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

**2008**

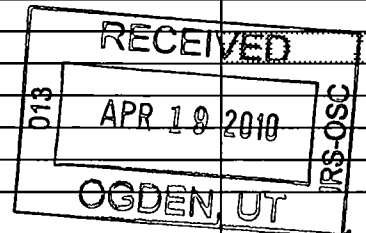
Department of the Treasury  
Internal Revenue Service

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

For calendar year 2008, or tax year beginning **DEC 1, 2008**, and ending **NOV 30, 2009**  
**G** Check all that apply:  Initial return  Final return  Amended return  Address change  Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>THE SAMPSON FOUNDATION</b>		<b>A</b> Employer identification number <b>62-1655037</b>
	Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>200 MILLER MAIN CIRCLE</b>		<b>B</b> Telephone number <b>(865) 588-7641</b>
	City or town, state, and ZIP code <b>KNOXVILLE, TN 37919-6017</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
	<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>3,044,462.</b> (Part I, column (d) must be on cash basis.)		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc., received			N/A	
<b>2</b> Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B				
<b>3</b> Interest on savings and temporary cash investments	8.	8.		STATEMENT 2
<b>4</b> Dividends and interest from securities	78,681.	78,681.		STATEMENT 3
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6a</b> Net gain or (loss) from sale of assets not on line 10	<183,872.>			STATEMENT 1
<b>b</b> Gross sales price for all assets on line 6a	601,901.			
<b>7</b> Capital gain net income (from Part IV, line 2)		0.		
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold				
<b>c</b> Gross profit or (loss)				
<b>11</b> Other income	384.	0.		STATEMENT 4
<b>12</b> Total. Add lines 1 through 11	<104,799.>	78,689.		
<b>13</b> Compensation of officers, directors, trustees, etc	0.	0.		0.
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16a</b> Legal fees STMT 5	537.	0.		537.
<b>b</b> Accounting fees STMT 6	3,925.	0.		3,925.
<b>c</b> Other professional fees STMT 7	21,257.	21,257.		0.
<b>17</b> Interest				
<b>18</b> Taxes STMT 8	295.	295.		0.
<b>19</b> Depreciation and depletion				
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings				
<b>22</b> Printing and publications				
<b>23</b> Other expenses STMT 9	6,098.	6,098.		0.
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23	32,112.	27,650.		4,462.
<b>25</b> Contributions, gifts, grants paid	177,000.			177,000.
<b>26</b> Total expenses and disbursements. Add lines 24 and 25	209,112.	27,650.		181,462.
<b>27</b> Subtract line 26 from line 12:				
<b>a</b> Excess of revenue over expenses and disbursements	<313,911.>			
<b>b</b> Net investment income (if negative, enter -0-)		51,039.		
<b>c</b> Adjusted net income (if negative, enter -0-)			N/A	



SCANNED APR 20 2010 Revenue

Operating and Administrative Expenses

*pp*

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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		85,029.	36,313.	36,313.
	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				
	7	Other notes and loans receivable ▶				
		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 STMT 10		273,703.	250,644.	267,889.
	b	Investments - corporate stock STMT 11		2,706,288.	2,425,860.	2,332,102.
	c	Investments - corporate bonds STMT 12		342,785.	381,664.	396,172.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 13)		6,277.	5,690.	11,986.	
16	<b>Total assets (to be completed by all filers)</b>		<b>3,414,082.</b>	<b>3,100,171.</b>	<b>3,044,462.</b>	
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				
	22	Other liabilities (describe ▶)				
23	<b>Total liabilities (add lines 17 through 22)</b>		<b>0.</b>	<b>0.</b>		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	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 ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
27	Capital stock, trust principal, or current funds		0.	0.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		3,414,082.	3,100,171.		
30	<b>Total net assets or fund balances</b>		<b>3,414,082.</b>	<b>3,100,171.</b>		
31	<b>Total liabilities and net assets/fund balances</b>		<b>3,414,082.</b>	<b>3,100,171.</b>		

