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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

2010

OMB No 1545-0052

Foi	cale	endar year 2010, or t	ax year beginning	, ar	nd ending					
G	Chec	k all that apply	☐ Initial return ☐	Initial return of a for	mer public cha	arity	Final re	eturn		
			Amended return	Address change	☐ Na	me cl	hange			
Na	me of f	foundation	-	-		A E	mployer identification nu	ımber		
		erance Family Found					20-0494	459		
Nu	mber a	and street (or P O box numb	per if mail is not delivered to street ad	dress)	Room/suite	В⊺	elephone number (see pag	ge 10 of the instructions)		
_		ndation Source, 501 S	Silverside Road		123		(800) 839	-1754		
Cit	or tov	wn, state, and ZIP code				C If	exemption application is po	ending, check here 🕨 🗌		
	mıng				19809-1377	D 1. Foreign organizations, check here				
Н	Chec	k type of organization	n X Section 501(c)(3) exe	mpt private foundation	on	2. Foreign organizations meeting the 85% test,				
$\perp$	Sect	tion 494/(a)(1) nonex	cempt charitable trust 🔲 C	Other taxable private	foundation	 	check here and attach cor private foundation status w			
		market value of all as		method X Cash	☐ Accrual		ider section 507(b)(1)(A), of			
		ear (from Part II, col (	c), Other (sp	ecify)			the foundation is in a 60-m			
		16) ▶\$	4,130,489 (Part I, column (d,	must de on cash basis	<del>)</del>	ur	der section 507(b)(1)(B), (			
Рa	rt l	· ·	ue and Expenses (The total of	(a) Revenue and	(b) Net investm	ent	(c) Adjusted net	(d) Disbursements for charitable		
			c), and (d) may not necessanly equal (see page 11 of the instructions))	expenses per books	income		income	purposes		
_								(cash basis only)		
	1		, etc , received (attach schedule)	193,700						
	2 3		tion is <b>not</b> required to attach Sch B temporary cash investments							
	4	Dividends and interest fr	· · ·	59,695	57	<sup>7</sup> ,514		<del> </del>		
	_	Gross rents	TOU SECURIORS	39,093		,314				
		Net rental income or (los								
흴		1631 '		293,157						
<u>-</u>	b	Gross sales price for all as	ale of assets) not on line 10 sets on line 6a 1177 19,389							
/U∐ Revenue	7	Capital gain net income	17		292	2,562				
э <b>-</b>	8	Net short-term capital g	ain							
5	9	Income modifications	11 /1 1 15 15							
- ·	10 a	Gross sales less returns a	nd allowances							
6 ! 2 :	b	Less Cost of goods so	ld							
		Gross profit or (loss) (at	' I							
enses	11	Other income (attach so	•	146,397	56	6,05 <u>6</u>	<u> </u>			
<u>-</u>	12	Total. Add lines 1 throu	ugh 11	692,949	406	5,132				
es	13	*	s, directors, trustees, etc							
Expenses	14	Other employee salaries	-							
be	15	Pension plans, employe								
_		Legal fees (attach sche					•			
i∨e		Accounting fees (attach	′	21.732	2.	1.284				
ati	17	Other professional fees Interest	(attach schedule)	12,260		),719				
Administrat	18		ee page 14 of the instructions)	3,583		293				
Ξ.	19	Depreciation (attach sch		0,000		200				
티	20	Occupancy .	iodaio, and depiction							
	21	Travel, conferences, an	d meetings		•					
and	22	Printing and publication	•							
a E	23	Other expenses (attach	schedule) .	68,759	3	5,191		31,767		
ί'n	24	Total operating and a	dministrative expenses.							
Operating		Add lines 13 through 23	;	106,334	67	7,487		31,767		
be	25	Contributions, gifts, grad	nts paid	897,097				897,097		
0	26	Total expenses and disbu	rsements Add lines 24 and 25	1,003,431	67	7,487		928,864		
	27	Subtract line 26 from lin	e 12							
	а	Excess of revenue over e	xpenses and disbursements	-310,482						
	b	Net investment incom	e (if negative, enter -0-)		338	3,645				
	C	Adjusted net income (	(if negative, enter -0-)				I	1		

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

Form **990-PF** (2010)

(HTA)

Cash—non-interest-bearing	Da	et II	Balance Sheets Attached schedules and amounts in the description column	Beginning of year	End (	of year		
2 Savings and temporary cash investments 3 Accounts reconsible be less allowance for doubtful accounts 4 Piledges receivable Less allowance for doubtful accounts 5 Cristis receivable Less allowance for doubtful accounts 6 Cristis receivable Less allowance for doubtful accounts 7 Other roots and brans receivable (attach schedule) Less allowance for doubtful accounts 8 Inventiones for sale or use 9 Prepare depresses and deferred charges 10 a investments—Us and state government obgatisms (attach schedule) 1 Investments—Oroporate blook (attach schedule) 2	га —		should be for end-of-year amounts only (See instructions )	(a) Book Value	(b) Book Value	(c) Fair Market Value		
3 Accounts recavable		1	Cash—non-interest-bearing .					
Less allowance for doubtful accounts  4 Piedges receivable Less allowance for doubtful accounts  5 Grants receivable Receivable of months of the control of		2	Savings and temporary cash investments	497,340	-567,159	-567,159		
A Piedges receivable		3	Accounts receivable					
Lies allowance for doubtful accounts  5 Grants receivable  6 Receivables due from officers, directors, frustees, and other discussified persons (attach schedule) (see page 15 of the instructions).  7 Other notes and boars receivable (attach schedule)  Less allowance for doubtful accounts  9 Prepared expenses and deferred charges  10 a Investments—Us and state government obligations (attach schedule)  1 investments—opporate bonds (attach schedule)  1 clinestments—opporate bonds (attach schedule)  1 clinestments—one-proteive bonds (attach schedule)  1 investments—one-proteive bonds (attach schedule)  1 investments—one-proteive loans  13 investments—one-proteive loans  13 investments—one-proteive loans  14 Land, buddings, and equipment boss b  Less accumulated deprecation (attach schedule)  15 Other assets (accurate the charge of the			Less allowance for doubtful accounts					
S Grants recorvable 6 Recovables due from officers, directors, furstees, and other disqualified persons (attach schedule) (see page 15 of the instructions).  7 Other notes and closur receivable (attach schedule)  8 Inventments—Corporate stock (attach schedule)  10 a Investments—Use and state operament obligations (ettach schedule)  11 investments—Opporate stock (attach schedule)  12 Investments—onorate stock (attach schedule)  13 investments—onorate stock (attach schedule)  14 Land, buildings, and equipment bears  Less accumulated depreciation (attach schedule)  15 Other seasts (describe)  16 Total assests (to be completed by all filers—see the instructions Allo, see page 1, item I)  17 Accounts payable and accrued expenses  18 Grants payable  19 Deferred revenue  20 Loans from effices, directors, furstees, and other disqualified persons  21 Mortgages and other notices payable (attach schedule)  22 Mortgages and other notices payable (attach schedule)  23 Total liabilities (delice if through 25 and lines 30 and 31.  4 Unrestricted  25 Temporariy restricted  6 Foundations that do not follow SFAS 117, check here and complete lines 24 through 25 and lines 30 and 31.  26 Temporariy restricted  7 Capital stock, frust principal, or current funds  28 Retained earnings, accumulated income, endowment, or other funds  28 Retained earnings, accumulated income, endowment, or other funds  29 Retained earnings, accumulated income, endowment, or other funds  30 Total liabilities and not assets/fund balances (see page 17 of the instructions)  3 Total liabilities and included in line 2 (itemize)  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize)		4	Pledges receivable					
6 Receivables due from officers, directors, trustees, and other disqualified persons (datach schedule) (see page 15 of the instructions) 7 Other norse and loans receivable (attach schedule) 10 a Investments—Os sale or use 9 Prepard expenses and deferred charges 10 a Investments—Os sale or use 9 Prepard expenses and deferred charges 11 investments—corporate bonds (attach schedule) 12 Investments—corporate bonds (attach schedule) 13 Investments—and, buildings, and equipment basis 14 Land, buildings, and equipment basis 15 Less accumulated depreciation (attach schedule) 15 Other assets (datach schedule) 16 Total assets (to be completed by all filers—see the instructions) 17 Accounts payable and accrued expenses 18 Grants payable 19 Deferred revenue 20 Loans there officers, divides, and equipment fund 21 Mortgages and other notes payable (attach schedule) 22 Other labelies (describe b) 23 Total liabilities (add lines 17 through 22) 25 Total liabilities (add lines 17 through 31. 26 Capital stock, frust principal, or current funds 26 Permanently restricted 27 Capital stock, frust principal, or current funds 28 Pearl not capital suptics, frust principal, or current funds 29 Pearl and assets for fund balances (see page 17 of the instructions) 31 Total liabilities and not assets/fund balances (see page 17 of the instructions) 31 Total liabilities fand incore, endowment, or other funds 32 Pearl and assets for fund balances (see page 17 of the instructions) 31 Total riabilities (and lines 27 through 31. 31 Total riabilities and not assets/fund balances (see page 17 of the instructions) 4 Add lines 1,2 and 3 5 Decreases not included in line 2 (temze) 5 Decreases not included in line 2								
diacqualified 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 Prepade expenses and deferred charges   10 a Investments— Comporate broads (attach schedule)   24,222   b Investments—corporate stock (attach schedule)   555,978   11 investments—corporate broads (attach schedule)   555,978   12 investments—and, budienlys, 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 for be completed by all filters—see the instructions Also, see page 1, fem 1)   17 Accounts payable and accrued expenses   18 Grants payable   19 Deferred revenue   20 Loans from offices, directors, frustees, and other disqualified persons   21 Mortgages and other notes payable (attach schedule)   22 Other labilities (describe   22 Other labilities (add lines 17 through 29 and lines 30 and 31.   24 Unrestricted   25 Temporarily restricted   26 Permanently restricted   27 Equipment payable (attach schedule)   28 Part on capital surplus, or land, bldg , and equipment funds   29 Retained earnings, accumulated income, endowment, or other funds   30 Total liabilities (add lines 17 through 29 and lines 30 and 31.   31 Total liabilities and not assets frund balances (see page 17 of the instructions)   31 Total liabilities and not assets frund balances (see page 17 of the instructions)   31 Total liabilities and not assets frund balances (see page 17 of the instructions)   31 Total not assets or fund balances (see page 17 of the instructions)   32 Total liabilities and not assets frund balances (see page 17 of the instructions)   33 Total reliabilities and not assets frund balances (see page 17 of the instructions)   34 Add innes 1, 2 and 3   35 Decreases not included in line 2 (temze)   35		_			_			
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Less allowance for soubfful accounts      Newtrines   10 a Investments		7	•		<del></del>			
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22 Other labilities (add lines 17 through 22)  Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.  Unrestricted 25 Temporarily restricted 26 Permanently restricted 27 Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.  27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances (see page 17 of the instructions) 31 Total liabilities and net assets/fund balances (see page 17 of the instructions) 4 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 pnor year's return) 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) 5	Ø	18	Grants payable .					
22 Other labilities (add lines 17 through 22)  Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.  Unrestricted 25 Temporarily restricted 26 Permanently restricted 27 Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.  27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances (see page 17 of the instructions) 31 Total liabilities and net assets/fund balances (see page 17 of the instructions) 4 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 pnor year's return) 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) 5	ŧį	19	Deferred revenue					
22 Other labilities (add lines 17 through 22)  Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.  Unrestricted 25 Temporarily restricted 26 Permanently restricted 27 Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.  27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances (see page 17 of the instructions) 31 Total liabilities and net assets/fund balances (see page 17 of the instructions) 4 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 pnor year's return) 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) 5	ij	20	Loans from officers, directors, trustees, and other disqualified persons					
22 Other labilities (add lines 17 through 22)  Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.  Unrestricted 25 Temporarily restricted 26 Permanently restricted 27 Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.  27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances (see page 17 of the instructions) 31 Total liabilities and net assets/fund balances (see page 17 of the instructions) 4 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 pnor year's return) 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) 5	<u>.</u>	ı	Mortgages and other notes payable (attach schedule)					
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.  Unrestricted 25 Temporarily restricted Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.  27 Capital stock, trust principal, or current funds Paid-in or capital surplus, or land, bldg , and equipment fund Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances (see page 17 of the instructions) 6,152,353 5,841,871  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 pnor year's return) 1 6,152,353 1 6,152	_	ı	***************************************					
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 30 Total net assets or fund balances (see page 17 of the instructions) 31 Total liabilities and net assets/fund balances (see page 17 of the instructions) 4 Analysis of Changes in Net Assets or Fund Balances 5 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) 5 Enter amount from Part I, line 27a 5 Other increases not included in line 2 (itemize) 5 Decreases not included in line 2 (itemize)		23	Total liabilities (add lines 17 through 22)	0	0			
Permanently restricted Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.  27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances (see page 17 of the instructions) 31 Total liabilities and net assets/fund balances (see page 17 of the instructions) 4 Analysis of Changes in Net Assets or Fund Balances 5 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 pnor year's return) 5 Enter amount from Part I, line 27a 7 Other increases not included in line 2 (itemize) 7 Add lines 1, 2, and 3 7 Decreases not included in line 2 (itemize) 7 Decreases not included in line 2 (itemize) 8 Add lines 1, 2, and 3 8 Decreases not included in line 2 (itemize) 9 Add lines 1, 2, and 3 9 Capital stock, trust principals   X			Foundations that follow SFAS 117, check here					
Permanently restricted Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.  27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances (see page 17 of the instructions) 31 Total liabilities and net assets/fund balances (see page 17 of the instructions) 4 Analysis of Changes in Net Assets or Fund Balances 5 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 pnor year's return) 5 Enter amount from Part I, line 27a 7 Other increases not included in line 2 (itemize) 7 Add lines 1, 2, and 3 7 Decreases not included in line 2 (itemize) 7 Decreases not included in line 2 (itemize) 8 Add lines 1, 2, and 3 8 Decreases not included in line 2 (itemize) 9 Add lines 1, 2, and 3 9 Capital stock, trust principals   X	Š		and complete lines 24 through 26 and lines 30 and 31.					
Permanently restricted Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.  27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances (see page 17 of the instructions) 31 Total liabilities and net assets/fund balances (see page 17 of the instructions) 4 Analysis of Changes in Net Assets or Fund Balances 5 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 pnor year's return) 5 Enter amount from Part I, line 27a 7 Other increases not included in line 2 (itemize) 7 Add lines 1, 2, and 3 7 Decreases not included in line 2 (itemize) 7 Decreases not included in line 2 (itemize) 8 Add lines 1, 2, and 3 8 Decreases not included in line 2 (itemize) 9 Add lines 1, 2, and 3 9 Capital stock, trust principals   X	Ĕ		Unrestricted .					
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.  27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg , and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances (see page 17 of the instructions) 31 Total liabilities and net assets/fund balances (see page 17 of the instructions) 4 Analysis of Changes in Net Assets or Fund Balances 5 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 pnor year's return) 5 Enter amount from Part I, line 27a 6 Other increases not included in line 2 (itemize) 5 Decreases not included in line 2 (itemize) 5 Decreases not included in line 2 (itemize) 5	<u> </u>	25	• •					
of the instructions)  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 pnor year's return)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize)  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize)  5	<u> </u>	26						
of the instructions)  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 pnor year's return)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize)  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize)  5	Š							
of the instructions)  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 pnor year's return)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize)  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize)  5	Ē							
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of the instructions)  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 pnor year's return)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize)  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize)  5	ets	l		6 450 353	E 944 974			
of the instructions)  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 pnor year's return)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize)  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize)  5	SS		, , , , , , , , , , , , , , , , , , , ,	0, 152,353	5,041,071			
of the instructions)  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 pnor year's return)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize)  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize)  5	۲	30	· · · · ·	6 152 353	5 8/1 871			
of the instructions)  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 pnor year's return)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize)  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize)  5	Š	31	•	0,102,000	5,041,071			
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 pnor year's return)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize)  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize)  5		•		6 152 353	5 841 871			
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 pnor year's return)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize)  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize)  5 5	Pa	t III	·		υ,υτι,υ <i>ι</i> ι	L		
end-of-year figure reported on pnor year's return)  2								
2 Enter amount from Part I, line 27a			· · · · · · · · · · · · · · · · ·	. •	1	6,152,353		
3 Other increases not included in line 2 (itemize) Add lines 1, 2, and 3 4 5,841,871 5 Decreases not included in line 2 (itemize) 5	2							
4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) 5 5	_							
5 Decreases not included in line 2 (itemize)	4				4	5,841,871		
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	5	Decre	eases not included in line 2 (itemize)		*****			
	6	Total	net assets or fund balances at end of year (line 4 minus line 5)—Part II, colu	mn (b), line 30	. 6	5,841,871		

