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

2010

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 2010, or tax year beginning **DEC 1, 2010**, and ending **NOV 30, 2011**

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

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) 200 MILLER MAIN CIRCLE	Room/suite	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"/>
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		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 5,474,283. (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) _____	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"/>

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	2,507,674.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	13.	13.		STATEMENT 1
4 Dividends and interest from securities	93,261.	93,261.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	32,485.			
b Gross sales price for all assets on line 6a	4,146,256.			
7 Capital gain net income (from Part IV, line 2)		32,485.		
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	629.	0.		STATEMENT 3
12 Total Add lines 1 through 11	2,634,062.	125,759.		
13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees	500.	0.		500.
b Accounting fees	2,950.	0.		2,950.
c Other professional fees	21,305.	21,305.		0.
17 Interest				
18 Taxes	226.	226.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	11,339.	11,339.		0.
24 Total operating and administrative expenses Add lines 13 through 23	36,320.	32,870.		3,450.
25 Contributions, gifts, grants paid	180,000.			180,000.
26 Total expenses and disbursements Add lines 24 and 25	216,320.	32,870.		183,450.
27 Subtract line 26 from line 12.	2,417,742.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative enter -0-)		92,889.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		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	85,850.	259,575.	259,575.
	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 9	218,134.	1,107,694.	1,143,620.
	b Investments - corporate stock STMT 10	2,263,286.	3,043,338.	3,094,128.
	c Investments - corporate bonds STMT 11	380,761.	955,133.	964,939.
	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 12)	5,146.	5,179.	12,021.	
16 Total assets (to be completed by all filers)	2,953,177.	5,370,919.	5,474,283.	
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	2,953,177.	5,370,919.	
30 Total net assets or fund balances	2,953,177.	5,370,919.		
31 Total liabilities and net assets/fund balances	2,953,177.	5,370,919.		

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	2,953,177.
2 Enter amount from Part I, line 27a	2	2,417,742.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,370,919.
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	5,370,919.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE MARTIN & CO ATTACHMENT	P	VARIOUS	VARIOUS
b PHILLIP MORRIS 31365000SH	D	VARIOUS	10/06/11
c SEE UBS STATEMENT	P	VARIOUS	VARIOUS
d SEE UBS STATEMENT	P	VARIOUS	VARIOUS
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 1,763,351.		1,719,332.	44,019.
b 2,004,490.		2,007,674.	<3,184.>
c 312,955.		319,732.	<6,777.>
d 65,460.		67,033.	<1,573.>
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			44,019.
b			<3,184.>
c			<6,777.>
d			<1,573.>
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	32,485.
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))
2009	131,850.	2,976,522.	.044297
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

2 Total of line 1, column (d)	2	.256292
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	.051258
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	4,028,856.
5 Multiply line 4 by line 3	5	206,511.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	929.
7 Add lines 5 and 6	7	207,440.
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	183,450.

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	1,858.
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	1,858.
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	1,858.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,541.
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	2,541.
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	683.
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 683. Refunded <input 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

N/A

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)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of W. JAMES PUGH 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
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? 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.)
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?
b If "Yes," did it have excess business holdings in 2010 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 2010)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2010?

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

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
JEFF KNIGHT 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.
W. JAMES PUGH JR 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.

Form 990-PF (2010)

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	4,021,324.
b	Average of monthly cash balances	1b	68,885.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,090,209.
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	4,090,209.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	61,353.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,028,856.
6	Minimum investment return. Enter 5% of line 5	6	201,443.

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	201,443.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,858.
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,858.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	199,585.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	199,585.
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	199,585.

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	183,450.
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	183,450.
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	183,450.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				199,585.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			144,598.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 183,450.				
a Applied to 2009, but not more than line 2a			144,598.	
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 2010 distributable amount				38,852.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				160,733.
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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	
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)				
a Paid during the year EAST TENNESSEE FOUNDATION, 625 MARKET ST, SUITE 1400, KNOXVILLE, TN 37902	NONE	PUBLIC CHARITY	DESIGNATED FUND CONTRIBUTION	180,000.
Total			▶ 3a	180,000.
b Approved for future payment	NONE			
Total			▶ 3b	0.

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

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

OMB No 1545-0047

2010

Name of the organization

THE SAMPSON FOUNDATION

Employer identification number

62-1655037

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

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

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

THE SAMPSON FOUNDATION

62-1655037

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	<p><u>CHEROKEE DISTRIBUTING COMPANY</u></p> <p><u>200 MILLER MAIN CIRCLE</u></p> <p><u>KNOXVILLE, TN 37919</u></p>	<p>\$ <u>500,000.</u></p>	<p>Person <input checked="" type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution)</p>
2	<p><u>CHEROKEE DISTRIBUTING COMPANY</u></p> <p><u>200 MILLER MAIN CIRCLE</u></p> <p><u>KNOXVILLE, TN 37919</u></p>	<p>\$ <u>2,007,674.</u></p>	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input checked="" type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution)</p>
		<p>\$ _____</p>	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution)</p>
		<p>\$ _____</p>	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution)</p>
		<p>\$ _____</p>	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution)</p>
		<p>\$ _____</p>	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution)</p>

Name of organization

Employer identification number

THE SAMPSON FOUNDATION

62-1655037

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	31365 SHARES PHILLIP MORRIS STOCK	\$ 2,007,674.	09/29/11
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

THE SAMPSON FOUNDATION

62-1655037

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Martin & Company
PORTFOLIO APPRAISAL
Sampson Foundation, Inc.
 November 30, 2011

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
COMMON STOCK									
250	3M Co	90.74	22,684.58	81.04	20,260.00	0.6	2,200	550.00	2.7
1,150	AT&T Inc	29.20	33,576.25	28.98	33,327.00	1.0	1,720	1,978.00	5.9
650	Abbott Laboratories	37.47	24,356.30	54.55	35,457.50	1.0	1,920	1,248.00	3.5
675	Amgen, Inc.	60.85	41,073.54	57.91	39,089.25	1.1	1,120	756.00	1.9
215	Apache Corp	91.53	19,678.24	99.44	21,379.60	0.6	0.600	129.00	0.6
100	Apple, Inc	386.96	38,695.70	382.20	38,220.00	1.1	0.000	0.00	0.0
2,500	Bank of America Corp	31.76	79,396.35	5.44	13,600.00	0.4	0.040	100.00	0.7
650	Baxter International, Inc	36.87	23,963.53	51.66	33,579.00	1.0	1,340	871.00	2.6
375	Berkshire Hathaway, Inc	78.64	29,491.23	78.76	29,535.00	0.9	0.000	0.00	0.0
600	Capital One Financial Corp	47.92	28,749.32	44.66	26,796.00	0.8	0.200	120.00	0.4
425	ChevronTexaco Corp.	66.64	28,323.96	102.82	43,698.50	1.3	3,240	1,377.00	3.2
350	Chubb Corp.	42.82	14,985.59	67.44	23,604.00	0.7	1,560	546.00	2.3
2,400	Cisco Systems, Inc	15.22	36,534.91	18.64	44,736.00	1.3	0.240	576.00	1.3
575	Coca-Cola Co.	57.84	33,255.63	67.23	38,657.25	1.1	1,880	1,081.00	2.8
750	Comcast Corp. Spl Cl A	24.07	18,054.00	22.36	16,770.00	0.5	0.450	337.50	2.0
300	ConocoPhillips	75.72	22,717.26	71.32	21,396.00	0.6	2,640	792.00	3.7
325	Costco Wholesale Corp	38.16	12,401.30	85.30	27,722.50	0.8	0.960	312.00	1.1
750	Covidien Ltd	41.47	31,105.20	45.55	34,162.50	1.0	0.900	675.00	2.0
450	Du Pont	50.89	22,900.72	47.72	21,474.00	0.6	1,640	738.00	3.4
1,175	EMC Corp	12.60	14,808.44	23.01	27,036.75	0.8	0.000	0.00	0.0
550	Emerson Electric Co.	47.74	26,258.74	52.25	28,737.50	0.8	1,600	880.00	3.1
550	Exxon Mobil Corp.	44.35	24,392.33	80.44	44,242.00	1.3	1,880	1,034.00	2.3
275	FedEx Corp.	78.52	21,594.25	83.08	22,847.00	0.7	0.520	143.00	0.6
2,150	General Electric Co	23.90	51,389.12	15.91	34,206.50	1.0	0.600	1,290.00	3.8
60	Google, Inc	478.55	28,713.02	599.39	35,963.40	1.0	0.000	0.00	0.0
1,100	Hewlett-Packard Co	42.04	46,249.07	27.95	30,745.00	0.9	0.480	528.00	1.7

