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

2009

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 2009, or tax year beginning **DEC 1, 2009**, and ending **NOV 30, 2010**

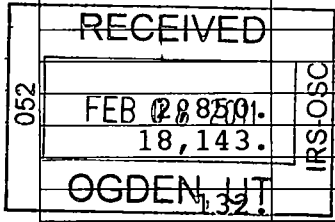
G Check all that apply: Initial return, Initial return of a former public charity, Final return, Amended return, Address change, Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE SAMPSON FOUNDATION	A Employer identification number 62-1655037
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 200 MILLER MAIN CIRCLE	B Telephone number (865) 588-7641
	City or town, state, and ZIP code KNOXVILLE, TN 37919-6017	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H 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	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,042,589. (Part I, column (d) must be on cash basis)	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		6.	6.		STATEMENT 1
4 Dividends and interest from securities		81,895.	81,895.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<72,067.>			
b Gross sales price for all assets on line 6a		423,269.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		91.	0.		STATEMENT 3
12 Total. Add lines 1 through 11		9,925.	81,901.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		2,850.	0.		2,850.
c Other professional fees STMT 5		18,143.	18,143.		0.
17 Interest					
18 Taxes STMT 6		132.	132.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		6,794.	6,794.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		27,919.	25,069.		2,850.
25 Contributions, gifts, grants paid		129,000.			129,000.
26 Total expenses and disbursements. Add lines 24 and 25		156,919.	25,069.		131,850.
27 Subtract line 26 from line 12		<146,994.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			56,832.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Revenue
Operating and Administrative Expenses



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	36,313.	85,850.	85,850.	
	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 8	250,644.	218,134.	234,857.	
	b	Investments - corporate stock STMT 9	2,425,860.	2,263,286.	2,312,717.	
	c	Investments - corporate bonds STMT 10	381,664.	380,761.	397,028.	
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 11)	5,690.	5,146.	12,137.		
16	Total assets (to be completed by all filers)	3,100,171.	2,953,177.	3,042,589.		
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	Total liabilities (add lines 17 through 22)	0.	0.			
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	3,100,171.	2,953,177.			
30	Total net assets or fund balances	3,100,171.	2,953,177.			
31	Total liabilities and net assets/fund balances	3,100,171.	2,953,177.			

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	3,100,171.
2	Enter amount from Part I, line 27a	2	<146,994.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,953,177.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,953,177.

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 MARTIN & COMPANY- SEE ATTACHMENT	P	VARIOUS	VARIOUS
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 423,269.		495,336.	<72,067.>
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			<72,067.>
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	<72,067.>
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))
2008	180,952.	2,675,248.	.067639
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

2 Total of line 1, column (d)	2	.260352
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	.052070
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,976,522.
5 Multiply line 4 by line 3	5	154,988.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	568.
7 Add lines 5 and 6	7	155,556.
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	131,850.

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 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,137.
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	1,137.
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	1,137.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	3,678.
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	3,678.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,541.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 2,541. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ HERB OGLE Telephone no ▶ 865-588-7641 Located at ▶ 200 MILLER MAIN CIRCLE KNOXVILLE, TN 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 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 2009? X	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <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) N/A	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 2009 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 2009.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? X	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 2009? X	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)? 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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). N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870. 6b X

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
 N/A 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.

(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
JOE M. MCAFEE STE. 1400 RIVER VIEW TOWER 900 S. GAY 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	PRESIDENT/ TRUSTEE 0.25	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	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3 ▶ 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,972,570.
b	Average of monthly cash balances	1b	49,280.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,021,850.
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	3,021,850.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	45,328.
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,976,522.
6	Minimum investment return Enter 5% of line 5	6	148,826.

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	148,826.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,137.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,137.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	147,689.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	147,689.
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	147,689.

