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

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

OMB No 1545-0052

2011**For calendar year 2011 or tax year beginning , and ending**

Name of foundation The Esperance Family Foundation Inc.		A Employer identification number 20-0494459
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (800) 839-1754
Foundation Source 501 Silverside Rd	123	
City or town, state, and ZIP code Wilmington DE 19809-1377		C If exemption application is pending, check here ☐
G Check all that apply. ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,945,541	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	38,895			
2	Check ☐ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	45	45		
4	Dividends and interest from securities	40,186	38,358		
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	243,027			
b	Gross sales price for all assets on line 6a 5,035,764				
7	Capital gain net income (from Part IV, line 2)		233,084		
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	24,114	45,387		
12	Total. Add lines 1 through 11	346,267	316,874		
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	30,164	29,681		
17	Interest	12,976	11,439		
18	Taxes (attach schedule) (see instructions)	15,870	70		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	59,710	37,790		19,888
24	Total operating and administrative expenses. Add lines 13 through 23	118,720	78,980		19,888
25	Contributions, gifts, grants paid	1,050,888			1,050,888
26	Total expenses and disbursements. Add lines 24 and 25	1,169,608	78,980		1,070,776
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-823,341			
b	Net investment income (if negative, enter -0-)		237,894		
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see Instructions.

(HTA)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1 Cash—non-interest-bearing						
	2 Savings and temporary cash investments	-567,159	-60,369	-60,369			
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶						
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶						
	5 Grants receivable						
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)						
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges						
	10 a Investments—U S and state government obligations (attach schedule)						
	b Investments—corporate stock (attach schedule)	4,678,519	3,782,322	1,766,888			
	c Investments—corporate bonds (attach schedule)						
	11 Investments—land, buildings, and equipment: basis ▶ Less accumulated depreciation (attach schedule) ▶						
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)	1,730,511	1,296,577	1,239,022			
	14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation (attach schedule) ▶						
15 Other assets (describe ▶)							
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,841,871	5,018,530	2,945,541				
Liabilities	17 Accounts payable and accrued expenses						
	18 Grants payable						
	19 Deferred revenue						
	20 Loans from officers, directors, trustees, and other disqualified persons						
	21 Mortgages and other notes payable (attach schedule)						
	22 Other liabilities (describe ▶)						
	23 Total liabilities (add lines 17 through 22)	0	0				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.						
	24 Unrestricted						
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds						
	28 Paid-in or capital surplus, or land, bldg., and equipment fund						
	29 Retained earnings, accumulated income, endowment, or other funds	5,841,871	5,018,530				
30 Total net assets or fund balances (see instructions)	5,841,871	5,018,530					
31 Total liabilities and net assets/fund balances (see instructions)	5,841,871	5,018,530					

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,841,871
2 Enter amount from Part I, line 27a	2	-823,341
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	5,018,530
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,018,530

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly-traded Securities			
b Passthrough K1 Capital Gain			
c Allocated to UBTI due to Acquisition Indebtedness			
d Section 751 Gain on Sale of Partnership - Reclass			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,069,774		4,806,551	263,223
b			23,409
c			-19,538
d			-34,010
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			263,223
b			23,409
c			-19,538
d			-34,010
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	233,084
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	925,478	3,893,147	0.237720
2009	753,237	4,139,357	0.181970
2008	3,307,034	8,004,302	0.413157
2007	1,383,851	10,492,608	0.131888
2006	947,160	10,414,129	0.090950

2 Total of line 1, column (d)	2	1.055685
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.211137
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,484,745
5 Multiply line 4 by line 3	5	735,759
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,379
7 Add lines 5 and 6	7	738,138
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,070,776

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	2,379
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	2,379
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,379
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,414	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,529	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,943	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,564	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒ Refunded ☐	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	X	
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶				
14	The books are in care of ▶ Foundation Source	Telephone no ▶	(800) 839-1754	
Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE		ZIP+4 ▶	19809-1377	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes	☒ No
If "Yes," list the years ▶ 20 , 20 , 20 , 20		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

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

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**5b** N/A**6b** X**7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHMENT				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		.00		
		.00		
		.00		
		.00		
		.00		

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



Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1		
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