Martin & Company
PORTFOLIO APPRAISAL
Sampson Foundation, Inc.
 November 30, 2011

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
850	Home Depot, Inc	27.59	23,449.00	39.22	33,337.00	1.0	1,160	986.00	3.0
625	Ingersoll Rand PLC	35.94	22,464.80	33.12	20,700.00	0.6	0.480	300.00	1.4
1,800	Intel Corp.	19.06	34,307.25	24.91	44,838.00	1.3	0.840	1,512.00	3.4
250	International Business Machines Corp	165.36	41,341.10	188.00	47,000.00	1.4	3,000	750.00	1.6
925	J.P Morgan Chase & Co	37.04	34,259.67	30.97	28,647.25	0.8	1,000	925.00	3.2
575	Johnson & Johnson	48.06	27,635.39	64.72	37,214.00	1.1	2,280	1,311.00	3.5
575	Kraft Foods, Inc	31.50	18,112.50	36.15	20,786.25	0.6	1,160	667.00	3.2
1,150	Lowe's Companies, Inc	26.35	30,299.91	24.01	27,611.50	0.8	0.560	644.00	2.3
275	McDonald's Corp.	83.65	23,003.12	95.52	26,268.00	0.8	2,800	770.00	2.9
700	Merck & Co., Inc.	34.89	24,424.26	35.75	25,025.00	0.7	1,680	1,176.00	4.7
1,850	Microsoft Corp.	27.39	50,674.11	25.58	47,323.00	1.4	0.800	1,480.00	3.1
1,050	Morgan Stanley	42.76	44,892.75	14.79	15,529.50	0.5	0.200	210.00	1.4
800	Oracle Corp	11.72	9,373.38	31.35	25,080.00	0.7	0.240	192.00	0.8
825	Paychex, Inc.	24.99	20,612.94	29.11	24,015.75	0.7	1,280	1,056.00	4.4
525	PepsiCo, Inc.	44.90	23,574.83	64.00	33,600.00	1.0	2,060	1,081.50	3.2
1,200	Pfizer, Inc.	20.50	24,602.60	20.07	24,084.00	0.7	0.800	960.00	4.0
600	QUALCOMM, Inc	42.97	25,782.57	54.80	32,880.00	1.0	0.860	516.00	1.6
525	Schlumberger Ltd.	27.81	14,601.37	75.33	39,548.25	1.2	1,000	525.00	1.3
1,800	Select Sector SPDR - Consumer Discret.	38.42	69,162.54	38.74	69,732.00	2.0	0.607	1,091.92	1.6
950	Select Sector SPDR - Consumer Staples	31.80	30,212.85	31.90	30,305.00	0.9	0.856	813.06	2.7
950	Select Sector SPDR - Energy	77.93	74,038.01	70.87	67,326.50	2.0	1,077	1,022.98	1.5
1,825	Select Sector SPDR - Financial	15.28	27,886.00	12.81	23,378.25	0.7	0.201	367.28	1.6

Martin & Company
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Sampson Foundation, Inc.
 November 30, 2011

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
700	Select Sector SPDR - Health Care	35.58	24,905.23	33.88	23,716.00	0.7	0.657	459.68	1.9
1,650	Select Sector SPDR - Industrial	34.41	56,779.16	33.89	55,918.50	1.6	0.688	1,134.47	2.0
1,475	Select Sector SPDR - Materials	37.23	54,920.41	34.52	50,917.00	1.5	0.815	1,202.48	2.4
1,200	Select Sector SPDR - Technology	25.73	30,876.62	25.62	30,744.00	0.9	0.365	438.38	1.4
1,400	Select Sector SPDR - Utilities	32.81	45,935.56	35.21	49,294.00	1.4	1.351	1,890.94	3.8
575	Southern Co	35.36	20,330.91	43.91	25,248.25	0.7	1.890	1,086.75	4.3
775	Sysco Corp.	26.12	20,239.52	28.54	22,118.50	0.6	1.080	837.00	3.8
700	Target Corp.	40.67	28,469.28	52.70	36,890.00	1.1	1.200	840.00	2.3
350	The Boeing Co.	71.87	25,154.40	68.69	24,041.50	0.7	1.680	588.00	2.4
150	The Goldman Sachs Group, Inc	155.60	23,339.49	95.86	14,379.00	0.4	1.400	210.00	1.5
550	The Procter & Gamble Co.	45.79	25,182.98	64.57	35,513.50	1.0	2.100	1,155.00	3.3
400	The Travelers Cos, Inc.	49.73	19,892.96	56.25	22,500.00	0.7	1.640	656.00	2.9
850	The Walt Disney Co.	24.82	21,094.06	35.85	30,472.50	0.9	0.400	340.00	1.1
350	United Technologies Corp	61.45	21,507.58	76.60	26,810.00	0.8	1.920	672.00	2.5
850	Verizon Communications	29.05	24,693.03	37.73	32,070.50	0.9	2.000	1,700.00	5.3
750	Wal-Mart Stores, Inc.	42.05	31,535.17	58.90	44,175.00	1.3	1.460	1,095.00	2.5
550	iShare Dow Jones US Oil & Gas Expl & Prod	67.80	37,289.52	65.57	36,063.50	1.0	0.310	170.58	0.5
575	iShares Dow Jones US Real Estate Index	59.40	34,152.76	55.14	31,705.50	0.9	2.180	1,253.61	4.0

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Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
2,825	iShares Dow Jones US Regional Bank Index	23.35	65,966.73	20.38	57,573.50	1.7	0.355	1,002.12	1.7
			2,082,324.91		2,181,622.25	63.5		51,150.25	2.3
MID CAP ETF									
625	iShares Russell Midcap Index Fund	109.06	68,160.06	99.09	61,931.25	1.8	1.520	949.73	1.5
850	iShares S&P MidCap 400 Index Fund	93.51	79,480.80	88.44	75,174.00	2.2	1.069	908.25	1.2
			147,640.86		137,105.25	4.0		1,857.98	1.4
SMALL CAP ETF									
725	iShares Russell 2000 Index Fund	83.29	60,384.82	73.73	53,454.25	1.6	1.028	745.01	1.4
250	iShares Russell Microcap Index Fund	51.34	12,835.00	44.26	11,065.00	0.3	0.515	128.87	1.2
1,100	iShares S&P SmallCap 600 Index Fund	67.78	74,554.73	67.69	74,459.00	2.2	0.787	865.26	1.2
			147,774.55		138,978.25	4.0		1,739.14	1.3
INTERNATIONAL ETF									
300	SPDR S&P Emerging Markets SmallCap Fund	55.35	16,605.00	41.85	12,555.00	0.4	0.337	100.98	0.8
1,500	Vanguard Emerging Market Fund	45.79	68,681.94	40.82	61,230.00	1.8	0.815	1,222.50	2.0
1,850	iShares MSCI ACWI Index Fund	45.06	83,366.65	38.14	70,559.00	2.1	1.124	2,079.55	2.9

