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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2010**For calendar year 2010, or tax year beginning , and ending****G** Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation The Esperance Family Foundation Inc		A Employer identification number 20-0494459
Number and street (or P O box number if mail is not delivered to street address) c/o Foundation Source, 501 Silverside Road	Room/suite 123	B Telephone number (see page 10 of the instructions) (800) 839-1754
City or town, state, and ZIP code Wilmington DE 19809-1377		C If exemption application is pending, check here ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,130,489	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(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 (attach schedule)	193,700			
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	59,695	57,514		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	293,157			
b Gross sales price for all assets on line 6a	11,719,389			
7 Capital gain net income (from Part IV, line 2)		292,562		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	146,397	56,056		
12 Total. Add lines 1 through 11	692,949	406,132		
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	21,732	21,284		
17 Interest	12,260	10,719		
18 Taxes (attach schedule) (see page 14 of the instructions)	3,583	293		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	68,759	35,191		31,767
24 Total operating and administrative expenses. Add lines 13 through 23	106,334	67,487		31,767
25 Contributions, gifts, grants paid	897,097			897,097
26 Total expenses and disbursements. Add lines 24 and 25	1,003,431	67,487		928,864
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-310,482			
b Net investment income (if negative, enter -0-)		338,645		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2010)

(HTA)

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	497,340	-567,159	-567,159
	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 page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	24,222		
	b Investments—corporate stock (attach schedule)	3,870,710	4,678,519	3,001,385
	c Investments—corporate bonds (attach schedule)	555,978		
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,204,103	1,730,511	1,696,263
	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 the instructions Also, see page 1, item I)	6,152,353	5,841,871	4,130,489
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	6,152,353	5,841,871	
	30 Total net assets or fund balances (see page 17 of the instructions)	6,152,353	5,841,871	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,152,353	5,841,871	

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	6,152,353
2 Enter amount from Part I, line 27a	2	-310,482
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	5,841,871
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	5,841,871

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 Publicly-traded Securities				
b Passthrough K1 Capital Gain				
c Allocated to UBTI due to acquisition indebtedness				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 11,719,389		11,504,611	214,778	
b			87,606	
c			-9,822	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			214,778	
b			87,606	
c			-9,822	
d				
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	292,562
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 pages 13 and 17 of 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.

(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))
2009	753,237	4,139,357	0.181970
2008	3,307,034	8,004,302	0.413157
2007	1,383,851	10,492,608	0.131888
2006	947,160	10,414,129	0.090950
2005	766,175	10,268,950	0.074611
2 Total of line 1, column (d)			2 0.892576
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 0.178515
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 3,893,147
5 Multiply line 4 by line 3			5 694,985
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,386
7 Add lines 5 and 6			7 698,371
8 Enter qualifying distributions from Part XII, line 4 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 on page 18.			8 928,864

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	3,386	
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	3,386	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,386	
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	3,600	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,600	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	214	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) DE		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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 page 20 of the 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?	13	X	
Website address ▶				
14	The books are in care of ▶ c/o Foundation Source Telephone no ▶ (800) 839-1754			
	Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377			
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 ▶ ☐			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			X

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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	N/A
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 2010? ▶	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No		
	If "Yes," list the years ▶ 20....., 20....., 20....., 20.....		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20....., 20....., 20....., 20.....		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2010 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 2010)	3b	N/A
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 2010?	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)? (see page 22 of the 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 page 22 of the instructions)?**5b**

X

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**

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b**

N/A

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 page 22 of the 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
SEE ATTACHMENT				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over \$50,000

▶

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 page 23 of the 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		▶

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 page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1	
.....	
2	
.....	
All other program-related investments. See page 24 of the instructions	
3	
.....	
Total. Add lines 1 through 3	▶

0

0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	3,316,713
b	Average of monthly cash balances	1b	88,198
c	Fair market value of all other assets (see page 25 of the instructions)	1c	1,107,178
d	Total (add lines 1a, b, and c)	1d	4,512,089
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	559,656
3	Subtract line 2 from line 1d	3	3,952,433
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	59,286
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,893,147
6	Minimum investment return. Enter 5% of line 5	6	194,657

Part XI Distributable Amount (see page 25 of the 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	194,657
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,386
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	10,372
c	Add lines 2a and 2b	2c	13,758
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	180,899
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	180,899
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	180,899

