	76,629.00	21,610.93	0.987

Schedule Of Assets Held

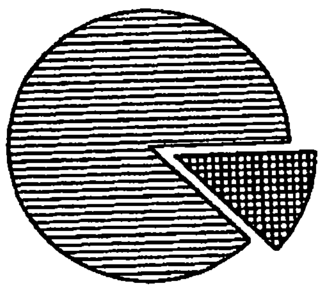
UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
2,200	BERKLEY W R 084423102	53,999.10	46.31	101,882.00	47,882.90	0.950
3,300	BERKSHIRE HATHAWAY CL B 084670702	265,631.97	126.56	417,648.00	152,016.03	0.000
6,300	CITIGROUP INC 172967424	301,046.56	47.10	296,730.00	4,316.56-	0.085
4,200	COCA COLA CO 191216100	91,492.80	42.36	177,912.00	86,419.20	2.880
3,600	COMCAST CORP SPECIAL CL A 20030N200	67,687.37	53.33	191,988.00	124,300.63	1.688
2,100	CONSTELLATION BRANDS INC CL A 21036P108	90,185.97	88.13	185,073.00	94,887.03	0.000
2,000	DISH NETWORK CORP A 25470M109	74,183.38	65.08	130,160.00	55,976.62	3.073
2,300	ECOLAB INC 278865100	78,211.19	111.34	256,082.00	177,870.81	0.988
755	GOLDMAN SACHS GROUP INC 38141G104	101,158.13	167.44	126,417.20	25,259.07	1 314
235	GOOGLE INC CL A 38259P508	62,236.17	584.67	137,397.45	75,161.28	0.000
235	GOOGLE INC CL C 38259P706	62,079.54	575.28	135,190.80	73,111.26	0.000
2,800	LOEWS CORP 540424108	90,512.80	44.01	123,228.00	32,715.20	0 568
8,200	MICROSOFT CORP 594918104	212,178.74	41.70	341,940.00	129,761 26	2.686
4,700	MONDELEZ INTL INC 609207105	101,853.86	37.61	176,767.00	74,913.14	1.489
7,000	MORGAN STANLEY 617446448	100,345.60	32.33	226,310.00	125,964.40	1.237
3,200	NOBLE ENERGY INC 655044105	144,984.46	77.46	247,872.00	102,887.54	0.930
11,200	ORACLE CORPORATION 68389X105	327,574.87	40.53	453,936.00	126,361.13	1.184

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
1,900	PEPSICO INC 713448108	124,056.76	89.34	169,746.00	45,689.24	2.933
1,200	PRAXAIR INC 74005P104	70,327.04	132.84	159,408.00	89,080.96	1.957
1,400	THERMO FISHER SCIENTIFIC INC 883556102	50,841.64	118.00	165,200.00	114,358.36	0.508
550	3M CO 88579Y101	43,999.71	143.24	78,782.00	34,782.29	2.388
6,100	TWENTY-FIRST CENTY FOX INC 90130A200	199,940.31	34.23	208,803.00	8,862.69	0.730
2,800	UNITEDHEALTH GROUP INC 91324P102	134,967.10	81.75	228,900.00	93,932.90	1.835
2,600	WAL-MART STORES INC 931142103	125,507.65	75.07	195,182.00	69,674.35	2.558
	TOTAL COMMON STOCK	3,072,410.99		5,089,131.45	2,016,720.46	
	FOREIGN STOCK					
900	VALEANT PHARMACEUTICALS INTL INC 91911K102	120,602.25	126.12	113,508.00	7,094.25-	0.301
3,400	AON PLC G0408V102	166,872.00	90.09	306,306.00	139,434.00	1.110
6,186	LIBERTY GLOBAL PLC SERIES C G5480U120	76,051.02	42.31	261,729.66	185,678.64	0.000
	TOTAL FOREIGN STOCK	363,525.27		681,543.66	318,018.39	
	ADR					
1,900	NESTLE SA SPONSORED ADR REPSTG REG SH 641069406	71,352.53	77.47	147,193.00	75,840.47	2.616
	TOTAL EQUITY SECURITIES	3,507,288.79		5,917,868.11	2,410,579.32	

