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For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation THE HENRY FORD II FUND		<b>A Employer identification number</b> 38-6066332	
Number and street (or P O box number if mail is not delivered to street address) 1901 ST ANTOINE STREET 6TH FLOOR		Room/suite  <b>B</b> Telephone number (see instructions) (313) 259-7777	
City or town, state or province, country, and ZIP or foreign postal code DETROIT, MI 48226		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/>  <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$</b> 31,581,250		<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis )	

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) )	Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule) . . . . .				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . .				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities . . . . .	417,988	417,988		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	1,396,703			
	<b>b</b> Gross sales price for all assets on line 6a 13,614,792				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . .		1,386,512		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
Operating and Administrative Expenses	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .	 123,954	116,129		
	<b>12</b> <b>Total.</b> Add lines 1 through 11 . . . . .	1,938,645	1,920,629		
	<b>13</b> Compensation of officers, directors, trustees, etc	0	0		0
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule). . . . .	 1,278	639		639
	<b>b</b> Accounting fees (attach schedule). . . . .	 37,500	16,875		18,750
	<b>c</b> Other professional fees (attach schedule) . . . . .	 67,694	67,694		0
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions) . . .	 26,893	6,800		0
	<b>19</b> Depreciation (attach schedule) and depletion . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings. . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule). . . . .	 20	0		20
	<b>24</b> <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	133,385	92,008		19,409
	<b>25</b> Contributions, gifts, grants paid . . . . .	1,713,427			1,713,427
	<b>26</b> <b>Total expenses and disbursements.</b> Add lines 24 and 25	1,846,812	92,008		1,732,836
	<b>27</b> Subtract line 26 from line 12				
	<b>a</b> <b>Excess of revenue over expenses and disbursements</b>	91,833			
	<b>b</b> <b>Net investment income</b> (if negative, enter -0-)		1,828,621		
	<b>c</b> <b>Adjusted net income</b> (if negative, enter -0-)				

<b>Part II</b> <b>Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			<b>(a)</b> Book Value	<b>(b)</b> Book Value	<b>(c)</b> Fair Market Value
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .			
	<b>2</b>	Savings and temporary cash investments . . . . .	326,972	4,316,797	4,316,797
	<b>3</b>	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	6,196		
	<b>4</b>	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b>	Grants receivable . . . . .			
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions). . . . .			
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>8</b>	Inventories for sale or use . . . . .			
	<b>9</b>	Prepaid expenses and deferred charges . . . . .			
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)			
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	4,227,381	3,503,237	4,874,825
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b>	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b>	Investments—mortgage loans . . . . .			
	<b>13</b>	Investments—other (attach schedule) . . . . .	26,687,513	23,499,813	22,371,772
	<b>14</b>	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
<b>15</b>	Other assets (describe ▶ _____)	9,788	17,856	17,856	
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	31,257,850	31,337,703	31,581,250	
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .			
	<b>18</b>	Grants payable . . . . .			
	<b>19</b>	Deferred revenue . . . . .			
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b>	Mortgages and other notes payable (attach schedule). . . . .			
	<b>22</b>	Other liabilities (describe ▶ _____)	11,980	0	
	<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	11,980	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	<b>24</b>	Unrestricted . . . . .			
	<b>25</b>	Temporarily restricted . . . . .			
	<b>26</b>	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .	50,784,958	52,181,661	
	<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
	<b>29</b>	Retained earnings, accumulated income, endowment, or other funds	-19,539,088	-20,843,958	
	<b>30</b>	<b>Total net assets or fund balances</b> (see instructions) . . . . .	31,245,870	31,337,703	
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	31,257,850	31,337,703		

<b>Part III</b> <b>Analysis of Changes in Net Assets or Fund Balances</b>		
<b>1</b>	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) . . . . .	<b>1</b> 31,245,870
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b> 91,833
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b> 0
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b> 31,337,703
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b> 0
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b> 31,337,703

Part IV

Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0- ) or Losses (from col (h)) <b>(l)</b>
<b>(i)</b> F M V as of 12/31/69	Adjusted basis <b>(j)</b> as of 12/31/69	Excess of col (i) <b>(k)</b> over col (j), if any	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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	<b>2</b>	1,386,512
<b>3</b> 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		<b>3</b>	