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	3,414,082.
2	Enter amount from Part I, line 27a	2	<313,911.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,100,171.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	<b>3,100,171.</b>

**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 <b>MARTIN &amp; COMPANY - SEE ATTACHMENT</b>	P	VARIOUS	VARIOUS
b			
c			
d			
e			

(a) 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>601,901.</b>		<b>785,773.</b>	<b>&lt;183,872.&gt;</b>
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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>&lt;183,872.&gt;</b>
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	<b>&lt;183,872.&gt;</b>
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). If (loss), enter -0- in Part I, line 8	3	N/A

**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 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))
2007	199,795.	3,633,725.	.054984
2006	168,767.	4,125,535.	.040908
2005	164,150.	3,387,073.	.048464
2004	161,540.	3,340,572.	.048357
2003	147,265.	3,274,542.	.044973

2 Total of line 1, column (d)	2	<b>.237686</b>
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	<b>.047537</b>
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	<b>2,675,248.</b>
5 Multiply line 4 by line 3	5	<b>127,173.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	<b>510.</b>
7 Add lines 5 and 6	7	<b>127,683.</b>
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	<b>181,462.</b>

**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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	510.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-).	2	0.
3	Add lines 1 and 2	3	510.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	510.
6	<b>Credits/Payments</b>		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	4,188.
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	4,188.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,678.
11	Enter the amount of line 10 to be Credited to 2009 estimated tax <input checked="" type="checkbox"/> 3,678. Refunded <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Form 990-PF (2008)

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ HERB OGLE Located at ▶ 200 MILLER MAIN CIRCLE KNOXVILLE, TN	Telephone no. ▶ 865-588-7641 ZIP+4 ▶ 37919-6017		
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	N/A	

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	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 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2008 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 2008.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2008?	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 propoganda, 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)?  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)?  N/A  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  N/A  
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?  Yes  No  
If you answered "Yes" to 6b, also file Form 8870.

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

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

**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.

(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 STATEMENT 14		0.	0.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1). 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 0

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

**3** Five highest-paid independent contractors for professional services. 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 ▶ 0

**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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	<b>0.</b>

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,616,574.
b	Average of monthly cash balances	1b	99,414.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,715,988.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,715,988.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	40,740.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,675,248.
6	Minimum investment return. Enter 5% of line 5	6	133,762.

**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	133,762.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	510.
b	Income tax for 2008 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	510.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	133,252.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	133,252.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	133,252.

**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	181,462.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	181,462.
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	5	510.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	180,952.

**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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				133,252.
2 Undistributed Income, if any, as of the end of 2007				
a Enter amount for 2007 only			176,969.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 181,462.				
a Applied to 2007, but not more than line 2a			176,969.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				4,493.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007 Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				128,759.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

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

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶

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

	Tax year		Prior 3 years		(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2e					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon.					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

GEORGE W. SAMPSON

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

NONE

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

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

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

**c** Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>  EAST TENNESSEE FOUNDATION, 625 MARKET ST, SUITE 1400, KNOXVILLE, TN 37902	NONE	PUBLIC CHARITY	DESIGNATED FUND CONTRIBUTION	177,000.
<b>Total</b>				▶ 3a 177,000.
b <i>Approved for future payment</i>  NONE				
<b>Total</b>				▶ 3b 0.





FORM 990-PF		GAIN OR (LOSS) FROM SALE OF ASSETS			STATEMENT	1
(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
MARTIN & COMPANY - SEE ATTACHMENT	601,901.	785,773.	0.			
						<183,872.>
CAPITAL GAINS DIVIDENDS FROM PART IV						0.
TOTAL TO FORM 990-PF, PART I, LINE 6A						<183,872.>

FORM 990-PF		INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS			STATEMENT	2
SOURCE					AMOUNT	
MERRILL LYNCH						8.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A						8.