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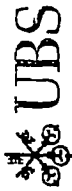
Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
1,600	iShares MSCI EAFE Index Fund	58.82	94,115.70	51.24	81,984.00	2.4	1,679	2,686.70	3.3
625	iShares MSCI EAFE SmallCap Index Fund	41.25	25,783.13	36.58	22,862.50	0.7	1,475	922.15	4.0
			288,552.42		249,190.50	7.3		7,011.88	2.8
U.S. TIPS									
23,764	Treasury Inflation Protected Security 1.625% Due 01-15-15	101.37	24,089.74	108.43	25,766.80	0.8	1,625	386.16	1.5
34,293	Treasury Inflation Protected Security 2.000% Due 01-15-16	108.57	37,230.61	112.23	38,488.21	1.1	2,000	685.85	1.8
	Accrued Interest				402.00	0.0			
			61,320.35		64,657.01	1.9		1,072.01	1.7
AGENCY									
50,000	Federal Home Loan Mortgage Corp 4.250% Due 05-22-13	96.77	48,385.00	105.71	52,856.20	1.5	4,250	2,125.00	4.0
30,000	Federal Home Loan Mortgage Corp 5.000% Due 01-30-14	97.69	29,305.50	109.63	32,890.05	1.0	5,000	1,500.00	4.6
25,000	Federal Home Loan Bank 2.750% Due 12-12-14	103.99	25,998.50	106.08	26,519.08	0.8	2,750	687.50	2.6

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Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
75,000	Federal Farm Credit Bank	109 09	81,817 50	114 00	85,500 83	2 5	4 800	3,600 00	4 2
	4 800% Due 10-19-15				1,278 06	0 0			
	Accrued Interest		185,506 50		199,044 21	5 8		7,912 50	4 0
CORPORATE									
50,000	Key Bank NA	102.31	51,153 00	102.83	51,412 80	1 5	5 700	2,850 00	5 5
45,000	5 700% Due 08-15-12								
	Suntrust Banks	94 51	42,530 40	102.83	46,272 65	1 3	5 250	2,362.50	5 1
	5 250% Due 11-05-12								
25,000	Bank One Corp	97 32	24,328.75	103.52	25,878.78	0 8	5 250	1,312 50	5 1
	5.250% Due 01-30-13								
6,000	AT&T Broadband Corp	122.75	7,364 76	109 28	6,556.71	0 2	8 375	502 50	7 7
	8.375% Due 03-15-13								
25,000	McDonald's Corp	93 83	23,458 50	105 11	26,276 75	0 8	4 125	1,031 25	3 9
	4.125% Due 06-01-13								
25,000	Methlife Inc	108 72	27,180 50	106 64	26,659 45	0 8	5 000	1,250 00	4 7
	5 000% Due 11-24-13								
20,000	Fedex Corp	103 46	20,692 20	112 26	22,452.76	0 7	7 375	1,475 00	6 6
	7.375% Due 01-15-14								
25,000	Goldman Sachs Group Inc	108 21	27,053.25	101 58	25,394.05	0 7	5 150	1,287 50	5 1
	5.150% Due 01-15-14								
25,000	Valero Energy Corp	105 91	26,478 50	106.63	26,656 90	0 8	4 750	1,187.50	4 5
	4.750% Due 04-01-14								
25,000	Merrill Lynch & Co	102 45	25,611 50	94 64	23,659 00	0 7	6 875	1,718 75	7 3
	6 875% Due 04-25-18								

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Sampson Foundation, Inc.
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Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
25,000	BB&T Corporation 6.850% Due 04-30-19	113.92	28,480.75	120.81	30,201.65	0.9	6.850	1,712.50	5.7
25,000	Comcast Corp 5.700% Due 07-01-19	106.21	26,552.50	114.16	28,540.83	0.8	5.700	1,425.00	5.0
	Accrued Interest				4,201.25	0.1			
			330,884.61		344,163.57	10.0		18,115.00	5.3
MUNICIPALS (TAXABLE)									
25,000	New York NY Taxable - Ser F-2	100.43	25,108.25	104.23	26,057.50	0.8	3.170	792.50	3.0
25,000	3.170% Due 12-01-15 University of North Carolina Asheville BABS	101.08	25,271.00	106.09	26,522.75	0.8	4.556	1,139.00	4.3
	4.556% Due 06-01-19 Accrued Interest				960.38	0.0			
			50,379.25		53,540.63	1.6		1,931.50	3.7
TOTAL PORTFOLIO			3,299,563		3,368,303	100.0		90,796.46	2.6



Strategic Wealth Portfolio
November 2011

Account name: THE SAMPSON FOUNDATION

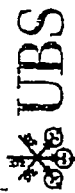
Your Financial Advisor:
SILER/SILER/JOHNSTON
865-522-5183/800-827-2723

Your assets • Other • Mutual funds (continued)

Holding	Number of shares	Purchase price/Average price per share (\$)	Client Investment (\$)	Cost basis (\$)	Price per share on Nov 30 (\$)	Value on Nov 30 (\$)	Unrealized (tax) gain or loss (\$)	Investment Holding return (\$)
PIMCO ALL ASSETS ALL								
AUTH-A								
Symbol: PAJAX								
Trade date: Oct 11, 11	15,625.554	10.160	158,755.63	158,755.63	10.440	163,130.78	4,375.15	4,375.15
EAI: \$10,891 Current yield: 6.68%								
Total			\$377,044.61	\$377,044.61		\$387,232.48	\$10,187.87	\$10,187.87
Total estimated annual income: \$13,966								

Your total assets

	Value on Nov 30 (\$)	Percentage of your account	Cost basis (\$)	Estimated annual income (\$)	Unrealized gain or loss (\$)
Cash	186,320.08	9.19%	186,320.08	2,171.00	6,775.08
Equities					
Common stock	156,663.43		149,888.35		
Closed end funds & Exchange traded products	308,723.92		376,861.35	9,409.00	11,862.57
Mutual funds	184,954.06		179,875.70	5,088.00	5,078.36
Other equity investments	3,892.35		3,378.65		513.70
Total equities	734,233.76	36.21%	710,004.05	16,668.00	24,229.71
Fixed Income					
Closed end funds & Exchange traded products	165,572.18		164,763.31	5,715.00	808.87
Mutual funds	459,404.75		459,484.63	23,587.00	-79.86
Total fixed income	624,976.93	30.83%	624,247.94	29,302.00	729.01
Alternative strategies					
Closed end funds & Exchange traded products	18,788.20		21,106.75		-2,318.55
Mutual funds	75,997.03		79,377.81	1,380.00	-3,380.78
Total alternative strategies	94,785.23	4.67%	100,484.56	1,380.00	-5,699.33
Other	387,232.48	19.10%	377,044.61	13,966.00	10,187.87
Total	\$2,027,548.48	100.00%	\$1,998,101.24	\$61,316.00	\$29,447.26



Strategic Wealth Portfolio
November 2011

Your assets

Some prices, income and current values shown may be approximate. As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information.

Cash

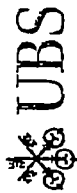
Cash and money balances

Holding	Opening balance on Nov 1 (\$)	Closing balance on Nov 30 (\$)	Price per share on Nov 30 (\$)	Average rate	Dividend/Interest period	Days in period
Cash	13,932.93	0.40				
RMA MONEY MKT. PORTFOLIO	20,027.28	186,319.68	1.00	0.01%	Oct 25 to Nov 22	29
Total	\$33,960.21	\$186,320.08				

Equities

Common stock

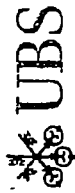
Holding	Trade date	Number of shares	Purchase price/Average price per share (\$)	Cost basis (\$)	Price per share on Nov 30 (\$)	Value on Nov 30 (\$)	Unrealized gain or loss (\$)	Holding period
ALBEMARLE CORP Symbol: ALB Exchange: NYSE EAI: \$28 Current yield: 1.28%	Oct 11, 11	40,000	46.050	1,842.00	54.530	2,181.20	339.20	ST
ALEXION PHARMACEUTICALS INC Symbol: ALXN Exchange: OTC	Oct 11, 11	35,000	68.653	2,402.86	68.660	2,403.10	0.24	ST
Security total	Oct 12, 11	3,000	68.223	198.67	68.660	205.98	7.31	ST
Security total	Oct 11, 11	38,000	68.461	2,601.53		2,609.08	7.55	
ALLEGHENY TECHNOLOGY INC Symbol: ATI Exchange: NYSE EAI: \$35 Current yield: 1.42%	Oct 11, 11	49,000	39.092	1,915.52	50.220	2,460.78	545.26	ST
APPLE INC Symbol: AAPL Exchange: OTC	Oct 11, 11	9,000	399.040	3,591.36	382.200	3,439.80	-151.56	ST
BEAM INC COM Symbol: BEAM Exchange: NYSE EAI: \$46 Current yield: 1.46%	Oct 11, 11	60,000	47.030	2,821.80	52.520	3,151.20	329.40	ST
BIOGEN IDEC INC Symbol: BIIB Exchange: OTC	Oct 11, 11	30,000	99.980	2,999.40	114.950	3,448.50	449.10	ST