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 instructions before making any entries

<b>(a)</b> Base period years Calendar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use assets	<b>(d)</b> Distribution ratio (col (b) divided by col (c))
2014	1,656,661	35,392,474	0 046808
2013	1,518,984	35,025,081	0 043368
2012	1,006,773	31,090,502	0 032382
2011	942,474	31,121,407	0 030284
2010	946,870	29,193,468	0 032434

<b>2</b> Total of line 1, column (d).	<b>2</b>	0 185276
<b>3</b> 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	<b>3</b>	0 037055
<b>4</b> Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	<b>4</b>	34,974,456
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	1,295,978
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	18,286
<b>7</b> Add lines 5 and 6.	<b>7</b>	1,314,264
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	1,732,836

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)

2

Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3

Add lines 1 and 2.

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5

Tax based on investment income.Subtract line 4 from line 3 If zero or less, enter -0-

6

Credits/Payments

6a

2015 estimated tax payments and 2014 overpayment credited to 2015

28,161

6b

Exempt foreign organizations—tax withheld at source

6c

Tax paid with application for extension of time to file (Form 8868).

6d

Backup withholding erroneously withheld

7

Total credits and payments Add lines 6a through 6d.

8

Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached

9

Tax due.If the total of lines 5 and 8 is more than line 7, enter amount owed

10

Overpayment.If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.

11

Enter the amount of line 10 to be Credited to 2015 estimated tax 9,875 Refunded

1

18,286

2

0

3

18,286

4

0

5

18,286

6a

28,161

6b

6c

6d

7

28,161

8

9

10

9,875

11

0

Part VII-A

Statements Regarding Activities

1a

During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1a

No

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?

1b

No

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c

Did the foundation file Form 1120-POL for this year?

1c

No

d

Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year  
(1) On the foundation \$ 0 (2) On foundation managers \$ 0

e

Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0

2

Has the foundation engaged in any activities that have not previously been reported to the IRS?  
If "Yes," attach a detailed description of the activities

2

No

3

Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

3

No

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

Yes

b

If "Yes," has it filed a tax return on Form 990-T for this year?

4b

Yes

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year?  
If "Yes," attach the statement required by General Instruction T

5

No

6

Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either  
• By language in the governing instrument, or  
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6

Yes

7

Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV

7

Yes

8a

Enter the states to which the foundation reports or with which it is registered (see instructions)  
MI

b

If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

8b

Yes

9

Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (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

Form 990-PF (2015)

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

<b>11</b>	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). . . . .	<b>11</b>		<b>No</b>
<b>12</b>	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) . . . . .	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of ► <u>THOMAS MOTSCHALL</u> Telephone no ► <u>(313) 961-0500</u> Located at ► <u>2000 BRUSH ST STE 440 DETROIT MI</u> ZIP+4 ► <u>482262251</u>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ► <b>15</b>			
<b>16</b>	At any time during calendar year 2015, 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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ►	<b>16</b>	<b>Yes</b>	<b>No</b>

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			<b>Yes</b>	<b>No</b>
<b>1a</b>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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 ). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? . . . . . <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. . . . . ► <input type="checkbox"/>	<b>1b</b>		<b>No</b>
<b>c</b>	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 2015? . . . . .	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If "Yes," did it have excess business holdings in 2015 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015</i> ). . . . .	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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 2015?	<b>4b</b>		<b>No</b>

**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 4945(d)(4)(A)? (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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

2

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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 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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	19,054,020
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	989,760
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	15,463,282
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	35,507,062
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	35,507,062
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	532,606
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	34,974,456
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	1,748,723

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	1,748,723
<b>2a</b>	Tax on investment income for 2015 from Part VI, line 5. . . . .	<b>2a</b>	18,286
<b>b</b>	Income tax for 2015 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	1,807
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	20,093
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	1,728,630
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	1,728,630
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	1,728,630

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	1,732,836
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,732,836
<b>5</b>	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). . . . .	<b>5</b>	18,286
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	1,714,550

**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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				1,728,630
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only. . . . .			1,681,662	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010. . . . .				
b From 2011. . . . .				
c From 2012. . . . .				
d From 2013. . . . .				
e From 2014. . . . .				
f Total of lines 3a through e. . . . .	0			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ 1,732,836				
a Applied to 2014, but not more than line 2a			1,681,662	
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 2015 distributable amount. . . . .				51,174
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015. . . . .				1,677,456
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .	0			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions). . . . .	0			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a. . . . .	0			
10 Analysis of line 9				
a Excess from 2011. . . . .				
b Excess from 2012. . . . .				
c Excess from 2013. . . . .				
d Excess from 2014. . . . .				
e Excess from 2015. . . . .				

