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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

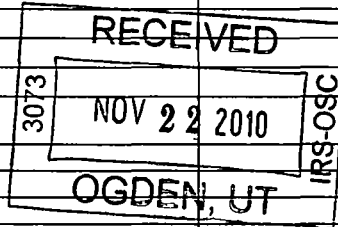
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year **2009**, or tax year beginning **Aug 1**, **2009**, and ending **Jul 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. Otherwise, print or type See Specific Instructions	Name of foundation THE ESPOIR FOUNDATION		A Employer identification number 13-3213139
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see the instructions) (212) 397-4837
	736 W 186TH STREET	3H	C If exemption application is pending, check here <input type="checkbox"/>
	City or town NEW YORK	State ZIP code NY 10033	D 1 Foreign organizations, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			D 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 177,219.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

	Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
OPERATING AND ADMINISTRATIVE EXPENSES	1 Contributions, gifts, grants, etc. received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	4,475.	4,475.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)			1,013.	
	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/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		4,475.	5,488.		
13 Compensation of officers, directors, trustees, etc					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach sch)		500.			500.
c Other prof fees (attach sch)					
17 Interest					
18 Taxes (attach schedule)(see instr) FEDERAL EXCISE TA		1,726.			1,726.
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		132.			132.
22 Printing and publications					
23 Other expenses (attach schedule) See Line 23 Stmt		170.			170.
24 Total operating and administrative expenses. Add lines 13 through 23		2,528.			2,528.
25 Contributions, gifts, grants paid		2,500.			
26 Total expenses and disbursements. Add lines 24 and 25		5,028.			2,528.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-553.			
b Net investment income (if negative, enter -0-)			5,488.		
c Adjusted net income (if negative, enter -0-)					



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing		67.	160.	160.
	2	Savings and temporary cash investments				
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – US and state government obligations (attach schedule) L-10a Stmt		39,909.	173,681.	177,059.
	b	Investments – corporate stock (attach schedule) L-10b Stmt		115,151.	0.	0.
	c	Investments – corporate bonds (attach schedule) L-10c Stmt		18,254.	0.	0.
	11	Investments – land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)		173,381.	173,841.	177,219.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)				
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		173,381.	173,841.	
	30	Total net assets or fund balances (see the instructions)		173,381.	173,841.	
31	Total liabilities and net assets/fund balances (see the instructions)		173,381.	173,841.		

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	173,381.
2	Enter amount from Part I, line 27a	2	-553.
3	Other increases not included in line 2 (itemize) <u>GAIN ON SALE OF SECURITIES</u>	3	1,013.
4	Add lines 1, 2, and 3	4	173,841.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	173,841.

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 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a 1745.776 SHRS VG ST-CORP	P	08/15/00	07/09/10
b 365.091 SHRS VG IT US TREAS	P	08/15/00	07/09/10
c 1927.158 SHRS VG GNMA	P	08/15/00	07/09/10
d 3128.884 SHRS VG WINDSOR II	P	08/15/00	07/09/10
e 802.419 SHRS VG EXPLORER	P	08/15/00	07/09/10

(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 18,732.		18,843.	-111.
b 4,121.		4,197.	-76.
c 21,186.		20,053.	1,133.
d 70,243.		72,580.	-2,337.
e 46,580.		44,176.	2,404.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-111.
b			-76.
c			1,133.
d			-2,337.
e			2,404.

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	1,013.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).	If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries	(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
	2008	8,254.	152,722.	0.054046
	2007	12,743.	213,247.	0.059757
	2006	12,819.	223,030.	0.057477
	2005	10,654.	209,701.	0.050806
	2004	12,179.	204,325.	0.059606

2 Total of line 1, column (d)	2	0.281692
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.056338
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	171,974.
5 Multiply line 4 by line 3	5	9,689.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	55.
7 Add lines 5 and 6	7	9,744.
8 Enter qualifying distributions from Part XII, line 4	8	2,528.