Your assets, Equities, Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/Average price per share (\$)	Cost basis (\$)	Price per share on Nov 30 (\$)	Value on Nov 30 (\$)	Unrealized gain or loss (\$)	Holding period
BRISTOL MYERS SQUIBB CO Symbol: BMY Exchange: NYSE EAI: \$106 Current yield: 4.05%	Oct 11, 11	80,000	32.897	2,631.76	32.720	2,617.60	-14.16	ST
CAPITAL ONE FINCLCORP Symbol: COF Exchange: NYSE EAI: \$8 Current yield: 0.44%	Nov 2, 11 Nov 4, 11	20,000 21,000	45.109 45.917	902.18 964.27	44.660 44.660	893.20 937.86	-8.98 -26.41	ST ST
Security total		41,000	45.523	1,866.45		1,831.06	-35.39	
CHUBB CORP Symbol: CB Exchange: NYSE EAI: \$84 Current yield: 2.31%	Oct 21, 11 Oct 25, 11	13,000 15,000	68.334 67.896	888.35 1,018.45	67.440 67.440	876.72 1,011.60	-11.63 -6.85	ST ST
Security total	Oct 27, 11	26,000	69.316	1,802.22	67.440	1,753.44	-48.78	ST
CLEAN HARBORS INC Symbol: CLH Exchange: NYSE	Oct 11, 11	54,000	68.686	3,709.02		3,641.76	-67.26	ST
CROWN HOLDINGS INC Symbol: CCK Exchange: NYSE	Oct 11, 11	60,000	52.170	3,130.20	59.970	3,598.20	468.00	ST
DISCOVER FINANCIAL SERVICES Symbol: DFS Exchange: NYSE EAI: \$60 Current yield: 1.02%	Oct 11, 11 Oct 27, 11	230,000 18,000	24.787 24.419	5,701.10 439.55	23.820 23.820	5,478.60 428.76	-222.50 -10.79	ST ST
Security total		248,000	24.761	6,140.65		5,907.36	-233.29	
DOW CHEMICAL Symbol: DOW Exchange: NYSE EAI: \$20 Current yield: 3.61%	Oct 11, 11	20,000	26.540	530.80	27.710	554.20	23.40	ST
EBAY INC Symbol: EBAY Exchange: OTC	Oct 11, 11	170,000	32.919	5,596.26	29.590	5,030.30	-565.96	ST
GLOBAL PAYMENTS INC Symbol: GPN Exchange: NYSE EAI: \$2 Current yield: 0.23%	Oct 11, 11	20,000	43.565	871.30	44.230	884.60	13.30	ST
HANSEN NAT CORP Symbol: HANS Exchange: OTC	Oct 11, 11 Oct 14, 11	25,000 1,000	89.330 95.380	2,233.25 95.38	92.200 92.200	2,305.00 92.20	71.75 -3.18	ST ST

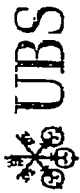
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Strategic Wealth Portfolio
November 2011

Your assets, Equities, Common stock (continued)

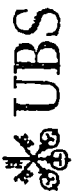
Holding	Trade date	Number of shares	Purchase price/Average price per share (\$)	Cost basis (\$)	Price per share on Nov 30 (\$)	Value on Nov 30 (\$)	Unrealized gain or loss (\$)	Holding period
Security total		26,000	89.563	2,328.63		2,397.20	68.57	
HASBRO INC								
Symbol: HAS Exchange: OTC								
EAI: \$101 Current yield: 3.36%	Oct 11, 11	84,000	34.747	2,918.82	35.810	3,008.04	89.22	ST
HERTZ GLOBAL HOLDINGS INC								
Symbol: HTZ Exchange: NYSE								
	Oct 11, 11	130,000	10.306	1,339.82	11.310	1,470.30	130.48	ST
	Oct 12, 11	82,000	10.710	878.24	11.310	927.42	49.18	ST
	Oct 14, 11	41,000	10.860	445.26	11.310	463.71	18.45	ST
	Oct 27, 11	30,000	11.549	346.47	11.310	339.30	-7.17	ST
Security total		283,000	10.635	3,009.79		3,200.73	190.94	
INTL PAPER CO								
Symbol: IP Exchange: NYSE								
EAI: \$137 Current yield: 3.71%	Oct 11, 11	130,000	25.257	3,283.46	28.400	3,692.00	408.54	ST
ITC HOLDINGS CORP								
Symbol: ITC Exchange: NYSE								
EAI: \$71 Current yield: 1.92%	Oct 11, 11	50,000	73.300	3,665.00	73.920	3,696.00	31.00	ST
KEYCORP NEW								
Symbol: KEY Exchange: NYSE								
EAI: \$55 Current yield: 1.65%	Oct 11, 11	141,000	6.400	902.40	7.290	1,027.89	125.49	ST
	Oct 12, 11	55,000	6.869	377.80	7.290	400.95	23.15	ST
	Oct 25, 11	149,000	7.112	1,059.69	7.290	1,086.21	26.52	ST
	Oct 27, 11	111,000	7.430	824.73	7.290	809.19	-15.54	ST
Security total		456,000	6.940	3,164.62		3,324.24	159.62	
KIRBY CORPORATION								
Symbol: KEX Exchange: NYSE								
	Oct 11, 11	45,000	55.410	2,493.45	64.280	2,892.60	399.15	ST
	Oct 12, 11	5,000	56.800	284.00	64.280	321.40	37.40	ST
Security total		50,000	55.549	2,777.45		3,214.00	436.55	
LORILLARD INC								
Symbol: LO Exchange: NYSE								
EAI: \$161 Current yield: 4.65%	Oct 11, 11	31,000	118.340	3,668.54	111.620	3,460.22	-208.32	ST
MARSH & MCLENNAN COS INC								
Symbol: MMC Exchange: NYSE								
EAI: \$150 Current yield: 2.92%	Oct 11, 11	170,000	27.249	4,632.36	30.190	5,132.30	499.94	ST



Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Nov 30 (\$)	Value on Nov 30 (\$)	Unrealized gain or loss (\$)	Holding period
MCDONALDS CORP								
Symbol: MCD Exchange: NYSE								
EAI: \$112 Current yield: 2.93%	Oct 11, 11	30,000	89.587	2,687.61	95.520	2,865.60	177.99	ST
	Nov 23, 11	10,000	92.008	920.08	95.520	955.20	35.12	ST
Security total		40,000	90.192	3,607.69		3,820.80	213.11	
MICROCHIP TECHNOLOGY INC								
Symbol: MCHP Exchange: OTC								
EAI: \$125 Current yield: 3.98%	Oct 11, 11	90,000	34.190	3,077.10	34.910	3,141.90	64.80	ST
NATL FUEL GAS CO								
Symbol: NFG Exchange: NYSE								
EAI: \$121 Current yield: 2.46%	Oct 11, 11	85,000	52.990	4,504.15	57.950	4,925.75	421.60	ST
NIKE INC CL B								
Symbol: NKE Exchange: NYSE								
EAI: \$29 Current yield: 1.51%	Oct 11, 11	20,000	89.850	1,797.00	96.180	1,923.60	126.60	ST
NORDSTROM INC								
Symbol: JWN Exchange: NYSE								
EAI: \$64 Current yield: 2.02%	Oct 11, 11	55,000	48.940	2,691.70	45.280	2,490.40	-201.30	ST
	Nov 14, 11	15,000	49.302	739.54	45.280	679.20	-60.34	ST
Security total		70,000	49.018	3,431.24		3,169.60	-261.64	
NUANCE COMMUNICATIONS INC								
Symbol: NUAN Exchange: OTC								
	Oct 11, 11	130,000	21.926	2,850.42	24.580	3,195.40	344.98	ST
OMNICARE INC								
Symbol: OCR Exchange: NYSE								
EAI: \$9 Current yield: 0.51%	Oct 11, 11	34,000	26.443	899.08	32.610	1,108.74	209.66	ST
	Oct 11, 11	20,000	26.380	527.60	32.610	652.20	124.60	ST
Security total		54,000	26.420	1,426.68		1,760.94	334.26	
ONEOK INC NEW								
Symbol: OKE Exchange: NYSE								
EAI: \$67 Current yield: 2.69%	Oct 11, 11	30,000	70.440	2,113.20	83.160	2,494.80	381.60	ST
ORACLE CORP								
Symbol: ORCL Exchange: OTC								
EAI: \$23 Current yield: 0.77%	Oct 11, 11	95,000	30.946	2,939.92	31.350	2,978.25	38.33	ST
OWENS CORNING NEW								
Symbol: OC Exchange: NYSE								
	Nov 4, 11	47,000	28.262	1,328.35	28.700	1,348.90	20.55	ST

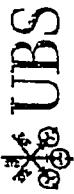
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Strategic Wealth Portfolio
November 2011

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/Average price per share (\$)	Cost basis (\$)	Price per share on Nov 30 (\$)	Value on Nov 30 (\$)	Unrealized gain or loss (\$)	Holding period
Security total	Nov 7, 11	20,000	29,249	584.98	28,700	574.00	-10.98	ST
PERRIGO COMPANY								
Symbol: PRGO Exchange: OTC								
EAI: \$11 Current yield: 0.32%								
PVH CORP COM	Oct 11, 11	35,000	98,520	3,448.20	97,900	3,426.50	-21.70	ST
Symbol: PVH Exchange: NYSE								
EAI: \$8 Current yield: 0.21%								
Security total	Oct 11, 11	50,000	63,680	3,184.00	67,890	3,394.50	210.50	ST
	Nov 4, 11	6,000	72,808	436.85	67,890	407.34	-29.51	ST
Security total		56,000	64,658	3,620.85	3,801.84	3,801.84	180.99	
QUESTAR CORP								
Symbol: STR Exchange: NYSE								
EAI: \$81 Current yield: 3.36%								
RED HAT INC	Oct 11, 11	125,000	19,106	2,388.29	19,300	2,412.50	24.21	ST
Symbol: RHT Exchange: NYSE								
Security total	Oct 11, 11	50,000	44,980	2,249.00	50,080	2,504.00	255.00	ST
	Oct 12, 11	10,000	45,919	459.19	50,080	500.80	41.61	ST
Security total		60,000	45,137	2,708.19	3,004.80	3,004.80	296.61	
ROBERT HALF INTL INC								
Symbol: RHI Exchange: NYSE								
EAI: \$112 Current yield: 2.11%								
ROPER INDS INC NEW	Oct 11, 11	200,000	23,587	4,717.40	26,490	5,298.00	580.60	ST
Symbol: ROP Exchange: NYSE								
EAI: \$11 Current yield: 0.52%								
SALESFORCE.COM INC	Oct 11, 11	25,000	76,250	1,906.25	85,190	2,129.75	223.50	ST
Symbol: CRM Exchange: NYSE								
SLM CORP VTG	Oct 11, 11	12,000	128,530	1,542.36	118,420	1,421.04	-121.32	ST
Symbol: SLM Exchange: NYSE								
EAI: \$118 Current yield: 3.11%								
SM ENERGY CO	Oct 11, 11	295,000	13,459	3,970.47	12,880	3,799.60	-170.87	ST
Symbol: SM Exchange: NYSE								
EAI: \$2 Current yield: 0.14%								
Security total	Oct 26, 11	11,000	79,650	876.15	79,490	874.39	-1.76	ST
	Oct 27, 11	7,000	87,878	615.15	79,490	556.43	-58.72	ST
Security total		18,000	82,850	1,491.30	1,470.82	1,470.82	-10.48	



Your assets, Equities, Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/Average price per share (\$)	Cost basis (\$)	Price per share on Nov 30 (\$)	Value on Nov 30 (\$)	Unrealized gain or loss (\$)	Holding period
SMUCKER J M CO NEW Symbol: SJM Exchange: NYSE EAI: \$58 Current yield: 2.54%	Oct 11, 11	30,000	74.140	2,224.20	75.980	2,279.40	55.20	ST
TIFFANY & CO NEW Symbol: TIF Exchange: NYSE EAI: \$52 Current yield: 1.72%	Oct 11, 11	45,000	69.110	3,109.95	67.040	3,016.80	-93.15	ST
TRANSDIGM GROUP INC Symbol: TDG Exchange: NYSE	Oct 11, 11	55,000	85.090	4,679.95	96.420	5,303.10	623.15	ST
TW TELECOM INC CL A Symbol: TWTC Exchange: OTC	Oct 11, 11	170,000	16.647	2,830.13	18.790	3,194.30	364.17	ST
TYCO INTL LTD CHF Symbol: TYC Exchange: NYSE EAI: \$75 Current yield: 2.09%	Oct 11, 11	75,000	43.710	3,278.25	47.960	3,597.00	318.75	ST
ULTA SALON COSMETICS & FRAGRANCE INC Symbol: ULTA Exchange: OTC	Oct 11, 11	40,000	67.560	2,702.40	69.630	2,785.20	82.80	ST
VERIFONE SYSTEMS INC Symbol: PAY Exchange: NYSE	Oct 11, 11	60,000	38.180	2,290.80	43.850	2,631.00	340.20	ST
WEIGHT WATCHERS INTL INC NEW Symbol: WTW Exchange: NYSE EAI: \$29 Current yield: 1.20%	Oct 11, 11 Nov 9, 11 Nov 10, 11 Nov 14, 11 Nov 14, 11	15,000 8,000 5,000 10,000 3,000	63.480 67.317 67.180 68.140 68.466	952.20 538.54 335.90 681.40 205.40	58.770 58.770 58.770 58.770 58.770	881.55 470.16 293.85 587.70 176.31	-70.65 -68.38 -42.05 -93.70 -29.09	ST ST ST ST ST
Security total		41,000	66.181	2,713.44		2,409.57	-303.87	
Total				\$149,888.35		\$156,663.43	\$6,775.08	
Total estimated annual income:								\$2,171

Closed end funds & Exchange traded products

Holding	Number of shares	Purchase price/Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Nov 30 (\$)	Value on Nov 30 (\$)	Unrealized (tax) gain or loss (\$)	Investment return (\$)	Holding period
VANGUARD TOTAL STOCK MKT ETF									

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Strategic Wealth Portfolio
November 2011

Your assets • Equities • Closed end funds & Exchange traded products (continued)