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 2015, 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)

2a

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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 S  
1901 ST ANTOINE ST 6TH FLOOR  
DETROIT, MI 48226  
(313) 259-7777

b

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

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

c

Any submission deadlines

NONE

d

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

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

Form 990-PF (2015)

Part XV

Supplementary Information(continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<div>a Paid during the year</div> <div>See Additional Data Table</div>				
Total . . . . . ▶ 3a				1,713,427
<div>b Approved for future payment</div> <div>See Additional Data Table</div>				
Total . . . . . ▶ 3b				1,720,000

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2015)

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?

<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash.		<b>1a(1)</b>	<b>No</b>
<b>(2)</b> Other assets.		<b>1a(2)</b>	<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization.		<b>1b(1)</b>	<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization.		<b>1b(2)</b>	<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets.		<b>1b(3)</b>	<b>No</b>
<b>(4)</b> Reimbursement arrangements.		<b>1b(4)</b>	<b>No</b>
<b>(5)</b> Loans or loan guarantees.		<b>1b(5)</b>	<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations.		<b>1b(6)</b>	<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		<b>1c</b>	<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received.			

[illegible]

**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

<b>Sign Here</b>	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.		
	<div style="border-bottom: 1px solid black; margin-bottom: 5px;">*****</div> Signature of officer or trustee	<div style="border-bottom: 1px solid black; margin-bottom: 5px;">2016-11-07</div> Date	<div style="border-bottom: 1px solid black; margin-bottom: 5px;">*****</div> Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name ROSALBA TURO	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P01075908
	Firm's name <input type="checkbox"/> FORD ESTATES LLC			Firm's EIN <input type="checkbox"/> 26-3014408	
	Firm's address <input type="checkbox"/> 2000 BRUSH STREET SUITE 440 DETROIT, MI 482262251			Phone no. <input type="checkbox"/> (313) 961-0500	

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
FROM K-1 BRUSH STREET H FUND, LLC	P		
FROM K-1 IRIDIAN PRIVATE BUSINESS VALUE EQUITY, LP	P		
FROM K-1 SPRUCEGROVE US INTL INVESTMENT FUND	P		
383 52 SHS SPRUCEGROVE US INTL INVESTMENT FUND	P		
82968 78 SHS SPRUCEGROVE US INTL INVESTMENT FUND	P		
COMERICA BANK (BAIRD) - PUBLICLY TRADED SECURITIES			
COMERICA BANK (EAGLE) - PUBLICLY TRADED SECURITIES			
COMERICA BANK (MCD) - PUBLICLY TRADED SECURITIES			
COMERICA BANK (ICIA) - PUBLICLY TRADED SECURITIES			
COMERICA BANK (ICIA) - ADJUSTMENT TO BASIS			

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
			90,874
			1,101,241
			478,371
18,210		16,647	1,563
3,702,495		3,974,723	-272,228
2,048,949		1,623,894	425,055
646,550		379,616	266,934
341,983		226,483	115,500
6,849,113		7,680,233	-831,120
			2,830

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			90,874
			1,101,241
			478,371
			1,563
			-272,228
			425,055
			266,934
			115,500
			-831,120
			2,830

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e g , real estate, <b>(a)</b> 2-story brick warehouse, or common stock, 200 shs MLC Co )	How acquired P—Purchase <b>(b)</b> D—Donation	Date acquired <b>(c)</b> (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
CAPITAL GAINS DIVIDENDS	P		

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

<b>(e)</b> Gross sales price	Depreciation allowed <b>(f)</b> (or allowable)	Cost or other basis <b>(g)</b> plus expense of sale	Gain or (loss) <b>(h)</b> (e) plus (f) minus (g)
7,492			7,492