Schedule Of Assets Held

Investment Allocation



87.3% EQUITY SECURITIES 5,326,240.25

Investment Summary

	Cost	Market Value	% of Acct	Estim Ann Inc	Income Yield
EQUITY SECURITIES	3,246,913.31	5,326,240.25	87.29	94,016	1.77

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
	EQUITY SECURITIES					
	COMMON STOCK					
6,300	BED BATH & BEYOND INC 075896100	234,082.80	57.38	361,494.00	127,411.20	0.000
4,550	CARDINAL HEALTH INC 14149Y108	209,641.67	68.56	311,948.00	102,306.33	1.998

ACCOUNT STATEMENT

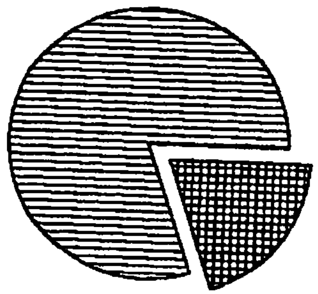
Statement Period 07/01/2013 through 06/30/2014

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
7,650	COMCAST CORP CL A 20030N101	169,944.62	53.68	410,652.00	240,707.38	1.677
6,100	ECOLAB INC 278865100	294,150.56	111.34	679,174.00	385,023.44	0.988
12,050	EXPEDITORS INTERNATIONAL 302130109	471,632.11	44.16	532,128.00	60,495.89	1.449
4,475	MICROSOFT CORP 594918104	120,827.62	41.70	186,607.50	65,779.88	2.686
10,425	NIKE INC CL B 654106103	222,691.32	77.55	808,458.75	585,767.43	1.238
13,400	PAYCHEX INC 704326107	512,564.92	41.56	556,904.00	44,339.08	3.369
20,575	PROGRESSIVE CORP 743315103	456,490.93	25.36	521,782.00	65,291.07	1.944
1,650	UNITED PARCEL SERVICE 911312106	115,804.33	102.66	169,389.00	53,584.67	2.611
1,025	WATERS CORP 941848103	51,522.23	104.44	107,051.00	55,528.77	0.000
12,950	WELLS FARGO & CO NEW 949746101	387,560.20	52.56	680,652.00	293,091.80	2.664
	TOTAL COMMON STOCK	3,246,913.31		5,326,240.25	2,079,326.94	

Schedule Of Assets Held

Investment Allocation



80.3% EQUITY SECURITIES 1,612,954.50

Investment Summary

	Cost	Market Value	% of Acct	Estim Ann Inc	Income Yield
EQUITY SECURITIES	1,636,864.12	1,612,954.50	80.32	27,001	1.67

Schedule Of Assets Held

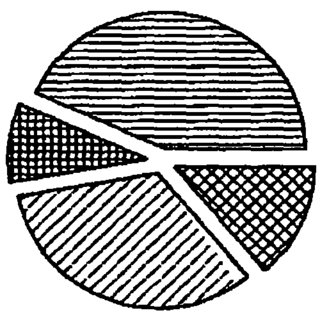
UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
	EQUITY SECURITIES					
	COMMON STOCK					
2,100	BED BATH & BEYOND INC 075896100	163,695.42	57.38	120,498.00	43,197.42-	0.000
1,500	CARDINAL HEALTH INC 14149Y108	96,288.15	68.56	102,840.00	6,551.85	1.998

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
2,550	COMCAST CORP CL A 20030N101	126,080.93	53.68	136,884.00	10,803.07	1.677
2,050	ECOLAB INC 278865100	219,658.73	111.34	228,247.00	8,588.27	0.988
4,025	EXPEDITORS INTERNATIONAL 302130109	172,023.62	44.16	177,744.00	5,720.38	1.449
1,475	MICROSOFT CORP 594918104	55,586.85	41.70	61,507.50	5,920.65	2.686
3,500	NIKE INC CL B 654106103	277,338.95	77.55	271,425.00	5,913.95-	1.238
4,475	PAYCHEX INC 704326107	195,456.00	41.56	185,981.00	9,475.00-	3.369
6,875	PROGRESSIVE CORP 743315103	186,406.50	25.36	174,350.00	12,056.50-	1.944
550	UNITED PARCEL SERVICE 911312106	55,973.50	102.66	56,463.00	489.50	2.611
325	WATERS CORP 941848103	32,002.75	104.44	33,943.00	1,940.25	0.000
1,200	WELLS FARGO & CO NEW 949746101	56,352.72	52.56	63,072.00	6,719.28	2.664
	TOTAL COMMON STOCK	1,636,864.12		1,612,954.50	23,909.62-	