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 the instructions)

1 a	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 instr.)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	110.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	110.
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	110.
6	Credits/Payments:		
a	2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	
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	110.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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

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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 ▶ N/A	13	X	
14	The books are in care of ▶ <u>JOE M. PUMPHREY</u> Telephone no ▶ <u>(212) 397-4837</u> Located at ▶ <u>3333 NE 34TH ST #708</u> FT LAUDERDALE FL ZIP + 4 ▶ <u>33308-6910</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 ▶ 15			

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
1 a	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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	
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?	1 c	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 ▶ 20__ , 20__ , 20__ , 20__		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see the instructions)	2 b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20__ , 20__ , 20__ , 20__ .		
3 a	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.)	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	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 propoganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No 6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No 7b

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD PARGAMENT 66 W 77TH ST #67 NEW YORK NY 10024	PRESIDENT 1.00	0.	0.	0.
MICHAEL SHEAFE 1427 YORK AVE #31 NEW YORK NY 10021	SECRETARY 1.00	0.	0.	0.
JOE PUMPHREY 3333 NE 34TH ST, FT LAUDERDALE FL 33308	TREASURER 2.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
0				
0				
0				
0				

Total number of other employees paid over \$50,000 None

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		0

Total number of others receiving over \$50,000 for professional services ▶ None

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 NONE	0.
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 NONE	0.
2 -----	
All other program-related investments. See instructions 3 NONE	0.
Total. Add lines 1 through 3 ▶	None

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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	1 a	174,347.
b	Average of monthly cash balances	1 b	246.
c	Fair market value of all other assets (see instructions)	1 c	0.
d	Total (add lines 1a, b, and c)	1 d	174,593.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	174,593.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	2,619.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	171,974.
6	Minimum investment return. Enter 5% of line 5	6	8,599.

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	8,599.
2a	Tax on investment income for 2009 from Part VI, line 5	2 a	110.
b	Income tax for 2009 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	110.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	8,489.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	8,489.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	8,489.

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	1 a	2,528.
b	Program-related investments – total from Part IX-B	1 b	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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,528.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,528.

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				8,489.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004	0.			
b From 2005	0.			
c From 2006	0.			
d From 2007	11,054.			
e From 2008	8,359.			
f Total of lines 3a through e	19,413.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 2,528.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2009 distributable amount				
e Remaining amount distributed out of corpus	2,528.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	8,489.			8,489.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,452.			
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				
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 instructions			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) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	13,452.			
10 Analysis of line 9:				
a Excess from 2005	0.			
b Excess from 2006	0.			
c Excess from 2007	2,565.			
d Excess from 2008	8,359.			
e Excess from 2009	2,528.			

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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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 XV² 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))
NONE
- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
NONE
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**
- Check here 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:
THE ESPOIR FOUNDATION ATTN: J. PUMPHREY, TREASURER
3333 NE 34TH ST #708
FORT LAUDERDALE FL 33308-6910 (212) 397-4837
- b The form in which applications should be submitted and information and materials they should include:
SHORT WRITTEN PROPOSALS WITH ADEQUATE FINANCIAL BACKUP
- c Any submission deadlines:
NONE-GRANTS GIVEN OUT QUARTERLY BASED ON MERIT
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
GRANTS MADE ONLY TO QUALIFIED 501(c)3 PUBLIC CHARITIES

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i> MONTANA TWO SPIRIT SOCIETY PO BOX 7514 MISSOULUA, MT 59807 FL 33315</p>	<p>NONE</p>	<p>PUBLIC CHARITY</p>	<p>SPONSORSHIP OF VIDEO ABOUT SOCIETY</p>	<p>2,500.</p>
<p>Total ▶ 3a</p>				<p>2,500.</p>
<p><i>b Approved for future payment</i></p>				
<p>Total ▶ 3b</p>				

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses.	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<u>ANNUAL NEWSPAPER NOTICE</u>	120.			120.
<u>NYS ANNUAL FEES</u>	50.			50.
Total	<u>170.</u>			<u>170.</u>

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
<u>VANGUARD IT-US TREASURY</u>			173,681.	177,059.
Total			<u>173,681.</u>	<u>177,059.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
<u>VANGUARD WINDSOR II</u>	0.	0.
<u>VANGUARD EXPLORER</u>	0.	0.
Total	<u>0.</u>	<u>0.</u>

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
<u>VANGUARD ST-CORPORATE</u>	0.	0.
Total	<u>0.</u>	<u>0.</u>