20-0494459

(a) List and describe the k	ind(s) of property sold (e.g., real estate, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquir (mo , day, yr		(d) Date sold (mo , day, yr )			
1a Publicly-traded Securities								
<b>b</b> Passthrough K1 Capital Gain								
c Allocated to UBTI due to acqu	uisition indebtedness							
d			_					
<u>e</u>			L	-	لــبــا			
(e) Gross sales price	(f) Depreciation allowed (or allowable)		r other basis ense of sale		(h) Gain or (loss) (e) plus (f) minus (g)			
<u>a</u> 11,719,389			11,504,611			214,778		
b						87,606		
C	· · · · · · · · · · · · · · · · · · ·				-	-9,822		
d								
Complete only for accept about	as some in polymer (b) and surred by the	ho foundation	on 10/01/60					
Complete only for assets snown	ng gain in column (h) and owned by the					(h) gain minus		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69		ss of col (ı) (ı), ıf any			less than -0-) or om col (h))		
a	20 07 120 1700		0,,			214,778		
b						87,606		
c						-9.822		
d						0,022		
e								
2 Capital gain net income or (r	2		292,562					
3 Net short-term capital gain o	r (loss) as defined in sections 1	222(5) and	l (6)					
•	ne 8, column (c) (see pages 13	and 17 of	the }					
instructions) If (loss), enter -			J	3				
Part V Qualification Under	er Section 4940(e) for Redu	<u>iced Tax</u>	on Net Investm	<u>nent Income</u>				
If section 4940(d)(2) applies, lea Was the foundation liable for the If "Yes," the foundation does not	e section 4942 tax on the distrib qualify under section 4940(e)	Do not con	plete this part		'			
1 Enter the appropriate amou	int in each column for each yea	ır, see page	e 18 of the instruc	ctions before n	nakin	g any entries		
Base period years	(b)	Nat value	(c) of noncharitable-use a		Distribution ratio			
Calendar year (or tax year beginning in)	Adjusted qualifying distributions			(co	l (b) d	ivided by col (c))		
2009	753,23		4,139	<del> </del>		0 181970		
2008	3,307,03		8,004	<del>`                                    </del>		0 413157		
2007	1,383,85		10,492 10,414			0 131888		
2006 2005	947,16 766,17		10,414			0 090950 0 074611		
	700,17	ગ	10,200	5,950		0 074011		
<ul><li>2 Total of line 1, column (d)</li><li>3 Average distribution ratio for</li></ul>	the 5-year hase period divide	the total o	n line 2 by 5 or l	2		0 892576		
	idation has been in existence if			3		0 178515		
4 Enter the net value of noncha	aritable-use assets for 2010 fro	m Part X, I	ine 5	4		3,893,147		
5 Multiply line 4 by line 3 .						694,985		
6 Enter 1% of net investment income (1% of Part I, line 27b)						3,386		
7 Add lines 5 and 6						698,371		
8 Enter qualifying distributions If line 8 is equal to or greater the Part VI instructions on pa	than line 7, check the box in P	art VI, line	1b, and complete	8 that part usir	ng a	928,864 1% tax rate See		

_	ini 990-Fr (2010) The Esperance Family Foundation Inc		20-0494			ige 4		
Р	art VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see pa	age 1	8 of the	e ins	truct	ions)		
1	a Exempt operating foundations described in section 4940(d)(2), check here  and enter "N/A" on line 1					i		
	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	1	-	3	,386			
	here ▶ X and enter 1% of Part I, line 27b	1						
	c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4%	].						
	of Part I, line 12, col (b)							
2		2			0	<u> </u>		
3	F	3		3	,386	<u> </u>		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)  Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5				<u> </u>		
5		3	,386	<u> </u>				
6	1 1							
	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							
7	d Backup withholding erroneously withheld	- <b>,</b> - -			600	<b> </b>		
7 Ω	<u> </u>	7		3	,600 0	<del>                                     </del>		
8	Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is attached	<u>8</u> 9			-0	$\vdash$		
10	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed  Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		-	214	<u> </u>		
11	· · · · · · · · · · · · · · · · · · ·	11			0			
	art VII-A Statements Regarding Activities	•••	1			Ь		
_					Yes	No		
1	a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it		- 1		162			
	participate or intervene in any political campaign?		}	1a		X		
	b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the							
	instructions for definition)?  If the appropria "Yee" to 4a or 4b effects a detailed description of the cetarities and ecological metarals.		}	1b		X		
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities							
	C Did the foundation file Form 1120-POL for this year?		1	1c		_ X		
	d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year		}	٠,٠				
	(1) On the foundation $\blacktriangleright$ \$ (2) On foundation managers $\blacktriangleright$ \$							
	e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed							
	on foundation managers > \$							
2				2		X		
	If "Yes," attach a detailed description of the activities		Ì					
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles							
	of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes			3		Χ		
4	a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		[	4a	Х			
	<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?			4b	Х			
5				5		<u> X</u>		
_	If "Yes," attach the statement required by General Instruction T							
6				-				
	By language in the governing instrument, or			- 1				
	By state legislation that effectively amends the governing instrument so that no mandatory directions  that are first the state the second state of the second st							
_	that conflict with the state law remain in the governing instrument?		,	6	X	<u> </u>		
7	, , , , , , , , , , , , , , , , , , ,	art XV		7	X	<del> </del>		
ð	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							
	• • • • • • • • • • • • • • • • • • • •			8b	X			
General (or designate) of each state as required by General Instruction G? If "No," attach explanation .								
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(i)(5) for calendary year 2010 or the tayable year hearinging in 2010 (see instructions for Part XIV) on page 2713								
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								
10	·		ł	9		<u> </u>		
their names and addresses								