Schedule Of Assets Held

Investment Allocation



43. 4%	DEBT SECURITIES	29,190,293.13
9. 4%	EQUITY SECURITIES	8, 073, 752. 24
33. 4%	OTHER INVESTMENTS	13,316,344.00

Schedule Of Assets Held

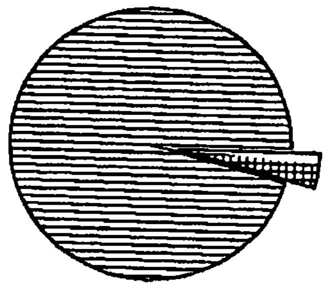
UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
	DEBT SECURITIES					

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
	OPEN END MF - FIXED INC TAX					
505,412.549	DODGE & COX INCOME FD 256210105	7,050,179.21	13.89	7,020,180.31	29,998.90-	3.060
1,044,165.272	PIMCO ALL ASSET ALL AUTH FD INSTL CL 72200Q182	10,552,011.57	10.38	10,838,435.52	286,423.95	5.289
1,001,916.649	PIMCO FDS UNCONSTRAINED BOND FUND 72201M487	11,260,880.75	11.31	11,331,677.30	70,796.55	0.893
	TOTAL OPEN END MF - FIXED INC TAX	28,863,071.53		29,190,293.13	327,221.60	
	EQUITY SECURITIES					
	OPEN END MF - EQUITY					
291,050.91	MANNING & NAPIER FD INC OVERSEAS SER 563821503	7,403,744.74	27.74	8,073,752.24	670,007.50	1.348
	OTHER INVESTMENTS					
	SUNDRY ASSETS					
7,000.000	PENDING PURCHASE WEATHERLOW OFFSHORE SA0037299	7,000,000.00	1.00	7,000,000.00	0.00	0.000
6,000	CARAVEL FUND (OFFSHORE) LTD CLASS D SER 8 SA0038107	6,005,381.00	1052.724	6,316,344.00	310,963.00	0.000
	TOTAL SUNDRY ASSETS	13,005,381.00		13,316,344.00	310,963.00	
	TOTAL OTHER INVESTMENTS	13,005,381.00		13,316,344.00	310,963.00	

Schedule Of Assets Held

Investment Allocation



95.7% EQUITY SECURITIES 6,707,400.25

Investment Summary

	Cost	Market Value	% of Acct	Estim Ann Inc	Income Yield
EQUITY SECURITIES	5,822,811.75	6,707,400.25	95.74	85,082	1.27

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
	EQUITY SECURITIES					
	COMMON STOCK					
2,800	ALTERA CORP 021441100	95,193.21	34.76	97,328.00	2,134.79	1.726
800	ANADARKO PETE CORP 032511107	62,319.28	109.47	87,576.00	25,256.72	0.987