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	Adjusted basis <b>(j)</b> as of 12/31/69	Excess of col (i) <b>(k)</b> over col (j), if any	
			7,492



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

<b>(a) Name and address</b>	<b>Title, and average hours per week (b) devoted to position</b>	<b>(c) Compensation(If not paid, enter -0-)</b>	<b>(d) Contributions to employee benefit plans and deferred compensation</b>	<b>Expense account, (e) other allowances</b>
EDSEL B FORD II	PRESIDENT, DIRECTOR & MEMB 0 25	0	0	0
2000 BRUSH STREET SUITE 440 DETROIT,MI 482262251				
RODNEY P WOOD	TREASURER 0 50	0	0	0
2000 BRUSH STREET SUITE 440 DETROIT,MI 482262251				
DAVID M HEMPSTEAD	SECRETARY 0 25	0	0	0
1901 ST ANTOINE STREET 6TH FLOOR DETROIT,MI 48226				
CYNTHIA N FORD	DIRECTOR & MEMBER 0 25	0	0	0
2000 BRUSH STREET SUITE 440 DETROIT,MI 482262251				
HENRY FORD III	DIRECTOR & MEMBER 0 25	0	0	0
2000 BRUSH STREET SUITE 440 DETROIT,MI 482262251				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
THE SALVATION ARMY 16130 NORTHLAND DRIVE SOUTHFIELD,MI 48075	NONE	PUBLIC CHARITY	BED & BREAD CLUB	25,000
LINCOLN MOTOR CAR FOUNDATION 5022 HARBORTOWN LN FORT MYERS,FL 33919	NONE	PUBLIC CHARITY	PORTRAIT FRAMING	3,427
BELLE ISLE CONSERVANCY 300 RIVER PLACE DRIVE SUITE 2800 DETROIT,MI 482075200	NONE	PUBLIC CHARITY	PROGRAM SERVICES	5,000
CATCH 3011 WEST GRAND BLVD DETROIT,MI 48202	NONE	PUBLIC CHARITY	ANNUAL GIVING PROGRAM	5,000
CHILDREN'S HOSPITAL OF MICHIGAN FOUNDATION 3901 BEAUBIAN STREET DETROIT,MI 48201	NONE	PUBLIC CHARITY	CHM PRESIDENT'S DISCRETIONARY FUND	7,500
DETROIT CHILDREN'S FUND 100 TALON CENTRE DR SUITE 100 DETROIT,MI 48207	NONE	PUBLIC CHARITY	PROGRAM SERVICES	10,000
DETROIT PUBLIC TELEVISION 1 CLOVER CT WIXOM,MI 48393	NONE	PUBLIC CHARITY	SHIRLEE & BILL FOX FUND FOR LEADERSHIP & PUBLIC AFFAIRS	10,000
DETROIT PUBLIC TELEVISION 1 CLOVER CT WIXOM,MI 48393	NONE	PUBLIC CHARITY	PROGRAM SERVICES	5,000
DETROIT RIVERFRONT CONSERVANCY 600 RENAISSANCE CENTER SUITE 1720 DETROIT,MI 482431802	NONE	PUBLIC CHARITY	PROGRAM SERVICES	2,500
DETROIT SYMPHONY ORCHESTRA 3711 WOODWARD AVENUE DETROIT,MI 48201	NONE	PUBLIC CHARITY	PROGRAM SERVICES	5,000
DETROIT ZOOLOGICAL SOCIETY 8450 W 10 MILE ROAD ROYAL OAK,MI 48067	NONE	PUBLIC CHARITY	RENAISSANCE CIRCLE	10,000
FOCUSHOPE 1355 OAKMAN BOULEVARD DETROIT,MI 48238	NONE	PUBLIC CHARITY	ELEANOR M JOSAITIS FUND	50,000
FORGOTTEN HARVEST 21800 GREENFIELD ROAD OAK PARK,MI 48237	NONE	PUBLIC CHARITY	PROGRAM SERVICES	10,000
GROSSE POINTE MEMORIAL CHURCH 16 LAKESHORE DRIVE GROSSE POINTE FARMS,MI 482363783	NONE	PUBLIC CHARITY	ANNUAL GIVING	20,000
JUVENILE DIABETES RESEARCH FOUNDATION 26 BROADWAY 14TH FLOOR NEW YORK,NY 10004	NONE	PUBLIC CHARITY	FUND A CURE	500,000
<b>Total . . . . . ▶ 3a</b>				1,713,427