Form	990-PF (2010) The Esperance Family Foundation Inc 20-04	94459	Pa	age 5
Par	t 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		Х
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before			
	August 17, 2008? .	12		Х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Х	
	Website address			
14	The books are in care of C/o Foundation Source Telephone no		) 839-	1/54
45	Located at ► 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ► 19809-137	<b>'</b>		
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		Þ	• 🗆
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority		Yes	No
	over a bank, securities, or other financial account in a foreign country?	16		X
	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			
Pai	rt 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?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person? Yes X No		1	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		]	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(5) Transfer any income or assets to a disqualified person (or make any of either available		İ	
	for the benefit or use of a disqualified person)?			
	(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	1		
h	after termination of government service, if terminating within 90 days )  Yes X 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)?	1b	N/A	J
	Organizations relying on a current notice regarding disaster assistance check here	"	14//	
С	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts,			ļ
	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))			
а	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?			
	If "Yes," list the years 20 , 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2)			
	(relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions)	- A	NI/A	
С	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here	2b	N/A	
·	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?			
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 penod? (Use Schedule C, Form 4720, to determine			
4	if the foundation had excess business holdings in 2010 )	3b	N/A	· ·
4a h	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  Plid the foundation make any investment in a presumer (but after December 21, 1000) that equid percentage to charitable.	<u>4a</u>		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable	4h		Y

	990-PF (2010) The Esperance Family Found								20-049	4459	Р	age 6
Pa	rt VII-B Statements Regarding Activit	ies fo	or Which For	m 4	720 May Be F	Requi	i <b>red</b> (co	ntınuec	1)			
5a	During the year did the foundation pay or incur any a	mount	to				_					
	(1) Carry on propaganda, or otherwise attempt to	ınfluen	ce legislation (sed	tion	4945(e))?		L	Yes	X No	ĺ		
	(2) Influence the outcome of any specific public el		(see section 495	5), o	r to carry		_	_				
	on, directly or indirectly, any voter registration of	drive?						Yes	X No			
	(3) Provide a grant to an individual for travel, study	y, or ot	her similar purpos	es?				Yes	X No			
	(4) Provide a grant to an organization other than a	chanta	able, etc , organiz	ation	described		_					
	in section 509(a)(1), (2), or (3), or section 494	0(d)(2)	? (see page 22 of	the	instructions)			X Yes	No			
	(5) Provide for any purpose other than religious, c	haritab	le, scientific, litera	ary, d	or							
	educational purposes, or for the prevention of	cruelty	to children or ani	mals	,7			Yes	X No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the tra	ansacti	ons fail to qualify	unde	er the exceptions of	describ	ed in					
	Regulations section 53 4945 or in a current notice re	gardın	g disaster assista	nce	(see page 22 of the	ne instr	uctions)?		_	5b		X
	Organizations relying on a current notice regarding d	lisastei	assistance chec	k he	ге			•				
С	If the answer is "Yes" to question 5a(4), does the four	ındatıo	n claım exemptıor	n froi	m the		_	_				
	tax because it maintained expenditure responsibility f		~					X Yes	No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)											
6a	Did the foundation, during the year, receive any fund	s, dire	ctly or indirectly, to	o pa	У		_	_				
							X No					
þ	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											
	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes X No								X No	<u></u>		
	If "Yes," did the foundation receive any proceeds or h								<u> </u>	7b	N/A	
۲	Information About Officers	, Dire	ectors, I rust	ees	s, Foundation	Mar	nagers,	Highly	Paid E	mpio	yees,	,
	and Contractors  List all officers, directors, trustees, found	dation		. al 4	hair aamnana	4100	(222 22	~~ 22 ~	E Alba imaé		\	
<u> </u>	List all Officers, directors, trustees, found		itle, and average		C) Compensation		(d) Contrib	~				
	(a) Name and address	` h	ours per week		f not paid, enter	er	nployee be	nefit plans	; l `;		se accor owance	
SF	ATTACHMENT	ue	oted to position		-0-)	anu	deferred co	ompensati	on			
		Ĺ										
								-				
	· · · · · · · · · · · · · · · · · · ·											
		1										
2	Compensation of five highest-paid emplo	yees	(other than th	1056	e included on l	ine 1	—see p	age 23	of the in	struct	ions).	
	If none, enter "NONE."						(1) 0					
			(b) Title, and avera					tributions t ree benefit		Expens	se acco	unt.
(a)	Name and address of each employee paid more than \$50,	,000	hours per week devoted to position		(c) Compensation	on	plans ar	nd deferre			owance	
NO	NE					-	comp	ensation				
NO	VE											
						$\dashv$						
	••••••••••	••••										
	•••••••••••••••••											
		Т								-		
Tot	all number of other employees hald over \$50.	വവ										

Form 990-PF (2010)	The Esperance Family Foundation Inc		20-0494459 Page <b>7</b>
Part VIII	Information About Officers, Directors, Trustee	s, Foundation Managers, Highly Pa	aid Employees,
	and Contractors (continued)		
	-paid independent contractors for professional services (se	e page 23 of the instructions). If none, enter	"NONE."
	me 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	S	
Part IX-A	Summary of Direct Charitable Activities		
	s four largest direct charitable activities during the tax year. Include releving and other beneficiaries served, conferences convened, researces.		Expenses
1			
		••••••	
2			
3			
4			
Part IX-B	Summary of Program-Related Investments (se		
	gest program-related investments made by the foundation during the tax	x year on lines 1 and 2	Amount
1			
•••••			
2			
•	elated investments See page 24 of the instructions		
3			

Total. Add lines 1 through 3

Form **990-PF** (2010)

0

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

1	Distributable amount for 2010 fro	om Part XI,	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
	line 7 .					180,899
2	Undistributed income, if any, as o	of the end of 2010				
а	Enter amount for 2009 only				0	
b		20, 20		0		
3	Excess distributions carryover, if				C	
а	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					
_	II, line 4 > \$ 928,864					
	Applied to 2009, but not more that				0	
D	Applied to undistributed income of	' '				
_	(Election required—see page 26	' 1		0		
C	Treated as distributions out of co	· · ·			1	
	required—see page 26 of the ins	, , , , , , , , , , , , , , , , , , ,				400.000
	Applied to 2010 distributable amo	•	747.005			180,899
e	• • • • • • • • • • • • • • • • • • • •	· ·	747,965			
5	Excess distributions carryover ap		0			0
	(If an amount appears in column same amount must be shown in	• • •			}	
6	Enter the net total of each column as					
U	indicated below:					
9			5,640,527			
a h	Prior years' undistributed income	t t	3,040,321			·
D	line 4b from line 2b	Subilact		0		
С	Enter the amount of prior years' i	indictributed			<del></del>	
·		i				
	income for which a notice of defice been issued, or on which the sec	· '				
	tax has been previously assessed					
А	Subtract line 6c from line 6b Tax					
<u>.</u>	amount—see page 27 of the inst	·		0		
_	Undistributed income for 2009 S					
·	4a from line 2a Taxable amount-					
	instructions	- see page 27 of the			0	
f	Undistributed income for 2010 S	Subtract				
•	lines 4d and 5 from line 1. This a					
	be distributed in 2011 .	Thousand the state of the state				0
7	Amounts treated as distributions	out of				<u>-</u>
	corpus to satisfy requirements in					
	section 170(b)(1)(F) or 4942(g)(3	' '				
	the instructions)	,` ,				
8	Excess distributions carryover fro	om 2005				
	not applied on line 5 or line 7 (see					
	instructions) .	• •	105,539			
9	Excess distributions carryove	r to 2011.				
	Subtract lines 7 and 8 from line 6		5,534,988			
10	Analysis of line 9					
а		442,742				
b	Excess from 2007	885,875				
C	Excess from 2008	2,911,475				
d	Excess from 2009	546,931				
е	Excess from 2010	747,965				

	1 990-PF (2010) The Esperance Family Foun				20-049	
Pa	t XIV Private Operating Foundations (s	see page 27 of th	ne instructions a	and Part VII-A, q	uestion 9)	N/A
1 a	If the foundation has received a ruling or determination foundation, and the ruling is effective for 2010, enter	•	vate operating	<b>•</b>		
	Check box to indicate whether the foundation is a private the condition of	ate operating founda	tion described in sec	ction	4942(j)(3) or	4942(J)(5)
2 a	Enter the lesser of the adjusted net	Tax year		Prior 3 years		
	income from Part I or the minimum investment return from Part X for each	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
	year listed .	0				0
b	85% of line 2a .	0	0	0	0	0
С	Qualifying distributions from Part XII, line 4 for each year listed	0				0
d	Amounts included in line 2c not used directly for active conduct of exempt activities		-			0
е	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 a	Complete 3a, b, or c for the alternative test relied upon "Assets" alternative test—enter					
	(1) Value of all assets					0
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)		- · · · · · · · · - · · · · · · · ·			0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in		<del>-</del> <u>-</u>			·
_	Part X, line 6 for each year listed	0				0
С	"Support" alternative test—enter  (1) Total support other than gross investment income (interest, dividends, rents, payments					
	on securities loans (section 512(a)(5)), or royalties)					0
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
	(3) Largest amount of support from an exempt organization					0
	(4) Gross investment income					0
Pa	rt XV Supplementary Information (Co				5,000 or more ir	1
_	assets at any time during the ye		8 of the instru	ctions.)		
1	Information Regarding Foundation Manag List any managers of the foundation who have contrib		of the total contribute	one received by the fo	oundation	
a	before the close of any tax year (but only if they have			-	Jundation	
Cod	co Newton Roger S Ne	ewton				
b	List any managers of the foundation who own 10% or ownership of a partnership or other entity) of which the	r more of the stock of			of the	
NO		4 0 0 1 5	balandii i i	D		
2	Information Regarding Contribution, Gran Check here $\blacktriangleright \boxed{X}$ if the foundation only makes consolicited requests for funds. If the foundation make under other conditions, complete items 2a, b, c, and the state of t	contributions to presel es gifts, grants, etc (	lected chantable org	anizations and does i		
a	The name, address, and telephone number of the pe	rson to whom applica	itions should be add	ressed		
b	The form in which applications should be submitted a	and information and n	natenals they should	l ınclude		
С	Any submission deadlines					
d	Any restrictions or limitations on awards, such as by factors	geographical areas, o	charitable fields, kind	ds of institutions, or o	ther	

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During th		for Future	Payment	
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		<u>.</u>
a Paid during the year  AMER HEART ASSOC - DETROIT/SOUTHFIELD  24445 NORTHWESTERN HWY, STE 100	N/A	509(a)(1)	General & Unrestricted	3,500
SOUTHFIELD MI 48075 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	N/A	509(a)(1)	General & Unrestricted	500
WELLINGTON FL 33414 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			<b>▶</b> 3a	897,097
b Approved for future payment				
Total			▶ 3b	0