THE ESPOIR FOUNDATION
AVERAGE MONTHLY FAIR MARKET VALUE OF SECURITIES
FOR THE PERIOD 8/1/09-7/31/10

PF-990 2009
 13-3213139

DATE	TOTAL CASH VALUE	TOTAL SECURITIES VALUE	VFISF ST-CORP			VFISF IT-US TREAS			VFISF GNMA PORTFOLIO			VANGUARD WINDSOR II			VANGUARD EXPLORER FUND		
			Shares	Price	Value	Shares	Price	Value	Shares	Price	Value	Shares	Price	Value	Shares	Price	Value
8/1/09	\$66.75	\$163,175.94	1,690.375	10.38	17,546.09	1,880.242	11.48	21,585.18	1,853.747	10.67	19,779.48	3,062.603	20.82	63,763.39	801.064	50.56	40,501.80
8/31/09	66.75	167,527.37	1,695.701	10.48	17,770.95	1,885.498	11.55	21,777.50	1,859.857	10.70	19,900.47	3,062.603	21.78	66,703.49	801.064	51.65	41,374.96
9/1/09	66.75	167,544.32	1,695.701	10.49	17,787.90	1,885.498	11.55	21,777.50	1,859.857	10.70	19,900.47	3,062.603	21.78	66,703.49	801.064	51.65	41,374.96
9/30/09	66.75	171,086.51	1,700.671	10.55	17,942.08	1,749.145	11.63	20,342.56	1,865.434	10.75	20,053.42	3,062.603	22.46	68,786.06	801.064	54.88	43,962.39
10/1/09	66.75	171,086.51	1,700.671	10.55	17,942.08	1,749.145	11.63	20,342.56	1,865.434	10.75	20,053.42	3,062.603	22.46	68,786.06	801.064	54.88	43,962.39
10/31/09	66.75	168,163.16	1,705.937	10.60	18,082.93	1,753.558	11.63	20,393.88	1,870.522	10.78	20,164.23	3,062.603	22.22	68,051.04	801.064	51.77	41,471.08
11/1/09	66.75	168,243.11	1,705.937	10.60	18,082.93	1,753.558	11.63	20,393.88	1,870.522	10.79	20,182.93	3,062.603	22.24	68,112.29	801.064	51.77	41,471.08
11/30/09	341.75	172,974.34	1,710.855	10.66	18,237.71	1,757.635	11.63	20,441.30	1,783.090	10.90	19,435.68	3,062.603	23.56	72,154.93	801.064	53.31	42,704.72
12/1/09	341.75	172,917.30	1,710.855	10.65	18,220.61	1,757.635	11.60	20,388.57	1,783.090	10.89	19,417.85	3,062.603	23.57	72,185.55	801.064	53.31	42,704.72
12/31/09	341.75	176,736.17	1,716.011	10.59	18,172.56	1,816.008	11.09	20,139.53	1,799.438	10.64	19,146.02	3,095.416	23.68	73,299.45	802.419	57.30	45,978.61
1/1/10	341.75	173,121.79	1,721.141	10.70	18,416.21	1,595.561	11.28	17,997.93	1,799.438	10.64	19,146.02	3,095.416	23.68	73,299.45	802.419	57.30	45,978.61
1/31/10	341.75	173,121.79	1,721.141	10.70	18,416.21	1,595.561	11.28	17,997.93	1,803.498	10.75	19,387.60	3,095.416	23.40	72,432.73	802.419	55.94	44,887.32
2/1/10	341.75	173,121.79	1,721.141	10.70	18,416.21	1,595.561	11.28	17,997.93	1,803.498	10.75	19,387.60	3,095.416	23.40	72,432.73	802.419	55.94	44,887.32
2/28/10	341.75	177,042.82	1,725.754	10.70	18,465.57	1,599.173	11.30	18,070.65	1,807.907	10.77	19,471.16	3,095.416	23.89	73,949.49	802.419	58.68	47,085.95
3/1/10	341.75	177,352.36	1,725.754	10.70	18,465.57	1,599.173	11.30	18,070.65	1,807.907	10.77	19,471.16	3,095.416	23.99	74,259.03	802.419	58.68	47,085.95
3/31/10	341.75	183,487.91	1,730.829	10.71	18,537.18	1,610.290	11.12	17,906.42	1,820.604	10.72	19,516.87	3,095.416	25.08	77,633.03	802.419	62.18	49,894.41
4/1/10	341.75	183,518.87	1,730.829	10.71	18,537.18	1,610.290	11.12	17,906.42	1,820.604	10.72	19,516.87	3,095.416	25.09	77,663.99	802.419	62.18	49,894.41
4/30/10	341.75	186,320.67	1,735.772	10.75	18,659.55	1,614.190	11.23	18,127.35	1,825.837	10.76	19,646.01	3,095.416	25.21	78,035.44	802.419	64.62	51,852.32
5/1/10	341.75	186,320.67	1,735.772	10.75	18,659.55	1,614.190	11.23	18,127.35	1,825.837	10.76	19,646.01	3,095.416	25.21	78,035.44	802.419	64.62	51,852.32
5/31/10	291.75	173,992.17	1,740.875	10.68	18,592.55	1,618.086	11.41	18,462.36	1,830.687	10.88	19,917.87	3,095.416	22.52	69,708.77	802.419	58.96	47,310.62
6/1/10	291.75	174,115.98	1,740.875	10.68	18,592.55	1,618.086	11.41	18,462.36	1,830.687	10.88	19,917.87	3,095.416	22.56	69,832.58	802.419	58.96	47,310.62
6/30/10	291.75	171,253.01	1,745.776	10.73	18,732.18	1,621.669	11.62	18,843.79	1,835.076	11.00	20,185.84	3,128.884	21.39	66,926.83	802.419	58.03	46,564.37
7/1/10	291.75	171,440.74	1,745.776	10.73	18,732.18	1,621.669	11.62	18,843.79	1,835.076	11.00	20,185.84	3,128.884	21.45	67,114.56	802.419	58.03	46,564.37
7/31/10	160.13	177,058.94	0.000	10.87	0.00	15,107.418	11.72	177,058.94	0.000	11.02	0.00	0.000	22.32	0.00	0.000	59.32	0.00

