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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

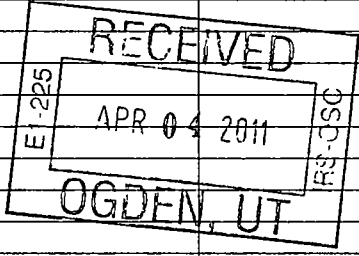
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning JUN 1, 2009, and ending MAY 31, 2010

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

Use the IRS label: Name of foundation: **EDUCATIONAL SUPPORT FOUNDATION INC.**
A Employer identification number: **13-6159760**
Otherwise, print or type: Number and street (or P.O. box number if mail is not delivered to street address): **1659 58TH STREET**
Room/suite:
B Telephone number: **718-256-6161**
See Specific Instructions: City or town, state, and ZIP code: **BROOKLYN, NY 11204**
H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation
I Fair market value of all assets at end of year (from Part II, col (c), line 16): **\$ 20,611,280.** J Accounting method: Cash Accrual
 Other (specify) _____
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		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		205,225.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		867,680.	867,680.		STATEMENT 1
5a Gross rents		81,214.	81,214.		STATEMENT 2
b Net rental income or (loss) 8,501.					STATEMENT 3
6a Net gain or (loss) from sale of assets not on line 10		-1,090,888.			
b Gross sales price for all assets on line 6a 2,736,034.					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		1,009,063.	1,009,063.		STATEMENT 4
12 Total Add lines 1 through 11		1,072,294.	1,957,957.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 5 910.		910.	910.		0.
b Accounting fees STMT 6 7,500.		7,500.	6,000.		1,500.
c Other professional fees					
17 Interest 46.		46.	46.		0.
18 Taxes					
19 Depreciation and depletion 900.		900.	900.		
20 Occupancy 1,500.		1,500.	750.		750.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7 76,808.		76,808.	76,673.		135.
24 Total operating and administrative expenses Add lines 13 through 23 87,664.		87,664.	85,279.		2,385.
25 Contributions, gifts, grants paid 794,595.		794,595.			794,595.
26 Total expenses and disbursements. Add lines 24 and 25 882,259.		882,259.	85,279.		796,980.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements 190,035.		190,035.			
b Net investment income (if negative, enter -0-)			1,872,678.		
c Adjusted net income (if negative enter -0-)				N/A	



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Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	96,048.	552,701.	552,701.
	2	Savings and temporary cash investments	17.	24,698.	24,698.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶ 4,400,000.			
		Less: allowance for doubtful accounts ▶	4,425,000.	4,400,000.	4,400,000.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 9	25,435.	19,215.	13,323.
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
11	Investments - land, buildings, and equipment basis ▶ 24,763.				
	Less accumulated depreciation STMT 10 ▶ 9,377.	16,286.	15,386.	15,386.	
12	Investments - mortgage loans STMT 11	2,713,392.	2,703,054.	2,703,054.	
13	Investments - other STMT 12	12,647,976.	12,435,263.	12,901,118.	
14	Land, buildings, and equipment: basis ▶				
	Less accumulated depreciation ▶				
15	Other assets (describe ▶ ESCROW DEPOSIT)	0.	1,000.	1,000.	
16	Total assets (to be completed by all filers)	19,924,154.	20,151,317.	20,611,280.	
Liabilities	17	Accounts payable and accrued expenses		40,000.	
	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 13)	347,358.	344,486.	
23	Total liabilities (add lines 17 through 22)	347,358.	384,486.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31				
27	Capital stock, trust principal, or current funds	0.	0.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds	19,576,796.	19,766,831.		
30	Total net assets or fund balances	19,576,796.	19,766,831.		
31	Total liabilities and net assets/fund balances	19,924,154.	20,151,317.		

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	19,576,796.
2	Enter amount from Part I, line 27a	2	190,035.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	19,766,831.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,766,831.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,539,219.		3,631,259.	-1,092,040.
b 186,465.		188,197.	-1,732.
c 12.			12.
d 10,338.		7,466.	2,872.
e			

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	
a			-1,092,040.
b			-1,732.
c			12.
d			2,872.
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-1,090,888.
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	N/A

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.