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

Amount

1		
2		
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3		0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,936,452
b	Average of monthly cash balances	1b	59,596
c	Fair market value of all other assets (see instructions)	1c	1,001,020
d	Total (add lines 1a, b, and c)	1d	3,997,068
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	459,256
3	Subtract line 2 from line 1d	3	3,537,812
4	Cash deemed held for charitable activities. Enter 1 1/4 % of line 3 (for greater amount, see instructions)	4	53,067
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,484,745
6	Minimum investment return. Enter 5% of line 5	6	174,237

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

1	Minimum investment return from Part X, line 6	1	174,237
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,379
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	2,379
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	171,858
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	171,858
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	171,858

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1,070,776
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,070,776
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	2,379
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,068,397

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				171,858
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	442,742			
b From 2007	885,875			
c From 2008	2,911,475			
d From 2009	546,931			
e From 2010	747,965			
f Total of lines 3a through e	5,534,988			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,070,776				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				171,858
e Remaining amount distributed out of corpus	898,918			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5.	6,433,906			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	442,742			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	5,991,164			
10 Analysis of line 9:				
a Excess from 2007	885,875			
b Excess from 2008	2,911,475			
c Excess from 2009	546,931			
d Excess from 2010	747,965			
e Excess from 2011	898,918			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

[illegible]

Part XV **Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

Coco Newton

Roger S Newton

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

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

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
AMER SOC FOR BIOCHEM & MOLECULAR BIO. 11200 ROCKVILLE PIKE NO 302 BETHESDA MD 20852	N/A	509(a)(2)	The Deuel Conference on Lipids	10,000
ASHOKA 1700 N MOORE ST ARLINGTON VA 22209	N/A	509(a)(1)	General & Unrestricted	5,000
CENTRO EDUCATIVO LA MINGA INC PO BOX 1877 GRANBY CO 80446	N/A	509(a)(1)	General & Unrestricted	5,000
CENTRO EDUCATIVO LA MINGA INC PO BOX 1877 GRANBY CO 80446	N/A	509(a)(1)	Educational Expenses, Teachers Salaries, and Matriculation	13,750
CHILDRENS HOSP & RES CTR - OAKLAND 747 52ND ST OAKLAND CA 94609	N/A	509(a)(1)	ATVB Workshop on HDL-Structure-Function	10,000
ECOLOGY CENTER INC 339 E LIBERTY ST ANN ARBOR MI 48104	N/A	509(a)(2)	General & Unrestricted	10,000
FOOD GATHERERS PO BOX 131037 ANN ARBOR MI 48113	N/A	509(a)(1)	General & Unrestricted	2,500
GENETICS POLICY INSTITUTE 11924 FOREST HILL BLVD WELLINGTON FL 33414	N/A	509(a)(1)	General & Unrestricted	500
GLOBAL FUND FOR WOMEN INC 222 SUTTER ST STE 500 SAN FRANCISCO CA 94108	N/A	509(a)(1)	General & Unrestricted	10,000
GOLDEN COURAGE INTERNATIONAL 268 INDIAN RIVER PL ANN ARBOR MI 48104	N/A	509(a)(2)	GCI Programs and Salary for GCI Employees	150,000
GOLDEN COURAGE INTERNATIONAL 268 INDIAN RIVER PL ANN ARBOR MI 48104	N/A	509(a)(2)	GCI Programs and Salary for GCI Employees	150,000
Total See Attached Statement			▶ 3a	1,050,888
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	45	
4	Dividends and interest from securities	525990	1,828	14	38,358	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory	525990	25,765	18	217,262	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a K-1 Pass-Through Inc/Loss	525990	-57,954	14	45,389	
b	Section 751 Gain on Sale of Partnerships	525990	34,010			
c	Federal Tax Refund			01	2,669	
d						
e						
12	Subtotal Add columns (b), (d), and (e)		3,649		303,723	0
13	Total. Add line 12, columns (b), (d), and (e)				13	307,372

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

[illegible]

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2011

Name of the organization

Employer identification number

The Esperance Family Foundation Inc

20-0494459

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

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

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Newton, Roger S. 3672 Prospect Road Ann Arbor MI 48105 Foreign State or Province Foreign Country	\$ 38,895	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
4	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
5	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
6	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

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

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	ONYX PHARMACEUTICALS, INC. ONXX, 1000 sh.	\$ 38,895	12/13/2011
.....		\$ 0	
.....		\$ 0	
.....		\$ 0	
.....		\$ 0	
.....		\$ 0	
.....		\$ 0	
.....		\$ 0	

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

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.
For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ 0
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	

