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

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OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

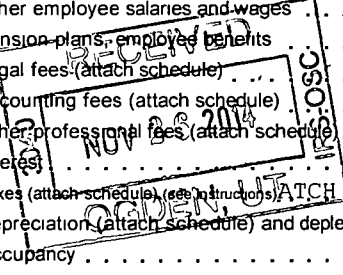
Name of foundation THE ESPERANCE FAMILY FOUNDATION INC.		A Employer identification number 20-0494459
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (800) 839-1754
FOUNDATION SOURCE 501 SILVERSIDE RD		
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19809-1377		
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		C If exemption application is pending, check here ☐ D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,878,154.		
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

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)	239,595.			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	5.	5.		
	4 Dividends and interest from securities	41,005.	41,005.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	194,536.			
	b Gross sales price for all assets on line 6a 1,551,164.				
	7 Capital gain net income (from Part IV, line 2)		464,010.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH. 1	76,163.	98,876.			
12 Total. Add lines 1 through 11	551,304.	603,896.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	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) *	10,789.	10,789.		
	17 Interest	80.	80.		
	18 Taxes (attach schedule) (see instructions) ATCH. 3	17,770.	2,008.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH. 4	42,820.	23,658.		18,169.
	24 Total operating and administrative expenses. Add lines 13 through 23	71,459.	36,535.		18,169.
	25 Contributions, gifts, grants paid	521,236.			521,236.
26 Total expenses and disbursements. Add lines 24 and 25	592,695.	36,535.		539,405.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-41,391.				
b Net investment income (if negative, enter -0-)		567,361.			
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				
	2	Savings and temporary cash investments		46,973.	312,037.	312,037.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 5		2,736,212.	2,441,561.	1,546,187.
	c	Investments - corporate bonds (attach schedule) ATCH 6			100,000.	95,060.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 7		1,144,824.	1,033,020.	924,870.	
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)		3,928,009.	3,886,618.	2,878,154.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		3,928,009.	3,886,618.	
	30	Total net assets or fund balances (see instructions)		3,928,009.	3,886,618.	
	31	Total liabilities and net assets/fund balances (see instructions)		3,928,009.	3,886,618.	

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	3,928,009.
2	Enter amount from Part I, line 27a	2	-41,391.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,886,618.
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	3,886,618.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(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			
a					
b					
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	464,010.	
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	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,140,570.	2,791,075.	0.408649
2011	1,068,397.	3,484,745.	0.306593
2010	925,478.	3,893,147.	0.237720
2009	753,237.	4,139,357.	0.181970
2008	3,307,034.	8,004,302.	0.413157
2 Total of line 1, column (d)			2 1.548089
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 0.309618
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 2,573,482.
5 Multiply line 4 by line 3			5 796,796.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,674.
7 Add lines 5 and 6			7 802,470.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 539,405.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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	11,347.
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	11,347.
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	11,347.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,200.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	7,090.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		11,290.
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		57.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐	11		

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ DE, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
The books are in care of ► C/O FOUNDATION SOURCE Telephone no ► 800-839-1754				
Located at ► 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ► 19809-1377				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ►			
and enter the amount of tax-exempt interest received or accrued during the year ► 15				
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
				X
See the 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 instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here ► ☐	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ►		
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 ►		
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 2013 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 2013)	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 2013?	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)? ☐ **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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X
If "Yes" to 6b, file Form 88707a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob 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
ATCH 8		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				

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

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

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

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A	
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	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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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	1,707,091.
b	Average of monthly cash balances	1b	149,195.
c	Fair market value of all other assets (see instructions)	1c	756,386.
d	Total (add lines 1a, b, and c)	1d	2,612,672.
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	2,612,672.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	39,190.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	2,573,482.
6	Minimum investment return. Enter 5% of line 5	6	128,674.

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	128,674.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	11,347.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	11,347.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	117,327.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	117,327.
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	117,327.

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	539,405.
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	539,405.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	539,405.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				117,327.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11, 20 10, 20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008 2,911,475.				
b From 2009 546,931.				
c From 2010 747,965.				
d From 2011 898,918.				
e From 2012 1,015,792.				
f Total of lines 3a through e	6,121,081.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 539,405.				
a Applied to 2012, 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 2013 distributable amount				117,327.
e Remaining amount distributed out of corpus	422,078.			
5 Excess distributions carryover applied to 2013 (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:	6,543,159.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7 (see instructions)	2,911,475.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	3,631,684.			
10 Analysis of line 9				
a Excess from 2009 546,931.				
b Excess from 2010 747,965.				
c Excess from 2011 898,918.				
d Excess from 2012 1,015,792.				
e Excess from 2013 422,078.				