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	131,850.
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	131,850.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	131,850.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				147,689.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			128,759.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 131,850.				
a Applied to 2008, but not more than line 2a			128,759.	
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 2009 distributable amount				3,091.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				144,598.
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 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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 2009, 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				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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))

NONE

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

NONE

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

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

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

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	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
Name and address (home or business)				
<p><i>a Paid during the year</i> EAST TENNESSEE FOUNDATION, 625 MARKET ST, SUITE 1400, KNOXVILLE, TN 37902</p>	NONE	PUBLIC CHARITY	DESIGNATED FUND CONTRIBUTION	129,000.
Total				▶ 3a 129,000.
<p><i>b Approved for future payment</i></p> <p>NONE</p>				
Total				▶ 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income from real estate, Net rental income from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income from special events, Gross profit from sales of inventory, Other revenue (MISCELLANEOUS), Subtotal, and Total.

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' in column (c).

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A' in column (a).

Declaration of preparer: Under penalties of perjury, I declare that I have examined this return... Signature of officer of trustee: [Signature], Date: 12/4/2011, Title: Secretary. Preparer's signature: W J Pugh CPA, Date: 2/1/11, Preparer's identifying number: 388011, Firm's name: PUGH & COMPANY, P.C., address: 315 N. CEDAR BLUFF RD. KNOXVILLE, TN 37923, Phone no: (865) 769-0660.

Martin & Company
REALIZED GAINS AND LOSSES
Sampson Foundation, Inc.
 From 12-01-09 Through 11-30-10

Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss
12-18-09	100	Covidien Ltd	4,047.02		4,657.88	610.86
12-18-09	100	Noble Corp	2,462.45		4,148.89	1,686.44
12-18-09	150	Coca-Cola Co	8,476.78		8,557.49	80.71
12-18-09	400	Microsoft Corp	10,956.57		12,019.69	1,063.12
12-18-09	175	The Walt Disney Co.	3,754.92		5,598.11	1,843.19
12-18-09	150	Capital One Financial Corp.	7,355.81		5,876.85	-1,478.96
12-18-09	200	SunTrust Banks, Inc	8,522.97		4,049.90	-4,473.07
12-18-09	100	Becton, Dickinson & Co.	3,967.63		7,411.81	3,444.18
12-18-09	200	Alcoa, Inc	3,349.99		2,899.93	-450.06
01-19-10	175	Noble Corp	4,309.29		7,674.77	3,365.48
01-19-10	1,275	Wyndham Worldwide Corp	40,896.67		29,236.66	-11,660.01
01-19-10	250	QLogic Corp	3,915.13		4,913.37	998.24
01-19-10	250	Alcoa, Inc.	4,187.49		3,947.45	-240.04
02-22-10	100	Kimberly-Clark Corp.	6,006.09		6,019.11	13.02
02-22-10	398	Wells Fargo Company	75,961.66		11,086.07	-64,875.59
03-26-10	250	Caterpillar, Inc	10,611.68		15,716.68	5,105.00
03-26-10	450	WellPoint, Inc.	19,553.54		28,667.21	9,113.67
04-21-10	25,000	Regions Financial Corp 6.375% Due 05-15-12	25,623.25	-336.51	25,125.00	-161.74
04-26-10	850	Eli Lilly & Company	44,747.51		30,288.05	-14,459.46
04-26-10	150	PepsiCo, Inc.	5,995.00		9,802.33	3,807.33
04-26-10	100	BP Plc.	4,075.38		5,962.90	1,887.52
04-26-10	500	SunTrust Banks, Inc	21,307.43		14,609.75	-6,697.68
05-01-10	25,000	Johnson City TN Elec Rev Taxable-Ser B 4.910% Due 05-01-10	25,000.00	0.00	25,000.00	0.00
05-25-10	100	United Technologies Corp	5,999.56		6,414.89	415.33
07-03-10	0	Frontier Communications Corp.	0.38		0.45	0.07

Martin & Company
REALIZED GAINS AND LOSSES
Sampson Foundation, Inc.
From 12-01-09 Through 11-30-10

Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss
09-01-10	25,000	Federal National Mortgage Assoc	24,966.11	28.79	26,473.75	1,478.86
09-02-10	27,454	5 375% Due 11-15-11 Treasury Inflation Protected Security	27,340.42	96.89	27,796.92	359.61
09-21-10	27,457	2 375% Due 04-15-11 Treasury Inflation Protected Security	27,343.68	98.26	27,822.17	380.23
09-21-10	10,000	2 375% Due 04-15-11 Federal Farm Credit Bank	10,444.20	-284.67	10,268.10	108.57
10-18-10	1,525	3.625% Due 07-15-11 Applied Materials, Inc.	27,472.59		18,079.79	-9,392.80
10-18-10	1,000	Home Depot, Inc	24,799.60		30,407.19	5,607.59
11-01-10	312	Frontier Communications Corp.	2,282.43		2,736.19	453.76
TOTAL GAINS						41,822.79
TOTAL LOSSES						-113,889.41
			495,733.22	-397.25	423,269.35	-72,066.62

The Sampson Foundation
 Form 990-PF 2009
 Part II, Lines 10A, 10B & 10C
 EIN 62-1655037

Martin & Company
PORTFOLIO APPRAISAL
Sampson Foundation, Inc.
 November 30, 2010

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
COMMON STOCK									
1,700	AT&T Inc.	29.24	49,702.75	27.79	47,243.00	1.6	1.720	2,924.00	6.2
1,150	Abbott Laboratories	35.65	41,002.16	46.51	53,486.50	1.8	1.760	2,024.00	3.8
1,000	Alcoa, Inc.	16.75	16,749.96	13.13	13,125.00	0.4	0.120	120.00	0.9
1,000	Amgen, Inc.	61.49	61,489.64	52.69	52,690.00	1.7	0.000	0.00	0.0
225	Apache Corp.	89.08	20,042.44	107.64	24,219.00	0.8	0.600	135.00	0.6
1,500	Applied Materials, Inc.	18.01	27,022.22	12.43	18,637.50	0.6	0.280	420.00	2.3
1,050	BP Plc.	40.81	42,847.62	40.00	42,000.00	1.4	0.000	0.00	0.0
2,500	Bank of America Corp.	31.76	79,396.35	10.95	27,375.00	0.9	0.040	100.00	0.4
900	Baxter International, Inc.	36.87	33,180.27	48.55	43,695.00	1.4	1.240	1,116.00	2.6
325	Becton, Dickinson & Co.	39.68	12,894.80	77.93	25,327.25	0.8	1.640	533.00	2.1
600	Best Buy Co., Inc.	34.46	20,674.94	42.72	25,632.00	0.8	0.600	360.00	1.4
850	Capital One Financial Corp.	49.04	41,682.92	37.23	31,645.50	1.0	0.200	170.00	0.5
425	ChevronTexaco Corp.	66.64	28,323.96	80.97	34,412.25	1.1	2.880	1,224.00	3.6
700	Chubb Corp.	41.25	28,872.88	57.01	39,907.00	1.3	1.480	1,036.00	2.6
2,550	Cisco Systems, Inc.	13.05	33,272.21	19.16	48,858.00	1.6	0.000	0.00	0.0
900	Coca-Cola Co.	56.51	50,860.67	63.17	56,853.00	1.9	1.760	1,584.00	2.8
2,750	Comcast Corp. Spl Cl A	24.07	66,198.02	18.97	52,167.50	1.7	0.378	1,039.50	2.0
500	Costco Wholesale Corp.	38.16	19,078.92	67.61	33,805.00	1.1	0.820	410.00	1.2
1,200	Covident Ltd.	40.47	48,564.23	42.07	50,484.00	1.7	0.800	960.00	1.9
3,000	Dell Inc.	25.18	75,548.60	13.22	39,660.00	1.3	0.000	0.00	0.0
500	Dominion Resources, Inc.	39.02	19,510.36	41.53	20,765.00	0.7	1.830	915.00	4.4
400	Du Pont	51.22	20,486.45	46.99	18,796.00	0.6	1.640	656.00	3.5
1,175	EMC Corp.	12.60	14,808.44	21.49	25,250.75	0.8	0.000	0.00	0.0
350	Ecolab, Inc.	32.03	11,212.15	47.81	16,733.50	0.6	0.700	245.00	1.5
925	Emerson Electric Co.	44.70	41,349.28	55.07	50,939.75	1.7	1.380	1,276.50	2.5