Form 990-PF, Part I, Line 6 - Gain/Loss from Sale of Assets Other Than Inventory

	Gross Sales	Cost Basis	Net Gain or Loss
TOTAL:	0	0	25,765

	Description	Gross Sales Price	Cost Basis	Valuation Method	Expense of Sale & Imprv Cost	Deprec.	Net Gain or Loss
1	CLEARWATER CAP PARTNERS III, LP Passthrough UBI Cap Gain						6,265
2	OCH-ZIFF CAPITAL MGMT GROUP LLC Passthrough UBI Cap Gain						18
3	SILVERPEAK LEGACY FUND III, LP Passthrough UBI Cap Loss						-56
4	Allocated to UBTI due to acquisition indebtedness						19,538
5							
6							
7							
8							
9							
10							

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

		TOTAL:			0
	Description	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income	
1	CALUMET SPECIALTY PRODUCTS PARTNERS, LP K-1 Pass-Through Share of Partnership Loss	-237	7	0	0
2	CALUMET SPECIALTY PRODUCTS PARTNERS, LP Section 751 Gain on Sale of Partnership	6,295	0	0	0
3	CLEARWATER CAPITAL PARTNERS III, LP K-1 Pass-Through Share of Partnership Income	39,052	39,052	0	0
4	CVR PARTNERS, LP COMMON UNITS R K-1 Pass-Through Share of Partnership Income	46	-4	0	0
5	ENTERPRISE PRODUCTS PARTNERS LP K-1 Pass-Through Share of Partnership Loss	-1,487	-98	0	0
6	ENTERPRISE PRODUCTS PARTNERS LP Section 751 Gain on Sale of Partnership	2,069	0	0	0
7	Federal Tax Refund	2,669	0	0	0
8	GLOBAL PARTNERS LP K-1 Pass-Through Share of Partnership Loss	-30,485	53	0	0
9	NB CROSSROADS FUND XVII - ASSET ALLOCATION LP K-1 Pass-Through Share of Partnership Income	7,181	7,181	0	0
10	OCH-ZIFF CAPITAL MGMT GROUP LLC K-1 Pass-Through Share of Partnership Loss	-518	-519	0	0
11	PENN VIRGINIA RESOURCE PARTNERS LP K-1 Pass-Through Share of Partnership Loss	-2,758	-3,436	0	0
12	PENN VIRGINIA RESOURCE PARTNERS LP Section 751 Gain on Sale of Partnership	5,170	0	0	0
13	SILVERPEAK LEGACY FUND III, LP K-1 Pass-Through Share of Partnership Loss	-13,082	2,042	0	0
14	STONEMOR PARTNERS LP K-1 Pass-Through Share of Partnership Income	1,738	872	0	0
15	STONEMOR PARTNERS LP Section 751 Gain on Sale of Partnership	1,470	0	0	0
16	TARGA RESOURCES PARTNERS LP K-1 Pass-Through Share of Partnership Loss	-8,046	3	0	0
17	TARGA RESOURCES PARTNERS LP Section 751 Gain on Sale of Partnership	8,947	0	0	0
18	TEEKAY LNG PARTNERS LP K-1 Pass-Through Share of Partnership Loss	-720	227	0	0
19	TEEKAY LNG PARTNERS LP Section 751 Gain on Sale of Partnership	578	0	0	0
20	WILLIAMS PARTNERS LP K-1 Pass-Through Share of Partnership Loss	-3,249	7	0	0
21	WILLIAMS PARTNERS LP Section 751 Gain on Sale of Partnership	9,481	0	0	0

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

		TOTAL:				30,164	29,681	0	0
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose				
1	Investment Management Services	30,164	29,681	0	0				
2									
3									
4									
5									
6									
7									
8									
9									
10									

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

TOTAL:					15,870	70	0	0
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Excise Tax for 2011	3,200	0	0	0			
2	Foreign Tax	70	70	0	0			
3		12,600	0	0	0			
4								
5								
6								
7								
8								
9								
10								

