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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

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
Foundation Source 501 Silverside Rd

B Telephone number (see instructions)
(800) 839-1754

City or town, state, and ZIP code
Wilmington, DE 198091377

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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)* ▶$ 2,697,315

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	402,011			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	4	4		
	4	Dividends and interest from securities	30,091	29,743		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-422,166			
	b	Gross sales price for all assets on line 6a 2,769,855				
	7	Capital gain net income (from Part IV, line 2)		0		
	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 or (loss) (attach schedule)				
	11	Other income (attach schedule)	100,358	33,495		
	12	**Total.** Add lines 1 through 11	110,298	63,242		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	10,434	10,434		
	17	Interest	1,200	1,120		
	18	Taxes (attach schedule) (see instructions)	9,484	2,055		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	60,693	36,820		21,690
	24	**Total operating and administrative expenses.** Add lines 13 through 23	81,811	50,429		21,690
	25	Contributions, gifts, grants paid	1,119,008			1,119,008
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,200,819	50,429		1,140,698
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-1,090,521			
	b	**Net investment income** (if negative, enter -0-)		12,813		
	c	**Adjusted net income** (if negative, enter -0-)				

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	-60,369	46,973	46,973
	3	Accounts receivable ▶ ___ Less allowance for doubtful accounts ▶ ___			
	4	Pledges receivable ▶ ___ Less allowance for doubtful accounts ▶ ___			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ ___ Less allowance for doubtful accounts ▶ ___			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,782,322	2,736,212	1,592,538
	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)	1,296,577	1,144,824	1,057,804
	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)	5,018,530	3,928,009	2,697,315
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	
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	5,018,530	3,928,009	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	5,018,530	3,928,009	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,018,530	3,928,009	

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	5,018,530
2	Enter amount from Part I, line 27a	2	-1,090,521
3	Other increases not included in line 2 (itemize) ▶ ___	3	
4	Add lines 1, 2, and 3	4	3,928,009
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	3,928,009

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)
1 a	Publicly-traded Securities			
b	Passthrough K1 Capital Gain			
c	Section 751 Gain on Sale of Partnership - Reclass			
d	Allocated to UBTI due to acquisition indebtedness			
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	2,769,855		3,141,131	-371,276
b				88,291
c				-91,236
d				-18,654
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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				-371,276
b				88,291
c				-91,236
d				-18,654
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	-392,875
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 page 18 of 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))
2011	1,068,397	3,484,745	000 306593
2010	925,478	3,893,147	000 237720
2009	753,237	4,139,357	000 181970
2008	3,307,034	8,004,302	000 413157
2007	1,383,851	10,492,608	000 131888

2	**Total** of line 1, column (d).	2	001 271328
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	000 254266
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,791,075
5	Multiply line 4 by line 3.	5	709,675
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	128
7	Add lines 5 and 6.	7	709,803
8	Enter qualifying distributions from Part XII, line 4.	8	1,140,698

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 page 18 of the instructions)

1a	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	128
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	
3	Add lines 1 and 2			3	128
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	128
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	8,464		
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	8,464
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	8,336
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	1,000	**Refunded** ▶	11	7,336

Part VII-A Statements Regarding Activities

			Yes	No
1a	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?	1a		No
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)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
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?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	Yes	
	If "Yes," attach the statement required by General Instruction T.			
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?	6	Yes	
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*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ________			
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*	8b	Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

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 ▶198091377

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

		Line	Yes	No
16	At any time during calendar year 2012, 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		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
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 2012?	1c		No
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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		
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 2012 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 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2012?	4b		No

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)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ **Yes** ☐ **No**			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ **Yes** ☐ **No**			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**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?	**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
See Additional Data Table				

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

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

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	1,986,517
b	Average of monthly cash balances	1b	54,289
c	Fair market value of all other assets (see instructions)	1c	895,304
d	**Total** (add lines 1a, b, and c)	1d	2,936,110
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	102,531
3	Subtract line 2 from line 1d	3	2,833,579
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	42,504
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,791,075
6	**Minimum investment return.** Enter 5% of line 5	6	139,554