NOT APPLICABLE

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

4942(1)(3) or		4942(1)(5)
---------------	--	------------

[illegible]

1 Information Regarding Foundation Managers:

ATTACHMENT 9

N/A

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.

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

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				
ATCH 10				
Total			3a	521,236.
b Approved for future payment				
Total			3b	

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

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
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.			

[illegible]

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

b If "Yes," complete the following schedule

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

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) is based on all information of which preparer has any knowledge.

**Sign
Here**

Signature of officer or trustee

Date Nov. 5, 2014

► PRESIDENT
Title

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

**Paid
Preparer
Use Only**

Pnn/Type preparer's name JEFFREY D. HASKELL		Preparer's signature JEFFREY D. HASKELL		Date 10/14/2014	Check ☐ if self-employed	PTIN P01345770
Firm's name ▶ FOUNDATION SOURCE					Firm's EIN ▶ 510398347	
Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042					Phone no 8008391754	

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

OMB No 1545-0047

2013▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990**Name of the organization**

THE ESPERANCE FAMILY FOUNDATION INC.

Employer identification number

20-0494459

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

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

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, 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	ROGER S NEWTON 3672 PROSPECT RD ANN ARBOR, MI 48105	\$ 239,595.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number	20-0494459
--------------------------------	------------

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1500 SHS ONYX PHARMACEUTICALS, INC	\$ 185,123.	09/18/2013
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1100 SHS VIROPHARMA INCORPORATED	\$ 54,472.	12/10/2013
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

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
	----- ----- -----		----- ----- -----

Part I, Line 6a (990-PF) - Net Gain/(Loss) from Sales of Assets Not Included in Part IV

<u>Name</u>	<u>Date Acquired</u>	<u>Acquisition Method</u>	<u>Date Sold</u>	<u>Gross Sales Price</u>	<u>Book Basis</u>	<u>Net Gain/(Loss)</u>
Publicly-traded Securities						
Passthrough K-1 Capital Gain/(Loss) - non UBI				\$ 1,551,164	\$ 1,386,939	\$ 164,225
Section 751 Gain on Sale of Partnership - Reclass						\$ 36,342
						<u>\$ (8,500)</u>
Total included in Part IV				<u>\$ 1,551,164</u>	<u>\$ 1,386,939</u>	<u>\$ 192,067</u>
Passthrough K-1 Capital Gain/(Loss) - UBI						<u>\$ 2,469</u>
Part I, Line 6a Total						<u><u>\$ 194,536</u></u>

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS BOARDWALK PIPELINE PARTNERS	-2,302.	2.
K-1 INC/LOSS CALUMET SPECIALTY PRODUCTS	-13,605.	-133.
K-1 INC/LOSS CLEARWATER CAPITAL PARTNERS	93,418.	91,155.
K-1 INC/LOSS NB CROSSROADS FUND XVII - A	5,675.	5,675.
K-1 INC/LOSS OCH-ZIFF CAPITAL MGMT GROUP	558.	559.
K-1 INC/LOSS SILVERPEAK LEGACY FUND III,	-16,101.	1,598.
S751 GAIN ON SALE BOARDWALK PIPELINE PAR	8,500.	
FOREIGN TAX REFUND	20.	20.
TOTALS	<u>76,163.</u>	<u>98,876.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT SERVICES	10,789.	10,789.
TOTALS	<u>10,789.</u>	<u>10,789.</u>

ATTACHMENT 3

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
990-PF ESTIMATED TAX FOR 2013	3,200.	
990-T 1ST EXTENSION FOR 2012	11,300.	
990-T INCOME TAX FOR 2012	1,262.	
FOREIGN TAX PAID	2,008.	2,008.
TOTALS	<u>17,770.</u>	<u>2,008.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	18,144.		18,144.
BANK CHARGES	587.	587.	
K-1 EXP BOARDWALK PIPELINE PAR	9.	3.	
K-1 EXP CALUMET SPECIALTY PROD	78.	7.	
K-1 EXP CLEARWATER CAPITAL PAR	12,243.	11,342.	
K-1 EXP NB CROSSROADS FUND XVI	10,329.	10,323.	
K-1 EXP OCH-ZIFF CAPITAL MGMT	243.	243.	
K-1 EXP SILVERPEAK LEGACY FUND	1,162.	1,153.	
STATE OR LOCAL FILING FEES	25.	25.	
TOTALS	<u>42,820.</u>	<u>23,658.</u>	<u>18,169.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 5