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

TOTAL:					59,710	37,790	0	19,888
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Administrative Fees	19,863	0	0	19,863			
2	Bank Charges	380	380	0	0			
3	CALUMET SPECIALTY PRODUCTS PARTNERS, LP K-1 Expenses	55	0	0	0			
4	CLEARWATER CAPITAL PARTNERS III, LP K-1 Expenses	24,476	22,733	0	0			
5	ENTERPRISE PRODUCTS PARTNERS LP K-1 Expenses	3	0	0	0			
6	GLOBAL PARTNERS LP K-1 Expenses	142	54	0	0			
7	NB CROSSROADS FUND XVII - ASSET ALLOCATION LP K-1 Expenses	12,949	12,935	0	0			
8	OCH-ZIFF CAPITAL MGMT GROUP LLC K-1 Expenses	6	6	0	0			
9	PENN VIRGINIA RESOURCE PARTNERS LP K-1 Expenses	505	445	0	0			
10	SILVERPEAK LEGACY FUND III, LP K-1 Expenses	1,209	1,171	0	0			
11	State or Local Filing Fees	25	0	0	25			
12	STONEMOR PARTNERS LP K-1 Expenses	3	0	0	0			
13	TARGA RESOURCES PARTNERS LP K-1 Expenses	3	0	0	0			
14	TEEKAY LNG PARTNERS LP K-1 Expenses	73	64	0	0			
15	WILLIAMS PARTNERS LP K-1 Pass-through Expenses	18	2	0	0			
16								
17								
18								
19								
20								
21								
22								

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

TOTAL:					3,782,322	1,766,888
	Description	Shares	Book Value End of Year	FMV End of Year		
1	21VIANET GROUP INC (VNET)	7,500	112,500	68,625		
2	ACTIVISION BLIZZARD INC (ATVI)	775	8,581	9,548		
3	AGILENT TECHNOLOGIES INC (A)	76	2,351	2,655		
4	AKAMAI TECH COM STK (AKAM)	123	4,204	3,970		
5	ALLIANZ SE ADR (AZSEY)	548	5,765	5,190		
6	AMERICA MOVIL SA (AMX)	129	3,289	2,915		
7	AMERICAN TOWER REIT INC (AMT)	113	3,934	6,781		
8	AMGEN INC (AMGN)	175	9,556	11,237		
9	ANGLO AMERICAN PLC ADR (AAUKY)	75	1,436	1,386		
10	ANHUI CONCH CEM ADR (AHCHY)	137	2,919	2,000		
11	ANTOFAGASTA PLC S/ADR (ANFGY)	44	1,886	1,646		
12	APACHE CORPORATION (APA)	42	4,339	3,804		
13	ARCOS DORADOS HOLDINGS INC - A (ARCO)	74	1,632	1,519		
14	ASTRAZENECA (AZN)	156	7,386	7,221		
15	AT&T CORP COM NEW (T)	250	7,242	7,560		
16	AVON PRODUCTS (AVP)	433	7,217	7,565		
17	AXA ADS (AXAHY)	486	7,261	6,250		
18	BAE SYSTEMS PLC SP/AR (BAESY)	492	8,684	8,689		
19	BAIDU.COM - ADR (BIDU)	29	3,552	3,378		
20	BANCO BRADESCO S.A. SPONS ADR NEW (BBD)	119	2,312	1,985		
21	BANCO ITAU HOLDING FINANCIERA (ITUB)	398	8,010	7,387		
22	BANCO SANTANDER CHIL ADR (BSAC)	10	735	757		
23	BERKSHIRE HATHAWAY INC CLASS B (BRK-B)	100	6,621	7,630		
24	BP PLC SPONSORED ADR (BP)	101	4,318	4,317		
25	BT GROUP PLC ADS (BT)	143	4,347	4,239		
26	CANADIAN OIL SANDS LTD. (COSWF)	428	8,735	9,758		
27	CARLYLE CAP -B- (CCC.AS)	40,000	759,999	0		
28	CENOVUS ENERGY INC (CVE)	450	4,390	14,940		
29	CHINA CONSTRUCT UNSPON ADR (CICHY)	392	6,437	5,464		
30	CHINA MOBILE HKG LTD (CHL)	89	4,313	4,316		
31	CHINA SHENHUA ADR (CSUAY)	45	1,996	1,936		
32	CNOOC LTD ADS (CEO)	25	3,566	4,367		
33	COMCAST CORP (CMCSK)	650	10,966	15,314		
34	CONOCOPHILLIPS (COP)	40	2,882	2,915		
35	COSAN LIMITED CL A (CZZ)	209	2,632	2,291		
36	COVANTA HOLDING CORP (CVA)	600	10,202	8,214		
37	CREDIT SUISSE GROUP ADR (CS)	290	7,209	6,809		
38	CRIMSON EXPLORATION INC (CXPO)	100,000	500,000	286,000		
39	CTRIP.COM INTL, LTD - AMERICAN DEPOSITORY SHARES (CTRP)	118	4,871	2,761		
40	DARDEN RESTAURANTS INC. (DRI)	100	4,108	4,558		
41	DEUTSCHE TELE AG ADS (DTEGY)	700	8,694	8,015		