Holding	Number of shares	Purchase price/Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Nov 30 (\$)	Value on Nov 30 (\$)	Unrealized (tax) gain or loss (\$)	Investment return (\$)	Holding period																																																																																																																																												
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<p>Mutual funds</p> <p><i>Total/reinvested</i> is the total of all reinvested dividends. It does not include any cash dividends. It is not a tax for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot.</p> <p><i>Cost basis</i> is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes.</p> <p><i>Investment return</i> is the current value minus the amount you invested. It does not include any cash dividends that were not reinvested.</p>																																																																																																																																																					
<table border="1"> <thead> <tr> <th>Holding</th> <th>Number of shares</th> <th>Purchase price/Average price per share (\$)</th> <th>Client investment (\$)</th> <th>Cost basis (\$)</th> <th>Price per share on Nov 30 (\$)</th> <th>Value on Nov 30 (\$)</th> <th>Unrealized (tax) gain or loss (\$)</th> <th>Investment return (\$)</th> <th>Holding period</th> </tr> </thead> <tbody> <tr> <td colspan="10">BRANDES INSTITUTIONAL</td> </tr> <tr> <td colspan="10">EMERGING MARKET'S FUND S</td> </tr> <tr> <td colspan="10">Symbol: BEMSX</td> </tr> <tr> <td colspan="10">Trade date: Oct 11, 11</td> </tr> <tr> <td colspan="10">EAI: \$6,048 Current yield: 2.74%</td> </tr> <tr> <td colspan="10">Security total</td> </tr> <tr> <td colspan="10">VANGUARD DIVID APPRECIATION</td> </tr> <tr> <td colspan="10">ETF</td> </tr> <tr> <td colspan="10">Symbol: VIG Exchange: NYSE</td> </tr> <tr> <td colspan="10">Trade date: Oct 11, 11</td> </tr> <tr> <td colspan="10">EAI: \$1,776 Current yield: 2.10%</td> </tr> <tr> <td colspan="10">Total</td> </tr> <tr> <td colspan="10">Total estimated annual income: \$9,409</td> </tr> </tbody> </table>										Holding	Number of shares	Purchase price/Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Nov 30 (\$)	Value on Nov 30 (\$)	Unrealized (tax) gain or loss (\$)	Investment return (\$)	Holding period	BRANDES INSTITUTIONAL										EMERGING MARKET'S FUND S										Symbol: BEMSX										Trade date: Oct 11, 11										EAI: \$6,048 Current yield: 2.74%										Security total										VANGUARD DIVID APPRECIATION										ETF										Symbol: VIG Exchange: NYSE										Trade date: Oct 11, 11										EAI: \$1,776 Current yield: 2.10%										Total										Total estimated annual income: \$9,409									
Holding	Number of shares	Purchase price/Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Nov 30 (\$)	Value on Nov 30 (\$)	Unrealized (tax) gain or loss (\$)	Investment return (\$)	Holding period																																																																																																																																												
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ETF																																																																																																																																																					
Symbol: VIG Exchange: NYSE																																																																																																																																																					
Trade date: Oct 11, 11																																																																																																																																																					
EAI: \$1,776 Current yield: 2.10%																																																																																																																																																					
Total																																																																																																																																																					
Total estimated annual income: \$9,409																																																																																																																																																					

Mutual funds

Total/reinvested is the total of all reinvested dividends. It does not include any cash dividends. It is not a tax for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot.

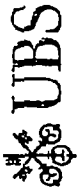
Cost basis is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes.

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date. The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes.

Investment return is the current value minus the amount you invested. It does not include any cash dividends that were not reinvested.

Holding	Number of shares	Purchase price/Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Nov 30 (\$)	Value on Nov 30 (\$)	Unrealized (tax) gain or loss (\$)	Investment return (\$)	Holding period
BRANDES INSTITUTIONAL									
EMERGING MARKET'S FUND S									
Symbol: BEMSX									
Trade date: Oct 11, 11									
EAI: \$6,048 Current yield: 2.74%									
Security total									
VANGUARD DIVID APPRECIATION									
ETF									
Symbol: VIG Exchange: NYSE									
Trade date: Oct 11, 11									
EAI: \$1,776 Current yield: 2.10%									
Total									
Total estimated annual income: \$9,409									

CENTER COAST MLP FOCUS
FUND CLASS A



Your assets › Equities › Mutual funds (continued)

Holding	Symbol	Number of shares	Purchase price/Average price per share (\$)	Client Investment (\$)	Cost basis (\$)	Price per share on Nov 30 (\$)	Value on Nov 30 (\$)	Unrealized (tax) gain or loss (\$)	Investment return (\$)	Holding period
	Trade date: Oct 11, 11	8,083.280	9.820	79,377.81	79,377.81	10.110	81,721.96	2,344.15		ST
	Total reinvested	126.181	10.109		1,275.64	10.110	1,275.69	0.05		
	EAI: \$5,024 Current yield: 6.05%									
	Security total	8,209.461	9.824	79,377.81	80,653.45		82,997.65	2,344.20	3,619.84	
OPPENHEIMER DEVELOPING										
MARKETS FUND CL A										
	Symbol: ODMAX									
	Trade date: Oct 11, 11	1,309.865	30.300	39,688.90	39,688.90	31.000	40,605.81	916.91	916.91	ST
	EAI: \$64 Current yield: 0.16%									
	Total			\$178,600.06	\$179,875.70		\$184,954.06	\$5,078.36	\$6,354.00	
	Total estimated annual income: \$5,088									

Other equity investments

Cost basis and gains and losses have not been adjusted automatically for return of capital payments. Restricted security values are estimated for informational purposes. See *Important information about your statement* at the end of this document for additional information.

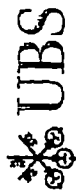
Holding	Symbol	Trade date	Number of shares	Purchase price/Average price per share (\$)	Cost basis (\$)	Price per share on Nov 30 (\$)	Value on Nov 30 (\$)	Unrealized gain or loss (\$)	Investment return (\$)	Holding period
	KINDER MORGAN MGMT LLC	Oct 11, 11	55,000	61.430	3,378.65	70.770	3,892.35	513.70	513.70	ST
	Exchange: NYSE									

Fixed income

Closed end funds & Exchange traded products

Holding	Symbol	Trade date	Number of shares	Purchase price/Average price per share (\$)	Client Investment (\$)	Cost basis (\$)	Price per share on Nov 30 (\$)	Value on Nov 30 (\$)	Unrealized (tax) gain or loss (\$)	Investment return (\$)	Holding period
	ISHARES BARCLAYS TIPS BOND FUND		53,000	117.970	6,252.46	6,252.46	116.740	6,187.22	-65.24	-65.24	ST
	Exchange: NYSE										
	Trade date: Nov 8, 11										
	EAI: \$264 Current yield: 4.27%										
	SPDR BARCLAYS CAP INTER TERM										

continued next page



Strategic Wealth Portfolio
November 2011

Your assets • Fixed income • Closed end funds & Exchange traded products (continued)

Holding	Number of shares	Purchase price/Average price per share (\$)	Client Investment (\$)	Cost basis (\$)	Price per share on Nov 30 (\$)	Value on Nov 30 (\$)	Unrealized (tax) gain or loss (\$)	Investment return (\$)	Holding period
CORP BOND ETF									
Symbol: ITR Exchange: NYSE									
Trade date: Oct 11, 11	4,824,000	32.858	158,510.85	158,510.85	33.040	159,384.96	874.11	874.11	ST
EAI: 5.451 Current yield: 3.42%									
Total			\$164,763.31	\$164,763.31		\$165,572.18	\$808.87	\$808.87	
Total estimated annual income: \$5,715									

Mutual funds

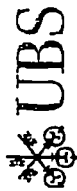
Total reinvested is the total of all reinvested dividends. It does not include any cash dividends. It is not a tax lot for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot.

Cost basis is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes.

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date. The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes.

Investment return is the current value minus the amount you invested. It does not include any cash dividends that were not reinvested.