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	139,554
2a	Tax on investment income for 2012 from Part VI, line 5	2a	128		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	14,520		
c	Add lines 2a and 2b			2c	14,648
3	Distributable amount before adjustments Subtract line 2c from line 1			3	124,906
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	124,906
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	124,906

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	1,140,698
b	Program-related investments—total from Part IX-B	1b	
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	1,140,698
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	128
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,140,570

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					124,906
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.					
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2012					
a From 2007.	885,875				
b From 2008.	2,911,475				
c From 2009.	546,931				
d From 2010.	747,965				
e From 2011.	898,918				
f **Total** of lines 3a through e.		5,991,164			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,140,698					
a Applied to 2011, 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 2012 distributable amount.					124,906
e Remaining amount distributed out of corpus		1,015,792			
5 Excess distributions carryover applied to 2012					
(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		7,006,956			
b Prior years' undistributed income Subtract line 4b from line 2b					
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					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					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 2007 not applied on line 5 or line 7 (see instructions) . . .		885,875			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		6,121,081			
10 Analysis of line 9					
a Excess from 2008. . . .	2,911,475				
b Excess from 2009. . . .	546,931				
c Excess from 2010. . . .	747,965				
d Excess from 2011. . . .	898,918				
e Excess from 2012. . . .	1,015,792				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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))

See Additional Data Table

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

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 *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,119,008
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

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	4	
4 Dividends and interest from securities	525990	348	14	29,743	
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	45,153	18	-467,319	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a K-1 Passthrough Income	525990	-30,492	14	39,587	
b Section 751 Gain on Sale of Partnerships	525990	91,236			
c Foreign Tax Refund			01	27	
d					
e					
12 Subtotal Add columns (b), (d), and (e)		106,245		-397,958	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 -291,713

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

****** | 2013-11-15 | ******

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Jeffrey D Haskell	Jeffrey D Haskell	2013-11-15		

Firm's name ▶ Foundation Source

Firm's EIN ▶

Firm's address ▶ One Hollow Lane Suite 212 Lake Success, NY 11042

Phone no (800) 839-1754

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
Alex Newton Foundation Source 501 Silverside Rd Wilmington, DE 19809	VP / Dir 001 00	0		
Coco Newton Foundation Source 501 Silverside Rd Wilmington, DE 19809	VP / Dir 001 00	0		
Keri Newton Foundation Source 501 Silverside Rd Wilmington, DE 19809	VP / Dir 001 00	0		
Roger S Newton Foundation Source 501 Silverside Rd Wilmington, DE 19809	Pres / Dir / Sec 001 00	0		
Russell Newton Foundation Source 501 Silverside Rd Wilmington, DE 19809	VP / Dir 001 00	0		

Form 990PF Part XV Line 1a - 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).

Coco Newton
Roger S Newton

Form 990PF Part XV Line 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 *Paid during the year*				
AIM HIGH SCHOOL 11648 N MAIN ST WHITMORE LAKE, MI 48189	N/A	509a1	General Unrestricted	75,000
AMER SOC FOR BIOCHEM & MOLECULAR BIO 11200 ROCKVILLE PIKE STE 302 ROCKVILLE, MD 20852	N/A	509a2	Charitable Event	10,000
CENTRO EDUCATIVO LA MINGA INC PO BOX 1877 GRANBY, CO 80446	N/A	509a1	General Unrestricted	15,000
COLORADO OPEN GOLF FOUNDATION 4908 TOWER RD DENVER, CO 80249	N/A	509a1	General Unrestricted	5,500
ECOLOGY CENTER INC 339 E LIBERTY STE 300 ANN ARBOR, MI 48104	N/A	509a2	General Unrestricted	10,000
ELS FOR AUTISM FOUNDATION 387 PARK AVE S FL 8 NEW YORK, NY 10016	N/A	509a1	Charitable Event	10,000
FIRST TEE OF BENTON HARBOR INC 201 GRAHAM AVE BENTON HARBOR, MI 49022	N/A	509a1	General Unrestricted	500
FOOD GATHERERS PO BOX 131037 ANN ARBOR, MI 48113	N/A	509a1	General Unrestricted	5,000
GLOBAL FUND FOR WOMEN INC 222 SUTTER ST STE 500 SAN FRANCISCO, CA 94108	N/A	509a1	General Unrestricted	5,000
GOLDEN COURAGE INTERNATIONAL 268 INDIAN RIVER PL ANN ARBOR, MI 48104	N/A	509a2	General Unrestricted	300,000
HUMANE SOCIETY OF HURON VALLEY 3100 CHERRY HILL RD ANN ARBOR, MI 48105	N/A	509a2	Capital Campaign	25,000
KANSAS UNIVERSITY ENDOWMENT ASSOC PO BOX 928 LAWRENCE, KS 66044	N/A	509a1	Esperance Fund for Integrative and Functional Nutrition	193,008
KANSAS UNIVERSITY ENDOWMENT ASSOC PO BOX 928 LAWRENCE, KS 66044	N/A	509a1	The Dietetic and Integrative Nutrition Fellowship Fund	96,000
KERN ASPEN LIPID CONFERENCE UNIVERSITY OF COLORADO DENVER 1270 AURORA, CO 80045	N/A	509a1	Unrestricted Support For Educational Grant Program	34,000
LAND INSTITUTE 2440 E WATER WELL RD SALINA, KS 67401	N/A	509a1	General Unrestricted	25,000