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

		TOTAL:			
	Description	Shares	Book Value End of Year	FMV End of Year	
42	DEVON ENERGY CORPORATION (DVN)	150	10,108	9,300	
43	DOW CHEMICAL PV (DOW)	106	2,872	3,049	
44	ELI LILLY & CO (LLY)	183	7,203	7,605	
45	ENCANA CORP (ECA)	450	5,170	8,339	
46	ENDURO ROYALTY TRUST (NDRO)	10,000	220,000	204,700	
47	ENI S.P.A. (E)	134	5,783	5,530	
48	ENSCO PLC (ESV)	350	16,418	16,422	
49	FORD MOTOR COMPANY (F)	2,500	29,930	26,900	
50	FRANCE TELECOM ADS (FTE)	519	8,671	8,128	
51	GAFISA S.A (GFA)	403	5,258	1,854	
52	GERDAU SA ADS (GGB)	245	3,077	1,913	
53	GLOBAL X BRAZIL CONSUMER ETF (BRAQ)	87	1,450	1,312	
54	GLOBAL X CHINA FINANCIALS ETF COMMON STOCK (CHIX)	120	1,281	1,247	
55	HARSCO CORP (HSC)	98	3,409	2,017	
56	HDFC BANK LTD ADR (HDB)	97	3,109	2,549	
57	HEWLETT PACKARD CO (HPQ)	425	17,425	10,948	
58	HUSKY ENERGY INC CAD (HUSKF)	236	5,777	5,664	
59	INDUSTRIAL & COM UNSP/ADR (IDCBY)	210	3,022	2,493	
60	INFOSYS TECH LTD SPD ADR (INFY)	34	2,037	1,747	
61	INTEL CORP (INTC)	566	11,876	13,726	
62	INTERNATIONAL BUSINESS MACHINES (IBM)	225	23,411	41,373	
63	INTERNATIONAL PAPER CO (IP)	153	4,321	4,529	
64	ISIS PHARMACEUTICALS, INC. (ISIS)	10,000	117,240	72,100	
65	JIANGXI COPPER ADR (JIXAY)	28	3,385	2,408	
66	KOOKMIN BK ADS NEW (KB)	121	4,539	3,792	
67	LAS VEGAS SANDS CORP (LVS)	96	3,236	4,102	
68	LEHMAN BROTHERS HOLDINGS WARRANTS (52520W143)	1,060	293,077	0	
69	LOCKHEED MARTIN CORP (LMT)	93	7,202	7,524	
70	LOEWS CORP (L)	150	6,481	5,648	
71	LUKOIL HOLDING CO SPI/ADR (LUKOY)	43	2,591	2,288	
72	MANULIFE FIN CORP (MFC)	519	5,760	5,512	
73	MECHEL STL GROUP OAO (MTL)	116	2,753	986	
74	METLIFE INC. (MET)	225	9,731	7,016	
75	MOBILE TELSYS OJSC (MBT)	305	5,857	4,477	
76	MTN GROUP LTD SPON ADR (MTNOY)	50	953	885	
77	NASPERS LTD N SPONS ADR (NPSNY)	62	3,327	2,697	
78	NEWS CORP LTD CL A (NWSA)	354	5,325	6,315	
79	NOKIA (NOK)	1,687	12,047	8,131	
80	NORTHROP GRUMMAN CORP (NOC)	51	2,877	2,982	
81	NTT DOCOMO ADS (DCM)	162	2,894	2,973	
82	NYSE EURONEXT INC (NYX)	213	5,785	5,559	