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT	3
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT			
MERRILL LYNCH	78,681.	0.	78,681.			
TOTAL TO FM 990-PF, PART I, LN 4	78,681.	0.	78,681.			

FORM 990-PF	OTHER INCOME		STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
MISCELLANEOUS	384.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11	384.	0.		

FORM 990-PF	LEGAL FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	537.	0.		537.
TO FM 990-PF, PG 1, LN 16A	537.	0.		537.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES - PUGH & COMPANY	3,925.	0.		3,925.
TO FORM 990-PF, PG 1, LN 16B	3,925.	0.		3,925.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES - MARTIN & COMPANY	21,257.	21,257.		0.
TO FORM 990-PF, PG 1, LN 16C	21,257.	21,257.		0.

FORM 990-PF	TAXES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	295.	295.		0.
TO FORM 990-PF, PG 1, LN 18	295.	295.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ACCOUNT FEES	5,928.	5,928.		0.
BANK SERVICE FEES	150.	150.		0.
TAXES & LICENSES	20.	20.		0.
TO FORM 990-PF, PG 1, LN 23	6,098.	6,098.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT 10
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	FAIR MARKET VALUE
AGENCY BONDS PER ATTACHED SCHEDULE	X		148,521.
GOVERNMENT BONDS PER ATTACHED SCHEDULE	X		77,123.
MUNICIPAL BONDS PER ATTACHED SCHEDULE		X	25,000.
TOTAL U.S. GOVERNMENT OBLIGATIONS			225,644.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			25,000.
TOTAL TO FORM 990-PF, PART II, LINE 10A			250,644.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11	
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
COMMON STOCK PER ATTACHED SCHEDULE	2,425,860.	2,332,102.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,425,860.	2,332,102.	

FORM 990-PF	CORPORATE BONDS	STATEMENT 12	
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE BONDS PER ATTACHED SCHEDULE	381,664.	396,172.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	381,664.	396,172.	

FORM 990-PF	OTHER ASSETS		STATEMENT 13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST INCOME	6,277.	0.	6,296.
ACCRUED DIVIDENDS INCOME	0.	5,690.	5,690.
TO FORM 990-PF, PART II, LINE 15	6,277.	5,690.	11,986.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GEORGE W. SAMPSON 200 MILLER MAIN CIRCLE KNOXVILLE, TN. 37919	PRESIDENT 0.25	0.	0.	0.
JOE M. MCAFEE STE. 1400 RIVER VIEW TOWER 900 S. GAY STREET KNOXVILLE, TN. 37902	TRUSTEE 0.25	0.	0.	0.
GEORGE B. SAMPSON 200 MILLER MAIN CIRCLE KNOXVILLE, TN. 37919	TRUSTEE 0.25	0.	0.	0.
HERBERT L. OGLE 200 MILLER MAIN CIRCLE KNOXVILLE, TN. 37919	SECRETARY 0.25	0.	0.	0.
MARY S. BREWINGTON 200 MILLER MAIN CIRCLE KNOXVILLE, TN. 37919	TRUSTEE 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

The Sampson Foundation  
Form 990-PF 2008  
Part II, Lines 10A, 10B, 10C & 15  
EIN 62-1655037

Martin & Company  
**PORTFOLIO APPRAISAL**  
*Sampson Foundation, Inc.*  
November 30, 2009