Form 990PF Part XV Line 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 *Paid during the year*				
LEELANAU CONSERVANCY PO BOX 1007 LELAND, MI 49654	N/A	509a2	General Unrestricted	25,000
LTSC COMMUNITY DEVELOPMENT CORPORATION - ASIANS FOR MIRACLE MARROW MATCHES 231 E 3RD ST STE G106 LOS ANGELES, CA 90013	N/A	509a1	Team Janet Project	2,500
MAKE-A-WISH FOUNDATION OF MICHIGAN 2300 GENOA BUSINESS PARK DR NO BRIGHTON, MI 48114	N/A	509a1	Charitable Event	2,500
MALIBU PET COMPANIONS 1723 MESA RIDGE AVE WESTLAKE VLG, CA 91362	N/A	509a1	General Unrestricted	2,500
MICHIGAN LAND USE INSTITUTE 148 E FRONT ST STE 301 TRAVERSE CITY, MI 49684	N/A	509a1	General Unrestricted	25,000
MICHIGAN THEATER FOUNDATION INC 603 E LIBERTY ST ANN ARBOR, MI 48104	N/A	509a2	General Unrestricted	20,000
PAULA L TUTMAN CHILDRENS TOOTHFAIRY FOUNDATION 6177 ORCHARD LAKE WEST BLOOMFIELD, MI 48322	N/A	509a1	General Unrestricted	2,500
ROB THE DRUMMER EDUCATIONAL PROGRAMS INC 115 MONTCLAIR DR West Hartford, CT 06107	N/A	509a1	Rob the Drummer 2012 Michigan Tour	165,000
SOUTHERN POVERTY LAW CENTER INC 400 WASHINGTON AVE MONTGOMERY, AL 36104	N/A	509a1	Teaching Tolerance	20,000
TIBETAN NYINGMA RELIEF FOUNDATION 2210 HAROLD WAY BERKELEY, CA 94704	N/A	509a1	General Unrestricted	20,000
UNIVERSITY MUSICAL SOCIETY 881 N UNIVERSITY AVE ANN ARBOR, MI 48109	N/A	509a2	Youth Program	25,000
Total . . . . ▶ **3a**				1,119,008

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

Schedule of Contributors

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

OMB No 1545-0047

2012

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 foundation

Check 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	$ 402,011	Person ☑ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	**Employer identification number**
The Esperance Family Foundation Inc	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	COMCAST CORP CMCSK, 1800 sh	$ 64,431	2012-12-17
1	INTERNATIONAL BUSINESS MACHINES IBM, 250 sh	$ 48,209	2012-12-17
1	COMCAST CORP CMCSK, 1200 sh	$ 42,954	2012-12-17
1	INTERNATIONAL BUSINESS MACHINES IBM, 500 sh	$ 96,418	2012-12-17
		$	
		$	

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 that 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) ▶ $
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

(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

(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

(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

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: The Esperance Family Foundation Inc