Part XII Qualifying Distributions (see page 25 of the 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	928,864
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	0
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	928,864
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 page 26 of the instructions)	5	3,386
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	925,478

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				180,899
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005	105,539			
b From 2006	442,742			
c From 2007	885,875			
d From 2008	2,911,475			
e From 2009	546,931			
f Total of lines 3a through e	4,892,562			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 928,864				
a Applied to 2009, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				180,899
e Remaining amount distributed out of corpus	747,965			
5 Excess distributions carryover applied to 2010 (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	5,640,527			
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 page 27 of the instructions		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	105,539			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	5,534,988			
10 Analysis of line 9				
a Excess from 2006	442,742			
b Excess from 2007	885,875			
c Excess from 2008	2,911,475			
d Excess from 2009	546,931			
e Excess from 2010	747,965			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
AMER HEART ASSOC - DETROIT/SOUTHFIELD 24445 NORTHWESTERN HWY, STE 100 SOUTHFIELD MI 48075	N/A	509(a)(1)	General & Unrestricted	3,500
ANN ARBOR TEEN CENTER INC 310 E WASHINGTON ST ANN ARBOR MI 48104	N/A	509(a)(1)	General & Unrestricted	25,000
CENTRO EDUCATIVO LA MINGA INC PO BOX 1877 GRANBY CO 80446	N/A	509(a)(1)	General & Unrestricted	28,000
ECOLOGY CENTER INC 117 N DIVISION ANN ARBOR MI 48104	N/A	509(a)(2)	General & Unrestricted	25,000
GENETICS POLICY INSTITUTE 11924 FOREST HILL BLVD WELLINGTON FL 33414	N/A	509(a)(1)	General & Unrestricted	500
GOLDEN COURAGE INTERNATIONAL 268 INDIAN RIVER PL ANN ARBOR MI 48104	N/A	509(a)(2)	General & Unrestricted	260,000
HUMANE SOCIETY OF HURON VALLEY 3100 CHERRY HILL RD ANN ARBOR MI 48105	N/A	509(a)(2)	General & Unrestricted	50,000
J DAVID GLADSTONE INSTITUTES 43 CORPORATE PARK, STE 102 IRVINE CA 92606	N/A	509(a)(1)	Charitable Event	10,000
KANSAS UNIVERSITY ENDOWMENT ASSOC PO BOX 928 LAWRENCE KS 66044	N/A	509(a)(1)	Integrative Medicine Dietetics Internship & Fellowship	30,832
KERN ASPEN LIPID CONFERENCE U OF C DENVER 12700 E 19 AV BX C281 RM 7002 AURORA CO 80045	N/A	509(a)(1)	Charitable Event	30,000
LAND INSTITUTE 2440 E WATER WELL RD SALINA KS 67401	N/A	509(a)(1)	General & Unrestricted	25,000
Total See Attached Statement			3a	897,097
b <i>Approved for future payment</i>				
Total			3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities	900099	2,181	14	57,514	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory	900099	10,070	18	283,087	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a Federal Tax Refund			01	29,617	
b	K-1 Pass-Through Income/(Loss)	525990	-35,932	14	56,057	
c	751 Gain on sale of partnerships	525990	96,655			
d						
e						
12	Subtotal Add columns (b), (d), and (e)		72,974		426,275	0
13	Total. Add line 12, columns (b), (d), and (e)				13	499,249

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

[illegible]

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

- | | | |
|---|--------------|----|
| <p>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?</p> | Yes | No |
| <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> | | |
| <p>(1) Cash</p> | 1a(1) | X |
| <p>(2) Other assets</p> | 1a(2) | X |
| <p>b Other transactions</p> | | |
| <p>(1) Sales of assets to a noncharitable exempt organization</p> | 1b(1) | X |
| <p>(2) Purchases of assets from a noncharitable exempt organization</p> | 1b(2) | X |
| <p>(3) Rental of facilities, equipment, or other assets</p> | 1b(3) | X |
| <p>(4) Reimbursement arrangements</p> | 1b(4) | X |
| <p>(5) Loans or loan guarantees</p> | 1b(5) | X |
| <p>(6) Performance of services or membership or fundraising solicitations</p> | 1b(6) | X |
| <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> | 1c | X |
| <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received</p> | | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[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

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

Signature of officer or trustee: Roger S. Senter Date: 11/08/11 Title: President

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Jeffrey D Haskell	Jeffrey D. Haskell	11/7/2011		
	Firm's name ► FOUNDATION SOURCE				Firm's EIN ►
	Firm's address ► 55 WALLS DRIVE, FAIRFIELD, CT 06824				Phone no (800) 839-1754

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

2010

Name of the organization

Employer identification number

The Esperance Family Foundation Inc

20-0494459

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 foundationCheck 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).