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
HENRY FORD ESTATE FAIR LANE 1100 LAKE SHORE ROAD GROSSE POINTE SHORES, MI 48236	NONE	PUBLIC CHARITY	PROGRAM SERVICES	750,000
MOSAIC YOUTH THEATRE OF DETROIT 2251 ANTIETAM AVENUE DETROIT, MI 48207	NONE	PUBLIC CHARITY	YEAR END GIVING	10,000
MOTOWN MUSEUM 2648 W GRAND BOULEVARD DETROIT, MI 48208	NONE	PUBLIC CHARITY	PROGRAM SERVICES	10,000
NATIONAL CENTER FOR LEARNING DISABILITIES INC 32 LAIGHT STREET 2ND FLOOR NEW YORK, NY 100132152	NONE	PUBLIC CHARITY	PROGRAM SERVICES	50,000
NEW YORK-PRESBYTERIAN 654 WEST 170TH STREET NEW YORK, NY 10032	NONE	PUBLIC CHARITY	PROGRAM SERVICES	50,000
OLD NEWSBOYS' GOODFELLOW FUND OF DETROIT PO BOX 44444 DETROIT, MI 482440444	NONE	PUBLIC CHARITY	PROGRAM SERVICES	10,000
PLANNED PARENTHOOD PO BOX 3673 ANN ARBOR, MI 48106	NONE	PUBLIC CHARITY	PROGRAM SERVICES	5,000
THE EMPOWERMENT PLAN 1401 VERMONT ST DETROIT, MI 48216	NONE	PUBLIC CHARITY	PROGRAM SERVICES	50,000
UNIVERSITY LIGGETT SCHOOL 1045 COOK ROAD GROSSE POINTE WOODS, MI 482362509	NONE	PUBLIC CHARITY	LIGGETT MERRITT SCHOLARS PROGRAM	100,000
JUVENILE DIABETES RESEARCH FOUNDATION 26 BROADWAY 14TH FLOOR NEW YORK, NY 10004	NONE	PUBLIC CHARITY	PROGRAM SERVICES	10,000
<b>Total . . . . . ▶ 3a</b>				1,713,427

## TY 2015 Accounting Fees Schedule

**Name:** THE HENRY FORD II FUND

**EIN:** 38-6066332

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	37,500	16,875		18,750

## TY 2015 General Explanation Attachment

**Name:** THE HENRY FORD II FUND

**EIN:** 38-6066332

Identifier	Return Reference	Explanation
SERVICES ACCEPTED FROM A DISQUALIFIED PERSON	PART VII-B, QUESTION 1A(3)	FORD ESTATES, LLC (2000 BRUSH ST , SUITE 440, DETROIT, MICHIGAN 48226-2251), IS A BUSINESS OFFICE MAINTAINED FOR, AND AT THE EXPENSE OF, VARIOUS MEMBERS OF THE FORD FAMILY WHO, WITH RESPECT TO THIS FUND, ARE "DISQUALIFIED PERSONS", INCLUDING PARTICULARLY EDSEL B FORD II, CYNTHIA N FORD AND HENRY FORD III FORD ESTATES, LLC SUPPLIES ACCOUNTING SERVICES AND OFFICE SERVICES (COLLECTING INCOME, DISTRIBUTION OF CONTRIBUTIONS, MAINTENANCE OF ACCOUNTS AND RECORDS, HANDLING CORRESPONDENCE, PREPARATION OF TAX RETURNS AND ANNUAL REPORTS, AND SIMILAR MATTERS) PERTAINING TO THE OFFICE OF TREASURER SUCH SERVICES ARE PERFORMED BY RODNEY P WOOD AND BY OTHERS IN FORD ESTATES, LLC UNDER HIS SUPERVISION NO COMPENSATION IS PAID BY THE HENRY FORD II FUND DIRECTLY TO RODNEY P WOOD AS COMPENSATION FOR HIS SERVICES IN ANY OF THE CAPACITIES LISTED ABOVE OR OTHERWISE DURING 2015, THE HENRY FORD II FUND PAID \$37,500 TO FORD ESTATES, LLC FOR FEES (AND EXPENSES) FOR THE SERVICES REFERRED TO IN THIS PARAGRAPH