EIN: 20-0494459

Software ID: 12000057

Software Version: 12.19.1011.1

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Publicly-traded Securities					2,769,855	3,141,131			-371,276	
Passthrough K1 Capital Gain									88,291	
Section 751 Gain on Sale of Partnership - Reclass									-91,236	
Passthrough UBI K1 Capital Gain									26,499	
Publicly-traded Securities Book vs Tax basis adjustment									-74,444	
Allocated to UBTI due to acquisition indebtedness									18,654	
Allocated to UBTI due to acquisition indebtedness									-18,654	

TY 2012 General Explanation Attachment

Name: The Esperance Family Foundation Inc

EIN: 20-0494459

Software ID: 12000057

Software Version: 12.19.1011.1

TY 2012 Investments Corporate Stock Schedule

Name: The Esperance Family Foundation Inc
EIN: 20-0494459
Software ID: 12000057
Software Version: 12.19.1011.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
7500 shares of 21VIANET GROUP INC	112,500	72,075
69 shares of AAC TEC HOLDINGS ADR	2,094	2,413
775 shares of ACTIVISION BLIZZARD INC	8,581	8,231
664 shares of ADVANCED SEMICONDUCT	2,833	2,842
40 shares of AGILE PROPERTY HOLDINGS UNSP ADR	2,431	2,813
72 shares of AKBANK T/A/S S/ADR	666	710
463 shares of ALLIANZ SE ADR	4,913	6,399
163 shares of AMERICA MOVIL SA	4,153	3,772
116 shares of ANHUI CONCH CEM ADR	2,051	2,110
55 shares of ANTOFAGASTA PLC S/ADR	2,315	2,367
42 shares of APACHE CORPORATION	4,339	3,297
321 shares of ASTRAZENECA	15,143	15,174
70 shares of ATT CORP COM	2,028	2,360
446 shares of AXA ADS	6,385	8,126
492 shares of BAE SYSTEMS PLC SP/AR	8,684	10,962
36 shares of BAIDU.COM - ADR	4,289	3,610
148 shares of BANCO BRADESCO S.A. SPONS ADR	2,649	2,571
273 shares of BANCO ITAU HOLDING FINANCIERA	5,681	4,494
100 shares of BANK OF MONTREAL	5,895	6,130
61 shares of BCE INC	2,630	2,619
100 shares of BERKSHIRE HATHAWAY INC. CLASS B	6,621	8,970
11 shares of BHP BILLITON SP ADR	637	774
151 shares of BP PLC SPONSORED ADR	6,438	6,288
26 shares of BRISTOL-MYERS SQUIBB CO	922	847
71 shares of CALRSBERG AS SP ADR REP B	1,196	1,390
636 shares of CANADIAN OIL SANDS LTD.	13,108	12,936
124 shares of CHINA COMMUN ADR	2,274	2,393
254 shares of CHINA CONSTRUCT UNSPON ADR	4,635	4,077
143 shares of CHINA MINSHENG BANKING CORP LTD	1,354	1,653
27 shares of CHINA OVERSEAS LI UN ADR	1,842	2,414

Name of Stock	End of Year Book Value	End of Year Fair Market Value
85 shares of CHINA PETRO CHEM	7,696	9,768
95 shares of CLIFFS NATURAL RESOURCES INC.	4,173	3,664
17 shares of CNOOC LTD ADS	3,004	3,740
3000 shares of COMCAST CORP	107,385	107,759
245 shares of COMPANHIA SIDER ADS	2,016	1,446
20 shares of COMPANIA MIN BUEN	714	719
63 shares of CONOCOPHILLIPS	3,556	3,653
600 shares of COVANTA HOLDING CORP	10,202	11,052
16 shares of CREDICORP LTD	1,917	2,345
117 shares of CRH PLC - AMERICAN DEPOSITARY SHARES	2,107	2,380
100000 shares of CRIMSON EXPLORATION INC	500,000	273,999
1343 shares of DEUTSCHE TELE AG ADS	15,839	15,256
150 shares of DEVON ENERGY CORPORATION	10,108	7,806
10 shares of DONGFENG MOTOR GRP-H-UNS ADR	721	772
46 shares of DR. REDDYS LAB LTD	1,357	1,531
183 shares of ELI LILLY CO	7,203	9,026
48 shares of EMG GLBL SHS INDXX INDIA INF	702	699
217 shares of ENI S.P.A.	9,216	10,663
1000 shares of FACEBOOK INC	19,671	26,620
2500 shares of FORD MOTOR COMPANY	29,930	32,375
1105 shares of FRANCE TELECOM ADS	16,232	12,210
73 shares of GEELY AUTOMBL HL UNSP ADR	704	704
74 shares of HDFC BANK LTD ADR	2,352	3,013
71 shares of HSBC HLDGS PLC ADS	3,390	3,768
236 shares of HUSKY ENERGY INC CAD	5,777	6,997
98 shares of ICICI BK LTD ADS	3,513	4,274
235 shares of INDUSTRIAL COM UNSP/ADR	3,313	3,335
17 shares of INFOSYS TECH LTD SPD ADR	823	719
1050 shares of INTERNATIONAL BUSINESS MACHINES	182,783	201,127
90 shares of ISHARES MSCI-SOUTH KOREA	5,076	5,702