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

TOTAL:					3,782,322	1,766,888
	Description	Shares	Book Value End of Year	FMV End of Year		
83	AO GAZPROM SPONS GDR (OGZPY)	300	4,997	3,204	3,204	
84	OCCIDENTAL PETE CORP (OXY)	264	18,896	24,737	24,737	
85	OCEAN POWER TECHNOLOGIES, INC. (OPTT)	10,000	167,169	26,600	26,600	
86	OGX PETROLEO E GAS PARTICIPACOES (OGXPY)	1,025	11,196	7,472	7,472	
87	ONYX PHARMACEUTICALS, INC. (ONXX)	1,000	38,895	43,950	43,950	
88	ORACLE CORP (ORCL)	475	12,263	12,184	12,184	
89	PACIFIC RUBIALES ENERGY (PEGFF)	103	2,503	1,916	1,916	
90	PACKAGING CORP AMER (PKG)	225	6,095	5,679	5,679	
91	PETRO CHINA (PTR)	35	4,375	4,351	4,351	
92	PETROLEO BRASILEIRO (PBR)	107	4,444	2,659	2,659	
93	PETROLEO BRASILEIRO SA- PETRO (PBR-A)	115	3,006	2,701	2,701	
94	PFIZER INC. (PFE)	211	4,347	4,566	4,566	
95	PIONEER NAT RES CO (PXD)	250	17,294	22,370	22,370	
96	POLYUS GOLD INTL LTD GDR LEVEL 1 (PLZLY)	1	3	3	3	
97	POSCO (PKX)	9	930	739	739	
98	PROGRESSIVE CORP OHIO (PGR)	164	3,335	3,200	3,200	
99	PT TELEKOM. IND. TBK ADR (TLK)	181	5,889	5,564	5,564	
100	PT UNITED TRCTRS UNSP/ADR (PUTKY PK)	45	2,239	2,613	2,613	
101	RAYMOND JAMES FINANCIAL INC (RJF)	99	3,067	3,065	3,065	
102	RAYTHEON CO. (RTN)	95	4,328	4,596	4,596	
103	REGENERON PHARMACEUTICALS, INC (REGN)	4,000	133,700	221,720	221,720	
104	REINSURANCE GROUP AMER INC (RGA)	64	2,976	3,344	3,344	
105	REPSOL YPF S A SPND ADR (REPLY)	140	4,326	4,271	4,271	
106	RESVERLOGIX CORP COM NPV (RVXCF)	10,000	100,184	13,400	13,400	
107	ROGERS COMM CL B (RCI)	121	4,379	4,660	4,660	
108	ROWAN CO PLC (RDC)	400	15,110	12,132	12,132	
109	ROYAL BANK OF CANADA (RY)	119	5,792	6,064	6,064	
110	ROYAL DUTCH SHELL PLC (RDS-A)	80	5,762	5,847	5,847	
111	SAKARI RESOURCES UNSP ADR EACH REP 200RD (SSGDY)	42	1,968	1,182	1,182	
112	SASOL LTD (SSL)	59	2,874	2,797	2,797	
113	SBERBANK SPONSORED ADR (SBRCY)	244	2,875	2,425	2,425	
114	SCOTTS CO. CLASS A (SMG)	57	2,520	2,661	2,661	
115	SEAGATE TECHNOLOGY (STX)	355	5,761	5,822	5,822	
116	SHINHAN FINL GROUP CO LTD (SHG)	68	5,858	4,638	4,638	
117	SILVER STANDARD RES. INC. (SSRI)	112	2,972	1,548	1,548	
118	SK TELECOM ADS ADS (SKM)	498	7,823	6,778	6,778	
119	SNAP ON INC. (SNA)	52	2,088	2,632	2,632	
120	SOCIEDAD QUIMICA Y MINERA DE CHILE S.A. (CHILE) (SQM)	18	832	969	969	
121	STATOIL ASA ADS (STO)	108	2,481	2,766	2,766	
122	SUMITOMO MITSUI TR HOLDINGS SPON ADR (SUTNY)	1	4	3	3	
123	SUN LIFE FINANCIAL INC (SLF)	481	8,690	8,908	8,908	