Identifier	Return Reference	Explanation
COMPENSATION PAID TO A DISQUALIFIED PERSON	PART VII-B, QUESTION 1A(4)	DAVID M HEMPSTEAD, LISTED AS SECRETARY, IS A PARTNER IN THE LAW FIRM OF BODMAN LLP, 1901 ST ANTOINE STREET, 6TH FLOOR, DETROIT, MICHIGAN 48226, WHICH FIRM ACTS AS THE ATTORNEYS FOR THE HENRY FORD II FUND MR HEMPSTEAD IS THE PERSON IN THE FIRM PRINCIPALLY CONCERNED WITH SUCH LEGAL SERVICES TO THE FUND, BUT OTHERS IN THE FIRM ALSO RENDER LEGAL SERVICES TO THE FUND UNDER HIS SUPERVISION THE TIME SPENT BY MR HEMPSTEAD STRICTLY IN THE LISTED OFFICIAL CAPACITIES CANNOT READILY BE SEPARATED FROM THAT SPENT IN PERFORMING THE LEGAL SERVICES REFERRED TO DURING 2015, HENRY FORD II FUND PAID \$1,278 TO SAID ATTORNEYS FOR FEES (AND EXPENSES) FOR THE SERVICES REFERRED TO IN THIS PARAGRAPH

**TY 2015 Investments Corporate Stock Schedule**

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

Name of Stock	End of Year Book Value	End of Year Fair Market Value
167 SHS AFFILIATED MANAGERS GROUP	0	0
201 SHS AIRGAS INC	0	0
115 SHS ALLIANCE DATA SYSTEMS CORP	0	0
1400 SHS ALTERA CORP	0	0
197 SHS ANSYS INC	0	0
139 SHS BUFFALO WILD WINGS INC	0	0
461 SHS CERNER CORP	0	0
374 SHS CHURCH & DWIGHT CO INC	0	0
735 SHS CORE LABORATORIES N.V.	75,228	79,924
260 SHS DICK'S SPORTING GOODS INC	0	0
212 SHS DOLLAR TREE STORES INC	0	0
678 SHS EAST WEST BANCORP INC	0	0
509 SHS FASTENAL CO	0	0
561 SHS GREENHILL & CO INC	0	0
358 SHS HUNT (JB) TRANSPORT SERVICES, INC	0	0
314 SHS INVESCO LTD	0	0
420 SHS MCCORMICK & CO	0	0
193 SHS O'REILLY AUTOMOTIVE INC	0	0
378 SHS OCEANEERING INTERNATIONAL	0	0
189 SHS PERRIGO CO	0	0
131 SHS ROCKWELL AUTOMATION INC	0	0
395 SHS STERICYCLE INC	46,826	47,637
413 SHS TRACTOR SUPPLY COMPANY	0	0
780 SHS TRIMBLE NAVIGATION LTD	0	0
299 SHS UNDER ARMOUR INC CLASS A	0	0
726 SHS URBAN OUTFITTERS INC	0	0
278 SHS WABCO HOLDINGS INC	0	0
241 SHS WATSCO INC	0	0
292 SHS WHITING PETROLEUM CORP	0	0
321 SHS ICON PLC ADR	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
275 SHS 3M COMPANY	0	0
1800 SHS AON CORPORATION	88,344	165,978
925 SHS BERKLEY W R	22,625	50,644
2500 SHS COCA COLA CO	0	0
550 SHS COMCAST CORP SPECIAL CLASS A	0	0
1025 SHS ECOLAB INC	45,881	117,239
415 SHS GOLDMAN SACHS GROUP INC	45,161	74,795
90 SHS GOOGLE INC-CL A	0	0
4300 SHS LIBERTY GLOBAL PLC SHS CL C	45,109	175,311
3350 SHS MICROSOFT CORP	94,291	185,858
1900 SHS NOBLE ENERGY	73,963	62,567
5175 SHS ORACLE CORPORATION	147,743	189,043
900 SHS PEPSICO INC	58,360	89,928
550 SHS PRAXAIR INC	0	0
500 SHS THERMO FISHER SCIENTIFIC INC	23,597	70,925
900 SHS UNITEDHEALTH GROUP INC	27,835	105,876
525 SHS WAL MART STORES INC	0	0
1200 SHS NESTLE SA REP RG SH ADR	0	0
680 SHS FORD COMMON	49	9,581
241 SHS ACUITY BRANDS INC	0	0
71 SHS ILLUMINA INC	0	0
983 SHS LKQ CORP	0	0
187 SHS POLARIS INDUSTRIES INC	0	0
223 SHS PVH CORP.	0	0
289 SHS SKYWORKS SOLUTIONS INC	0	0
304 SHS TIFFANY & CO NEW COM	0	0
1250 SHS BERKSHIRE HATHAWAY INC CL B	0	0
2700 SHS MONDELEZ INTERNATIONAL INC	55,940	121,068
825 SHS MORGAN STANLEY	10,732	26,243
1375 SHS 21ST CENTURY FOX CLASS A	39,459	37,345