Name of Stock	End of Year Book Value	End of Year Fair Market Value
10000 shares of ISIS PHARMACEUTICALS, INC.	117,240	104,399
15 shares of JIANGXI COPPER ADR	1,586	1,579
83 shares of JSC MMC NRLSK NICKL S/ADR	1,327	1,522
110 shares of KEPPEL CORP LTD ADR	1,921	1,981
42 shares of KONINKLIJKE PHILIPS ELECTRONICS	846	1,115
92 shares of KOOKMIN BK ADS	3,627	3,303
646 shares of KT CORP ADS	8,975	10,814
30 shares of LAS VEGAS SANDS CORP	1,158	1,385
1060 shares of LEHMAN BROTHERS HOLDINGS WARRANTS	280,909	
121 shares of LG. PHILIPS	1,802	1,752
93 shares of LOCKHEED MARTIN CORP	7,202	8,583
150 shares of LOEWS CORP	6,481	6,113
67 shares of LUKOIL HOLDING CO SP/ADR	4,040	4,387
397 shares of MANULIFE FIN CORP	4,406	5,395
225 shares of METLIFE INC.	9,731	7,412
7 shares of MITSUI COMPANY, LTD. - ADR	1,969	2,104
126 shares of MKT VECT INDIA SMALL-CAP IND	1,356	1,401
221 shares of MOBILE TELSYS OJSC	3,935	4,122
45 shares of NASPERS LTD N SPONS ADR	2,416	2,881
44 shares of NTT DOCOMO ADS	640	634
351 shares of OAO GAZPROM SPONS GDR	3,376	3,416
264 shares of OCCIDENTAL PETROLEUM CORP	18,896	20,225
10000 shares of OCEAN POWER TECHNOLOGIES, INC.	167,169	21,400
1025 shares of OGX PETROLEO E GAS PARTICIPACOES	11,196	2,153
1000 shares of ONYX PHARMACEUTICALS, INC.	38,895	75,529
475 shares of ORACLE CORP	12,263	15,827
2000 shares of PACIFIC COAST OIL TRUST	40,000	34,680
118 shares of PACIFIC RUBIALES ENERGY	2,718	2,742
56 shares of PERUSAHAAN GAS NE - UNSPON ADR	1,081	1,336
7 shares of PETRO CHINA	875	1,006