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

	Description	Shares	Book Value End of Year	FMV End of Year
TOTAL: 3,782,322 1,766,888				
124	SYMANTEC CORP (SYMC)	575	9,724	8,999
125	TAIWAN SEMICONDUCTOR MFG CO LTD (TSM)	273	2,720	3,524
126	TELECOM ITALIA ADR (TI)	771	8,689	8,211
127	TELEFONICA S A ADR (TEF)	468	8,667	8,045
128	TELENOR ASA SIADR (TELNY.PK)	59	2,929	2,877
129	TELSTRA CORPORATION (TLSYY)	524	8,677	8,934
130	TENCENT HOLDINGS LIMITED (TCEHY)	119	2,984	2,397
131	TJX COMPANIES INC (TJX)	93	2,259	6,003
132	TNT EXPRESS (TNTEY)	1	8	7
133	TOTAL FINA ELF S.A. (TOT)	139	7,234	7,104
134	TRAVELERS COMPANIES INC (THE) (TRV)	375	19,661	22,189
135	TURKIYE GARANTI BANK (TKGBY)	500	2,461	1,555
136	UBS AG (UBS)	1	15	12
137	UNUM CORP (UNM)	225	4,899	4,741
138	URS CORP NEW (URS)	74	3,606	2,599
139	VALE SA (VALE)	231	6,192	4,955
140	VALSPAR CORP (VAL)	104	3,525	4,053
141	VERIZON COMMUNICATIONS (VZ)	188	7,219	7,543
142	VIVO PARTICIPACOES SASPONSORED ADR REPSTG PFD (VIV-OLD)	330	8,685	9,019
143	VIVUS, INC (VVUS)	2,500	26,530	24,375
144	VODAFONE GROUP PLC (VOD)	106	1,798	2,971
145	WASTE MANAGEMENT INC. (WM)	182	5,778	5,953
146	WTS LEHMAN BROTHERS HOLDINGS INC 6/30/12 (AST122827)	2,015	508,288	0
147	XEROX CP (XRX)	1,700	22,927	13,532
148	XILINX INC. (XLNX)	134	3,791	4,296
149	YAMANA GOLD INC (AUY)	152	2,375	2,233
150	YANZHOU COAL MINING ADR (YZC)	258	6,101	5,472
151	YUM BRANDS INC (YUM)	100	2,589	5,901

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

TOTAL:			1,296,577	1,239,022
	Asset Description	Book Value End of Year	FMV End of Year	
1	CLEARWATER CAPITAL PARTNERS III, LP	494,487	496,808	
2	CVR PARTNERS, LP	1,548	2,482	
3	GLOBAL PARTNERS LP	230,373	218,700	
4	NB CROSSROADS FUND XVII - ASSET ALLOCATION LP	326,285	394,625	
5	OCH-ZIFF CAPITAL MGMT GROUP LLC	62,108	16,820	
6	SILVERPEAK LEGACY FUND III, LP	181,776	109,587	
7				
8				
9				
10				

Form 990-PF, Part VII-A, Line 5 - Substantial Contraction

This statement is submitted to report the distribution of certain assets during the above-referenced year. The distributions resulted in a substantial contraction of assets. The following information is submitted in accordance with Treasury Regulation Section 1.6043-3(a)(1) and the Form 990-PF instructions:

During the taxable year ending December 31, 2011, The Esperance Family Foundation Inc. (the "Foundation") made distributions from assets from sources other than current income. Collectively, the distributions in excess of current income totaled \$1,050,888. This amount represents over 25% of the Foundation's net assets of \$4,130,489 (as measured by fair market value) at the beginning of the Foundation's taxable year ending December 31, 2011. Although the Foundation technically experienced a "substantial contraction," it will continue in existence and has no plans for dissolution.

The Foundation made distributions of cash to the grantees listed in the attachment to Part XV, Line 3a; each such grant was made solely for the charitable purpose specified therein

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility

	Grantee Name	Street	City	State	Zip Code	Foreign Country	Grant Date	Grant Amount	Grant Purpose	Amt. Expended by Grantee	Any Diversion by Grantee?	Dates of Reports by Grantee	Verification
1	St. Paul's Hospital Foundation of Vancouver	1081 Burrard St	Vancouver		V6Z 1Y6	Canada	5/12/10	10,000	To support a charitable event.	10,000	To the knowledge of the grantor, no funds have been diverted.	8/30/11	None necessary
2													
3													
4													
5													
6													
7													
8													
9													

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

TOTAL:										
	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Acct
1	Alex Newton	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Vice President / Director	1	0	0	0
2	Coco Newton	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Vice President / Director	1	0	0	0
3	Keri Newton	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Vice President / Director	1	0	0	0
4	Roger S Newton	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	President / Director / Secretary	1	0	0	0
5	Russell Newton	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Vice President / Director	1	0	0	0
6										
7										
8										
9										
10										

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

Recipient(s) paid during the year

Name

HUMANE SOCIETY OF HURON VALLEY

Street

3100 CHERRY HILL RD

City

ANN ARBOR

State

MI

Zip Code

48105

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

Capital Campaign Pledge

Amount

50,000

Name

HURON RIVER WATERSHED COUNCIL

Street

1100 N MAIN ST STE 210

City

ANN ARBOR

State

MI

Zip Code

48104

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Making Climate-Resilient Communities through a Watershed Approach

