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

2011

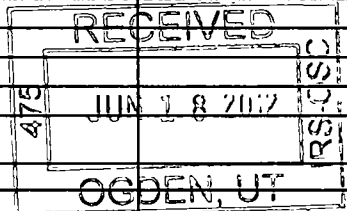
Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning Aug 1, 2011, and ending May 31, 2012

Name of foundation THE ESPOIR FOUNDATION		A Employer identification number 13-3213139
Number and street (or P O box number if mail is not delivered to street address) 736 W 186TH STREET		B Telephone number (see the instructions) (212) 397-4837
City or town NEW YORK		C If exemption application is pending, check here <input type="checkbox"/>
State ZIP code NY 10033		
G Check all that apply:		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return <input type="checkbox"/> Initial Return of a former public charity <input checked="" type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		
H Check type of organization:		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 0.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>		

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>				
REVENUE	1 Contributions, gifts, grants, etc., received (att sch)			
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B			
	3 Interest on savings and temporary cash investments			
	4 Dividends and interest from securities	3,660.	3,660.	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain/(loss) from sale of assets not on line 10			
	b Gross sales price for all assets on line 6a			
	7 Capital gain net income (from Part IV, line 2)		9,361.	
	8 Net short-term capital gain			
	9 Income modifications			
	10a Gross sales less returns and allowances			
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	3,660.	13,021.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc			
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)	3,500.		3,500.
	b Accounting fees (attach sch)	1,000.		1,000.
	c Other prof fees (attach sch)			
	17 Interest			
	18 Taxes (attach schedule)(see instrs) FEDERAL EXCISE TAX	283.		283.
	19 Depreciation (attach sch) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	570.		570.	
24 Total operating and administrative expenses. Add lines 13 through 23	5,353.		5,353.	
25 Contributions, gifts, grants paid	188,370.		188,370.	
26 Total expenses and disbursements. Add lines 24 and 25	193,723.		193,723.	
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-190,063.			
b Net investment income (if negative, enter -0-)		13,021.		
c Adjusted net income (if negative, enter -0-)				



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing		375.	0.	0.
	2	Savings and temporary cash investments				
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U.S. and state government obligations (attach schedule) L-10a Stmt		180,327.	0.	0.
	b	Investments – corporate stock (attach schedule)				
	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)					
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)		180,702.	0.	0.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)				
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		180,702.	0.	
	30	Total net assets or fund balances (see instructions)		180,702.	0.	
	31	Total liabilities and net assets/fund balances (see instructions)		180,702.	0.	

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	180,702.
2	Enter amount from Part I, line 27a	2	-190,063.
3	Other increases not included in line 2 (itemize) GAIN ON SALE OF SECURITIES	3	9,361.
4	Add lines 1, 2, and 3	4	0.
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	0.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a 16515.254 SHRS VANGUARD INTER-TERM TREASURE	P	08/15/89	05/31/12
b 517.565 L-T CAPITAL GAINS DIST VANGUARD US TREAS	P	03/01/11	05/31/12
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 193,352.		190,035.	3,317.
b 6,044.		0.	6,044.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			3,317.
b			6,044.
c			
d			
e			

2 Capital gain net income or (net capital loss). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	9,361.
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 (column (b) divided by column (c))
2010	775.	176,325.	0.004395
2009		171,974.	
2008	8,254.	152,722.	0.054046
2007	12,743.	213,247.	0.059757
2006	12,819.	223,030.	0.057477

2 Total of line 1, column (d)	2	0.175675
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	0.043919
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	0.
5 Multiply line 4 by line 3	5	0.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	130.
7 Add lines 5 and 6	7	130.
8 Enter qualifying distributions from Part XII, line 4	8	193,723.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary -- see instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	130.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3 Add lines 1 and 2	3	130.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	130.
6 Credits/Payments:		
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	
b Exempt foreign organizations -- tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	130.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	11	

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 the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		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? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>	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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NY - New York		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address	X		
14	The books are in care of ▶ <u>JOE M. PUMPHREY</u> Telephone no. ▶ <u>(212) 397-4837</u> Located at ▶ <u>3333 NE 34TH ST #708 FT LAUDERDALE FL</u> ZIP + 4 ▶ <u>33308-6910</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year			<input type="checkbox"/>
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ▶		Yes	No
				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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20__ , 20__ , 20__ , 20__		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 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	
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))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

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?

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d). Yes No

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

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

If 'Yes' to 6b, file Form 8870.

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b		
6b		X
7b		

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

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

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

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

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

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

None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	0.

2	

3	

4	

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

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

	Amount	
1 NONE	0.	

2		

All other program-related investments. See instructions.		
3 NONE	0.	