The Esperance Terriny Touridation				20 0 10	1100 . age
Part XVI-A Analysis of Income-Producing Act	ivities				
Enter gross amounts unless otherwise indicated	Unrelated bus	siness income	Excluded by section	(e)	
4-	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of
1 Program service revenue					the instructions )
a			<del>-</del>		
<b>b</b>					
C					
d					
e					
†					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments	000000	0.404	4.4	57.544	
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	000000	40.070	40	202.007	
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	20.647	
<del></del>	525990	-35,932	14	29,617	
b K-1 Pass-Through Income/(Loss) c 751 Gain on sale of partnerships	525990	-35,932 96,655	14	56,057	
d	323990	90,033			
e					
12 Subtotal Add columns (b), (d), and (e)		72,974		426,275	О
13 Total. Add line 12, columns (b), (d), and (e)		12,514		13	499,249
See worksheet in line 13 instructions on page 29 to verify calcular	tions )				100,240
Part XVI-B Relationship of Activities to the Ac		t of Exempt P	urnoses		
Line No. Explain below how each activity for which income in the accomplishment of the foundation's exempt purpage 29 of the instructions.)	s reported in colum	n (e) of Part XVI-A	contributed import		
		_ <del> </del>			· <u></u>
		<u> </u>	· · · · · · · · · · · · · · · · · · ·		
					<del></del>

Form 990-PF		nce Family Fo					20-04944		Pag	e 13
Part XVII	_	_	sfers To and Transaction	ons and	d Rel	ationships W	ith Nonchari	table		
	Exempt Organiz					_		-		
ın sec	e organization directly tion 501(c) of the Code izations?	or indirectly ei e (other than s	ngage in any of the followin ection 501(c)(3) organization	ng with a ons) or ii	iny oth n sect	ner organizatior ion 527, relatin	described to political		Yes	No
a Transf (1) Ca		foundation to	a noncharitable exempt org	ganızatıd	on of		!	1a(1)		Х
, ,	ther assets							1a(2)		X
(1) Sa	transactions ales of assets to a non							1b(1)		Х
, ,			ible exempt organization					1b(2) 1b(3)		X
	ental of facilities, equip eimbursement arrange		assets					1b(3) 1b(4)		X
	oans or loan guarantee							1b(5)		X
	_		ip or fundraising solicitation	ns				1b(6)		Х
c Sharır	ng of facilities, equipme	ent, mailing lis	ts, other assets, or paid em	ployees	6			1c		Х
value	of the goods, other as	sets, or service	complete the following sches given by the reporting for ement, show in column (d)	oundatio	n Ifth	ne foundation re	ceived less tha	n fair r	narke	et ed
(a) Line no	(b) Amount involved	(c) Name o	f noncharitable exempt organization	n (d	d) Desc	ription of transfers, t	ransactions, and sh	aring arr	angem	nents
		ļ								
		<u> </u>	<del></del>							
	-			_				<del> </del>		
		-								
		<u> </u>	<u> </u>							
	<u> </u>	_		+						
								•		
descr	ibed in section 501(c) s," complete the follow	of the Code (o	ated with, or related to, one ther than section 501(c)(3)	) or in se	e tax-e	527?	`	res 🔀	] No	
	(a) Name of organization	n	(b) Type of organizat	uon	-	(c) l	Description of relation	msnip		
	<u></u>									
	<u> </u>						-			
										_
Sign Here	nder penalties of penjury, I de elief, it is true, correct, and co	emplete Declaration	xamined this return, including accor n of preparer (other than taxpayer o	mpanying s or fiduciary) Date	schedul ) is base	es and statements, and on all information	and to the best of m of which preparer h	y knowle las any k	edge ar	nd dge
	Print/Type preparer's		Preparer's signature			Date		PTIN		
Paid			,				Check I If			
Prepare	er Jeffrey D Haskel		Jeffrey D. Haskell			11/7/2011	self-employed			
Use On	Firm's name F	OUNDATION		·			Firm's EIN	/000	000	175
	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

Name of the organization

## **Schedule of Contributors**

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

OMB No 1545-0047

2010

Employer identification number

	perance Family Found		20-0494459
Organi	zation type (check on	e)	
Filers o	of:	Section:	
Form 99	90 or 990-EZ	501(c)( ) (enter number) organization	
		4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private fou	ndation
		527 political organization	
Form 99	90-PF	X 501(c)(3) exempt private foundation	
		4947(a)(1) nonexempt charitable trust treated as a private foundar	tion
		501(c)(3) taxable private foundation	
Note. C	only a section 501(c)(7 nons	covered by the <b>General Rule</b> or a <b>Special Rule</b> .  7), (8), or (10) organization can check boxes for both the General Rule a	nd a Special Rule See
Genera	l Rule		
X		ling Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 to contributor. Complete Parts I and II	) or more (in money or
Special	Rules		
	sections 509(a)(1) an	B) organization filing Form 990 or 990-EZ that met the 33 1/3% support d 170(b)(1)(A)(vi), and received from any one contributor, during the ye % of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ,	ar, a contribution of the greater
	the year, aggregate of	7), (8), or (10) organization filing Form 990 or 990-EZ that received from ontributions of more than \$1,000 for use <i>exclusively</i> for religious, charit, or the prevention of cruelty to children or animals. Complete Parts I, II	able, scientific, literary, or
	the year, contributions aggregate to more that year for an exclusively	7), (8), or (10) organization filing Form 990 or 990-EZ that received from s for use <i>exclusively</i> for religious, charitable, etc., purposes, but these can \$1,000. If this box is checked, enter here the total contributions that by religious, charitable, etc., purpose. Do not complete any of the parts usualion because it received nonexclusively religious, charitable, etc., continually religious.	contributions did not were received during the unless the <b>General Rule</b>

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)

Schedule B	(Form 990.	. 990-EZ.	or 990-PF	(2010)

Page_	1	_ of _	1	of Part i
Employer id	lenti	ificati	ion nu	ımber

The Espera	ganization ance Family Foundation Inc		20-0494459
Part I	Contributors (see instructions)	<u> </u>	
(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 X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
2	Foreign State or Province Foreign Country	\$0	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
3	Foreign State or Province Foreign Country	\$0	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
4	Foreign State or Province Foreign Country	\$0	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
5	Foreign State or Province Foreign Country	\$0	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
6	Foreign State or Province Foreign Country	\$0	Person Payroll Noncash Complete Part II if there is a noncash contribution )

Page	1	of	1	of Part II
raue	•	OI.		OI Part II

Ç,	chadula	B	/Form	aan	990-F7	or 990-PF	(2010)	
Ç.	cneaule	Ð	(Form	990,	99U-EZ.	Or 990-PF	) (2010)	ł

Name of organization
The Esperance Family Foundation Inc.

Employer identification number 20-0494459

Noncash Property (see instructions) (a) No. (c) (b) (d) from FMV (or estimate) Description of noncash property given Date received Part I (see instructions) REGENERON PHARMACEUTICALS, INC REGN, 4000 sh \_\_\_1\_\_ 12/22/2010 (a) No. (c) (b) (d) from FMV (or estimate) Description of noncash property given **Date received** (see instructions) Part I (a) No. (c) (b) (d) FMV (or estimate) from Description of noncash property given Date received (see instructions) Part I (a) No. (c) (b) (d) FMV (or estimate) from Description of noncash property given **Date received** (see instructions) Part I (a) No. (c) (b) (d) FMV (or estimate) from Description of noncash property given Date received (see instructions) Part I (a) No. (c) (b) (d) FMV (or estimate) from Description of noncash property given Date received (see instructions) Part I

Schedule B (F	Form 990, 990-EZ, or 990-PF) (2010)			Page 1 of 1 of Part II
Name of org	ganization			Employer identification number
	ance Family Foundation Inc			20-0494459
Part III	Exclusively religious, charitable, etc., aggregating more than \$1,000 for the For organizations completing Part III, en contributions of \$1,000 or less for the year.	<b>year.</b> Complet ter the total of	e columns (a) through (a) exclusively religious, ch	e) and the following line entry aritable, etc,
(a) No. from Part I	(b) Purpose of gift		) Use of gift	(d) Description of how gift is held
******		(2) 7		
			ransfer of gift	
	Transferee's name, address, and	ZIP + 4	Relationsh	ip of transferor to transferee
	For Prov Country		***************************************	
(a) No. from Part i	(b) Purpose of gift	(с	) Use of gift	(d) Description of how gift is held
•				
		(e) T	ransfer of gift	
	Transferee's name, address, and	ZIP + 4	Relationsh	ip 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) T	ransfer of gift	
	Transferee's name, address, and	ZIP + 4	Relationsh	ip 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) T	ransfer of gift	
	Transferee's name, address, and	ZIP + 4	Relationsh	ip of transferor to transferee
	I		1	

For Prov

Country

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

	TOTAL: 146,397	56,056
	:	;
	(a)	( <u>a</u> )
	Revenue per	Net Investment
	Books	Income
1 BOARDWALK PIPELINE PARTNERS LP K-1 Pass-Through Share of Partnership Income/(Loss)	-1,401	8
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	1 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	come 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	188'69	0

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

0	e e	0									
	(d) Charitable Purpose										
0											
	d Net										
	(c) Adjusted Net Income										
84	(c) Net Investment Adjuste Income	84									
21,284	o) estmen ome	21,2									
	) Net Inv										
21,732	(a) Expenses per Books	21,732									
21	(a) inses prooks	21									
	Expe										
TOTAL:											
Ţ											
	:										
		ces									
		nt Serv									
		Investment Management Services									
		nt Man								į	
		/estme									
		<b>1</b>	2	ဗ	4	2	9	7	8	6	10

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

0		0	0	0							
	(d) Charitable Purpose				•						
0	(c) Adjusted Net Income										
293	(b) r Net Investment Income	0	293	0							
3,583	(a) Expenses per N Books	3,100	293	190							
TOTAL:											
					-		!				
		Estimated Tax Payment for 2010	Foreign Tax Paid	UBTI Tax Payment for 2009							
		Ē	2	က	4	2	9	7	∞	െ	10

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

	TOTAL	L: 68,759	35,191	0	31,767
_		(e)	(q)	(၁)	(p)
		Expenses per	Net Investment	Adjusted Net	Charitable
		Books	Income	Income	Purpose
_	1 Administrative Fees	31,742	0	0	31,742
7	2 Bank Charges	229	229		0
က	3 BOARDWALK PIPELINE PARTNERS LP K-1 Expenses	9	2		0
4	4 EL PASO PIPELINE PARTNERS LP K-1 Expenses	_	0		0
က	5 GLOBAL PARTNERS LP K-1 Expenses	124	38		
ဖ	6 NB CROSSROADS FUND XVII - ASSET ALLOCATION LP K-1 Expenses	es 15,593	14,215		0
_	7 PENN VIRGINIA GP HOLDINGS LP K-1 Expenses	2,241	1,952		0
ω	8 CRESTWOOD MIDSTREAM PARTNERS K-1 Expenses	3	0		0
၈	9 SILVERPEAK LEGACY FUND III, LP K-1 Expenses	742	723		0
۲	10 SUNOCO LOGISTICS PARTNERS LP K-1 Expenses	21	0		0
F	11 CLEARWATER CAPITAL PARTNERS III, LP K-1 Expenses	17,927	17,927		0
1,7	12 OCH-ZIFF CAPITAL MGMT GROUP LLC	105	105		0
۲,	13 State or Local Filing Fees	25	0		25
İ					