Amount

7,000

Name

INTERNATIONAL CAMPAIGN FOR TIBET

Street

1825 JEFFERSON PL, N.W.

City

WASHINGTON

State

DC

Zip Code

20036

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

KANSAS UNIVERSITY ENDOWMENT ASSOC

Street

PO BOX 928

City

LAWRENCE

State

KS

Zip Code

66044

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Esperance Fund for Integrative and Functional Nutrition

Amount

183,938

Name

KANSAS UNIVERSITY ENDOWMENT ASSOC

Street

PO BOX 928

City

LAWRENCE

State

KS

Zip Code

66044

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Integrative Nutrition Internship/Fellowship

Amount

30,000

Name

KERN ASPEN LIPID CONFERENCE

Street

UNIVERSITY OF COLORADO DENVER 1270

City

AURORA

State

CO

Zip Code

80045

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Early Career Investigator Travel Stipend Awards

Amount

31,000

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

Recipient(s) paid during the year

Name

LAND INSTITUTE

Street

2440 E WATER WELL RD

City

SALINA

State

KS

Zip Code

67401

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

20,000

Name

LEELANAU CONSERVANCY

Street

PO BOX 1007

City

LELAND

State

MI

Zip Code

49654

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

Land Preservation Program

Amount

25,000

Name

LIFE SCIENCES INSTITUTE INNOVATION PARTNERSHIP

Street

210 WASHTENEAU AVE, STE 3100

City

ANN ARBOR

State

MI

Zip Code

48109

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Innovation Partnership Program

Amount

15,000

Name

MICHIGAN CITIZENS FOR STEM CELL RESEARCH AND CURES

Street

27177 LAHSER RD STE 102

City

SOUTHFIELD

State

MI

Zip Code

48034

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

150

Name

MICHIGAN LAND USE INSTITUTE

Street

148 E FRONT ST STE 301

City

TRAVERSE CITY

State

MI

Zip Code

49684

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

15,000

Name

MICHIGAN LAND USE INSTITUTE

Street

148 E FRONT ST STE 301

City

TRAVERSE CITY

State

MI

Zip Code

49684

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Charitable Event

Amount

10,000

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

Recipient(s) paid during the year

Name

MICHIGAN THEATER FOUNDATION INC

Street

603 E LIBERTY ST

City

ANN ARBOR

State

MI

Zip Code

48104

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

20,000

Name

NEUTRAL ZONE

Street

310 E WASHINGTON ST

City

ANN ARBOR

State

MI

Zip Code

48104

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

OPERATION GRADUATION

Street

15000 TROJAN ST

City

DETROIT

State

MI

Zip Code

48235

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Jalen Rose Leadership Academy

Amount

500

Name

ROB THE DRUMMER EDUCATIONAL PROGRAMS INC.

Street

115 MONTCLAIR DR

City

WEST HARTFORD

State

CT

Zip Code

06107

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

2011 "ROB THE DRUMMER" State of Michigan Tour

Amount

160,000

Name

SABRINA COHEN FOUNDATION FOR STEM CELL RESEARCH INC

Street

1800 SUNSET HARBOUR DR NO 2406

City

MIAMI BEACH

State

FL

Zip Code

33139

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

250

Name

SMILE TRAIN INC

Street

41 MADISON AVE

City

NEW YORK

State

NY

Zip Code

10010

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Cover Costs of Two Surgeries

Amount

500

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

Recipient(s) paid during the year

Name

SOUTHERN POVERTY LAW CENTER INC

Street

400 WASHINGTON AVE

City

MONTGOMERY

State

AL

Zip Code

36104

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

25,000

Name

T WALL FOUNDATION

Street

1011 S MAIN ST, BLDG B

City

ANN ARBOR

State

MI

Zip Code

48104

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

UNIVERSITY MUSICAL SOCIETY

Street

881 N UNIVERSITY AVE

City

ANN ARBOR

State

MI

Zip Code

48109

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

Youth Performance and Education Program

Amount

50,000

Name

UNIVERSITY OF MICHIGAN

Street

OFC OF FINANCIAL AID 2500 STUDENT ACTIVITIES

City

ANN ARBOR

State

MI

Zip Code

48109

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Cellular Biotechnology Training Program

Amount

5,800

Name

WASHTENAW COMMUNITY COLLEGE FOUNDATION

Street

SC306 4800 E HURON DR

City

ANN ARBOR

State

MI

Zip Code

48105

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Student Scholarship Program

Amount

10,000

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

0