Name of Stock	End of Year Book Value	End of Year Fair Market Value
495 SHS ACADIA HEALTHCARE COMPANY INC	0	0
400 SHS ANADARKO PETE CORP	31,528	19,432
1375 SHS BED BATH & BEYOND INC	93,321	66,344
1475 SHS CARDINAL HEALTH INC	68,230	131,673
2500 SHS COMCAST CORP CL A	105,223	141,075
250 SHS CONSTELLATION BRANDS INC - A	10,820	35,610
1525 SHS DISH NETWORK CORPORATION	76,252	87,200
3925 SHS EXPEDITORS INTL INC	151,226	177,017
2580 SHS NIKE INC CL B	82,086	161,250
4375 SHS PAYCHEX INC	160,674	231,394
7550 SHS PROGRESSIVE CORP	190,295	240,090
525 SHS UNITED PARCEL SERVICE CL B	0	0
325 SHS WATERS CORP	32,050	43,738
4225 SHS WELLS FARGO & CO	174,328	229,671
200 SHS AMAZON COM INC	59,042	135,178
3075 SHS CITIGROUP INC	145,474	159,131
900 SHS DISCOVERY COMMUNICATIONS - A	30,345	24,012
90 SHS GOOGLE INC-CL C	0	0
500 SHS JPMORGAN CHASE & CO.	30,669	33,015
800 SHS VALEANT PHARMACEUTICALS INTL (NEW)	99,857	81,320
193 SHS CONCHO RESOURCES INC	0	0
127 SHS CONCHO RESOURCES INC	0	0
729 SHS ENVISION HEALTHCARE HOLDINGS INC	0	0
368 SHS FISERV INC	0	0
1087 SHS FORTINET INC	0	0
657 SHS FORTUNE BRANDS HOME & SECURITY INC	0	0
501 SHS FRESH MARKET INC, THE	0	0
282 SHS GARTNER INC	0	0
574 SHS GLOBUS MEDICAL INC	0	0
785 SHS HOMEAWAY INC	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1832 SHS INTEGRATED DEVICE TECH INC	0	0
344 SHS MEAD JOHNSON NUTRITION CO	0	0
558 SHS PANDORA MEDIA INC	0	0
139 SHS REGAL BELOIT CORP	0	0
160 SHS ROSS STORES INC	0	0
237 SHS SERVICENOW INC	0	0
857 SHS SOUTHWESTERN ENERGY CO	0	0
247 SHS STRATASYS LTD	0	0
300 SHS THE MIDDELBY CORP	0	0
514 SHS TRINITY INDUSTRIES	0	0
166 SHS ULTIMATE SOFTWARE GROUP INC	0	0
194 SHS UNITED RENTALS	0	0
1975 SHS ECOLAB INC	167,841	225,901
4525 SHS FASTENOL CO	190,587	184,711
465 SHS MICROSOFT CORP	0	0
4100 SHS 21ST CENTURY FOX CLASS B	126,620	111,643
950 SHS ALIBABA GROUP HOLDING LIMITED	77,535	77,207
90 SHS ALPHABET INC CL A	23,639	70,021
200 SHS ALPHABET INC CL C	82,230	151,776
3600 SHS BANK OF AMERICA CORP	62,453	60,588
1350 SHS BERKSHIRE HATHAWAY INC CL B	112,070	178,254
400 SHS KRAFT HEINZ COMPANY	29,058	29,104
925 SHS STARWOOD HOTELS & RESORTS	62,757	64,084
215 SHS LIBERTY GLOBAL PLC LILAC CLASS C	2,279	9,245
1345 SHS UNION PACIFIC CORP	123,605	105,179