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

		TOTAL:	4,678,519	3,001,385
	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value
-	ABBOTT LABS (ABT)	200	21,881	23,955
7	AGILENT TECHNOLOGIES INC (A)	170	5,259	7,043
ო	AKAMAI TECH COM STK (AKAM)	209	7,739	9,833
4	ALCATEL LUCENT (ALU)	1,181	11,296	3,496
2	ALLIANZ SE ADR (AZSEY PK)	187	1,873	2,220
9	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
თ		253	8,807	13,065
10	AMGEN INC (AMGN)	300	15,400	16,470
7	ANADARKO PETROLEUM CORP (APC)	350	13,735	26,656
12		216	3,746	3,791
13		111	3,367	5,465
14	ANSYS INC. (ANSS)	131	5,712	6,821
15	APACHE CORPORATION (APA)	292	30,167	34,815
16		10,000	55,061	51,000
17	ASTRAZENECA (AZN)	62	3,769	3,649
18	AUTODESK, INC. (ADSK)	211	2,606	8,060
19		26	2,852	3,480
20		43	854	872
7	BANCO ITAU HOLDING FINANCIERA (ITUB)	380	7,512	9,124
22		99	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
22	BIO RAD LABS INC CL A (BIO)	25	3,739	5,919
26	BORG WARNER INC. (BWA)	148	5,202	10,709
27	BOSTON PPTYS INC (BXP)	81	906'9	6,974
28		228	7,490	8,630
భ		140	3,549	5,653
ဗ္က		40,000	760,001	0
ည		526	4,713	4,408
32		800	7,805	26,592
33		72	952	066
怒	CEPHALON, INC (CEPH)	92	5,009	4,691
32	CHESAPEAKE ENERGY CORPORAT	200	7,714	5,182
ဗ္က	CHINA CONSTRUCT UNSPON ADR (CICHY.PK)	193	3,465	3,532
37		65	3,217	3,976
జ္က		49	4,184	4,689
39	CNOOC LTD ADS (CEO)	23	2,656	5,483
9	COMCAST CORP (CMCSK)	850	12,141	17,689
4	COSAN LIMITED CL A (CZZ)	174	2,224	2,370