(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))
2008	925,058.	17,503,774.	.052849
2007	353,118.	16,989,444.	.020785
2006	266,634.	16,024,056.	.016640
2005	286,523.	15,147,840.	.018915
2004	773,045.	14,014,381.	.055161

2 Total of line 1, column (d)	2	.164350
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	.032870
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	20,425,200.
5 Multiply line 4 by line 3	5	671,376.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	18,727.
7 Add lines 5 and 6	7	690,103.
8 Enter qualifying distributions from Part XII, line 4	8	796,980.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	18,727.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	18,727.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	5	18,727.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	33,732.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	20,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	53,732.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	35,005.
11	Enter the amount of line 10 to be. Credited to 2010 estimated tax <input type="checkbox"/> 35,005. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10	X	

N/A

STMT 14

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>LEON SCHARF</u> Telephone no. ▶ <u>212-866-6008</u> Located at ▶ <u>800 WEST END AVENUE, NEW YORK, NY</u> ZIP+4 ▶ <u>10025</u>			
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 ▶ <u>15</u> <u>N/A</u>			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" 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? (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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> ▶ <input type="checkbox"/>	1b	
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <u>N/A</u>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 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 2009) <u>N/A</u>	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 2009?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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) N/A

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? Yes 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? Yes No

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
LEON & IRENE SCHARF 1659 58TH STREET BROOKLYN, NY 11204	MANAGERS 0.00	0.	0.	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
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. 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 N/A	
2	
3	
4	

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	
3 All other program-related investments. See instructions.	
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	11,057,611.
b	Average of monthly cash balances	1b	240,499.
c	Fair market value of all other assets	1c	9,438,134.
d	Total (add lines 1a, b, and c)	1d	20,736,244.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	20,736,244.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	311,044.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,425,200.
6	Minimum investment return Enter 5% of line 5	6	1,021,260.

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

1	Minimum investment return from Part X, line 6	1	1,021,260.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	18,727.
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	18,727.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,002,533.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,002,533.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,002,533.

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	796,980.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	796,980.
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	18,727.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	778,253.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,002,533.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	115,652.			
b From 2005				
c From 2006				
d From 2007				
e From 2008	93,907.			
f Total of lines 3a through e	209,559.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$	796,980.			
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				796,980.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	205,553.			205,553.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,006.			
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 2008. Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a	4,006.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008	4,006.			
e Excess from 2009				

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

N/A

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 2009, enter the date of the ruling ▶

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 foundation had \$5,000 or more in assets at any time during the year-see the 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).)

LEON & IRENE SCHARF

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient	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)				
<p><i>a Paid during the year</i></p> <p>DETAILS OF THE CONTRIBUTIONS TO CHARITABLE ORGANIZATIONS IN THE</p> <p>AMOUNT OF \$794,595 ARE AVAILABLE UPON REQUEST.</p>			<p>ADVANCEMENT OF EDUCATION AND ASSISTANCE TO NEEDY</p>	
Total				<p>▶ 3a 794,595.</p>
<p><i>b Approved for future payment</i></p> <p>NONE</p>				
Total				<p>▶ 3b 0.</p>

Part XVI-A Analysis of Income-Producing Activities

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, 13 Total.

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

Table with 2 columns: 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).

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

Employer identification number

EDUCATIONAL SUPPORT FOUNDATION INC.

13-6159760

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, aggregate 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 aggregate 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 line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

EDUCATIONAL SUPPORT FOUNDATION INC.

13-6159760

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	WEINREB MANAGEMENT 276 RIVERSIDE DRIVE NEW YORK, NY 10025	\$ 105,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	WILLY BEER 1200 EAST 8TH STREET BROOKLYN, NY 11230	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	FRANCONIA FOUNDATION INC. 247 WEST 35TH STREET, FLOOR 14 NEW YORK, NY 10001	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

EDUCATIONAL SUPPORT FOUNDATION INC.

13-6159760

Part II Noncash Property (see instructions)

(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

EDUCATIONAL SUPPORT FOUNDATION INC.

13-6159760

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating 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 See instructions) ▶ \$

(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	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BLACKROCK	27,607.	0.	27,607.
BLACKROCK	21.	0.	21.
GNMA	1,153.	0.	1,153.
JANNEY	5.	0.	5.
JANNEY MONTGOMERY SCOTT	44,627.	0.	44,627.
JPMORGAN CHASE	105,462.	0.	105,462.
SMITH BARNEY	688,805.	0.	688,805.
TOTAL TO FM 990-PF, PART I, LN 4	867,680.	0.	867,680.