<u>Quantity</u>	<u>Security</u>	<u>Unit Cost</u>	<u>Total Cost</u>	<u>Price</u>	<u>Market Value</u>	<u>Pct. Assets</u>	<u>Unit Income</u>	<u>Annual Income</u>	<u>Cur. Yield</u>
<b>COMMON STOCK</b>									
1,450	AT&T Inc.	29.75	43,140.25	26.94	39,063.00	1.3	1.640	2,378.00	6.1
1,150	Abbott Laboratories	35.65	41,002.16	54.49	62,663.50	2.1	1.600	1,840.00	2.9
1,450	Alcoa, Inc.	16.75	24,287.44	12.52	18,154.00	0.6	0.120	174.00	1.0
900	Amgen, Inc.	61.67	55,500.89	56.35	50,715.00	1.7	0.000	0.00	0.0
3,025	Applied Materials, Inc.	18.01	54,494.81	12.31	37,237.75	1.2	0.240	726.00	1.9
650	BP Plc.	40.75	26,489.94	57.18	37,167.00	1.2	3.360	2,184.00	5.9
2,500	Bank of America Corp.	31.76	79,396.35	15.85	39,625.00	1.3	0.040	100.00	0.3
450	Baxter International, Inc.	32.39	14,575.20	54.55	24,547.50	0.8	1.160	522.00	2.1
425	Becton, Dickinson & Co.	39.68	16,862.43	74.80	31,790.00	1.0	1.480	629.00	2.0
500	Best Buy Co., Inc.	32.67	16,335.94	42.83	21,415.00	0.7	0.560	280.00	1.3
1,000	Capital One Financial Corp.	49.04	49,038.73	38.36	38,360.00	1.3	0.200	200.00	0.5
250	Caterpillar, Inc.	42.45	10,611.68	58.39	14,597.50	0.5	1.680	420.00	2.9
425	ChevronTexaco Corp.	66.64	28,323.96	78.04	33,167.00	1.1	2.720	1,156.00	3.5
700	Chubb Corp.	41.25	28,872.88	50.14	35,098.00	1.2	1.400	980.00	2.8
2,550	Cisco Systems, Inc.	13.05	33,272.21	23.40	59,670.00	2.0	0.000	0.00	0.0
1,050	Coca-Cola Co.	56.51	59,337.45	57.20	60,060.00	2.0	1.640	1,722.00	2.9
2,750	Comcast Corp. Spl Cl A	24.07	66,198.02	13.81	37,977.50	1.3	0.270	742.50	2.0
500	Costco Wholesale Corp.	38.16	19,078.92	59.91	29,955.00	1.0	0.720	360.00	1.2
1,300	Covidien Ltd.	40.47	52,611.25	46.82	60,866.00	2.0	0.720	936.00	1.5
3,000	Dell Inc.	25.18	75,548.60	14.12	42,360.00	1.4	0.000	0.00	0.0
500	Dominion Resources, Inc.	39.02	19,510.36	36.38	18,190.00	0.6	1.750	875.00	4.8
400	Du Pont	51.22	20,486.45	34.58	13,832.00	0.5	1.640	656.00	4.7
1,175	EMC Corp.	12.60	14,808.44	16.83	19,775.25	0.7	0.000	0.00	0.0
350	Ecolab, Inc.	32.03	11,212.15	44.91	15,718.50	0.5	0.560	196.00	1.2
850	Eli Lilly & Company	52.64	44,747.51	36.73	31,220.50	1.0	1.960	1,666.00	5.3
925	Emerson Electric Co.	44.70	41,349.28	41.41	38,304.25	1.3	1.340	1,239.50	3.2
450	Exxon Mobil Corp.	33.19	14,936.56	75.07	33,781.50	1.1	1.680	756.00	2.2
300	FPL Group, Inc.	46.03	13,808.60	51.97	15,591.00	0.5	1.890	567.00	3.6
500	FedEx Corp.	74.14	37,071.46	84.45	42,225.00	1.4	0.440	220.00	0.5
2,525	Flextronics Int'l Ltd.	18.21	45,974.63	7.07	17,851.75	0.6	0.000	0.00	0.0
2,500	General Electric Co.	25.44	63,612.04	16.02	40,050.00	1.3	0.400	1,000.00	2.5

The Sampson Foundation  
Form 990-PF 2008  
Part II, Lines 10A, 10B & 10C  
EIN 62-1655037

Martin & Company  
PORTFOLIO APPRAISAL  
*Sampson Foundation, Inc.*  
November 30, 2009