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

Fair Marko			TOTAL:	4,678,519	3,001,385
COVANTE INC COMP.  COVANTE INC COMP.  COVANTE INC COMP.  COVANTE INC COMP.  CONTRICT I		Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value
CENTRONE CENTROL CONF (CVA)  CENTRONE VERY CONFORMATION INC (CENTROL CONF (CVA)  CENTRONE VERY CENTROL CONFORMATION INC (CENTROL CONFORMATION INC (C			137	8,079	7,043
CSK CORP (CSX)	_	COVANTA HOLDING CORP (CVA)	1,300	22,104	22,347
CERP COMP (CEX)   171   5,774   171   171   174   17		CRIMSON EXPLORATION INC (CXPO)	100,000	200,000	426,001
CIMBLOOM INTL. LTD - AMERICAN DEPOSITARY SHARES (CTRP) 123 4,980  OR HORTON (CMI) 141 10 - AMERICAN DEPOSITARY SHARES (CTRP) 144 1683  OR HORTON (CMI) 15 10 JAPANSPONSORED ADR (DNPLY PK) 15 10 10 10 10 10 10 10 10 10 10 10 10 10		CSX CORP (CSX)	171	5,764	11,048
CONTRINGE CONTRINGE CAN CONTRIVENCY CAN CONTRIVENCY CAN CORPORATION CONTRIVENCY CAN CORPORATION CONTRIVENCY CONT			123	4,960	4,975
DR HORTON (DH)         446         11 (011)           DAR JOHN DOWN         436         6 5902           DANDEN RESTAURANTIG LTD JAMANSPONSORED ADR (DNPLY PK)         236         16.84         6 5902           DAMPEN RESTAURANTIS INC (DRIN)         27         2.650         16.846         <		CUMMINS INC (CMI)	184	4,883	7
DAI NUMAN POLITY CONALY PK)   23   6.902		D R HORTON (DHI)	446	11,011	
DANIMA HOUSE IND LTD (DIVIAHY PK)         DANIMA HOUSE IND LTD (DIVIAHY PK)         27         2.580           DEVONE RIREGY CORPORATION (DAN)         290         16.846         1.628           DEVONE RIREGY CORPORATION (DAN)         290         16.846         1.623           DEVONE RIREGY CORPORATION (DAN)         2140         6.023         1.6246           EATON WANCE CORP (EM)         214         6.029         1.646           EATON WANCE CORP (EM)         367         3.641         2.646           EATON WANCE CORP (ESA)         800         3.191         2.600           EINBRARE REMERSA BR (FR.J.)         800         3.191         2.600           EINSCO PLC (ESA)         800         3.191         2.600           EINSCO PLC (ESA)         46         2.108         4.074           EINSCO PLC (ESA)         46         2.108         4.074           FONDRIACO ANDRICO MEXICANO (FMX)         1.68         2.630         2.630           FONDRIACO ANDRICO MEXICANO (FMX)         2.500         2.630         2.646           FONDRIACO COMPLANCE (CESK)         6.000         2.600         2.630           GALISA ANDRIAN SI (CESK)         6.000         2.000         2.646           GENDAL CORPORATION (CESK)         6.000			436	6,902	
BATERIA CARETAL OF (EMA)   168   6.664		DAIWA HOUSE IND LTD (DWAHY PK)	27	2,580	
EASTMAN CHEMICAL CO (EMN)	51	DARDEN RESTAURANTS INC (DRI)	168	6,684	
EASTMAN CHEMICAL CO (EMN)   103   6.023     EATTMAN CHEMICAL CO (EMN)   105   6.059     EATTMAN CHEMICAL CO (EMN)   1.080     ELECTRACIPE FR UNSPADDR (ECIF.PK)   3.541   1.080     EMBRAGER EMPRESA BR (ER.)   1.080   3.541     EMBRAGER EMPRESA BR (ER.)   6.000   29.146     ENSO PLO (ES.)   6.000   29.146     ENSO PLO (ES.)   6.000   29.000     ENSO PLO (ES.)   7.000   2.000   2.000     ENSO PLO (ES.)   7.000   7.000   2.000     ENDA COMPUTATOR (ENTRY)   7.000   2.000     ENDA COMPUTATOR (ES.)   7.000   2.000     ENDA COMPUTATOR (ES.)   7.000   2.000     ENDA CORRIGA ADR (FINAL PRIALS ETF (CHIM)   7.000   2.000     ENDA CORRIGA ADR (EMS)   7.000   2.000     ENDA CORRIGA ADR (EMS)   7.000   2.000     ENDA CORRIGA ENTRY (ES.)   7.000   2.000     ENDA CORRIGA ENTRY (ES.)   7.000   2.000     ENDA CORRIGA ENTRY (ES.)   7.000   2.000     ENDA CHIADIN ENTRY (ES.)   7.000   7.000     ENDA CHIADIN ENTRY (ES.)   7.000   7.000	52	DEVON ENERGY CORPORATION (DVN)	250	16,846	
EATION VANCE CORP COM (EV)         214         6.059           ELECTRICITE FR UNSPIADR (EGIFY PK)         3,641         3,641           EMBRAGE REINERGA BR (ERJ)         800         9.191           ENCANA CORP (ECA)         800         23,446           ENCANA CORP (ECA)         800         23,446           ENSC DE CENT         20,000         200,000           ENSC DE CENT         198         3,641           ENSC DE CENT         198         3,641           ENSC DE CENT         198         3,640           EXPRESS SCRIPTS INC. (ESRX)         46         2,108           ENDERLY DE COMMEXICANO (FMX)         46         2,108           FORD MOTOR COMPANY (F)         118         4,074           FORD MOTOR COMPANY (F)         118         7,204           FORD MOTOR COMPANY (F)         118         7,204           FORD MOTOR COMPANY (F)         118         7,204           GA T X CP (GMT)         100         6,74           GERDAL S CHINA MATERIALS ETF (CHIM)         210         4,604           GLOBAL ANDENIS IN INC (GN)         101         4,604           GLOBAL ANDENIS IN INC (GN)         1,604         1,604           GLOBAL ANDENIS IN INC (HACSY PK)         1,604	23	EASTMAN CHEMICAL CO (EMN)	103	6,023	
ELECTRICITE FR UNSPIADR (ECIFY PK)         367         3,541           EMBRACE REMPRESA BR (ERJ)         91         1,580           EMBRACE REMPRESA BR (ERJ)         800         9,191           EMBRACE REMPRESA BR (ERJ)         800         9,191           ENSCO PLC (ESV)         600         29,446           ENSCO PLC (ESV)         600         29,446           EXPRESS SCRIPTS INC (ESRX)         708         4,074           EXPRESS SCRIPTS INC (ESKY)         708         4,074           FONE MOTOR COMPANY (F)         7,08         4,074           FONE MOTOR COMPANY (F)         118         4,204           FONE MOTOR COMPANY (F)         118         4,204           GA T X CP (GRT)         100         6,754           GA T X CP (GRT)         100         6,754           GA T X CP (GRT)         24,000         24,000           GLOBAL DAYMARICS CP (GR)         20,000         24,00           GLOBAL CROPHYSICAL SVCS INC COM (GGS)         219         2,548           GLOBAL AYMENTS INC (GPN)         210         4,000           GLOBAL DAYMENTS INC (GPN)         210         2,248           GLOBAL DAYMENTS INC (GPN)         210         2,566           GLOBAL CROPERATION (GRS)		EATON VANCE CORP COM (EV)	214	690'9	
EMBRAGE BURNESA BR (ERJ)         91         1,880           ENCANA CORP (ECA)         600         29,446           ENCAL TRINC COM (EXL)         20,000         280,000           ENSCEL TR INC COM (EXL)         20,000         280,000           EXPRESS SCRIPTS INC. (ESRX)         198         3,640           EXPRESS SCRIPTS INC. (ESRX)         46         2,108           FOMENTO ECONOMIC MEXICANO (FMX)         46         2,108           FOMENTO ECONOMIC MEXICANO (FMX)         118         4,074           FOND MOTOR COMPANY (F)         118         4,204           FOUND MOTOR COMPANY (F)         118         4,204           FULLIFILM HOLDINGS (FULLY PK)         188         3,213           GA TX CP (GMT)         100         6,754           GARIS SA (GEA)         100         6,754           GEN DAYMANICS IN (GEN)         107         4,404           GELAXOSMITHKLINE PLC (GSK)         100         6,754           GERANA CEROPHANICS INC (GPN)         100         6,754           GELOBAL ENAYMETIS INC (GEN)         1,00         1,556           GLOBAL ENAYMETIS INC (GEN)         1,00         1,556           GOOD FILL CLASS (GEN)         1,00         1,556           GOOD FILL CLASS (GEN		ELECTRICITE FR UNSP/ADR (ECIFY.PK)	367	3,541	
ENCANA CORP (ECA)   800   9,191		EMBRAER EMPRESA BR (ERJ)	91	1,880	2,675
ENSCO PLC (ESV)         ENSCO PLC (ESV)         29,446           EXCEL TR INC COM (EXL)         20,000         280,000           EXCEL TR INC COM (EXL)         188         3,640           FURPRESS SCRIPTS INC. (ESRY)         708         4,074           FINMECCANICA ADR (FINMY PK)         708         4,074           FOMENTO ECONOMICO MEXICANO (FIXX)         46         2,108           FOMENTO ECONOMICO MEXICANO (FIXX)         118         7,204           FORD MOTOR COMPANY (F)         118         4,204           FULICITA HOLDINGS (FULIY PK)         188         7,508           GA T X CP (GMT)         240         6,218           GERDAU SC (GBI)         100         6,734           GERDAU SC (GBI)         107         4,404           GLAXOSMITHKI INE PLC (GSK)         107         4,404           GLOBAL DAVINENTS INC (GPN)         219         2,543           GLOBAL DAVINENTS INC (GPN)         107         4,204           GLOBAL DAVINENTS INC (GPN)         107         4,204           GLOBAL CORPORATION (GR)         1,204         2,543           GOLD FIELDS LTD ADS (GFI)         1,204         2,543           GOLD FIELDS LTD ADS (GFI)         1,204         2,543           GOLD FIEL		ENCANA CORP (ECA)	800	9,191	23,296
EXCEL TR INC COM (EXL)         20,000         280,000         280,000           EXPRESS SCRIPTS INC. (ESRX)         198         3,640           EXPRESS SCRIPTS INC. (ESRX)         708         4,074           FINMECCANICA ADRIAN PK)         46         2,108           FOND MOTOR COMPANY (F)         118         4,204           FOLIFILM HOLDINGS (FULIY PK)         118         4,204           FOLIFILM HOLDINGS (FULIY PK)         168         3,213           GAFISA S.A (GFA)         100         6,754           GAFISA S.A (GFA)         100         6,754           GEN DAYNAMICS CP (GB)         100         6,754           GEN DAYNAMICS CP (GB)         107         4,404           GLOBAL GENPHYSICAL SVCS INC COM (GGS)         20,000         24,000           GLOBAL SA CHINA MATERIALS ETF (CHIM)         219         2,543           GLOBAL DANG (GFI)         32,243         4,219           GLOBAL PYSICAL SVCS INC COM (GGS)         101         4,663           GLOBAL DANG (HAS)         4,663         2,543           GLOBAL DANG (HAS)         4,663         4,004           GOODRICH CORPORATION (GR)         4,663         1,586           HACHJUINI BANK LTD ADR (HAS)         4,674         1,586		ENSCO PLC (ESV)	009	29,446	32,028
EXPRESS SCRIPTS INC, (ESRX)         198         3,640         1           FINMECCARICA ADR (FINMY PK)         708         4,074           FORD MATOR ECONOMICO MEXICANO (FMX)         4,074         2,108           FORD MATOR ECONOMICO MEXICANO (FMX)         2,500         29,330         4           FORD MATOR ECONOMICO MEXICANO (FMX)         118         4,204         4           FORD MATOR CONOMICO MEXICANO (FMX)         118         7,908         4           GA T X CP (GMT)         168         7,908         7           GA T X CP (GMT)         168         7,908         7           GA T X CP (GMT)         100         6,744         6,744           GEN DAVAMICS CR (GB)         2,243         2,243         2,243           GEN DAVAMICS CR (GB)         2,240         2,243         2,243         2,243           GEN DAVAMICS CR (GB)         2,240         2,243         2,244         2,2		EXCEL TR INC COM (EXL)	20,000	280,000	2
FINIMECCANICA ADR (FINIMY PK)         708         4,074           FOMENTO ECONOMICO MEXICANO (FMX)         2,108         2,108           FOMENTO ECONOMICO MEXICANO (FMX)         2,600         29,930           FUJIFILM HOLDINGS (FUJIY PK)         118         4,204           GAFISA S.A (GRA)         168         7,908           GAFISA S.A (GRA)         168         7,908           GAFISA S.A (GRA)         248         3,213           GEND DYNAMICS CP (GDI)         6,754           GENDAL SA LOS (GBI)         248         3,231           GENDAL SA CROSMITHKLINE PLC (GSK)         107         4,404           GLOBAL GEOPHYSICAL SVCS INC COM (GGS)         20,000         240,000           GLOBAL PAYMENTS INC (GPN)         219         2,543           GLOBAL CHIVALINE PLC (GSK)         20,000         240,000           GLOBAL PAYMENTS INC (GPN)         219         2,543           GLOBAL CHIVALINE PLDS (LINIMA MATERIALS ETF (CHIMI)         219         2,543           GOLD FIELDS LTD ADS (GFI)         4,604         4,604           GOODRICH CORPORATION (GR)         1,88         7,219           HARSCO CORP (HSC)         4,604         7,219           HEUK EIN ENERGY SOLUTIONS GROUP INC (HLX)         4,604         2,219	09	EXPRESS SCRIPTS INC. (ESRX)	198	3,640	
FOMENTO ECONOMICO MEXICANO (FMX)         46         2,108           FORD MOTOR COMPANY (F)         2,500         2,930           FOND MOTOR COMPANY (F)         118         4,204           FUJIELIM HOLDINGS (FUJIY PK)         168         7,908           FUJIELIM HOLDINGS (FUJIY PK)         168         7,204           FUJIELIM HOLDINGS (FUJIY PK)         168         7,213           GAFISA S.A (GFA)         168         3,213           GAFISA S.A (GFA)         100         6,754           GEN DYNAMICS CP (GD)         248         3,233           GERDAU SA ADS (GCB)         20,000         24,004           GLAXOSMITHKLINE PLC (GSK)         107         4,663           GLOBAL PAYMENTS INC (GPN)         219         2,543           GLOBAL X FDSGLOBAL X CHINA MATERIALS ETF (CHIM)         2,543         2,543           GLOBAL X FDSGLOBAL X CHINA MATERIALS ETF (CHIM)         2,543         2,543           GOLD FIELDS LTD ADS (JEN)         2,646         4,219           GOLD FIELDS LTD ADS (HACBY PK)         4,653         2,543           HACHJUNIB ANK LTD ADR (HACBY PK)         4,653         2,544           HARRIS CORP (HSC)         4,663         2,544           HARRIS CORP (HSC)         2,544         2,545			708	4'074	