ACCOUNT STATEMENT

Statement Period 07/01/2013 through 06/30/2014

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
2,900	BERKLEY W R 084423102	126,293.52	46.31	134,299.00	8,005.48	0.950
3,900	BERKSHIRE HATHAWAY CL B 084670702	455,557.92	126.56	493,584.00	38,026.08	0.000
7,100	CITIGROUP INC 172967424	341,236.40	47.10	334,410.00	6,826.40-	0.085
6,900	COCA COLA CO 191216100	281,996.43	42.36	292,284.00	10,287.57	2.880
4,000	COMCAST CORP SPECIAL CL A 20030N200	172,690.12	53.33	213,320.00	40,629.88	1.688
1,900	CONSTELLATION BRANDS INC CL A 21036P108	99,252.20	88.13	167,447.00	68,194.80	0.000
2,500	DISH NETWORK CORP A 25470M109	106,093.66	65.08	162,700.00	56,606.34	3.073
2,400	ECOLAB INC 278865100	224,436.29	111.34	267,216.00	42,779.71	0.988
800	GOLDMAN SACHS GROUP INC 38141G104	129,059.84	167.44	133,952.00	4,892.16	1.314
175	GOOGLE INC CL A 38259P508	80,551.19	584.67	102,317.25	21,766.06	0.000
175	GOOGLE INC CL C 38259P706	80,348.45	575.28	100,674.00	20,325.55	0.000
3,000	LOEWS CORP 540424108	137,637.34	44.01	132,030.00	5,607.34-	0.568
8,600	MICROSOFT CORP 594918104	304,884.91	41.70	358,620.00	53,735.09	2.686
5,800	MONDELEZ INTL INC 609207105	177,993.63	37.61	218,138.00	40,144.37	1.489
7,200	MORGAN STANLEY 617446448	185,189.76	32.33	232,776.00	47,586.24	1.237
3,500	NOBLE ENERGY INC 655044105	229,281.35	77.46	271,110.00	41,828.65	0.930
13,000	ORACLE CORPORATION 68389X105	418,455.49	40.53	526,890.00	108,434.51	1.184

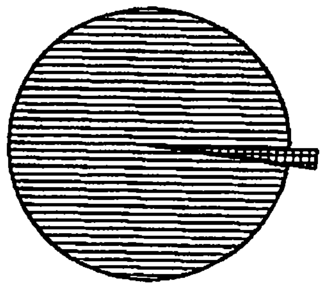
ACCOUNT STATEMENT

Statement Period 07/01/2013 through 06/30/2014

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
2,300	PEPSICO INC 713448108	194,755.86	89.34	205,482.00	10,726.14	2.933
1,300	PRAXAIR INC 74005P104	154,676.79	132.84	172,692.00	18,015.21	1.957
1,300	THERMO FISHER SCIENTIFIC INC 883556102	117,811.60	118.00	153,400.00	35,588.40	0.508
600	3M CO 88579Y101	70,342.60	143.24	85,944.00	15,601.40	2.388
7,200	TWENTY-FIRST CENTY FOX INC 90130A200	231,609.90	34.23	246,456.00	14,846.10	0.730
3,100	UNITEDHEALTH GROUP INC 91324P102	215,124.27	81.75	253,425.00	38,300.73	1.635
3,100	WAL-MART STORES INC 931142103	242,221.87	75.07	232,717.00	9,504.87-	2.558
	TOTAL COMMON STOCK	4,935,013.88		5,676,787.25	741,773.37	
	FOREIGN STOCK					
1,000	VALEANT PHARMACEUTICALS INTL INC 91911K102	133,098.00	126.12	126,120.00	6,978.00-	0.301
4,000	AON PLC G0408V102	272,825.65	90.09	360,360.00	87,534.35	1.110
8,100	LIBERTY GLOBAL PLC SERIES C G5480U120	304,212.10	42.31	342,711.00	38,498.90	0.000
	TOTAL FOREIGN STOCK	710,135.75		829,191.00	119,055.25	
	ADR					
2,600	NESTLE SA SPONSORED ADR REPSTG REG SH 641069406	177,662.12	77.47	201,422.00	23,759.88	2.616
	TOTAL EQUITY SECURITIES	5,822,811.75		6,707,400.25	884,588.50	

Schedule Of Assets Held
Investment Allocation



97.7% EQUITY SECURITIES 7,444,994.85

Investment Summary

	Cost	Market Value	% of Acct	Estim Ann Inc	Income Yield
EQUITY SECURITIES	6,215,458.27	7,444,994.85	97.70	83,683	1.12

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
	EQUITY SECURITIES					
	COMMON STOCK					
3,720	AOL INC 00184X105	141,224.98	39.79	148,018.80	6,793.82	0.000
1,780	ALERE INC 01449J105	65,080.18	37.42	66,607.60	1,527.42	0.000