Martin & Company
PORTFOLIO APPRAISAL
Sampson Foundation, Inc.
 November 30, 2010

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
450	Exxon Mobil Corp.	33.19	14,936.56	69.56	31,302.00	1.0	1,760	792.00	2.5
500	FedEx Corp.	74.14	37,071.46	91.12	45,560.00	1.5	0,480	240.00	0.5
2,525	Flextronics Int'l Ltd.	18.21	45,974.63	7.22	18,230.50	0.6	0,000	0.00	0.0
2,500	General Electric Co.	25.44	63,612.04	15.83	39,575.00	1.3	0,560	1,400.00	3.5
1,050	Hewlett-Packard Co.	42.21	44,322.53	41.93	44,026.50	1.5	0,320	336.00	0.8
625	Home Depot, Inc.	24.80	15,499.75	30.21	18,881.25	0.6	0,945	590.63	3.1
975	Ingersoll Rand PLC	33.13	32,306.00	41.00	39,975.00	1.3	0,280	273.00	0.7
3,000	Intel Corp.	18.79	56,373.34	21.16	63,472.50	2.1	0,630	1,890.00	3.0
1,650	J.P. Morgan Chase & Co.	35.69	58,883.21	37.40	61,710.00	2.0	0,200	330.00	0.5
850	Johnson & Johnson	44.77	38,050.62	61.55	52,317.50	1.7	2,160	1,836.00	3.5
825	Kimberly-Clark Corp.	60.06	49,550.24	61.89	51,059.25	1.7	2,640	2,178.00	4.3
1,000	Lowe's Companies, Inc.	26.83	26,827.41	22.70	22,700.00	0.7	0,440	440.00	1.9
400	Medco Health Solutions, Inc.	44.51	17,803.32	61.32	24,528.00	0.8	0,000	0.00	0.0
2,400	Microsoft Corp.	27.39	65,739.39	25.26	60,618.00	2.0	0,640	1,536.00	2.5
800	Morgan Stanley	47.56	38,045.25	24.46	19,568.00	0.6	0,200	160.00	0.8
300	NextEra Energy, Inc.	46.03	13,808.60	50.62	15,186.00	0.5	2,000	600.00	4.0
750	Noble Corp.	24.62	18,468.38	33.92	25,440.00	0.8	0,348	260.93	1.0
1,700	Oracle Corp.	11.72	19,918.44	27.05	45,976.50	1.5	0,200	340.00	0.7
900	Paychex, Inc.	22.99	20,687.47	28.54	25,686.00	0.8	1,240	1,116.00	4.3
850	PepsiCo, Inc.	39.97	33,971.65	64.63	54,935.50	1.8	1,920	1,632.00	3.0
1,550	QLogic Corp.	15.63	24,220.24	17.89	27,729.50	0.9	0,000	0.00	0.0
350	QUALCOMM, Inc.	34.65	12,125.82	46.82	16,387.00	0.5	0,760	266.00	1.6
2,650	Regions Financial Corp.	22.24	58,937.67	5.38	14,257.00	0.5	0,040	106.00	0.7
600	Royal Dutch Shell PLC - ADR A	48.74	29,243.40	60.67	36,402.00	1.2	2,856	1,713.60	4.7
525	Schlumberger Ltd.	27.81	14,601.37	77.34	40,603.50	1.3	0,840	441.00	1.1
375	Sherwin-Williams Co.	65.33	24,496.95	74.17	27,813.75	0.9	1,440	540.00	1.9