Name of Stock	End of Year Book Value	End of Year Fair Market Value
105 shares of PETROLEO BRASILEIRO	3,112	2,044
107 shares of PETROLEO BRASILEIRO SA- PETRO	2,562	2,066
121 shares of PFIZER INC.	2,493	3,035
20 shares of POSCO	1,787	1,643
190 shares of PT BK MANDIR PRS UNSP/ADR	1,489	1,597
240 shares of PT TELEKOM. IND. TBK ADR	8,132	8,868
10000 shares of RESVERLOGIX CORP COM NPV	100,184	15,900
103 shares of ROGERS COMM CL B	3,727	4,689
400 shares of ROWAN CO PLC	15,110	12,508
48 shares of ROYAL BANK OF CANADA	2,336	2,894
63 shares of ROYAL DUTCH SHELL PLC	4,537	4,344
25 shares of SASOL LTD	1,077	1,082
300 shares of SBERBANK SPONSORED ADR	3,530	3,651
120 shares of SEAGATE TECHNOLOGY	1,947	3,650
67 shares of SHAW COMMUNICATIONS INC	1,303	1,540
86 shares of SHINHAN FINL GROUP CO LTD	3,152	3,151
484 shares of SILICONWARE PRECISION INDUSTRIES COMPANY, LTD. - A	2,798	2,585
172 shares of SILVER STANDARD RES. INC.	3,288	2,561
631 shares of SK TELECOM ADS ADS	9,813	9,989
63 shares of SOUTHERN COPPER CORP	2,053	2,385
411 shares of STMICROELECTRONICS	2,093	2,976
190 shares of SUN LIFE FINANCIAL INC	3,433	5,041
100 shares of SWISS RE LTD-SPN ADR	5,662	7,230
575 shares of SYMANTEC CORP	9,724	10,822
245 shares of TAIWAN SEMICONDUCTOR MFG CO LTD	2,663	4,204
108 shares of TATA MOTORS LTD ADS	2,503	3,102
1139 shares of TELECOM ITALIA ADR	11,352	10,308
394 shares of TELEFONICA BRASIL, S.A.	10,125	9,480
55 shares of TELENOR ASA S/ADR	2,731	3,341
714 shares of TELSTRA CORPORATION	12,939	16,244

Name of Stock	End of Year Book Value	End of Year Fair Market Value
39 shares of TENCENT HOLDINGS LIMITED	1,014	1,253
74 shares of TIM PARTICIPACOES S A SPONSORED ADR REPSTG PFD	1,592	1,467
225 shares of TOTAL FINA ELF S.A.	11,094	11,702
624 shares of TURKIYE GARANTI BANK	2,533	3,238
771 shares of UMC ELECTRONICS CO COM	1,639	1,534
225 shares of UNUM CORP	4,899	4,685
192 shares of VALE SA	5,325	4,024
228 shares of VERIZON COMMUNICATIONS	9,026	9,866
2500 shares of VIVUS, INC.	26,530	33,550
346 shares of VODAFONE GROUP PLC	8,715	8,716
100 shares of WASTE MANAGEMENT INC.	3,175	3,374
2015 shares of WTS LEHMAN BROTHERS HOLDINGS INC 6/30/12	445,000	
134 shares of XILINX INC.	3,791	4,805
138 shares of YAMANA GOLD INC	2,194	2,375
58 shares of YANDEX N V	1,091	1,249
404 shares of YANZHOU COAL MINING ADR	6,905	6,900
100 shares of YUM BRANDS INC	2,589	6,640
105 shares of ZIJIN MNG GRP UNSP ADR H	739	826
154 shares of ZOOMLION HEAVY INDUSTRY SCIENCE AND TECHNOLOGY LTD	1,903	2,269

TY 2012 Investments - Other Schedule

Name: The Esperance Family Foundation Inc

EIN: 20-0494459

Software ID: 12000057

Software Version: 12.19.1011.1

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BOARDWALK PIPELINE PARTNERS LP		128,064	124,500
CLEARWATER CAPITAL PARTNERS III, LP		479,002	463,826
NB CROSSROADS FUND XVII - ASSET ALLOCATION LP		289,930	337,546
OCH-ZIFF CAPITAL MGMT GROUP LLC		76,080	38,000
SILVERPEAK LEGACY FUND III, LP		171,748	93,932

TY 2012 LiquidationExplanationStmt

Name: The Esperance Family Foundation Inc

EIN: 20-0494459

Software ID: 12000057

Software Version: 12.19.1011.1

Statement: 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 1.6043-3a1 and the Form 990-PF instructions During the taxable year ending December 31, 2012, 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 1,119,008. This amount represents over 25 of the Foundations net assets of 2,945,541 as measured by fair market value at the beginning of the Foundations taxable year ending December 31, 2012. 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.