TOTALS \$5,895.38 \$4,184,338.62

AVERAGE VALUE \$245.64 \$174,347.44
 (TOTALS DIVIDED BY 24)

THE ESPOIR FOUNDATION
SECURITIES SCHEDULE - 8/1/09-7/31/10

DATE ACQUIRED	TYPE AND OF SECUR	OPENING INVENTORY		PURCHASES		SALES				ENDING INVENTORY			SHARE PRICE 7/31/10		
		NUMBER OF SHARES	COST	NUMBER OF SHARES	AVERAGE COST/SHR	NUMBER OF SHARES	AVERAGE COST/SHR	GROSS	DATE SOLD	GAIN/LOSS	NUMBER OF SHARES	ACQUISITION COST		MARKET VALUE	INCOME RECEIVED
3/93 through 7/10	VANGUARD ST-CORPOR	1,690,375	18,253.62	55,401	10.65	589.93	10.79	18,732.18	7/9/10	(111.37)	0.000	0.00	0.00	589.93	10.37
3/93 through 7/10	VANGUARD IT US TREA	1,880,242	20,645.87	13,592,267	11.56	157,232.32	11.50	4,121.06	7/9/10	(76.17)	15,107,418	173,680.96	177,058.94	1,490.43	11.72
3/93 through 7/10	VANGUARD GNMA	1,853,747	19,263.41	73,411	11.38	789.72	10.41	21,185.84	7/9/10	1,132.71	0.000	0.00	0.00	789.72	10.67
3/93 through 7/10	VANGUARD WINDSOR II	3,062,603	71,053.36	66,281	23.04	1,526.96	23.35	70,243.45	7/9/10	(2,336.87)	0.000	0.00	0.00	1,526.96	20.82
3/93 through 7/10	VANGUARD EXPLORER	801,064	44,097.56	1,355	57.93	78.50	55.05	46,580.42	7/9/10	2,404.36	0.000	0.00	0.00	78.50	50.56
TOTALS			<u>173,313.82</u>			<u>160,217.43</u>		<u>160,862.95</u>		<u>1,012.66</u>		<u>173,680.96</u>	<u>177,058.94</u>	<u>4,475.54</u>	

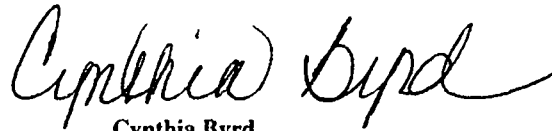
STATE OF NEW YORK
County of New York, s:

PUBLIC NOTICES
THE ANNUAL RETURN OF THE ESPOIR FOUNDATION for the fiscal year ended JULY 31, 2010 is available at its principal office located at 738 W 186TH STREET #3H, NEW YORK, NY 10033 for inspection during regular business hours by any citizen who requests it within 180 days hereof. Principal Manager of the Foundation: **JOE M PUMPHREY**, TREASURER, 166271

Jennifer Hannafey, being duly sworn, says that she is the PRINCIPAL CLERK of the Publisher of the **NEW YORK LAW JOURNAL**, a Daily Newspaper; that the Advertisement hereto annexed has been published in the said **NEW YORK LAW JOURNAL** one time on the 3rd day of November, 2010.

TO WIT : NOVEMBER 3, 2010

SWORN BEFORE ME, this 3rd day
Of November, 2010.



Cynthia Byrd
Notary Public, State of New York
No. 01BY6056945
Qualified in Kings County
Commission Expires April 09, 2011