**TY 2015 Investments - Other Schedule****Name:** THE HENRY FORD II FUND**EIN:** 38-6066332

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
207069.203 SHS LAUDUS MONDRIAN INSTL EMERGING MARKETS	AT COST	0	0
249820 SHS IRIDIAN PRIVATE BUSIN VALUE EQ FD LP	AT COST	3,929,689	4,052,440
94347.65 SHS SPRUCEGROVE DELAWARE TRUST INTL FUND	AT COST	0	0
BRUSH STREET H FUND, LLC (2.1123394% INTEREST)	AT COST	7,200,295	7,179,765
134.366 SHS PIMCO UNCONSTRAINED BOND FD INSTL	AT COST	1,385	1,385
212741.40 SHS PIMCO ALL ASSET ALL AUTHORITY FUND INSTL	AT COST	2,280,892	1,627,472
126784.853 SHS MANNING & NAPIER OVERSEAS	AT COST	0	0
264885.283 SHS DODGE & COX INCOME FUND	AT COST	3,690,763	3,520,325
91929.594 SHS HARDING LOEVNER INST EMERGING MARKET PORT	AT COST	1,528,664	1,375,267
390449.906 SHS VANGUARD DEVELOPED MARKETS INDEX FD ADM SH	AT COST	4,868,125	4,615,118

## TY 2015 Legal Fees Schedule

**Name:** THE HENRY FORD II FUND

**EIN:** 38-6066332

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,278	639		639

**TY 2015 Other Assets Schedule****Name:** THE HENRY FORD II FUND**EIN:** 38-6066332

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
UNRELATED BUSINESS TAX RECEIVABLE	9,788	7,981	7,981
FEDERAL EXCISE TAX RECEIVABLE	0	9,875	9,875

**TY 2015 Other Expenses Schedule****Name:** THE HENRY FORD II FUND**EIN:** 38-6066332

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

**TY 2015 Other Income Schedule****Name:** THE HENRY FORD II FUND**EIN:** 38-6066332

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1 IRIDIAN PRIVATE BUSINESS VALUE EQUITY, LP	904	904	904
FROM K-1 BRUSH STREET H FUND, LLC	74,656	66,868	74,656
FROM K-1 SPRUCEGROVE US INTL INVESTMENT FUND	48,357	48,357	48,357
2013 FORM 990-T REFUND	22	0	22
2014 FORM 990-T ADJUSTMENT	15	0	15

**TY 2015 Other Liabilities Schedule****Name:** THE HENRY FORD II FUND**EIN:** 38-6066332

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX PAYABLE	11,965	0
UNRELATED BUSINESS TAX PAYABLE	15	0



## TY 2015 Other Professional Fees Schedule

**Name:** THE HENRY FORD II FUND

**EIN:** 38-6066332

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES (MCDONALD)	6,533	6,533		0
INVESTMENT FEES (ICIA)	5,346	5,346		0
INVESTMENT FEES (EAGLE)	24,138	24,138		0
INVESTMENT FEES (BAIRD)	17,502	17,502		0
INVESTMENT FEES (CAMBRIDGE)	14,175	14,175		0

**TY 2015 Taxes Schedule****Name:** THE HENRY FORD II FUND**EIN:** 38-6066332

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	18,286	0		0
FOREIGN TAX (ICIA)	5,595	5,595		0
FOREIGN TAX (EAGLE)	956	956		0
FOREIGN TAX (MCD)	223	223		0
FOREIGN TAX (BAIRD)	26	26		0
UNRELATED BUSINESS TAX	1,807	0		0