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TY 2012 Other Expenses Schedule

Name: The Esperance Family Foundation Inc

EIN: 20-0494459

Software ID: 12000057

Software Version: 12.19.1011.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	21,665			21,665
Bank Charges	572	564		
K-1 Expenses BOARDWALK PIPELINE PARTNERS LP	18	6		
K-1 Expenses CALUMET SPECIALTY PRODUCTS PARTNERS, LP	48	9		
K-1 Expenses CLEARWATER CAPITAL PARTNERS III, LP	25,331	23,400		
K-1 Expenses CVR PARTNERS, LP COMMON UNITS R	1			
K-1 Expenses ENERGY TRANSFER PARTNERS LP	353	321		
K-1 Expenses ENTERPRISE PRODUCTS PARTNERS LP	2			
K-1 Expenses GLOBAL PARTNERS LP	154	43		
K-1 Expenses NB CROSSROADS FUND XVII - ASSET ALLOCATION LP	11,547	11,530		
K-1 Expenses OCH-ZIFF CAPITAL MGMT GROUP LLC	181	181		
K-1 Expenses ONEOK PARTNERS LP	5			
K-1 Expenses PENN VIRGINIA RESOURCE PARTNERS LP	15	13		
K-1 Expenses PLAINS ALL AMERICAN PIPELINE LP	36	28		
K-1 Expenses SILVERPEAK LEGACY FUND III, LP	740	725		
State or Local Filing Fees	25			25

TY 2012 Other Income Schedule

Name: The Esperance Family Foundation Inc

EIN: 20-0494459

Software ID: 12000057

Software Version: 12.19.1011.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Passthrough K-1 Loss BOARDWALK PIPELINE PARTNERS LP	-4,206	4	
Passthrough K-1 Income CALUMET SPECIALTY PRODUCTS PARTNERS, LP	602	-125	
Passthrough K-1 Income CLEARWATER CAPITAL PARTNERS III, LP	30,487	23,482	
Passthrough K-1 Loss CVR PARTNERS, LP COMMON UNITS R	-9		
Passthrough K-1 Loss ENERGY TRANSFER PARTNERS LP	-4,977	708	
Passthrough K-1 Loss ENTERPRISE PRODUCTS PARTNERS LP	-4,284	-194	
Passthrough K-1 Loss GLOBAL PARTNERS LP	-3,242	112	
Passthrough K-1 Income NB CROSSROADS FUND XVII - ASSET ALLOCATION LP	7,813	7,813	
Passthrough K-1 Loss OCH-ZIFF CAPITAL MGMT GROUP LLC	-397	-411	
Passthrough K-1 Loss ONEOK PARTNERS LP	-5,991	-42	
Passthrough K-1 Loss PENN VIRGINIA RESOURCE PARTNERS LP	-1,713	-1,273	
Passthrough K-1 Loss PLAINS ALL AMERICAN PIPELINE LP	-301	4	
Passthrough K-1 Loss SILVERPEAK LEGACY FUND III, LP	-4,687	3,390	
Sec 751 Gain on Sale BOARDWALK PIPELINE PARTNERS LP	5,434		
Sec 751 Gain on Sale CVR PARTNERS, LP COMMON UNITS R	222		
Sec 751 Gain on Sale ENERGY TRANSFER PARTNERS LP	6,687		
Sec 751 Gain on Sale ENTERPRISE PRODUCTS PARTNERS LP	4,373		
Sec 751 Gain on Sale GLOBAL PARTNERS LP	54,810		
Sec 751 Gain on Sale ONEOK PARTNERS LP	10,369		
Sec 751 Gain on Sale PENN VIRGINIA RESOURCE PARTNERS LP	2,406		
Sec 751 Gain on Sale PLAINS ALL AMERICAN PIPELINE LP	759		
Sec 751 Gain on Sale CALUMET SPECIALTY PRODUCTS PARTNERS, LP	6,176		
Foreign Tax Refund	27	27	

TY 2012 Other Professional Fees Schedule

Name: The Esperance Family Foundation Inc

EIN: 20-0494459

Software ID: 12000057

Software Version: 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	10,434	10,434		

TY 2012 Taxes Schedule

Name: The Esperance Family Foundation Inc

EIN: 20-0494459

Software ID: 12000057

Software Version: 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2012	5,900			
Foreign Tax Paid	2,055	2,055		
Excise Tax for 2011	1,529			