Total. Add lines 1 through 3		None

BAA

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	0.
b Average of monthly cash balances	1b	
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	0.
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	
3 Subtract line 2 from line 1d	3	0.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	0.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	0.
6 Minimum investment return. Enter 5% of line 5	6	0.

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	0.
2a Tax on investment income for 2011 from Part VI, line 5	2a	130.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	130.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	0.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	0.
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	0.

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	193,723.
b Program-related investments – total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	193,723.
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	130.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	193,593.

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				0.
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 __				
3 Excess distributions carryover, if any, to 2011:				
a From 2006	0.			
b From 2007	0.			
c From 2008	2,261.			
d From 2009	2,528.			
e From 2010	775.			
f Total of lines 3a through e	5,564.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 193,723.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus	193,723.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	199,287.			
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)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	199,287.			
10 Analysis of line 9				
a Excess from 2007	0.			
b Excess from 2008	2,261.			
c Excess from 2009	2,528.			
d Excess from 2010	775.			
e Excess from 2011	193,723.			

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

Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a 'Assets' alternative test – enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c 'Support' alternative test – enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed:
THE ESPOIR FOUNDATION ATTN: J. PUMPHREY, TREASURER
3333 NE 34TH ST #708
FORT LAUDERDALE FL 33308-6910 (212) 397-4837

b The form in which applications should be submitted and information and materials they should include
SHORT WRITTEN PROPOSALS WITH ADEQUATE FINANCIAL BACKUP

c Any submission deadlines
NONE-GRANTS GIVEN OUT QUARTERLY BASED ON MERIT

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
GRANTS MADE ONLY TO QUALIFIED 501(c)3 PUBLIC CHARITIES

Additional Information

DISSOLUTION OF THE ESPOIR FOUNDATION

BY FULL CONSENT OF THE BOARD OF DIRECTORS OF THE ESPOIR FOUNDATION
AND THE CONSENT OF THE ATTORNEY GENERAL OF THE STATE OF NEW YORK,
THE ESPOIR FOUNDATION HAS ELECTED TO DISSOLVE AND DISTRIBUTE ALL FUNDS
TO A PUBLIC CHARITY AS OF MAY 31, 2012.

Additional Information

RECIPIENTS OF ASSETS OF THE ESPOIR FOUNDATION

ALL ASSETS OF THE ESPOIR FOUNDATION WERE DISTRUTED ON OR BEFORE MAY
31, 2012 TO:

THE STONEWALL COMMUNITY FOUNDATION

446 W 33RD ST

NEW YORK, NY 10001

Additional Information

FAIR MARKET VALUE OF ASSETS DISTRIBUTED

ALL ASSETS THAT WERE DISTRIBUTED WERE IN THE FORM OF CASH GRANTS
TO THE STONEWALL COMMUNITY FOUNDATION. THE ESPOIR FOUNDATION HAD
NO ASSETS OTHER THAN CASH OR CASH EQUIVALENTS.

THE FAIR MARKET VALUE OF CASH ASSETS DISTRIBUTED TO THE STONEWALL
COMMUNITY FOUNDATION WAS \$188,370.

Additional Information

FINAL RETURN

THE ESPOIR FOUNDATION HAS CEASED TO EXIST AS OF MAY 31, 2012.

Additional Information

FINAL DISTRIBUTION OF ASSETS HAS BEEN COMPLETED

THE FINAL DISTRIBUTION OF ASSETS WAS COMPLETED ON MAY 31, 2012. AS OF THIS FILING THE ESPOIR FOUNDATION HAS NO ASSETS.

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

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<u>ANNUAL NEWSPAPER NOTICE</u>	255.			255.
<u>NYS ANNUAL FEES</u>	75.			75.
<u>NYS FILING FEES</u>	240.			240.
Total	<u>570.</u>			<u>570.</u>

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

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
<u>VANGUARD IT-US TREASURY</u>	0.	0.	0.	0.
Total	<u>0.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>