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
750	Hewlett-Packard Co.	40.67	30,504.83	49.06	36,795.00	1.2	0.320	240.00	0.7
1,625	Home Depot, Inc.	24.80	40,299.35	27.36	44,460.00	1.5	0.900	1,462.50	3.3
675	Ingersoll Rand PLC	32.83	22,163.33	35.37	23,874.75	0.8	0.280	189.00	0.8
3,000	Intel Corp.	18.79	56,373.34	19.20	57,600.00	1.9	0.560	1,680.00	2.9
1,650	J.P. Morgan Chase & Co.	35.69	58,883.21	42.49	70,108.50	2.3	0.200	330.00	0.5
850	Johnson & Johnson	44.77	38,050.62	62.84	53,414.00	1.8	1.960	1,666.00	3.1
925	Kimberly-Clark Corp.	60.06	55,556.33	65.97	61,022.25	2.0	2.400	2,220.00	3.6
1,000	Lowe's Companies, Inc.	26.83	26,827.41	21.81	21,810.00	0.7	0.360	360.00	1.7
2,800	Microsoft Corp.	27.39	76,695.96	29.41	82,348.00	2.7	0.520	1,456.00	1.8
800	Morgan Stanley	47.56	38,045.25	31.58	25,264.00	0.8	0.200	160.00	0.6
1,025	Noble Corp.	24.62	25,240.13	41.31	42,342.75	1.4	0.000	0.00	0.0
1,700	Oracle Corp.	11.72	19,918.44	22.08	37,536.00	1.2	0.200	340.00	0.9
500	Paychex, Inc.	20.82	10,409.55	31.35	15,675.00	0.5	1.240	620.00	4.0
1,000	PepsiCo, Inc.	39.97	39,966.65	62.22	62,220.00	2.0	1.800	1,800.00	2.9
1,500	QLogic Corp.	15.66	23,490.76	17.94	26,910.00	0.9	0.000	0.00	0.0
2,650	Regions Financial Corp.	22.24	58,937.67	5.86	15,529.00	0.5	0.040	106.00	0.7
600	Royal Dutch Shell PLC - ADR A	48.74	29,243.40	59.76	35,856.00	1.2	2.856	1,713.60	4.8
525	Schlumberger Ltd.	27.81	14,601.37	63.89	33,542.25	1.1	0.840	441.00	1.3
550	Southern Co.	29.69	16,330.75	32.09	17,649.50	0.6	1.750	962.50	5.5
1,950	SunTrust Banks, Inc.	42.61	83,098.99	23.63	46,078.50	1.5	0.040	78.00	0.2
1,000	Sysco Corp.	25.35	25,346.62	27.04	27,040.00	0.9	1.000	1,000.00	3.7
925	Target Corp.	37.76	34,925.19	46.56	43,068.00	1.4	0.680	629.00	1.5
1,775	Tellabs, Inc.	22.30	39,581.15	5.61	9,957.75	0.3	0.000	0.00	0.0
975	Textron, Inc.	45.22	44,092.11	20.05	19,548.75	0.6	0.080	78.00	0.4
250	The Boeing Co.	74.75	18,686.40	52.41	13,102.50	0.4	1.680	420.00	3.2
600	The McGraw-Hill Companies, Inc.	46.21	27,728.58	29.96	17,976.00	0.6	0.900	540.00	3.0
850	The Procter & Gamble Co.	40.66	34,560.28	62.35	52,997.50	1.7	1.760	1,496.00	2.8
500	The Travelers Cos., Inc.	48.12	24,061.45	52.39	26,195.00	0.9	1.320	660.00	2.5
1,150	The Walt Disney Co.	21.46	24,675.19	30.22	34,753.00	1.1	0.350	402.50	1.2
750	United Technologies Corp.	60.00	44,996.72	67.24	50,430.00	1.7	1.540	1,155.00	2.3
1,075	Verizon Communications	28.18	30,289.48	31.46	33,819.50	1.1	1.900	2,042.50	6.0