Name of organization The Esperance Family Foundation Inc	Employer identification number 20-0494459
---	--

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Newton, Roger S 3672 Prospect Road Ann Arbor MI 48105 Foreign State or Province Foreign Country	\$ 193,700	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
4	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
5	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
6	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Employer identification number

20-0494459

Part II

[illegible]

Name of organization The Esperance Family Foundation Inc	Employer identification number 20-0494459
---	--

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) ► \$ 0

(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
			
	For Prov	Country	
(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
			
	For Prov	Country	
(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
			
	For Prov	Country	
(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
			
	For Prov	Country	

Form 990-PF, Part I, Line 11 - Other Income

		TOTAL:	146,397	56,056
			(a) Revenue per Books	(b) Net Investment Income
1	BOARDWALK PIPELINE PARTNERS LP K-1 Pass-Through Share of Partnership Income/(Loss)		-1,401	3
2	BOARDWALK PIPELINE PARTNERS LP 751 Gain		3,432	0
3	CLEARWATER CAPITAL PARTNERS III, LP K-1 Pass-Through Share of Partnership Income		32,854	32,854
4	EL PASO PIPELINE PARTNERS LP K-1 Pass-Through Share of Partnership Income/(Loss)		-1,106	17
5	EL PASO PIPELINE PARTNERS LP 751 Gain		3,092	0
6	Federal Tax Refund		29,617	0
7	GLOBAL PARTNERS LP K-1 Pass-Through Share of Partnership Income/(Loss)		-9,154	63
8	GLOBAL PARTNERS LP 751 Gain		14,284	0
9	NB CROSSROADS FUND XVII - ASSET ALLOCATION LP K-1 Pass-Through Share of Partnership Income		8,819	7,443
10	OCH-ZIFF CAPITAL MGMT GROUP LLC K-1 Pass-Through Share of Partnership Loss		-482	-487
11	PENN VIRGINIA GP HOLDINGS LP K-1 Pass-Through Share of Partnership Income/(Loss)		-2,825	801
12	PENN VIRGINIA GP HOLDINGS LP 751 Gain		5,269	0
13	CRESTWOOD MIDSTREAM PARTNERS LP K-1 Pass-Through Share of Partnership Income		-162	0
14	CRESTWOOD MIDSTREAM PARTNERS LP 751 Gain		691	0
15	SILVERPEAK LEGACY FUND III, LP K-1 Pass-Through Share of Partnership Income/(Loss)		-2,095	15,338
16	SUNOCO LOGISTICS PARTNERS LP K-1 Pass-Through Share of Partnership Income		-4,323	24
17	SUNOCO LOGISTICS PARTNERS LP 751 Gain		69,887	0

Form 990-PF, Part I, Line 16c - Other Professional Fees

TOTAL:		21,732	21,284	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Investment Management Services	21,732	21,284		0
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 18 - Taxes

	TOTAL:	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Estimated Tax Payment for 2010	3,100	0		0
2	Foreign Tax Paid	293	293		0
3	UBTI Tax Payment for 2009	190	0		0
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 23 - Other Expenses

TOTAL:					68,759	35,191	0	31,767
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Administrative Fees	31,742	0	0	31,742			
2	Bank Charges	229	229		0			
3	BOARDWALK PIPELINE PARTNERS LP K-1 Expenses	6	2		0			
4	EL PASO PIPELINE PARTNERS LP K-1 Expenses	1	0		0			
5	GLOBAL PARTNERS LP K-1 Expenses	124	38		0			
6	NB CROSSROADS FUND XVII - ASSET ALLOCATION LP K-1 Expenses	15,593	14,215		0			
7	PENN VIRGINIA GP HOLDINGS LP K-1 Expenses	2,241	1,952		0			
8	CRESTWOOD MIDSTREAM PARTNERS K-1 Expenses	3	0		0			
9	SILVERPEAK LEGACY FUND III, LP K-1 Expenses	742	723		0			
10	SUNOCO LOGISTICS PARTNERS LP K-1 Expenses	21	0		0			
11	CLEARWATER CAPITAL PARTNERS III, LP K-1 Expenses	17,927	17,927		0			
12	OCH-ZIFF CAPITAL MGMT GROUP LLC	105	105		0			
13	State or Local Filing Fees	25	0		25			