NYCF - 3
 PF-990 2011
 13-3213139

THE ESPOIR FOUNDATION
SECURITIES SCHEDULE - 8/1/11-5/31/12

DATE ACQUIRED	TYPE AND NAME OF SECURITY	OPENING INVENTORY		PURCHASES		SALES		DATE SOLD	GAIN/LOSS	ENDING INVENTORY		SHARE PRICE 5/31/2011
		NUMBER OF SHARES	COST	NUMBER OF SHARES	AVERAGE COST/SHR	NUMBER OF SHARES	AVERAGE COST/SHR			NUMBER OF SHARES	ACQUISITION COST	
3/93 through 5/12	VANGUARD ST-CORPOR	0 000	0 00	0 000	0 00	0 000	0 00		0 00	0 000	0 00	0 00
3/93 through 5/12	VANGUARD IT US TREAS	15,687 773	180,327 31	827 481	11 73	16,515 254	11 70	5/31/12	3,319 85	0 000	0 00	9,704 87
3/93 through 5/12	VANGUARD GNMA	0 000	0 00	0 000	0 00	0 000	0 00	0	0 00	0 000	0 00	0 00
3/93 through 5/12	VANGUARD WINDSOR II	0 000	0 00	0 000	0 00	0 000	0 00	0	0 00	0 000	0 00	0 00
3/93 through 5/12	VANGUARD EXPLORER	0 000	0 00	0 000	0 00	0 000	0 00	0	0 00	0 000	0 00	0 00
TOTALS		180,327 31		2,704 87		193,352 03			3,319 85	0 00	0 00	9,704 87

THE ESPOIR FOUNDATION
AVERAGE MONTHLY FAIR MARKET VALUE OF SECURITIES
FOR THE PERIOD 8/1/11-5/31/12

PF-990 2011
 13-3213139

DATE	TOTAL CASH VALUE	TOTAL SECURITIES VALUE	VFISF IT-US TREAS		
			Shares	Price	
8/1/11	\$375.13	\$184,801.97	15,687.773	11.78	184,801.97
8/31/11	375.13	189,490.63	15,712.324	12.06	189,490.63
9/1/11	375.13	189,490.63	15,712.324	12.06	189,490.63
9/30/11	172.13	190,389.08	15,695.720	12.13	190,389.08
10/1/11	172.13	189,676.21	15,675.720	12.10	189,676.21
10/31/11	172.13	189,609.21	15,722.157	12.06	189,609.21
11/1/11	172.13	189,609.21	15,722.157	12.06	189,609.21
11/30/11	47.13	190,181.00	15,743.460	12.08	190,181.00
12/1/11	47.13	189,078.95	15,743.460	12.01	189,078.95
12/31/11	47.13	192,096.80	16,418.530	11.70	192,096.80
1/1/12	47.13	192,096.80	16,418.530	11.70	192,096.80
1/31/12	47.13	193,662.36	16,439.929	11.78	193,662.36
2/1/12	47.13	193,169.17	16,439.929	11.75	193,169.17
2/28/12	47.13	192,409.68	16,459.340	11.69	192,409.68
3/1/12	47.13	192,409.68	16,459.340	11.69	192,409.68
3/31/12	47.13	12,507.80	1,086.690	11.51	12,507.80
4/1/12	47.13	12,529.54	1,086.690	11.53	12,529.54
4/30/12	47.13	12,696.66	1,087.974	11.67	12,696.66
5/1/12	47.13	12,707.54	1,087.974	11.68	12,707.54
5/31/12	0.00	0.00	0.000	0.00	0.00
6/1/12	0.00	0.00	0.000	0.00	0.00
6/30/12	0.00	0.00	0.000	0.00	0.00
7/1/12	0.00	0.00	0.000	0.00	0.00
7/31/12	0.00	0.00	0.000	0.00	0.00

TOTALS \$2,379.47 \$2,908,612.92

AVERAGE VALUE \$118.97 \$145,430.65
 (TOTALS DIVIDED BY 20)

Plan of Dissolution and Distribution of Assets

of

THE ESPOIR FOUNDATION

The Board of Directors of THE ESPOIR FOUNDATION ("corporation"), at the annual meeting duly convened on the 14th day of July, 2010, pursuant to notice given in accordance with the applicable law, a quorum being present at all times, having considered the advisability of voluntarily dissolving the corporation, and it being the unanimous opinion of the Board that dissolution is advisable and in the best interests of the corporation, and the Board having adopted by unanimous vote, and therefore by at least a majority vote, a plan for a voluntary dissolution of the corporation, does hereby recommend to the members for authorization, that the corporation be dissolved and its assets be distributed upon approval by a Justice of the Supreme Court of the State of New York, in accordance with the following plan.

1. Upon resolution of the Board of Directors adopting this plan of dissolution, the Board shall submit the plan to a vote of the members for approval at a meeting of the members, such approval to be by at least two-thirds (2/3) vote cast in favor thereof at least equal to a quorum, as required by N-PCL §§ 1002(a) and 613(c).

2. No approval of the dissolution of the corporation is required by any government agency or officer.

3. The corporation has assets. Such assets are not legally required to be used for any particular purpose. The assets and their current approximate fair market values, as of August 19, 2011, are as follows: (i) Vanguard Intermediate Term Treasury Fund, \$190,135.81; (ii) Citibank Account c/o Joe Pumphrey, \$375.00.

4. The assets owned by the corporation, subject to any unpaid liabilities of the corporation shall be distributed to the following charitable organization with substantially similar purposes as the corporation, which qualifies as an exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, in the following proportions or amounts: Distribution to Stonewall Community Foundation of one hundred percent (100%) of the corporation's assets, less expenses.