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Martin & Company  
**PORTFOLIO APPRAISAL**  
*Sampson Foundation, Inc.*  
 November 30, 2009

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
1,000	Wal-Mart Stores, Inc.	35.29	35,292.37	54.55	54,550.00	1.8	1.090	1,090.00	2.0
450	WellPoint, Inc.	43.45	19,553.54	54.03	24,313.50	0.8	0.000	0.00	0.0
398	Wells Fargo Company	190.86	75,961.66	28.04	11,159.92	0.4	0.200	79.60	0.7
1,000	Western Union Co.	18.08	18,079.00	18.45	18,450.00	0.6	0.040	40.00	0.2
1,275	Wyndham Worldwide Corp.	32.08	40,896.67	18.57	23,676.75	0.8	0.160	204.00	0.9
			2,425,860.31		2,332,102.17	76.8		48,186.20	2.1
			Line 10(b) (b)		Line 10(b) (c)				
<b>U.S. TIPS</b>									
54,403	Treasury Inflation Protected Security 2.375% Due 04-15-11	99.58	54,176.35	103.66	56,392.09	1.9	2.375	1,292.07	2.3
22,621	Treasury Inflation Protected Security 1.625% Due 01-15-15 Accrued Interest	101.44	22,946.74	105.59	23,885.95	0.8	1.625	367.58	1.5
					\$ 301.13	0.0			
			\$ 77,123.09		\$ 80,579.17	2.7		1,659.66	2.1
					\$ 80,278.04	2.7			
<b>AGENCY</b>									
20,000	Federal Farm Credit Bank 3.625% Due 07-15-11	104.44	20,888.40	104.78	20,956.25	0.7	3.625	725.00	3.5
25,000	Federal National Mortgage Assoc. 5.375% Due 11-15-11	99.86	24,966.11	108.91	27,226.56	0.9	5.375	1,343.75	4.9
25,000	Key Bank FDIC Guaranteed 3.200% Due 06-15-12	99.91	24,976.25	105.20	26,299.80	0.9	3.200	800.00	3.0
50,000	Federal Home Loan Mortgage Corp 4.250% Due 05-22-13	96.77	48,385.00	108.54	54,269.05	1.8	4.250	2,125.00	3.9
30,000	Federal Home Loan Mortgage Corp 5.000% Due 01-30-14 Accrued Interest	97.69	29,305.50	111.50	33,450.00	1.1	5.000	1,500.00	4.5
					\$ 1,241.75	0.0			
			\$ 148,521.26		\$ 163,443.42	5.4		6,493.75	4.0
					\$ 162,201.67	5.4			
<b>CORPORATE</b>									
20,000	Morgan Stanley Dean Witter 6.750% Due 04-15-11	113.64	22,727.20	106.66	21,332.56	0.7	6.750	1,350.00	6.3

The Sampson Foundation  
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 EIN 62-1655037

Martin & Company  
**PORTFOLIO APPRAISAL**  
*Sampson Foundation, Inc.*  
 November 30, 2009