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RESIDENTIAL, NEW YORK, NY	3	36,947.
RESIDENTIAL, NEW YORK K-1	4	47,769.
RESIDENTIAL, 325 RIVERSIDE, NY	5	-42,080.
RESIDENTIAL INSTITUTIONAL 1-K-1	6	38,578.
TOTAL TO FORM 990-PF, PART I, LINE 5A		81,214.

FORM 990-PF RENTAL EXPENSES STATEMENT 3

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		900.	
CO-OP MAINTENANCE		46,691.	
REPAIRS		22,031.	
INSURANCE		1,297.	
LEGAL		910.	
FILING FEES		840.	
UTILITIES		44.	
- SUBTOTAL -	3		72,713.
TOTAL RENTAL EXPENSES			72,713.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			8,501.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MORTGAGE INTEREST - LHF ASSOCIATES	155,329.	155,329.	
MORTGAGE INTEREST - INDIVIDUALS	22,748.	22,748.	
MORT INC - IRENE SCHARF MTG	92,759.	92,759.	
INTEREST INCOME - MHLIC MTGE	200,000.	200,000.	
INTEREST INCOME-325 RIVERSIDE	932.	932.	
MISC INCOME	2,299.	2,299.	
INTEREST INC MSS INVEST	249,996.	249,996.	
INTEREST INC - DENSCO CORP	285,000.	285,000.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,009,063.	1,009,063.	

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	910.	910.		0.
TO FM 990-PF, PG 1, LN 16A	910.	910.		0.

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	7,500.	6,000.		1,500.
TO FORM 990-PF, PG 1, LN 16B	7,500.	6,000.		1,500.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK CHARGE	266.	190.		76.	
ADVERTISING	59.	0.		59.	
INVESTMENT EXPENSE	5,580.	5,580.		0.	
CO-OP MAINTENANCE	46,691.	46,691.		0.	
REPAIRS	22,031.	22,031.		0.	
INSURANCE	1,297.	1,297.		0.	
FILING FEES	840.	840.		0.	
UTILITIES	44.	44.		0.	
TO FORM 990-PF, PG 1, LN 23	76,808.	76,673.		135.	

FOOTNOTES

STATEMENT 8

PART IV

REALIZED GAIN ON INSTALLMENT SALE

PROPERTY AQUIRED BY DONATION

5/90

PROPERTY SOLD 4/1/93

GROSS PROFIT % 27.78345

PRINCIPAL PAYMENTS COLLECTED IN

FISCAL YEAR

10,338.

REALIZED GAIN

2,872.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT SECURITIES	X		19,215.	13,323.
TOTAL U.S. GOVERNMENT OBLIGATIONS			19,215.	13,323.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			19,215.	13,323.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COOP APTS, 890 WEST END AVE, NY, NY	24,763.	9,377.	15,386.
TOTAL TO FM 990-PF, PART II, LN 11	24,763.	9,377.	15,386.

FORM 990-PF MORTGAGE LOANS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGES REC	2,703,054.	2,703,054.
TOTAL TO FORM 990-PF, PART II, LINE 12	2,703,054.	2,703,054.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP INTERESTS	COST	1,025,516.	1,950,000.
OTHER SECURITIES	FMV	11,409,747.	10,951,118.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,435,263.	12,901,118.

FORM 990-PF OTHER LIABILITIES STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED SALE ON INSTALLMENT SALE	347,358.	344,486.
TOTAL TO FORM 990-PF, PART II, LINE 22	347,358.	344,486.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 14
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
WEINREB MANAGEMENT	276 RIVERSIDE DRIVE NEW YORK, NY 10025
LEON SCHARF	1659 58TH STREET BROOKLYN, NY 11204

SECURITY GAIN SCHEDULE

NAME EDUCATIONAL SUPPORT FOUNDATION, INC

IND. NO.

YEAR ENDED 5/31/10
Page 2 of 2

ADDRESS 800 W END AVE New York NY 10025

UNITS	SECURITIES	PURCHASES		SALES		LONG TERM GAIN (LOSS)	SHORT TERM GAIN (LOSS)
		DATE	PRICE	DATE	PRICE		
28,000	U.S. T Note M-2013	9/14/09	2272376	3/12/10	2256184		(23172)
438,732	Bikeek Bond Allocation See C	9/14/09	458099	4/13/10	4671		9001
489,459	" " See M	9/14/09	439464	4/13/10	4472		7736
TOTALS (Sch. No.) Line No.)							