Holding	Number of shares	Purchase price/Average price per share (\$)	Client Investment (\$)	Cost basis (\$)	Price per share on Nov 30 (\$)	Value on Nov 30 (\$)	Unrealized (tax) gain or loss (\$)	Investment return (\$)	Holding period
FRANKLIN/TEMPLETON									
GLOBAL BOND FUND CLASS A									
Symbol: TFINX									
Trade date: Oct 11, 11	12,306,637	12.900	158,755.62	158,755.62	12.730	156,663.48	-2,092.14		ST
Total reinvested	95,476	12.914		1,233.03	12.730	1,215.41	-17.62		
EAI: 5.741 Current yield: 4.71%									
Security total	12,402,113	12.900	158,755.62	159,988.65		157,878.89	-2,109.76	-876.73	
LOOMIS SAYLES									
STRATEGIC INCOME FUND CLASS A									
Symbol: NEFZX									
Trade date: Oct 11, 11	9,646,609	14.400	138,911.17	138,911.17	14.410	139,007.64	96.47		ST
Total reinvested	98,185	14.468		1,420.55	14.410	1,414.85	-5.70		
EAI: 5.825 Current yield: 5.86%									
Security total	9,744,794	14.401	138,911.17	140,331.72		140,422.48	90.77	1,511.32	
LORD ABBETT SHORT									



Your assets • Fixed income • Mutual funds (continued)

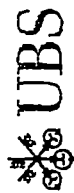
Holding	Number of shares	Purchase price/Average price per share (\$)	Client Investment (\$)	Cost basis (\$)	Price per share on Nov 30 (\$)	Value on Nov 30 (\$)	Unrealized (tax) gain or loss (\$)	Investment return (\$)	Holding period
DURATION INCOME FUND									
CLASS A									
Symbol: LALDX									
Trade date: Oct 11, 11	22,098.499	4.490	99,222.26	99,222.26	4.530	100,106.20	883.94		ST
Total reinvested	53.092	4.550		241.57	4.530	240.51	-1.06		
EAI: \$4,452 Current yield: 4.44%									
Security total	22,151.591	4.490	99,222.26	99,463.83		100,346.70	882.88	1,124.45	
OPPENHEIMER SENIOR									
FLOATING RATE FUND									
CLASS A									
Symbol: OOSAX									
Trade date: Oct 11, 11	7,554.994	7.880	59,533.35	59,533.35	8.020	60,591.04	1,057.69		ST
Total reinvested	20.653	8.089		167.08	8.020	165.64	-1.44		
EAI: \$3,469 Current yield: 5.71%									
Security total	7,575.647	7.881	59,533.35	59,700.43		60,756.68	1,056.25	1,223.33	
Total			\$456,422.40	\$459,484.63		\$459,404.75	-\$79.86	\$2,982.35	
Total estimated annual income: \$23,587									

Alternative strategies

Closed end funds & Exchange traded products

Holding	Number of shares	Purchase price/Average price per share (\$)	Client Investment (\$)	Cost basis (\$)	Price per share on Nov 30 (\$)	Value on Nov 30 (\$)	Unrealized (tax) gain or loss (\$)	Investment return (\$)	Holding period
PROSHARES TRUST ETF									
Symbol: TWM Exchange: NYSE									
Trade date: Oct 11, 11	36,000	50.000	1,800.00	1,800.00	39.860	1,434.96	-365.04		ST
Trade date: Oct 20, 11	6,000	48.200	289.20	289.20	39.860	239.16	-50.04		ST
Trade date: Nov 10, 11	12,000	42.809	513.71	513.71	39.860	478.32	-35.39		ST
Trade date: Nov 15, 11	21,000	40.284	845.98	845.98	39.860	837.06	-8.92		ST
Trade date: Nov 15, 11	14,000	40.284	685.62	685.62	39.860	558.04	-127.58		ST

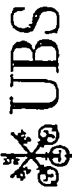
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Strategic Wealth Portfolio
November 2011

Your assets, Alternative strategies, Closed end funds & Exchange traded products (continued)

Holding	Trade date	Number of shares	Purchase price/Average price per share (\$)	Client Investment (\$)	Cost basis (\$)	Price per share on Nov 30 (\$)	Value on Nov 30 (\$)	Unrealized (tax) gain or loss (\$)	Investment return (\$)	Holding period
		18,000	39.917	878.70	878.70 ²	39.860	717.48	-161.22		ST
	Nov 16, 11									
	Nov 18, 11	15,000	42.938	779.14	779.14 ²	39.860	597.90	-181.24		ST
	Nov 21, 11	15,000	45.444	861.32	861.32 ²	39.860	597.90	-263.42		ST
Security total		137,000	48.567	6,653.67	6,653.67		5,460.82	-1,192.85	-1,192.85	
PROSHARES TRUST PROSHARES										
ULTRASHORT S&P 500										
Symbol: SDS Exchange: NYSE										
	Oct 11, 11	42,000	22.587	948.67	948.67	19.920	836.64	-112.03		ST
	Oct 20, 11	32,000	21.796	697.50	697.50	19.920	637.44	-60.06		ST
	Nov 10, 11	38,000	20.608	783.14	783.14	19.920	756.96	-26.18		ST
	Nov 10, 11	33,000	20.316	670.45	670.45	19.920	657.36	-13.09		ST
	Nov 15, 11	35,000	19.737	775.79	775.79 ²	19.920	697.20	-78.59		ST
	Nov 15, 11	10,000	19.737	197.37	197.37	19.920	199.20	1.83		ST
	Nov 16, 11	43,000	19.823	1,022.85	1,022.85 ²	19.920	856.56	-166.29		ST
	Nov 18, 11	30,000	21.148	735.43	735.43 ²	19.920	597.60	-137.83		ST
	Nov 21, 11	40,000	22.227	949.73	949.73 ²	19.920	796.80	-152.93		ST
Security total		303,000	22.379	6,780.93	6,780.93		6,035.76	-745.17	-745.17	
PROSHARES TRUST ETF										
Symbol: QID Exchange: NYSE										
	Oct 11, 11	39,000	46.300	1,829.10	1,829.10	45.010	1,755.39	-73.71		ST
	Oct 20, 11	6,000	46.028	276.17	276.17	45.010	270.06	-6.11		ST
	Nov 10, 11	17,000	45.378	771.44	771.44	45.010	765.17	-6.27		ST
	Nov 10, 11	8,000	44.728	357.83	357.83	45.010	360.08	2.25		ST
	Nov 10, 11	8,000	44.728	391.91	391.91 ²	45.010	360.08	-31.83		ST
	Nov 15, 11	25,000	42.867	1,114.20	1,114.20 ²	45.010	1,125.25	11.05		ST
	Nov 16, 11	17,000	43.108	769.97	769.97 ²	45.010	765.17	-4.80		ST
	Nov 18, 11	10,000	46.749	507.32	507.32 ²	45.010	450.10	-57.22		ST
	Nov 21, 11	20,000	49.598	1,047.50	1,047.50 ²	45.010	900.20	-147.30		ST
	Nov 23, 11	12,000	50.559	606.71	606.71	45.010	540.12	-66.59		ST
Security total		162,000	47.359	7,672.15	7,672.15		7,291.62	-380.53	-380.53	



Your assets • Alternative strategies • Closed end funds & Exchange traded products (continued)

Holding	Number of shares	Purchase price/Average price per share (\$)	Client Investment (\$)	Cost basis (\$)	Price per share on Nov 30 (\$)	Value on Nov 30 (\$)	Unrealized (tax) gain or loss (\$)	Investment return (\$)	Holding period
Total			\$21,106.75	\$21,106.75		\$18,788.20	-\$2,318.55	-\$2,318.55	

* Value has been adjusted to include the amount of the disallowed loss as a result of a Wash Sale transaction.

Mutual funds

Total reinvested is the total of all reinvested dividends. It does not include any cash dividends. It is not a tax lot for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot.

Cost basis is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes.

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date. The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes.

Investment return is the current value minus the amount you invested. It does not include any cash dividends that were not reinvested.

Holding	Number of shares	Purchase price/Average price per share (\$)	Client Investment (\$)	Cost basis (\$)	Price per share on Nov 30 (\$)	Value on Nov 30 (\$)	Unrealized (tax) gain or loss (\$)	Investment return (\$)	Holding period
SUNAMERICA ALTERNATIVE STRATEGIES FUND CLASS A									
Symbol: SUNAX									
Trade date: Oct 11, 11	7,043.284	11.270	79,377.81	79,377.81	10.790	75,997.03	-3,380.78	-3,380.78	ST
EAI: \$1,380 Current yield: 1.82%									

Other

Mutual funds

Total reinvested is the total of all reinvested dividends. It does not include any cash dividends. It is not a tax lot for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot.