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
25,000	Wells Fargo Co 6.375% Due 08-01-11	110.15	27,538.00	107.10	26,775.83	0.9	6.375	1,593.75	6.0
30,000	BellSouth Corp 6.000% Due 10-15-11	101.33	30,399.30	108.41	32,523.39	1.1	6.000	1,800.00	5.5
25,000	Kraft Foods Inc 5.625% Due 11-01-11	100.82	25,203.75	106.94	26,735.30	0.9	5.625	1,406.25	5.3
25,000	Regions Financial Corp 6.375% Due 05-15-12	102.49	25,623.25	96.11	24,027.15	0.8	6.375	1,593.75	6.6
50,000	Key Bank NA 5.700% Due 08-15-12	102.31	51,153.00	104.37	52,183.50	1.7	5.700	2,850.00	5.5
45,000	Suntrust Banks 5.250% Due 11-05-12	94.51	42,530.40	105.24	47,356.20	1.6	5.250	2,362.50	5.0
25,000	Bank One Corp 5.250% Due 01-30-13	97.32	24,328.75	107.06	26,764.90	0.9	5.250	1,312.50	4.9
6,000	AT&T Broadband Corp 8.375% Due 03-15-13	122.75	7,364.76	117.07	7,024.21	0.2	8.375	502.50	7.2
25,000	McDonald's Corp 4.125% Due 06-01-13	93.83	23,458.50	106.64	26,660.03	0.9	4.125	1,031.25	3.9
20,000	Fedex Corp 7.375% Due 01-15-14	103.46	20,692.20	114.07	22,814.40	0.8	7.375	1,475.00	6.5
25,000	Merrill Lynch & Co 6.875% Due 04-25-18	102.45	25,611.50	107.26	26,815.73	0.9	6.875	1,718.75	6.4
25,000	BB&T Corporation 6.850% Due 04-30-19	113.92	28,480.75	113.80	28,450.10	0.9	6.850	1,712.50	6.0
25,000	Comcast Corp 5.700% Due 07-01-19	106.21	26,552.50	106.83	26,708.35	0.9	5.700	1,425.00	5.3
	Accrued Interest				4,654.70	0.2			
			381,663.86		400,826.34	13.2		22,133.75	5.6
			Line 10(c) (b)		396,171.64				
					Line 10(c) (c)				
<b>MUNICIPALS (TAXABLE)</b>									
25,000	Johnson City TN Elec Rev Taxable-Ser B 4.910% Due 05-01-10 Accrued Interest	100.00	25,000.00	101.64	25,409.25	0.8	4.910	1,227.50	4.8
					98.88	0.0			
			25,000.00		25,508.13	0.8		1,227.50	4.8
					25,409.25				
<b>CASH AND EQUIVALENTS</b>									
	Accrued Dividends	Line 15(B)	5,690.31		5,690.31	0.2	0.000	0.00	0.0
	Merrill Lynch Money Market Fund		28,966.07		28,966.07	1.0	0.450	130.35	0.5
			34,656.38		34,656.38	1.1		130.35	0.4
			250,644.35		267,888.96				
			Line 10(a) (b)		Line 10(a) (c)				

The Sampson Foundation  
 Form 990-PF 2008  
 Part II, Lines 10A, 10B & 10C  
 EIN 62-1655037

Martin & Company  
**PORTFOLIO APPRAISAL**  
*Sampson Foundation, Inc.*  
 November 30, 2009

<u>Quantity</u>	<u>Security</u>	<u>Unit Cost</u>	<u>Total Cost</u>	<u>Price</u>	<u>Market Value</u>	<u>Pct. Assets</u>	<u>Unit Income</u>	<u>Annual Income</u>	<u>Cur. Yield</u>
<b>TOTAL PORTFOLIO</b>			<b>3,092,824.90</b>		<b>3,037,115.61</b>	<b>100.0</b>		<b>79,831.20</b>	<b>2.6</b>

Accrued income  
 6,296 x .18  
 5,690 x .20  
 -----  
 11,986 =  
 Line 15(C)

The Sampson Foundation  
Gain/Loss Detail  
Form 990-PF 2008  
Part IV  
EIN: 62-1655037

Martin & Company

REALIZED GAINS AND LOSSES

Sampson Foundation, Inc.