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

		TOTAL:					
	Description/Symbol/CUSIP Number	Shares	Book Value	(b)	Fair Market Value	(c)	
1	ABBOTT LABS (ABT)	500	21,881		23,955		3,001,385
2	AGILENT TECHNOLOGIES INC (A)	170	5,259		7,043		
3	AKAMAI TECH COM STK (AKAM)	209	7,739		9,833		
4	ALCATEL LUCENT (ALU)	1,181	11,296		3,496		
5	ALLIANZ SE ADR (AZSEY PK)	187	1,873		2,220		
6	ALUMINA LTD ADS (AWC)	271	1,496		2,759		
7	AMERICA MOVIL SA (AMX)	94	5,338		5,390		
8	AMERICAN EXPRESS CO (AXP)	250	9,518		10,730		
9	AMERICAN TOWER CORP CL A (AMT)	253	8,807		13,065		
10	AMGEN INC (AMGN)	300	15,400		16,470		
11	ANADARKO PETROLEUM CORP (APC)	350	13,735		26,656		
12	ANGLO AMER PLATINUM ADR (AGPPY PK)	216	3,746		3,791		
13	ANGLOGOLD LTD (AU)	111	3,367		5,465		
14	ANSYS INC. (ANSS)	131	5,712		6,821		
15	APACHE CORPORATION (APA)	292	30,167		34,815		
16	ARIAD PHARMACEUTICALS, INC (ARIA)	10,000	55,061		51,000		
17	ASTRAZENECA (AZN)	79	3,769		3,649		
18	AUTODESK, INC (ADSK)	211	5,606		8,060		
19	AXIS CAPITAL HOLDINGS LTD (AXS)	97	2,852		3,480		
20	BANCO BRADESCO S.A. SPONS ADR NEW (BBD)	43	854		872		
21	BANCO ITAU HOLDING FINANCIERA (ITUB)	380	7,512		9,124		
22	BARD C R INC (BCR)	66	4,887		6,057		
23	BARRICK GOLD CORP COM (ABX)	134	4,378		7,126		
24	BECKMAN COULTER INC. (BEC)	150	8,729		11,285		
25	BIO RAD LABS INC CL A (BIO)	57	3,739		5,919		
26	BORG WARNER INC. (BWA)	148	5,202		10,709		
27	BOSTON PPTYS INC (BXP)	81	6,905		6,974		
28	CABOT OIL & GAS CORP (COG)	228	7,490		8,630		
29	CAMECO CORPORATION (CCJ)	140	3,549		5,653		
30	CARLYLE CAP -B- (CCC AS)	40,000	760,001		0		
31	CARREFOUR S A (CRERY.PK)	526	4,713		4,408		
32	CENOVUS ENERGY INC (CVE)	800	7,805		26,592		
33	CENTRAIS ELEC BRAS S/AR (CAIFY.PK)	72	952		990		
34	CEPHALON, INC (CEPH)	76	5,009		4,691		
35	CHESAPEAKE ENERGY CORPORATION (CHK)	200	7,714		5,182		
36	CHINA CONSTRUCT UNSPON ADR (CICHY.PK)	193	3,465		3,532		
37	CHINA LIFE INS CO SP ADR (LFC)	65	3,217		3,976		
38	CHINA PETRO & CHEM (SNP)	49	4,184		4,689		
39	CNOOC LTD ADS (CEO)	23	2,656		5,483		
40	COMCAST CORP (CMCSK)	850	12,141		17,689		
41	COSAN LIMITED CL A (CZZ)	174	2,224		2,370		