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ADVANCED SEMICONDUCT	2,810.	3,154.
AGILE PROPERTY HOLDINGS UNSP A	2,697.	2,433.
AGRICULTURAL BANK OF CHINA LIM	1,968.	1,960.
AIA GROUP LTD ADR	2,459.	2,781.
ANTOFAGASTA PLC S/ADR	2,729.	1,807.
APACHE CORPORATION	4,339.	3,609.
ASTRAZENECA	15,143.	19,058.
AT&T, INC	8,645.	9,071.
AXA ADS	447.	1,004.
BAE SYSTEMS PLC SP/AR	10,371.	15,729.
BAIDU.COM - ADR	2,808.	4,269.
BANCO ITAU HOLDING FINANCIERA	5,678.	4,071.
BANK OF MONTREAL	9,516.	10,532.
BCE INC	12,206.	12,035.
BERKSHIRE HATHAWAY INC. CLASS	6,621.	11,856.
BHP BILLITON SP ADR	696.	745.
BP PLC SPONSORED ADR	12,401.	14,097.
CA INC.	2,812.	3,668.
CANADIAN OIL SANDS LTD.	16,711.	15,387.
CANON INC.	3,857.	3,680.
CEMEX SA DE CV A ADS	2,788.	2,981.
CENTURY LINK INC	16,766.	14,460.
CHINA COMMUN ADR	4,333.	4,004.
CHINA CONSTRUCT UNSPON ADR	5,252.	4,478.
CHINA MERCHANTS BANK	2,775.	3,045.
CHINA MINSHENG BANKING CORP LT	2,031.	1,947.
CHINA OVERSEAS L&I UN ADR	3,375.	3,696.
CHINA PETRO &CHEM	4,530.	5,341.
CNOOC LTD ADS	4,373.	4,129.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 5 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
COMCAST CORP	107,384.	149,639.
COMPANHIA ENERG DE ADR	4,824.	3,973.
COMPANHIA PARANAENSE DE ENERGI	2,392.	2,313.
COMPANHIA SIDER ADS	659.	794.
CONOCOPHILLIPS	7,656.	9,114.
CONTANGO OIL AND GAS CO	499,999.	391,690.
CREDICORP LTD	2,635.	2,787.
DEUTSCHE TELE AG ADS	11,542.	17,208.
DONGFENG MOTOR GRP-H-UNS ADR	3,638.	3,951.
ECOPETROL SA	11,994.	10,266.
ENDURO ROYALTY TRUST	103,874.	90,674.
ENI S.P.A.	9,216.	10,522.
FACEBOOK INC	19,671.	54,650.
FORD MOTOR COMPANY	29,930.	38,575.
HUSKY ENERGY INC CAD	5,777.	7,495.
ICICI BK LTD ADS	1,274.	1,375.
INDUSTRIAL & COM UNSP/ADR	4,697.	4,563.
INFOSYS TECH LTD SPD ADR	4,712.	5,547.
INTEL CORP	3,302.	3,790.
INTERNATIONAL BUSINESS MACHINE	38,157.	56,271.
KEPPEL CORP LTD ADR	3,183.	3,343.
KOOKMIN BK ADS NEW	2,661.	2,633.
KT CORP ADS	4,599.	4,922.
LEHMAN BROTHERS HOLDINGS WARRA	280,908.	
LOCKHEED MARTIN CORP	7,202.	13,825.
LOEWS CORP	6,481.	7,236.
LORILLARD INC COMMON STOCK	7,116.	8,058.
LUKOIL HOLDING CO SP/ADR	5,195.	5,302.
METLIFE INC.	9,731.	12,132.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 5 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MITSUMI & COMPANY, LTD. - A	2,806.	2,801.
MOBILE TELSIS OJSC	2,203.	2,639.
NASPERS LTD N SPONS ADR	2,148.	4,136.
NEWMONT MINING CORP	2,641.	1,842.
NTT DOCOMO ADS	5,554.	5,977.
OAO GAZPROM	13,359.	13,970.
OAO TATNEFT	2,592.	2,589.
OCCIDENTAL PETROLEUM CORP	18,896.	25,106.
OCEAN POWER TECHNOLOGIES, INC.	167,168.	19,200.
OGX PETROLEO E GAS PARTICIPACO	11,196.	113.
ORACLE CORP	12,263.	18,174.
ORANGE	19,642.	18,105.
PACIFIC COAST OIL TRUST	125,499.	88,760.
PACIFIC RUBIALES ENERGY	3,768.	2,986.
PETROLEO BRASILEIRO	3,249.	2,770.
PETROLEO BRASILEIRO SA- PETRO	1,480.	1,205.
PICC PROPERTY&CASLTY	902.	846.
POTASH CORPORATION OF SASKATCH	3,338.	3,494.
RESVERLOGIX CORP COM NPV	100,184.	4,600.
ROWAN CO PLC	15,110.	14,144.
ROYAL BANK OF CANADA	2,336.	3,227.
ROYAL DUTCH SHELL PLC	5,967.	6,058.
SASOL LTD	3,350.	3,808.
SBERBANK SPONSORED ADR	3,931.	4,211.
SEAGATE TECHNOLOGY	3,141.	6,683.
SHAW COMMUNICATIONS INC	1,097.	1,144.
SHINHAN FINL GROUP CO LTD	3,152.	3,930.
SILVER STANDARD RES. INC.	2,710.	2,011.
SK TELECOM ADS ADS	3,026.	4,358.