From 12-01-08 Through 11-30-09

Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss
12-12-08	25,000	Federal Home Loan Bank 7.375% Due 02-12-10	25,525.00	-442.28	26,250.00	1,167.28
12-15-08	300	Home Depot, Inc.	7,439.88		7,102.97	-336.91
12-15-08	200	Coca-Cola Co.	11,302.37		8,855.95	-2,446.42
01-13-09	20,000	Citigroup Inc 4.125% Due 02-22-10	19,653.80	178.23	19,919.80	87.77
01-15-09	25,000	Goldman Sachs Group Inc 3.875% Due 01-15-09	24,541.25	458.75	25,000.00	0.00
01-26-09	0	Wells Fargo Company	38.17		3.01	-35.16
01-27-09	150	Amgen, Inc.	9,250.15		7,950.55	-1,299.60
01-27-09	100	Becton, Dickinson & Co.	3,029.67		7,411.95	4,382.28
01-27-09	150	BP Plc.	6,027.74		6,505.46	477.72
01-27-09	125	Du Pont	6,402.02		2,931.23	-3,470.79
01-27-09	150	FedEx Corp.	11,121.44		8,264.95	-2,856.49
01-27-09	1,000	Genworth Financial, Inc.	29,851.80		2,502.88	-27,348.92
01-27-09	1,750	Tellabs, Inc.	39,023.66		7,402.98	-31,620.68
01-27-09	2,000	MGIC Investment Corp.	64,472.64		3,879.37	-60,593.27
03-30-09	20,000	U.S. Treasury 5.000% Due 08-15-11	20,406.25	-172.67	21,949.15	1,715.56
05-14-09	45,000	U.S. Treasury 4.375% Due 08-15-12	45,226.37	-114.18	49,396.14	4,283.95
05-15-09	25,000	American General Finance 4.625% Due 05-15-09	24,649.25	350.75	25,000.00	0.00
05-22-09	3,150	Citigroup, Inc.	91,908.22		11,718.32	-80,189.90
05-22-09	150	Cerner Corporation	7,031.37		8,464.03	1,432.66
06-23-09	200	Cerner Corporation	9,375.16		11,431.70	2,056.54
06-23-09	1,000	Sysco Corp.	25,346.62		23,049.90	-2,296.72
06-23-09	400	Eli Lilly & Company	21,057.65		13,322.01	-7,735.64

The Sampson Foundation  
Gain/Loss Detail  
Form 990-PF 2008

Part IV

EIN: 62-1655037

Martin & Company

REALIZED GAINS AND LOSSES

Sampson Foundation, Inc.

From 12-01-08 Through 11-30-09

Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss
07-17-09	9,000	AT&T Broadband Corp 8.375% Due 03-15-13	11,047.14	-1,026.64	10,260.00	239.50
07-27-09	1,000	Intel Corp.	18,791.11		19,309.50	518.39
07-27-09	100	WellPoint, Inc.	4,345.23		5,252.03	906.80
07-27-09	100	Best Buy Co., Inc.	3,267.19		3,604.91	337.72
07-27-09	150	Target Corp.	5,663.55		6,399.85	736.30
07-27-09	500	Cisco Systems, Inc.	6,523.96		10,949.72	4,425.76
08-21-09	250	FPL Group, Inc.	11,507.16		14,328.98	2,821.82
08-21-09	2,300	Mylan Laboratories, Inc.	38,524.64		32,830.28	-5,694.36
08-21-09	500	Ingersoll Rand PLC	16,417.28		15,249.56	-1,167.72
08-21-09	1,000	Texas Instruments, Inc.	28,494.73		23,912.29	-4,582.44
09-10-09	25,000	Merrill Lynch & Co 4.125% Due 09-10-09	25,097.50	-97.50	25,000.00	0.00
09-17-09	1,000	EMC Corp.	12,602.93		16,932.26	4,329.33
09-17-09	625	Ingersoll Rand PLC	20,521.60		20,293.29	-228.31
09-17-09	400	The Walt Disney Co.	8,582.67		11,296.71	2,714.04
10-26-09	400	Cerner Corporation	18,750.32		33,169.63	14,419.31
11-12-09	50,000	Federal Home Loan Mortgage Corp 4.750% Due 11-17-15	53,942.55	-120.69	54,800.00	978.14
TOTAL GAINS						48,030.87
TOTAL LOSSES						-231,903.33
			786,760.04	-986.23	601,901.36	-183,872.45