FORD MOTOR COMPANY (F)         2,500         29,930           FUJIFILM HOLDINGS (FUJIY PK)         118         4,204           GA T X CP (GMT)         168         7,908           GA T X CP (GMT)         168         7,508           GAFISA S.A (GFA)         100         6,754           GEN DAU SANDS (GGB)         248         3,233           GEN DAU SANDS (GGB)         248         3,523           GEN DAU SANDS (GGB)         248         3,523           GEN DAU SANDS (GGB)         107         4,404           GEN DAU SANDS (GGB)         20,000         240,000           GLOBAL GEOPHYSICAL SVCS INC COM (GGS)         210         4,663           GLOBAL GEOPHYSICAL SVCS INC (GPN)         210         4,663           GLOBAL GEOPHYSICAL SVCS INC (GPN)         210         4,663           GLOBAL GEOPHYSICAL SVCS INC (GNA)         2,663         2,646           GOLD RICL (LID ADIS (HACBY PK)         43         2,646           HACHJUNI BANK LTD ADIS (HACBY PK)         43         2,646           HARRIS CORP (HSC)         43         2,646           HARRIS CORP (HSC)         440         43         2,646           HARRIS CORP (HSC)         45         45           HEVILL SINCE (HRS) </th <th></th> <td>1</td> <td>46</td> <td>2,108</td> <td></td>		1	46	2,108	
FUJIFILM HOLDINGS (FUJIY PK)         118         4,204           GA T X CP (GMT)         168         7,908           GAFISA S.A (GFA)         188         7,908           GAFISA S.A (GFA)         100         6,754           GAFISA S.A (GFA)         20         240           GERDAU SANDS (GGB)         248         3,323           GERDAU SANDS (GGB)         20         200           GERDAU GEOPHYSICAL SVCS INC COM (GGS)         20,000         240,000           GLOBAL GEOPHYSICAL SVCS INC COM (GGS)         20         200           GLOBAL CALLA GEOPHYSICAL SVCS INC COM (GGS)         20         200           GLOBAL X FORGLOBAL X CHINA MATERIALS ETF (CHIM)         32         4,404           GLOBAL X FORGLOBAL X CHINA MATERIALS ETF (CHIM)         32         4,219           GOLD FIELDS LTD ADS (GFI)         43         2,646           HACHJUNI BANK LTD ADS (HACBY PK)         43         2,646           HARRIS CORP DEL (HRS)         43         2,646           HARRIS CORP DEL (HRS)         43         2,646           HARRIS CORP (HSC)         43         2,646           HARRIS CORP (HSC)         43         2,646           HELIX ENGROYO (HRS)         52         1,986           HELIX ENGR	63	FORD MOTOR COMPANY (F)	2,500	29,930	
GATX CP (GMT)         168         7,908           GAFISA S.A (GFA)         188         3,213           GAFISA S.A (GFA)         188         3,213           GENDAL SA (GFA)         100         6,754           GENDAL SA ADS (GGB)         248         3,323           GLAXOSMITHIC INC (GSK)         107         4,404           GLAXOSMITHIC INC (GSK)         20,000         240,000           GLOBAL PAYMENTS INC (GPN)         101         4,663           GLOBAL X FDSGLOBAL X CHINA MATERIALS ETF (CHIM)         219         2,543           GLOBAL X FDSGLOBAL X CHINA MATERIALS ETF (CHIM)         322         4,219           GOLD FIELDS LTD ADS (GFI)         7,556         7,556           HACHIJUNI BANK LTD ADR (HACBY PK)         43         2,646           HACHIJUNI BANK LTD ADR (HAS)         43         2,646           HARRIS CORP DEL (HRS)         43         2,646           HARRIS CORP (HSC)         44         43         2,646           HARRIS CORP (HSC)         45         65         85           HARRIS CORP (HSC)         45         65         85           HEWLETT PACKARD CO (HPQ)         74         2,377           INPALA PLATINUM LTD SADR (IMPUY PK)         77         77	2	FUJIFILM HOLDINGS (FUJIY PK)	118	4,204	
GAFISA S.A (GFA)         18B         3,213           GEN DYNAMICS CP (GD)         6,754           GEN DYNAMICS CP (GD)         6,754           GERDAU SA ADS (GGB)         107         4,404           GLAXOSMITHKINE PLC (GSK)         20,000         240,000           GLOBAL CACHORITICAL SVCS INC COM (GGS)         20,000         240,000           GLOBAL PACHORITICAL SVCS INC COM (GGS)         20,000         240,000           GLOBAL PACHORITICAL SVCS INC COM (GGS)         219         2,543           GLOBAL PACHORITICAL STF (CHIM)         322         4,219           GOLD FIELDS LTD ADS (GFI)         7,556           GOLD FIELDS LTD ADS (HACBY PK)         43         2,646           HACHIJUNI BANK LTD ADR (HACBY PK)         4,851         6,851           HACHIJUNI BANK LTD ADR (HACBY PK)         5         6,851           HARRIS CORP DEL (HRS)         6,851         6,851           HARRIS CORP (HRC)         5         1,988           HELIX ENENGY SOLUTIONS GROUP INC (HLX)         7         1,947           HELIX ENGRARD CO (HPQ)         77         1,947           IMPALA PLATINUM LTD S/ADR (IMPUY PK)         7         1,947		G A T X CP (GMT)	168	7,908	
GEN DYNAMICS CP (GD)         GF754           GERDAU SA ADS (GGB)         6 754           GERDAU SA ADS (GGB)         3.323           GLAXOSMITHKLINE PLC (GSK)         24,044           GLOBAL GEOPHYSICAL SVCS INC COM (GGS)         20,000         240,000           GLOBAL PAYMENTS INC (GPN)         4,663         2,543           GLOBAL PAYMENTS INC (GPN)         32         4,219           GLOBAL X FDSGLOBAL X CHINA MATERIALS ETF (CHIM)         4,663         4,219           GOLD FIELDS LTD ADS (GFI)         4,219         7,556           GOLD FIELDS LTD ADS (GFI)         7,817         7,817           ACCHJUNI BANK LTD ADR (HACBY PK)         4,219         7,817           HARRIS CO CORP (HSC)         1,988         7,817           HARRIS CO CORP (HSC)         1,988         1,988           HELIX ENERGY SOLUTIONS GROUP INC (HLX)         552         1,988           HELIX ENERGY SOLUTIONS GROUP INC (HCX)         77         1,947           IMPALA PLATINUM LTD S/ADR (IMPUY PK)         77         1,947		GAFISA S.A (GFA)	188	3,213	
GERDAU SA ADS (GGB)     248     3,323       GLAXOSMITHKLINE PLC (GSK)     GLAXOSMITHKLINE PLC (GSK)     4,404       GLOBAL GEOPHYSICAL SVCS INC COM (GGS)     20,000     240,000       GLOBAL GEOPHYSICAL SVCS INC COM (GGS)     101     4,663       GLOBAL PAYMENTS INC (GPN)     219     2,543       GLOBAL X FDSGLOBAL X CHINA MATERIALS ETF (CHIM)     322     4,219       GOLD FIELDS LTD ADS (GFI)     4,219     2,646       GOLD FIELDS LTD ADR (HACBY PK)     43     2,646       HACHIJUNI BANK LTD ADR (HACBY PK)     43     2,646       HARRIS CORP DEL (HRS)     162     6,851       HARSCO CORP (HSC)     5     825       HARSCO CORP (HSC)     5     825       HARSCO CORP (HSC)     1,988       HELIX ENERGY SOLUTIONIS GROUP INC (HLX)     5     1,988       HELIX ENERGY SOLUTIONIS GROUP INC (HZ)     74     2,377       HEWLETT PACKARD CO (HPQ)     74     2,377       ICICI BK LTD ADS (IBN)     71     1,947		GEN DYNAMICS CP (GD)	100	6,754	2,096
GLAXÓSMITHKLINE PLC (GSK)         GLAXÓSMITHKLINE PLC (GSK)         4,404         20,000         240,000         240,000         240,000         240,000         240,000         240,000         240,000         240,000         240,000         240,000         240,000         240,000         240,000         240,000         240,000         240,000         240,000         2543         2543         2543         2543         2543         2543         2544         2543         2544		GERDAU SA ADS (GGB)	248	3,323	3,470
GLOBAL GEOPHYSICAL SVCS INC COM (GGS)     20,000     240,000     2       GLOBAL PAYMENTS INC (GPN)     (GPN)     4,663       GLOBAL X FDSGLOBAL X CHINA MATERIALS ETF (CHIM)     219     2,543       GLOBAL X FDSGLOBAL X CHINA MATERIALS ETF (CHIM)     322     4,219       GOLD FIELDS LTD ADS (GFI)     43     2,646       GOODRICH CORPORATION (GR)     43     2,646       HACHJUNI BANK LTD ADR (HACBY PK)     168     7,817       HARRIS CORP (HSC)     6,851     825       HARSCO CORP (HSC)     5     6,851       HOFC BANK LTD ADR (HDB)     5     1,988       HELIX ENERGY SOLUTIONS GROUP INC (HLX)     5     1,988       HELIX ENERGY SOLUTIONS GROUP INC (HLX)     7     2,377       HEVIT PACKARD CO (HPQ)     7     7     1,947       INPALA PLATINUM LTD S/ADR (IMPUY PK)     7     1,947		GLAXOSMITHKLINE PLC (GSK)	107	4,404	4,197
GLOBAL PAYMENTS INC (GPN)     101     4,663       GLOBAL X FDSGLOBAL X CHINA MATERIALS ETF (CHIM)     219     2,543       GLOBAL X FDSGLOBAL X CHINA MATERIALS ETF (CHIM)     322     4,219       GOLD FIELDS LTD ADS (GFI)     102     7,556       GOODRICH CORPORATION (GR)     43     2,646       HACHIJUNI BANK LTD ADR (HACBY PK)     168     7,817       HARSCO CORP DEL (HRS)     6,851     825       HARSCO CORP (HDB)     5     825       HELIX ENERGY SOLUTIONS GROUP INC (HLX)     5     1,988       HELIX ENERGY SOLUTIONS GROUP INC (HLX)     522     1,988       HEWLETT PACKARD CO (HPQ)     750     30,761       ICICI BK LTD ADS (IBN)     77     1,947       IMPALA PLATINUM LTD S/ADR (IMPUY PK)     77     1,947		GLOBAL GEOPHYSICAL SVCS INC COM (GGS)	20,000	240,000	207,600
GLOBAL X FDSGLOBAL X CHINA MATERIALS ETF (CHIM)       219       2,543         GOLD FIELDS LTD ADS (GFI)       322       4,219         GOODRICH CORPORATION (GR)       43       2,646         HACHIJUNI BANK LTD ADR (HACBY PK)       168       7,817         HACHIJUNI BANK LTD ADR (HDB)       6,851         HACHIJUNI BANK LTD ADR (HDB)       5       6,851         HARSCO CORP (HSC)       6,851         HELIX ENERGY SOLUTIONS GROUP INC (HLX)       5       1,988         HELIX ENERGY SOLUTIONS GROUP INC (HLX)       5       1,988         HEWLETT PACKARD CO (HPQ)       750       30,761         ICICI BK LTD ADS (IBN)       77       1,947         IMPALA PLATINUM LTD S/ADR (IMPUY PK)       77       1,947			101	4,663	
GOLD FIELDS LTD ADS (GFI)     322     4,219       GOODRICH CORPORATION (GR)     102     7,556       HACHIJUNI BANK LTD ADR (HACBY PK)     43     2,646       HARRIS CORP DEL (HRS)     168     7,817       HARRIS CORP (HSC)     6,851       HARRIS CORP (HSC)     5     825       HALIX ENERGY SOLUTIONS GROUP INC (HLX)     5     1,988       HELIX ENERGY SOLUTIONS GROUP INC (HLX)     5     1,988       HEWLETT PACKARD CO (HPQ)     750     30,761       ICICI BK LTD ADS (IBN)     74     2,377       IMPALA PLATINUM LTD S/ADR (IMPUY PK)     77     1,947		TERIALS	219	2,543	
GOODRICH CORPORATION (GR)     7,556       HACHIJUNI BANK LTD ADR (HACBY PK)     43     2,646       HARRIS CORP DEL (HRS)     168     7,817       HARSCO CORP (HSC)     6,851       HELIX ENERGY SOLUTIONS GROUP INC (HLX)     5     825       HEVILETT PACKARD CO (HPQ)     750     30,761       HEWLETT PACKARD CO (HPQ)     74     2,377       ICICI BK LTD ADS (IBN)     77     1,947	73	GOLD FIELDS LTD ADS (GFI)	322	4,219	
HACHIJUNI BANK LTD ADR (HACBY PK)       43       2,646         HARRIS CORP DEL (HRS)       168       7,817         HARSCO CORP (HSC)       6,851         HDFC BANK LTD ADR (HDB)       5       825         HELIX ENERGY SOLUTIONS GROUP INC (HLX)       522       1,988         HEWLETT PACKARD CO (HPQ)       750       30,761         ICICI BK LTD ADS (IBN)       74       2,377         IMPALA PLATINUM LTD S/ADR (IMPUY PK)       77       1,947		GOODRICH CORPORATION (GR)	102	7,556	
HARRIS CORP DEL (HRS)       168       7,817         HARSCO CORP (HSC)       162       6,851         HDFC BANK LTD ADR (HDB)       5       825         HELIX ENERGY SOLUTIONS GROUP INC (HLX)       522       1,988         HEWLETT PACKARD CO (HPQ)       750       30,761         ICICI BK LTD ADS (IBN)       74       2,377         IMPALA PLATINUM LTD S/ADR (IMPUY PK)       77       1,947		HACHIJUNI BANK LTD ADR (HACBY PK)	43	2,646	2,413
HARSCO CORP (HSC)       162       6,851         HDFC BANK LTD ADR (HDB)       5       825         HELIX ENERGY SOLUTIONS GROUP INC (HLX)       522       1,988         HEWLETT PACKARD CO (HPQ)       30,761         ICICI BK LTD ADS (IBN)       74       2,377         IMPALA PLATINUM LTD S/ADR (IMPUY PK)       77       1,947	92	HARRIS CORP DEL (HRS)	168	7,817	7,610
HDFC BANK LTD ADR (HDB)       5       825         HELIX ENERGY SOLUTIONS GROUP INC (HLX)       522       1,988         HEWLETT PACKARD CO (HPQ)       750       30,761         ICICI BK LTD ADS (IBN)       74       2,377         IMPALA PLATINUM LTD S/ADR (IMPUY PK)       1,947		HARSCO CORP (HSC)	162	6,851	4,588
HELIX ENERGY SOLUTIONS GROUP INC (HLX)       522       1,988         HEWLETT PACKARD CO (HPQ)       750       30,761         ICICI BK LTD ADS (IBN)       74       2,377         IMPALA PLATINUM LTD S/ADR (IMPUY PK)       1,947	78	HDFC BANK LTD ADR (HDB)	5	825	836
HEWLETT PACKARD CO (HPQ)         30,761           ICICI BK LTD ADS (IBN)         74         2,377           IMPALA PLATINUM LTD S/ADR (IMPUY PK)         1,947	79		522	1,988	6,337
ICICI BK LTD ADS (IBN)         74         2,377           IMPALA PLATINUM LTD S/ADR (IMPUY PK)         1,947		HEWLETT PACKARD CO (HPQ)	750	30,761	31,575
IMPALA PLATINUM LTD S/ADR (IMPUY PK) 1,947		ICICI BK LTD ADS (IBN)	74	2,377	3,747
		IMPALA PLATINUM LTD S/ADR (IMPUY PK)	77	1,947	2,725