ATTACHMENT 5 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SOUTHERN COPPER CORP	2,668.	2,526.
SUN LIFE FINANCIAL INC	4,065.	4,946.
SURGUTNEFTEGAZ SPON ADR	3,902.	3,980.
SWISS RE LTD ADR	4,079.	6,651.
SYMANTEC CORP	9,724.	13,559.
TAIWAN SEMICONDUCTOR MFG CO LT	4,198.	5,860.
TATA MOTORS LTD ADS	3,219.	4,096.
TELEFONICA BRASIL, S.A.	17,407.	13,319.
TELENOR ASA S/ADR	1,092.	1,575.
TELSTRA CORPORATION	13,114.	16,830.
TELUS CORP	1,985.	2,170.
TOTAL FINA ELF S.A.	11,362.	14,092.
TRANSOCEAN LTD.	4,473.	4,596.
TURKCELL ILETISIM HIZMETLERI A	1,416.	1,202.
UNUM CORP	4,899.	7,893.
VALE SA	6,813.	4,377.
VERIZON COMMUNICATIONS	9,026.	11,204.
VIMPELCOM LTD	5,257.	5,435.
VIVUS, INC.	26,530.	22,700.
VODAFONE GROUP PLC	9,544.	14,781.
WTS LEHMAN BROTHERS HOLDINGS I	376,264.	
XILINX INC.	3,791.	6,153.
YANZHOU COAL MINING ADR	2,479.	1,680.
ZENITH EPIGENETICS CORP		
TOTALS	<u>2,441,561.</u>	<u>1,546,187.</u>

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
JP MORGAN CHASE BANK NA - 0.00	100,000.	95,060.
TOTALS	<u>100,000.</u>	<u>95,060.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CALUMET SPECIALTY PRODUCTS PAR	135,207.	109,284.
CLEARWATER CAPITAL PARTNERS II	437,872.	370,268.
NB CROSSROADS FUND XVII - ASSE	243,124.	294,038.
OCH-ZIFF CAPITAL MGMT GROUP LL	74,587.	59,200.
SILVERPEAK LEGACY FUND III, LP	142,230.	92,080.
TOTALS	<u>1,033,020.</u>	<u>924,870.</u>

FORM 990-PF - PART IV**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,551,164.		PUBLICLY-TRADED SECURITIES					436,168.	
		1,114,996.						
		PASSTHROUGH K1 CAPITAL GAIN					36,342.	
		SEC 751 GAIN ON SALE OF PSHIP - RECLASS					-8,500.	
TOTAL GAIN (LOSS)							<u>464,010.</u>	

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITIONNAME AND ADDRESSALEX NEWTON
VP / DIR
FOUNDATION SOURCE 501 SILVERSIDE RD 1.00
123