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

TOTAL:				Shares	Book Value	Fair Market Value
					4,678,519	3,001,385
42	COVANCE INC (CVD)			137	8,079	7,043
43	COVANTA HOLDING CORP (CVA)			1,300	22,104	22,347
44	CRIMSON EXPLORATION INC (CXPO)			100,000	500,000	426,001
45	CSX CORP (CSX)			171	5,764	11,048
46	CTRP.COM INTL LTD - AMERICAN DEPOSITARY SHARES (CTRP)			123	4,960	4,975
47	CUMMINS INC (CMI)			184	4,883	20,242
48	D R HORTON (DHI)			446	11,011	5,321
49	DAI NIPPON PRINTING LTD JAPANSPONSORED ADR (DNPLY PK)			436	6,902	5,973
50	DAIWA HOUSE IND LTD (DWAHY PK)			27	2,580	3,326
51	DARDEN RESTAURANTS INC (DRI)			168	6,684	7,802
52	DEVON ENERGY CORPORATION (DVN)			250	16,846	19,628
53	EASTMAN CHEMICAL CO (EMN)			103	6,023	8,660
54	EATON VANCE CORP COM (EV)			214	6,059	6,469
55	ELECTRICITE FR UNSP/ADR (ECIFY.PK)			367	3,541	3,046
56	EMBRAER EMPRESA BR (ERJ)			91	1,880	2,675
57	ENCANA CORP (ECA)			800	9,191	23,296
58	ENSCO PLC (ESV)			600	29,446	32,028
59	EXCEL TR INC COM (EXL)			20,000	280,000	242,000
60	EXPRESS SCRIPTS INC. (ESRX)			198	3,640	10,702
61	FINMECCANICA ADR (FINMY PK)			708	4,074	4,036
62	FOMENTO ECONOMICO MEXICANO (FMX)			46	2,108	2,572
63	FORD MOTOR COMPANY (F)			2,500	29,930	41,975
64	FUJIFILM HOLDINGS (FUJIY PK)			118	4,204	4,217
65	G A T X CP (GMT)			168	7,908	5,927
66	GAFISA S.A (GFA)			188	3,213	2,732
67	GEN DYNAMICS CP (GD)			100	6,754	7,096
68	GERDAU SA ADS (GGB)			248	3,323	3,470
69	GLAXOSMITHKLINE PLC (GSK)			107	4,404	4,197
70	GLOBAL GEOPHYSICAL SVCS INC COM (GGS)			20,000	240,000	207,600
71	GLOBAL PAYMENTS INC (GPN)			101	4,663	4,667
72	GLOBAL X FDSGLOBAL X CHINA MATERIALS ETF (CHIM)			219	2,543	3,241
73	GOLD FIELDS LTD ADS (GFI)			322	4,219	5,838
74	GOODRICH CORPORATION (GR)			102	7,556	8,983
75	HACHIJUNI BANK LTD ADR (HACBY PK)			43	2,646	2,413
76	HARRIS CORP DEL (HRS)			168	7,817	7,610
77	HARSCO CORP (HSC)			162	6,851	4,588
78	HDFC BANK LTD ADR (HDB)			5	825	836
79	HELIX ENERGY SOLUTIONS GROUP INC (HLX)			522	1,988	6,337
80	HEWLETT PACKARD CO (HPQ)			750	30,761	31,575
81	ICICI BK LTD ADS (IBN)			74	2,377	3,747
82	IMPALA PLATINUM LTD S/ADR (IMPUY PK)			77	1,947	2,725