Martin & Company
PORTFOLIO APPRAISAL
Sampson Foundation, Inc.
 November 30, 2010

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
550	Southern Co.	29.69	16,330.75	37.72	20,746.00	0.7	1.820	1,001.00	4.8
1,250	Sun Trust Banks, Inc.	42.61	53,268.58	23.36	29,200.00	1.0	0.040	50.00	0.2
1,000	Sysco Corp.	25.35	25,346.62	29.02	29,020.00	1.0	1.040	1,040.00	3.6
925	Target Corp.	37.76	34,925.19	56.94	52,669.50	1.7	1.000	925.00	1.8
1,775	Tellabs, Inc.	22.30	39,581.15	6.31	11,200.25	0.4	0.080	142.00	1.3
975	Textron, Inc.	45.22	44,092.11	22.36	21,801.00	0.7	0.080	78.00	0.4
250	The Boeing Co.	74.75	18,686.40	63.77	15,942.50	0.5	1.680	420.00	2.6
600	The McGraw-Hill Companies, Inc.	46.21	27,728.58	34.49	20,694.00	0.7	0.940	564.00	2.7
850	The Procter & Gamble Co.	40.66	34,560.28	61.07	51,909.50	1.7	1.927	1,638.12	3.2
750	The Travelers Cos., Inc.	49.73	37,299.30	53.99	40,492.50	1.3	1.440	1,080.00	2.7
975	The Walt Disney Co.	21.46	20,920.27	36.51	35,597.25	1.2	0.400	390.00	1.1
650	United Technologies Corp.	60.00	38,997.16	75.27	48,925.50	1.6	1.700	1,105.00	2.3
1,300	Verizon Communications	26.56	34,530.16	32.01	41,613.00	1.4	1.950	2,535.00	6.1
1,000	Wal-Mart Stores, Inc.	35.29	35,292.37	54.09	54,090.00	1.8	1.210	1,210.00	2.2
1,200	Western Union Co.	17.90	21,479.00	17.64	21,168.00	0.7	0.280	336.00	1.6
			2,263,285.88		2,312,716.75	76.3		48,779.28	2.1
			line 10(b) (b)		line 10 (b) (c)				
			23,205.54	107.38	24,566.76	0.8	1.625	371.79	1.5
			23,205.54		139.42	0.0			
					24,706.18	0.8		371.79	1.5

U.S. TIPS

22,879	Treasury Inflation Protected Security	101.43							
	1.625% Due 01-15-15								
	Accrued Interest								

24,566.76
w/o accd
interest

Martin & Company
PORTFOLIO APPRAISAL
Sampson Foundation, Inc.
 November 30, 2010

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
AGENCY									
10,000	Federal Farm Credit Bank	104.44	10,444.20	102.03	10,203.13	0.3	3.625	362.50	3.6
25,000	3.625% Due 07-15-11 Key Bank FDIC Guaranteed	99.91	24,976.25	104.17	26,042.18	0.9	3.200	800.00	3.1
50,000	3.200% Due 06-15-12 Federal Home Loan Mortgage Corp	96.77	48,385.00	108.56	54,279.40	1.8	4.250	2,125.00	3.9
30,000	4.250% Due 05-22-13 Federal Home Loan Mortgage Corp	97.69	29,305.50	112.50	33,750.00	1.1	5.000	1,500.00	4.4
75,000	5.000% Due 01-30-14 Federal Farm Credit Bank	109.09	81,817.50	114.69	86,015.63	2.8	4.800	3,600.00	4.2
	4.800% Due 10-19-15 Accrued Interest				1,459.83	0.0			
			194,928.45		211,750.15	7.0		8,387.50	4.0
CORPORATE									
20,000	Morgan Stanley Dean Witter	113.64	22,727.20	102.18	20,436.94	0.7	6.750	1,350.00	6.6
25,000	6.750% Due 04-15-11 Wells Fargo Co	110.15	27,538.00	103.68	25,920.08	0.9	6.375	1,593.75	6.1
30,000	6.375% Due 08-01-11 BellSouth Corp	101.33	30,399.30	104.70	31,408.50	1.0	6.000	1,800.00	5.7
25,000	6.000% Due 10-15-11 Kraft Foods Inc	100.82	25,203.75	104.29	26,073.35	0.9	5.625	1,406.25	5.4