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

	TOTAL:	4,678,519	3,001,385
Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value
INFOSYS TECH LTD SPD	1 1	2,735	4,184
84 INTEGRYS ENERGY GROUP (TEG)	117	5,811	5,676
85 INTERCNTNTLEXCHANGE (ICE)	86	4,774	10,247
86 INTERNATIONAL BUSINESS MACHINES (IBM)	550	52,050	80,718
	289	9,246	5,112
88 INTERNATIONAL RECTIFIER CORP (IRF)	296	8,439	8,788
	286	8,411	14,100
90 ISHARES MSCI TURKEY (TUR)	44	2,771	2,913
	10,000	117,240	101,200
92 JEFFERIES GROUP INC (JEF)	232	7,540	6,178
93 JOY GLOBAL INC (JOYG)	195	7,147	16,916
94 JSC MMC NRLSK NICKL S/ADR (NILSY PK)	125	2,245	3,005
95 KAO CORP ADR (KCRPY.PK)	220	4,655	5,916
96 KEPPEL CORP LTD ADR (KPELY PK)	51	845	006
97 KINROSS GOLD CORP (KGC)	268	4,830	5,081
98 KOOKMIN BK ADS NEW (KB)	106	3,982	5,606
99 KOREA ELECTRIC PW CP (KEP)	231	2,936	3,121
100 LAS VEGAS SANDS CORP (LVS)	84	2,024	3,860
101 LEHMAN BROTHERS HOLDINGS WARRANTS (52520W143)	1,060	293,077	0
102 LOEWS CORP (L)	099	30,002	25,292
103 LUKOIL HOLDING CO SP/ADR (LUKOY PK)	116	5,263	6,638
104 MAGNA INTERNATIONAL INC. (MGA)	21	592	1,092
105 MECHEL STL GROUP OAO (MTL)	86	2,211	2,865
106 MELCO PBL ENTERTAINMENT ADS (MPEL)	547	2,743	3,479
107 MOBILE TELSYS OJSC (MBT)	215	4,439	4,487
108 MS&AD INS GROUP ADR (MSADY PK)	343	5,433	4,312
109 MTN GROUP LTD SPON ADR (MTNOY PK)	165	3,113	3,409
110 NASPERS LTD N SPONS ADR (NPSNY.PK)	48	2,567	2,834
111 NATCO GROUP INC (NTG-OLD)	8,000	200,000	193,920
112 NEWCREST MINING LTD-SPON ADR (NCMGY.PK)	111	2,622	4,623
113 NEWFIELD EXPLORATION CO (NFX)	220	11,356	15,864
114 NEWS CORP CL A (NWS-A)	1,104	21,365	16,174
115 NEXEN INC (NXY)	226	4,734	5,175
116 NINTENDO CO LTD ADR OTC (NTDOY PK)	97	3,167	3,524
117 NIPPON TELEPHONE ADR (NTT)	343	7,625	7,868
118 NOKIA (NOK)	372	4,606	3,839
119 OAO GAZPROM SPONS GDR (OGZPY PK)	238	6,812	6,055
120 OCCIDENTAL PETE CORP (OXY)	464	33,211	45,518
121 OCEAN POWER TECHNOLOGIES, INC (OPTT)	10,000	167,169	27,000
122 OGX PETROLEO E GAS PARTICIPACOES (OGXPY.PK)	1,650	18,130	19,833
123 ONEOK INC (OKE)	118	4,962	6,545
L CONTRACTOR			

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

		TOTAL:	4,678,519	3,001,385
	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value
124	1 1	1	17,475	25,040
125	125 PANASONIC CORP (PC)	223	3,639	3,144
126	1 1	86	4,083	3,708
127	127 PETROLEO BRASILEIRO SA- PETRO (PBR-A)	109	2,710	3,725
128	128 PFIZER INC. (PFE)	1,350	22,954	23,639
129	129 PHARMACEUTICAL PRODUCT DEVELOPMENT (PPDI)	208	7,395	5,645
130	130 PING AN INSURANCE (PNGAY PK)	77	1,709	1,729
131	131 PIONEER NAT RES CO (PXD)	250	14,117	21,705
132	132 POSCO (PKX)	08	9,491	8,615
133	133 PRIDE INTERNATIONAL INC (DELAWARE) (PDE)	1,100	35,378	36,300
134	134 PROGRESSIVE CORP OHIO (PGR)	370	7,524	7,352
135	135 PULTE GROUP INC (PHM)	298	9,407	2,241
136	136 RAYMOND JAMES FINANCIAL INC (RJF)	219	6,725	7,161
137	137 REGENERON PHARMACEUTICALS, INC (REGN)	4,000	133,700	131,320
138	REINSURANCE GROUP AMER INC. (RGA)	142	6,603	7,627
139	139 REPUBLIC SVCS INC (RSG)	415	12,182	12,392
140	RESVERLOGIX CORP COM NPV (RVXCF PK)	10,000	100,184	23,647
141	141 ROHM CO LTD UNSP ADR (ROHCY PK)	101	2,844	3,311
142	142 ROWAN COS INC. (RDC)	350	10,857	12,219
143		98	5,169	5,734
<del>4</del>	144 SANOFI-AVENTIS SPONSORED ADR (SNY)	166	5,937	5,350
145	145 SCORPIO TANKERS INC (STNG)	2007	9,100	7,077
146	146 SCOTTS CO CLASS A (SMG)	129	5,703	6,549
147	147 SEADRILL LTD (SDRL)	800	20,577	27,136
148	148 SEKISUI HOUSE LTD (SKHSY PK)	320	3,438	3,242
149	149 SEVEN & I HOLDINGS C (SVNDY PK)	26	4,701	5,177
150	150 SHINHAN FINL GROUP CO LTD (SHG)	61	5,354	5,723
151	151 SHISEIDO CO LTD (SSDOY PK)	176	2,695	3,858
152	152 SIEMENS A G ADR (SI)	37	2,448	4,597
153	153 SINOPEC SHANGHAI-SPONS ADR (SHI)	35	1,691	1,805
154	154 SK TELECOM ADS ADS (SKM)	365	6,222	6,800
155	155 SNAP ON INC. (SNA)	96	3,487	5,432
156	156 SOCIETE GENERALE FRANCE (SCGLY PK)	167	1,415	1,815
157	SOUTHERN COPPER CORP (SCCO)	61	2,129	2,973
158	158 STANDARD BANK GP UNSP/ADR (SBGOY PK)	106	3,341	3,505
159	159 STATOIL ASA ADS (STO)	102	2,176	2,425
160	160 SUMITOMO TRUST & BANKING CO LTD (STBUY PK)	486	3,008	3,081
161	161 SUNCOR ENERGY INC (SU)	114	3,301	4,365
162	SWISSCOM AG S/ADR (SCMWY PK)	104	3,420	4,581
163		1,000	16,281	16,740
164	164 TAIWAN SEMICONDUCTOR MFG CO LTD (TSM)	324	3,174	4,063

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

165 TAKEDA P	The same of the sa			
165 TAKEDA P			(Q)	(၁)
165 TAKEDA P	Description/Symbol/CUSIP Number	Shares	Book Value	Fair Market Value
166 TELECOM	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)	A-ADR (TS)	47	2,119	2,302
168 TEVA PHA	168 TEVA PHARMECEUTICAL SP ADR (TEVA)	74	3,719	3,858
169 TJX COMP	169 TJX COMPANIES INC (TJX)	207	4,994	9,189
170 TOYOTA MTR CORP (TM)	TR CORP (TM)	44	3,109	3,460
171 TRAVELER	171 TRAVELERS COMPANIES INC (THE) (TRV)	029	30,812	36,212
172 TURKIYE	172 TURKIYE GARANTI BANK (TKGBY.PK)	334	1,688	1,720
173 UBS AG (UBS)	(Se	166	3,034	2,734
174 UNUM CORP (UNM)	(P (UNM)	400	8,710	9,688
175 URS CORP NEW (URS)	NEW (URS)	156	7,602	6,491
176 VALE SA (VALE)	ALE)	292	5,900	10,094
177 VALSPAR CORP (VAL)	ORP (VAL)	138	3,698	4,758
178 VIVO PAR	178 VIVO PARTICIPACOES SASPONSORED ADR REPSTG PFD (VIV)	83	1,744	2,705
179 VIVUS, INC (VVUS)	(SUVV)	2,500	26,530	23,425
180 VODAFON	180 VODAFONE GROUP PLC (VOD)	203	3,896	5,367
181 WACOAL	181 WACOAL CORP ADR (WACLY.PK)	29	3,123	4,280
182 WOLTERS	182 WOLTERS KLUWER S/ADR (WTKWY.PK)	188	3,185	4,162
183 WTS LEHIN	183 WTS LEHMAN BROTHERS HOLDINGS INC 6/30/12 (AST122827)	2,015	508,290	0
184 XEROX CP (XRX)	(XRX)	2,300	33,652	26,496
185 XILINX INC (XLNX)	(XLNX)	204	5,181	5,912
186 YANZHOU	186 YANZHOU COAL MINING ADR (YZC)	177	3,953	5,416
187 YUM BRANDS INC (YUM)	DS INC (YUM)	220	5,695	10,791

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

Asset Description  1 CLEARWATER CAPITAL PARTNERS III, LP 2 ENTERPRISE PRODUCTS PARTNERS LP 3 NB CROSSROADS FUND XVII - ASSET ALLOCATION LP 4 OCH-ZIFF CAPITAL MGMT GROUP LLC 5 SILVERPEAK LEGACY FUND III, LP 6 WILLIAMS PARTNERS LP		IOIAL:	1,730,511	1,696,263
CLEARWATER CAPI ENTERPRISE PROD NB CROSSROADS F OCH-ZIFF CAPITAL SILVERPEAK LEGAC WILLIAMS PARTNEF			(q)	(၁)
CLEARWATER CAPI ENTERPRISE PROD NB CROSSROADS F OCH-ZIFF CAPITAL SILVERPEAK LEGAC WILLIAMS PARTNEF	Asset Description		Book Value	Fair Market Value
ENTERPRISE PROD  NB CROSSROADS F OCH-ZIFF CAPITAL SILVERPEAK LEGAC WILLIAMS PARTNEF	ITAL PARTNERS III, LP		546,212	592,135
NB CROSSROADS F OCH-ZIFF CAPITAL SILVERPEAK LEGAC WILLIAMS PARTNEF	UCTS PARTNERS LP		206,250	208,050
OCH-ZIFF CAPITAL SILVERPEAK LEGAC WILLIAMS PARTNEF	-UND XVII - ASSET ALLOCATION LP		352,629	399,873
SILVERPEAK LEGAC WILLIAMS PARTNER	MGMT GROUP LLC		64,591	31,160
WILLIAMS PARTNER	SY FUND III, LP		204,204	115,170
	SS LP		356,625	349,875
[c				

# 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.

Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

								0	0	0
	Name	Street	City	State	Zıp 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	-	0	0	0
Ŭ N	2 Coco Newton	o/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Vice President / Director	-	0	0	0
<u>გ</u>	3 Keri Newton	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Vice President / Director	~	0	O	0
4 <u>K</u>	4 Roger S Newton	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	President / Director / Secretary	~	0	0	0
<del>د</del> م	Russell Newton	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Vice President / Director	1	0	0	0
9										
7				· -						
80										
6										
10										