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

		TOTAL:			
	Description/Symbol/CUSIP Number	Shares	Book Value	(b)	(c)
83	INFOSYS TECH LTD SPD ADR (INFY)	55	2,735	4,678,519	3,001,385
84	INTEGRYS ENERGY GROUP (TEG)	117	5,811		4,184
85	INTERCNTL EXCHANGE (ICE)	86	4,774		5,676
86	INTERNATIONAL BUSINESS MACHINES (IBM)	550	52,050		10,247
87	INTERNATIONAL GAME TECHNOLOGY (IGT)	289	9,246		80,718
88	INTERNATIONAL RECTIFIER CORP (IRF)	296	8,439		5,112
89	INTUIT (INTU)	286	8,411		8,788
90	ISHARES MSCI TURKEY (TUR)	44	2,771		14,100
91	ISIS PHARMACEUTICALS, INC. (ISIS)	10,000	117,240		2,913
92	JEFFERIES GROUP INC (JEF)	232	7,540		101,200
93	JOY GLOBAL INC (JOYG)	195	7,147		6,178
94	JSC MMC NRLSK NICKL S/ADR (NILSY PK)	125	2,245		16,916
95	KAO CORP ADR (KCRPY PK)	220	4,655		3,005
96	KEPPEL CORP LTD ADR (KPPLY PK)	51	845		5,916
97	KINROSS GOLD CORP (KGC)	268	4,830		900
98	KOOKMIN BK ADS NEW (KB)	106	3,982		5,081
99	KOREA ELECTRIC PW CP (KEP)	231	2,936		5,606
100	LAS VEGAS SANDS CORP (LVS)	84	2,024		3,121
101	LEHMAN BROTHERS HOLDINGS WARRANTS (52520W143)	1,060	293,077		3,860
102	LOEWS CORP (L)	650	30,002		0
103	LUKOIL HOLDING CO SP/ADR (LUKOY PK)	116	5,263		25,292
104	MAGNA INTERNATIONAL INC. (MGA)	21	592		6,638
105	MECHEL STL GROUP OAO (MTL)	98	2,211		1,092
106	MELCO PBL ENTERTAINMENT ADS (MPEL)	547	2,743		2,865
107	MOBILE TELSYS OJSC (MBT)	215	4,439		3,479
108	MS&AD INS GROUP ADR (MSADY PK)	343	5,433		4,487
109	MTN GROUP LTD SPON ADR (MTNOY PK)	165	3,113		4,312
110	NASPERS LTD N SPONS ADR (NPSNY PK)	48	2,567		3,409
111	NATCO GROUP INC (NTG-OLD)	8,000	200,000		2,834
112	NEWCREST MINING LTD-SPON ADR (NCMGY PK)	111	2,622		193,920
113	NEWFIELD EXPLORATION CO (NFX)	220	11,356		4,623
114	NEWS CORP CL A (NWS-A)	1,104	21,365		15,864
115	NEXEN INC (NXY)	226	4,734		16,174
116	NINTENDO CO LTD ADR OTC (NTDOY PK)	97	3,167		5,175
117	NIPPON TELEPHONE ADR (NTT)	343	7,625		3,524
118	NOKIA (NOK)	372	4,606		7,868
119	OAO GAZPROM SPONS GDR (OGZPY PK)	238	6,812		3,839
120	OCCIDENTAL PETE CORP (OXY)	464	33,211		6,055
121	OCEAN POWER TECHNOLOGIES, INC (OPTT)	10,000	167,169		45,518
122	OGX PETROLEO E GAS PARTICIPACOES (OGXPY PK)	1,650	18,130		57,000
123	ONEOK INC (OKE)	118	4,962		19,833
					6,545