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
760	ALLIANT TECHSYSTEMS INC 018804104	72,676.69	133.92	101,779.20	29,102.51	0.956
445	AUTOZONE INC 053332102	195,897.21	536.24	238,626.80	42,729.59	0.000
4,730	AVIS BUDGET GROUP INC 053774105	152,108.17	59.69	282,333.70	130,225.53	0.000
1,100	CST BRANDS INC 12646R105	38,003.52	34.50	37,950.00	53.52-	0.725
5,720	DELTA AIR LINES INC DEL 247361702	141,867.82	38.72	221,478.40	79,610.58	0.620
3,850	DRESSER-RAND GROUP INC 261608103	236,569.45	63.73	245,360.50	8,791.05	0.000
3,010	EASTMAN CHEMICAL CO 277432100	223,287.45	87.35	262,923.50	39,636.05	1.603
2,400	FMC CORP - NEW 302491303	155,345.90	71.19	170,856.00	15,510.10	0.843
2,720	GRACE WR & CO 38388F108	238,552.51	94.53	257,121.60	18,569.09	0.000
4,630	HALOZYME THERAPEUTICS INC 40637H109	49,906.32	9.88	45,744.40	4,161.92-	0.000
4,100	HEALTH NET INC 42222G108	133,163.28	41.54	170,314.00	37,150.72	0.000
7,030	HERTZ GLOBAL HLDGS INC 42805T105	181,630.62	28.03	197,050.90	15,420.28	0.000
8,280	HEWLETT PACKARD CO 428236103	218,120.55	33.68	278,870.40	60,749.85	1.900
520	INTREXON CORP 46122T102	10,870.20	25.13	13,067.60	2,197.40	0.000
1,900	LEXMARK INTL INC 529771107	69,187.21	48.16	91,504.00	22,316.79	2.990
5,070	LOWES COS INC 548661107	228,421.94	47.99	243,309.30	14,887.36	1.917
2,670	MOTOROLA SOLUTIONS INC. 620076307	162,117.36	66.57	177,741.90	15,624.54	1.863

Schedule Of Assets Held

UNITS	ASSET DESCRIPTION	COST	UNIT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	YIELD AT MARKET
2,030	MYRIAD GENETICS INC 62855J104	59,486.16	38.92	79,007.60	19,521.44	0.000
2,270	NCR CORP NEW 62886E108	72,963.42	35.09	79,654.30	6,690.88	0.000
1,820	OCCIDENTAL PETROLEUM CORP 674599105	166,091.34	102.63	186.786.60	20,695.26	2.806
3,860	OMNICARE INC 681904108	198,972.50	66.57	256,960.20	57,987.70	1.202
6,060	PITNEY BOWES INC 724479100	97,578.11	27.62	167,377.20	69.799.09	2.715
1,490	POLYONE CORPORATION 73179P106	53,491.50	42.14	62,788.60	9,297.10	0.759
1,520	ROCKWOOD HLDGS INC 774415103	102,154.20	75.99	115,504.80	13,350.60	2.369
2.670	SANDISK CORP 80004C101	173,029.53	104.43	278.828.10	105 798.57	0.862
8,590	SEALED AIR CORP NEW 81211K100	252,836.41	34.17	293,520.30	40.683.89	1.522
3.000	SEAWORLD ENTMT INC 81282V100	90,279.95	28.33	84,990.00	5,289.95-	2.965
2,340	SEMGROUP CORP 81663A105	143,494.14	78.85	184,509.00	41,014.86	1 218
6,060	SERVICE CORP INTERNATL 817565104	112,302.43	20 72	125,563.20	13,260.77	1.544
23,920	SIRIUS XM HLDGS INC 82968B103	75,617.80	3.46	82,763.20	7,145.40	0.000
1,350	STARWOOD HOTELS & RESORT COM 85590A401	100,023.39	80.82	109,107.00	9,083.61	1.732
5,560	THERAVANCE INC 88338T104	220,094.62	29.78	165,576.80	54,517 82-	0.000
1,165	TRIBUNE 896047503	91,226.40	85.05	99,083.25	7,856.85	0.000
2,660	VALSPAR CORP 920355104	182,027.79	76.19	202,665.40	20,637.61	1.365