Attached as Exhibit B to the Petition are the following documents, instruments and certificates for the foregoing charitable organization, The Stonewall Community Foundation:

- Certificate of Incorporation and By-Laws, together with any and all amendments thereto, up to and including the date of this plan;
- Financial reports for the last three years;
- Affidavit of Paula L. Ettlbrick, sworn to March 3, 2011, the Executive Director and General Counsel, stating the purposes of the organization, and that it is currently exempt from federal income taxation, along with Internal Revenue Service letter of tax exemption determination;
- Statement of Richard Burns, Interim Executive Director, stating the agreement of The Stonewall Community Foundation to apply the assets received by it only for the purposes intended by the dissolving corporation, The Espoir Foundation, to wit, for grant-making purposes.

5. The corporation's liabilities are as follows: (i) accounting fees not to exceed \$1,570.00; (ii) legal fees not to exceed \$3,500.00.

6. The corporation shall carry out the Plan of Dissolution within two hundred seventy (270) days after the date that an Order Approving Plan of Dissolution and Distribution of Assets is signed by the Supreme Court, or such additional or extended period of time not less than thirty (30) days nor more than one (1) year as the Attorney General of the State of New York may allow upon a showing of good cause by the corporation that the Plan cannot be carried out within the prescribed time.

7. After the distribution of assets within the time period prescribed in paragraph 6 of this Plan, a certificate of dissolution shall be executed, and all approvals required under N.Y. Not-for-Profit Corporation Law § 1002 shall be obtained prior to filing the certificate of dissolution with the Department of State of the State of New York as required by law.

Certification

I, MICHAEL SHEAFE, Secretary of THE ESPOIR FOUNDATION, hereby certify under penalties of perjury that the annual meeting of the Board of Directors of the Corporation was duly held at July 14, 2010, at 1427 York Avenue, Apt. 31, New York, New York 10021, and the within Plan of Dissolution and Distribution of Assets was duly submitted and passed by the unanimous vote of the Board of Directors, and that at the annual meeting of the members held on July 14, 2010, at 7:00 p.m. at 1427 York Avenue, Apt. 31, New York, New York 10021, the Plan of Dissolution and Distribution of Assets was approved by the unanimous vote of the members.

THE ESPOIR FOUNDATION

By: 
Michael Sheafe, Secretary

Dated the 23 day of August, 2011.

At the Supreme Court of the State of New York, held in and for the County of New York, on the 6th day of Jan., 2012

PRESENT:

HON. **GEORGE J. SILVER**

In the Matter of the Application of
THE ESPOIR FOUNDATION

ORDER APPROVING PLAN OF
DISSOLUTION AND
DISTRIBUTION OF ASSETS

ORDER APPROVING PLAN OF
DISSOLUTION AND DISTRIBUTION
OF ASSETS pursuant to Section 1002 of
the Not-for-Profit Corporation Law

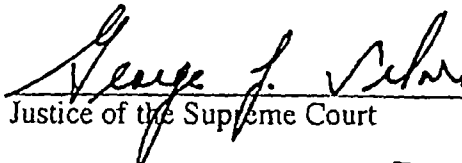
Index No. 114627/2011

-----x

Upon reading and filing the Petition of THE ESPOIR FOUNDATION for an Order approving of the Plan of Dissolution and Distribution of Assets, with the exhibits annexed, verified the 24th day of August, 2011, and it appearing that the Attorney General of the State of New York has no objection to approval of said Plan, it is hereby

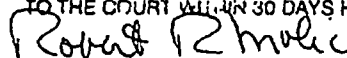
ORDERED that the Plan of Dissolution and Distribution of Assets certified by Michael Sheafe, the Secretary of THE ESPOIR FOUNDATION on the 23rd day of August, 2011, be and the same is hereby approved.

ENTER


Justice of the Supreme Court

GEORGE J. SILVER

THE ATTORNEY GENERAL HEREBY APPEARS HEREIN,
HAS NO OBJECTION TO THE GRANTING OF
JUDICIAL APPROVAL HEREON, ACKNOWLEDGES
RECEIPT OF STATUTORY NOTICE AND DEMANDS
SERVICE OF ALL PAPERS SUBMITTED HEREIN
INCLUDING ALL ORDERS, JUDGMENTS AND
ENDORSEMENTS OF THE COURT SAID NO OBJECTION
IS CONDITIONED ON SUBMISSION OF THE MATTER
TO THE COURT WITHIN 30 DAYS HEREAFTER.

 12/15/2011
ASSISTANT ATTORNEY GENERAL DATE

Robert D. Molic

FILED
JAN - 6 2012
COUNTY CLERK'S OFFICE
NEW YORK