Martin & Company
PORTFOLIO APPRAISAL
Sampson Foundation, Inc.
 November 30, 2010

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
50,000	Key Bank NA 5.700% Due 08-15-12	102.31	51,153.00	106.13	53,063.05	1.8	5.700	2,850.00	5.4
45,000	Suntrust Banks 5.250% Due 11-05-12	94.51	42,530.40	105.36	47,410.83	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	107.54	26,885.25	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	114.97	6,898.39	0.2	8.375	502.50	7.3
25,000	McDonald's Corp 4.125% Due 06-01-13	93.83	23,458.50	107.78	26,945.10	0.9	4.125	1,031.25	3.8
20,000	Fedex Corp 7.375% Due 01-15-14	103.46	20,692.20	116.98	23,395.22	0.8	7.375	1,475.00	6.3
25,000	Regions Financial Corp 5.750% Due 06-15-15	98.88	24,720.50	93.25	23,312.50	0.8	5.750	1,437.50	6.2
25,000	Merrill Lynch & Co 6.875% Due 04-25-18	102.45	25,611.50	109.87	27,467.33	0.9	6.875	1,718.75	6.3
25,000	BB&T Corporation 6.850% Due 04-30-19	113.92	28,480.75	118.97	29,742.80	1.0	6.850	1,712.50	5.8
25,000	Comcast Corp 5.700% Due 07-01-19	106.21	26,552.50	112.28	28,069.08	0.9	5.700	1,425.00	5.1
	Accrued Interest				5,391.35	0.2			
			380,761.11		402,419.76	13.3		21,977.50	5.5
					397,028.41 * Line 10 (c) (c)				
			5,146.44		5,146.44	0.2	0.000	0.00	0.0
			74,661.21		74,661.21	2.5	0.001	0.75	0.0
			79,807.65		79,807.65	2.6		0.75	0.0

CASH AND EQUIVALENTS

Accrued Dividends
 Merrill Lynch Money Market
 Fund

Martin & Company
PORTFOLIO APPRAISAL
Sampson Foundation, Inc.
 November 30, 2010

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
			<u>2,941,988.63</u>		<u>3,031,400.49</u>	<u>100.0</u>		<u>79,516.82</u>	<u>2.6</u>
TOTAL PORTFOLIO									

5,146 44 +
6,990.6 +

12,137 04 *

accrued income line 15(c)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MERRILL LYNCH	6.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	6.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH	81,895.	0.	81,895.
TOTAL TO FM 990-PF, PART I, LN 4	81,895.	0.	81,895.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	91.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	91.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES - PUGH & COMPANY	2,850.	0.		2,850.
TO FORM 990-PF, PG 1, LN 16B	2,850.	0.		2,850.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES - MARTIN & COMPANY	18,143.	18,143.		0.
TO FORM 990-PF, PG 1, LN 16C	18,143.	18,143.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	132.	132.		0.
TO FORM 990-PF, PG 1, LN 18	132.	132.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ACCOUNT FEES	6,624.	6,624.		0.
BANK SERVICE FEES	150.	150.		0.
TAXES & LICENSES	20.	20.		0.
TO FORM 990-PF, PG 1, LN 23	6,794.	6,794.		0.

FORM 990-PF		U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
AGENCY BONDS PER ATTACHED SCHEDULE	X		194,928.	210,290.	
GOVERNMENT BONDS PER ATTACHED SCHEDULE	X		23,206.	24,567.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			218,134.	234,857.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			218,134.	234,857.	

FORM 990-PF		CORPORATE STOCK		STATEMENT	9
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE	
COMMON STOCK PER ATTACHED SCHEDULE			2,263,286.	2,312,717.	
TOTAL TO FORM 990-PF, PART II, LINE 10B			2,263,286.	2,312,717.	

FORM 990-PF		CORPORATE BONDS		STATEMENT	10
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE	
CORPORATE BONDS PER ATTACHED SCHEDULE			380,761.	397,028.	
TOTAL TO FORM 990-PF, PART II, LINE 10C			380,761.	397,028.	

FORM 990-PF		OTHER ASSETS		STATEMENT	11
DESCRIPTION		BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
ACCRUED DIVIDENDS INCOME		5,690.	5,146.	12,137.	
TO FORM 990-PF, PART II, LINE 15		5,690.	5,146.	12,137.	