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

		TOTAL:			
	Description/Symbol/CUSIP Number	Shares	Book Value	(b)	(c)
124	ORACLE CORP (ORCL)	800	17,475		3,001,385
125	PANASONIC CORP (PC)	223	3,639		25,040
126	PETROLEO BRASILEIRO (PBR)	98	4,083		3,144
127	PETROLEO BRASILEIRO SA- PETRO (PBR-A)	109	2,710		3,708
128	PFIZER INC. (PFE)	1,350	22,954		3,725
129	PHARMACEUTICAL PRODUCT DEVELOPMENT (PPDI)	208	7,395		23,639
130	PING AN INSURANCE (PINGAY PK)	77	1,709		5,645
131	PIONEER NAT RES CO (PXD)	250	14,117		1,729
132	POSCO (PKX)	80	9,491		21,705
133	PRIDE INTERNATIONAL INC (DELAWARE) (PDE)	1,100	35,378		8,615
134	PROGRESSIVE CORP OHIO (PGR)	370	7,524		36,300
135	PULTE GROUP INC (PHM)	298	9,407		7,352
136	RAYMOND JAMES FINANCIAL INC (RJF)	219	6,725		2,241
137	REGENERON PHARMACEUTICALS, INC (REGN)	4,000	133,700		7,161
138	REINSURANCE GROUP AMER INC. (RGA)	142	6,603		131,320
139	REPUBLIC SVCS INC (RSG)	415	12,182		7,627
140	RESVERLOGIX CORP COM NPV (RVXCF PK)	10,000	100,184		12,392
141	ROHM CO LTD UNSP ADR (ROHCY PK)	101	2,844		23,647
142	ROWAN COS INC. (RDC)	350	10,857		3,311
143	ROYAL DUTCH SHELL PLC SPONS ADR B (RDS-B)	86	5,169		12,219
144	SANOFLI-AVENTIS SPONSORED ADR (SNY)	166	5,937		5,734
145	SCORPIO TANKERS INC (STNG)	700	9,100		5,350
146	SCOTTS CO CLASS A (SMG)	129	5,703		7,077
147	SEADRILL LTD (SDRL)	800	20,577		6,549
148	SEKISUI HOUSE LTD (SKHSY PK)	320	3,438		27,136
149	SEVEN & I HOLDINGS C (SVNDY PK)	97	4,701		3,242
150	SHINHAN FINL GROUP CO LTD (SHG)	61	5,354		5,177
151	SHISEIDO CO LTD (SSDOY PK)	176	2,695		5,723
152	SIEMENS A G ADR (SI)	37	2,448		3,858
153	SINOPEC SHANGHAI-SPONS ADR (SHI)	35	1,691		4,597
154	SK TELECOM ADS ADS (SKM)	365	6,222		1,805
155	SNAP ON INC. (SNA)	96	3,487		6,800
156	SOCIETE GENERALE FRANCE (SCGLY PK)	167	1,415		5,432
157	SOUTHERN COPPER CORP (SCCO)	61	2,129		1,815
158	STANDARD BANK GP UNSP/ADR (SBGOY PK)	106	3,341		2,973
159	STATOIL ASA ADS (STO)	102	2,176		3,505
160	SUMITOMO TRUST & BANKING CO LTD (STBUY PK)	486	3,008		2,425
161	SUNCOR ENERGY INC (SU)	114	3,301		3,081
162	SWISSCOM AG S/ADR (SCMWY PK)	104	3,420		4,365
163	SYMANTEC CORP (SYMC)	1,000	16,281		4,581
164	TAIWAN SEMICONDUCTOR MFG CO LTD (TSM)	324	3,174		16,740
					4,063

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

		TOTAL:			
	Description/Symbol/CUSIP Number	Shares	Book Value	Fair Market Value	(c)
165	TAKEDA PHARMACEUTICAL CO LTD (TKPYY.PK)	47	1,014		1,144
166	TELECOM ITALIA SPA (TI-A)	471	10,595		5,153
167	TENARIS SA-ADR (TS)	47	2,119		2,302
168	TEVA PHARMACEUTICAL SP ADR (TEVA)	74	3,719		3,858
169	TJX COMPANIES INC (TJX)	207	4,994		9,189
170	TOYOTA MTR CORP (TM)	44	3,109		3,460
171	TRAVELERS COMPANIES INC (THE) (TRV)	650	30,812		36,212
172	TURKIYE GARANTI BANK (TKGBY.PK)	334	1,688		1,720
173	UBS AG (UBS)	166	3,034		2,734
174	UNUM CORP (UNM)	400	8,710		9,688
175	URS CORP NEW (URS)	156	7,602		6,491
176	VALE SA (VALE)	292	5,900		10,094
177	VALSPAR CORP (VAL)	138	3,698		4,758
178	VIVO PARTICIPACOES SASPONSORED ADR REPSTG PFD (VIV)	83	1,744		2,705
179	VIVUS, INC (VVUS)	2,500	26,530		23,425
180	VODAFONE GROUP PLC (VOD)	203	3,896		5,367
181	WACOAL CORP ADR (WACLY.PK)	59	3,123		4,280
182	WOLTERS KLUWER S/ADR (WTKWY.PK)	188	3,185		4,162
183	WTS LEHMAN BROTHERS HOLDINGS INC 6/30/12 (AST122827)	2,015	508,290		0
184	XEROX CP (XRX)	2,300	33,652		26,496
185	XILINX INC (XLNX)	204	5,181		5,912
186	YANZHOU COAL MINING ADR (YZC)	177	3,953		5,416
187	YUM BRANDS INC (YUM)	220	5,695		10,791