WILMINGTON, DE 19809-1377

COCO NEWTON
VP / DIR
FOUNDATION SOURCE 501 SILVERSIDE RD 1.00
123

WILMINGTON, DE 19809-1377

KERI NEWTON
VP / DIR
FOUNDATION SOURCE 501 SILVERSIDE RD 1.00
123

WILMINGTON, DE 19809-1377

ROGER S NEWTON
PRES / DIR / SEC
FOUNDATION SOURCE 501 SILVERSIDE RD 1.00
123

WILMINGTON, DE 19809-1377

RUSSELL NEWTON
VP / DIR
FOUNDATION SOURCE 501 SILVERSIDE RD 1.00
123

WILMINGTON, DE 19809-1377

ATTACHMENT 9

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

COCO NEWTON
ROGER S. NEWTON

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
AIM HIGH SCHOOL 11648 N MAIN ST WHITMORE LAKE, MI 48189	N/A	PC	OPERATING COST FUND AND TUITION ASSISTANCE	75,000.
AMER SOC FOR BIOCHEMISTRY AND MOLECULAR BIOLOGY 11200 ROCKVILLE PIKE STE 302 ROCKVILLE, MD 20852	N/A	PC	CHARITABLE EVENT	10,000.
CENTRO EDUCATIVO LA MINGA INC PO BOX 1877 GRANBY, CO 80446	N/A	PC	GENERAL & UNRESTRICTED	15,000
COLORADO OPEN GOLF FOUNDATION 4908 TOWER RD DENVER, CO 80249	N/A	PC	GENERAL & UNRESTRICTED	2,300.
CROHNS & COLITIS FD OF AMERICA - ROCKY MT CHAPTER 1777 S BELLAIRE ST , STE 230 DENVER, CO 80222	N/A	PC	CHARITABLE EVENT	5,000.
ELS FOR AUTISM FOUNDATION 3900 MILITARY TRAIL JUPITRE, FL 33458	N/A	PC	IN SUPPORT OF TEAM CAMERON	1,000

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FIRST TEE OF BENTON HARBOR INC 201 GRHAM AVE BENTON HARBOR, MI 49022	N/A PC		GENERAL & UNRESTRICTED	1,000
KANSAS UNIVERSITY ENDOWMENT ASSOC PO BOX 928 LAWRENCE, KS 66044	N/A PC		KU/ESPERANCE GRANT PROPOSAL	177,072.
KERN ASPEN LIPID CONFERENCE UNIVERSITY OF COLORADO DENVER 1270 BOX C-281 ROOM 7002 AURORA, CO 80045	N/A PC		GENERAL & UNRESTRICTED	30,000
MICHIGAN LAND USE INSTITUTE 148 E FRONT ST, STE 301 TRAVERSE CIT, MI 49684	N/A PC		GENERAL & UNRESTRICTED	20,000
MICHIGAN LAND USE INSTITUTE 148 E FRONT ST, STE 301 TRAVERSE CITY, MI 49684	N/A PC		CHARITABLE EVENT	2,500
ROB THE DRUMMER EDUCATIONAL PROGRAMS INC 115 MONTCLAIR DR WEST HARTFORD, CT 06107	N/A PC		2013 MICHIGAN TOUR	166,364

FORM 990PF, PART XV -- GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ROCKY MOUNTAIN CHILDRENS LAW CENTER 1325 S COLORADO BLVD, STE 701 DENVER, CO 80222	N/A PC		GENERAL & UNRESTRICTED	1,000
ST BALDRICKS FOUNDATION INC 1333 S MAYFLOWER AVE, STE 400 MONROVIA, CA 94704	N/A PC		CHARITABLE EVENT	5,000
TIBETAN NYINGMA RELIEF FOUNDATION 2210 HAROLD WAY BERKELEY, CA 94704	N/A PC		GENERAL & UNRESTRICTED	10,000.
TOTAL CONTRIBUTIONS PAID				<u>521,236.</u>

THE ESPERANCE FAMILY FOUNDATION INC.

20-0494459

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 11

DESCRIPTION	BUSINESS CODE	EXCLUSION		RELATED OR EXEMPT FUNCTION INCOME	
		AMOUNT	CODE	AMOUNT	
K-1 INC/LOSS	525990	-31,216.	14	98,859.	
FOREIGN TAX REFUND			01	20.	
SECTION 751 GAIN ON SALE OF PARTNERSHIP	525990	8,500.			
TOTALS		-22,716.		98,879.	