NET LONG TERM GAIN OR (LOSS) (Sch. No.)	Line No.)
NET SHORT TERM GAIN OR (LOSS) (Sch. No.)	Line No.)
NET GAIN OR (LOSS) (Sch. No.)	Line No.)

CAPITAL GAINS SCHEDULE

NAME EDUCATIONAL SUPPORT FOUNDATION INC.

IND. NO.

ADDRESS 800 W. END AVE

NEW YORK NY 10025

YEAR ENDED 5/31/10

PAGE 1 of 2

UNITS	SECURITIES	PURCHASES		SALES		LONG TERM GAIN (LOSS)	SHORT TERM GAIN (LOSS)
		DATE	PRICE	DATE	PRICE		
138,000	JANNEY MONTGOMERY SCOTT LLC		121,530.85	6/15/09	138,000.00	16,469.15	
48,000	GMAC 5.400%		42,244.22	6/15/09	48,000.00	5,755.78	
25,000	" 5.350%		23,388.20	7/15/09	25,000.00	1,611.80	
40,000	" 7.000%		35,177.22	7/15/09	40,000.00	4,822.78	
50,000	" 5.050%		43,472.50	8/17/09	50,000.00	6,527.50	
110,000	" 5.000%		95,681.63	9/15/09	110,000.00	14,318.37	
65,000	" 5.250%		57,338.39	11/16/09	65,000.00	7,661.61	
100,000	" 5.350%		88,466.00	11/16/09	100,000.00	11,534.00	
	* J.P. MORGAN		507,499.71				
500,000	Ford Motor Credit Co. LLC 7.375%		480,500.00	10/28/09	500,000.00	19,500.00	
100,000	* Morgan Stanley - Smith Barney						
250,000	CIT Group 6.250		100,000.00	7/13/09	69,994.00	30,006.00	
250,000	" " 6.250		250,000.00	7/14/09	180,000.00	70,000.00	
300,000	" " 6.250		300,000.00	7/15/09	223,500.00	76,500.00	
850,000	" " 6.250		850,000.00	7/17/09	425,000.00	425,000.00	
23,000	Royal BK Scotland Group 7.25%		575,000.00	11/4/09	224,560.84	350,439.16	
23,800	" " 7.25%		58,259.25	5/6/10	340,164.22	228,025.53	
100,000	Goldman Sachs Group Inc. 5.6250		99,914.00	5/17/10	98,792.00	1,122.00	
	Morgan Stanley - BlackRock		2,543,133.15				
24,000	US Treasury Note serial 2014e1875	9/14/09	23,887.50	1/25/10	23,898.75		11.25
26,000	" " serial 2015e2125	9/14/09	25,626.25	1/25/10	25,069.62		556.63
	TOTALS (Sch. No.)		3,780,887.21		2,686,979.50		

NET LONG TERM GAIN OR (LOSS) (Sch. No.)	Line No.)	(1092) 028 140
NET SHORT TERM GAIN OR (LOSS) (Sch. No.)	Line No.)	(1166) 731
NET GAIN OR (LOSS) (Sch. No.)	Line No.)	(1093) 695 71

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box X

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II		Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)	
Type or print File by the extended due date for filing your return See instructions	Name of exempt organization	Employer identification number	
	EDUCATIONAL SUPPORT FOUNDATION INC.	13-6159760	
	Number, street, and room or suite no If a P O box, see instructions	1659 58TH STREET	
	City, town or post office, state, and ZIP code For a foreign address, see instructions	BROOKLYN, NY 11204	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of 800 WEST END AVENUE - NEW YORK, NY 10025

Telephone No 212-866-6008

FAX No

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until APRIL 15, 2011

5 For calendar year _____, or other tax year beginning JUN 1, 2009, and ending MAY 31, 2010

6 If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return Change in accounting period

7 State in detail why you need the extension:

UNABLE TO DETERMINE TAXABLE INCOME DUE TO MISSING TRANSACTIONS

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	\$	0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	33,732.
c	Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature

Title

Date