Form 990-PF, Part II, Line 13 - Investments - Other

TOTAL:			1,730,511	1,696,263
	Asset Description	Book Value (b)	Fair Market Value (c)	
1	CLEARWATER CAPITAL PARTNERS III, LP	546,212	592,135	
2	ENTERPRISE PRODUCTS PARTNERS LP	206,250	208,050	
3	NB CROSSROADS FUND XVII - ASSET ALLOCATION LP	352,629	399,873	
4	OCH-ZIFF CAPITAL MGMT GROUP LLC	64,591	31,160	
5	SILVERPEAK LEGACY FUND III, LP	204,204	115,170	
6	WILLIAMS PARTNERS LP	356,625	349,875	
7				
8				
9				
10				

The Esperance Family Foundation
EIN: 20-0494459
Taxable Year Ending December 31, 2010

Form 990-PF, Part VII-B, Line 5c – Expenditure Responsibility Statements for 2010

Pursuant to IRC Regulation §53.4945-5(d)(2), The Esperance Family Foundation provides the following information for 1 grant:

- | | | |
|-------------|------------------------------------|---|
| (i) | Grantee | St. Paul's Hospital Foundation of Vancouver
1081 Burrard St, Vancouver, BC V6Z 1Y6 |
| (ii) | Date of Grant | May 12, 2010 |
| | Amount of Grant | \$10,000 |
| (iii) | Purpose of Grant | Charitable event |
| (iv) & (vi) | Reports of Amounts Expended | St. Paul's submitted a full and complete report of its expenditure of the May 2010 grant on August 30, 2011, indicating that it had spent all of the grant funds. |
| (v) | Diversions | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made. |
| (vii) | Verification | The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made. |
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Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp.	Benefits	Expense Account
1	Alex Newton	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Vice President / Director	1	0	0	0
2	Coco Newton	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Vice President / Director	1	0	0	0
3	Keri Newton	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Vice President / Director	1	0	0	0
4	Roger S Newton	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	President / Director / Secretary	1	0	0	0
5	Russell Newton	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Vice President / Director	1	0	0	0
6										
7										
8										
9										
10										

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

LEELANAU CONSERVANCY

Street

PO BOX 1007

City

LELAND

State

MI

Zip Code

49654

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

Swanson Farm/Farmland Conservation Fund

Amount

100,000

Name

MICHIGAN CITIZENS FOR STEM CELLRESEARCH AND CURES

Street

27177 LAHSER RD STE 102

City

SOUTHFIELD

State

MI

Zip Code

48034

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

250

Name

MICHIGAN LAND USE INSTITUTE

Street

148 E FRONT ST STE 301

City

TRAVERSE CITY

State

MI

Zip Code

49684

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

25,000

Name

MICHIGAN LAND USE INSTITUTE

Street

148 E FRONT ST STE 301

City

TRAVERSE CITY

State

MI

Zip Code

49684

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Farmland Sustainability in Northwest Michigan

Amount

25,000

Name

MICHIGAN THEATER FOUNDATION INC

Street

603 E LIBERTY ST

City

ANN ARBOR

State

MI

Zip Code

48104

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

25,000

Name

ROB THE DRUMMER EDUCATIONAL PROGRAMS INC

Street

115 MONTCLAIR DR

City

WEST HARTFORD

State

CT

Zip Code

06107

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

153,765

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SABRINA COHEN FOUNDATION FOR STEM CELL RESEARCH INC

Street

1800 SUNSET HARBOUR DR NO 2406

City

MIAMI BEACH

State

FL

Zip Code

33139

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

250

Name

ST PAUL'S HOSPITAL FOUNDATION OF VANCOUVER

Street

1081 BURRARD ST

City

VANCOUVER

State**Zip Code**

V6Z 1Y6

Foreign Country

Canada

Relationship

N/A

Foundation Status

Other

Purpose of grant/contribution

Expenditure Responsibility Grant

Amount

10,000

Name

UNIVERSITY MUSICAL SOCIETY

Street

881 N UNIVERSITY AVE

City

ANN ARBOR

State

MI

Zip Code

48109

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

Youth Education

Amount

50,000

Name

WASHTENAW COMMUNITY COLLEGE FOUNDATION

Street

SC306 4800 E HURON DR

City

ANN ARBOR

State

MI

Zip Code

48105

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Student Scholarship Program

Amount

20,000

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0