Cost basis is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes.

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date. The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes.

Investment return is the current value minus the amount you invested. It does not include any cash dividends that were not reinvested.

Holding	Number of shares	Purchase price/Average price per share (\$)	Client Investment (\$)	Cost basis (\$)	Price per share on Nov 30 (\$)	Value on Nov 30 (\$)	Unrealized (tax) gain or loss (\$)	Investment return (\$)	Holding period
FIRST EAGLE GLOBAL FUND CLASS A									
Symbol: SGENX									
Trade date: Oct 11, 11	4,803.895	45.440	218,288.98	218,288.98	46.650	224,101.70	5,812.72	5,812.72	ST
EAI: \$3,075 Current yield: 1.37%									

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

SOURCE	AMOUNT
MERRILL LYNCH	13.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	13.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH	93,261.	0.	93,261.
TOTAL TO FM 990-PF, PART I, LN 4	93,261.	0.	93,261.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	629.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	629.	0.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	500.	0.		500.
TO FM 990-PF, PG 1, LN 16A	500.	0.		500.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES - PUGH & COMPANY	2,950.	0.		2,950.	
TO FORM 990-PF, PG 1, LN 16B	2,950.	0.		2,950.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES - MARTIN & COMPANY	21,305.	21,305.		0.	
TO FORM 990-PF, PG 1, LN 16C	21,305.	21,305.		0.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	226.	226.		0.	
TO FORM 990-PF, PG 1, LN 18	226.	226.		0.	

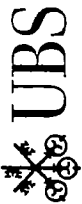
FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ACCOUNT FEES	11,169.	11,169.		0.	
BANK SERVICE FEES	150.	150.		0.	
TAXES & LICENSES	20.	20.		0.	
TO FORM 990-PF, PG 1, LN 23	11,339.	11,339.		0.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
AGENCY BONDS PER ATTACHED SCHEDULE	X		185,507.	197,766.
GOVERNMENT BONDS PER ATTACHED SCHEDULE	X		61,320.	64,255.
MUNICIPAL BONDS PER SCH		X	50,379.	52,580.
UBS COMMON STOCK & FUNDS	X		810,488.	829,019.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,057,315.	1,091,040.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			50,379.	52,580.
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,107,694.	1,143,620.

FORM 990-PF	CORPORATE STOCK		STATEMENT	10
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK PER ATTACHED SCHEDULE			2,666,293.	2,706,896.
UBS MUTUAL FUNDS			377,045.	387,232.
TOTAL TO FORM 990-PF, PART II, LINE 10B			3,043,338.	3,094,128.

FORM 990-PF	CORPORATE BONDS		STATEMENT	11
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS PER ATTACHED SCHEDULE			330,885.	339,962.
UBS BONDS			624,248.	624,977.
TOTAL TO FORM 990-PF, PART II, LINE 10C			955,133.	964,939.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED DIVIDENDS INCOME	5,146.	5,179.	12,021.
TO FORM 990-PF, PART II, LINE 15	5,146.	5,179.	12,021.



Friendly account name: Foundation
Account number: KA 24008 TT

Realized gains and losses

The estimated realized gains and losses shown below are not for tax purposes. Please note that gain or loss recognized on the sale or redemption of certain Structured Products, like Contingent Debt Securities, may be ordinary, and not capital, gain or loss. Please check with your tax advisor. To calculate gains and losses, we liquidate the oldest security lot first. This is known as the first-in, first-out or FIFO accounting method. We use this method unless you specified which tax lot to close when you placed your order. This is known as a versus purchases or VSP order. See *Important information about your statement* at the end of this document for more information. We may not adjust gains and losses for all capital changes. We automatically adjust cost basis for tax-exempt and AMT coupon municipal securities for estimated amortization of bond premiums and for accreted OID for securities issued at a discount. If you requested that UBS adjust cost basis for the bond premium amortization on taxable debt securities then cost basis reflected for these securities has been adjusted. Estimates in the *Unclassified* section can not be classified as short term or long term because information is missing, or the product is one in which the gain/loss calculation is not provided.

information. We may not adjust gains and losses for all capital changes. We automatically adjust cost basis for tax-exempt and AMT coupon municipal securities for estimated amortization of bond premiums and for accreted OID for securities issued at a discount. If you requested that UBS adjust cost basis for the bond premium amortization on taxable debt securities then cost basis reflected for these securities has been adjusted. Estimates in the *Unclassified* section can not be classified as short term or long term because information is missing, or the product is one in which the gain/loss calculation is not provided.

Short-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
ALLEGHENY TECHNOLOGY INC	FIFO	10 000	Oct 11, 11	Nov 18, 11	469 52	390 92			78 60
	FIFO	10 000	Oct 11, 11	Nov 23, 11	429 19	390 92			38 27
CONSUMERS STAPLES SECTOR SPDR TRUST SHS	FIFO	294 000	Oct 18, 11	Nov 21, 11	8,972 71	9,058 58		-85 87	
	FIFO	281 000	Oct 21, 11	Nov 21, 11	8,575 95	8,821 85		-245 90	
	FIFO	5 000	Oct 24, 11	Nov 21, 11	152 60	156 42		-3 82	
DISCOVERY COMMUNICATIONS INC CL A	FIFO	10 000	Oct 11, 11	Nov 14, 11	431 10	398 07			33 03
DOW CHEMICAL	FIFO	35 000	Oct 11, 11	Nov 18, 11	910 42	928 90		-18 48	
EBAY INC	FIFO	5 000	Oct 11, 11	Nov 18, 11	150 66	164 60		-13 94	
ENERGY SECTOR SPDR TRUST SHARES	FIFO	134 000	Oct 19, 11	Nov 01, 11	8,993 54	9,101 94		-108 40	
	FIFO	50 000	Oct 24, 11	Nov 01, 11	3,355 80	3,475 44		-119 64	
	FIFO	73 000	Oct 27, 11	Nov 01, 11	4,899 47	5,261 93		-362 46	
INDUSTRIAL SECTOR SPDR TRUST SHARES	FIFO	275 000	Oct 24, 11	Nov 01, 11	8,898 63	9,124 91		-226 28	
INTERDIGITAL INC (PA)	FIFO	29 000	Oct 11, 11	Oct 27, 11	1,311 93	1,380 69		-68 76	
	FIFO	21 000	Oct 11, 11	Oct 27, 11	934 34	999 81		-65 47	
ISHARES DJ SELECT DIVID INDEX FUND	FIFO	179 000	Oct 18, 11	Nov 21, 11	9,059 86	9,036 40			23 46
	FIFO	76 000	Nov 14, 11	Nov 21, 11	3,846 64	3,975 98		-129 34	
ISHARES IBOXX \$ INVT GRA DE CORPORATE BOND FUND	FIFO	55 000	Nov 08, 11	Nov 17, 11	6,182 41	6,325 00		-142 59	
ISHARES INC MSCI HONG KONG INDEX FD	FIFO	268 000	Nov 03, 11	Nov 09, 11	4,274 73	4,462 87		-188 14	
	FIFO	272 000	Nov 08, 11	Nov 09, 11	4,338 53	4,524 56		-186 03	

continued next page



Friendly account name: Foundation
Account number: KA 24008 TT

Realized gains and losses

The estimated realized gains and losses shown below are not for tax purposes. Please note that gain or loss recognized on the sale or redemption of certain Structured Products, like Contingent Debt Securities, may be ordinary, and not capital, gain or loss. Please check with your tax advisor to calculate gains and losses, we liquidate the oldest security lot first. This is known as the first-in, first-out or FIFO accounting method. We use this method unless you specified which tax lot to close when you placed your order. This is known as a verus purchases or VSP order. See important information about your statement at the end of this document for more information. We may not adjust gains and losses for all capital changes. We automatically adjust cost basis for tax-exempt and AMT coupon municipal securities for estimated amortization of bond premiums and for accreted OID for securities issued at a discount if you requested that UBS adjust cost basis for the bond premium amortization on taxable debt securities then cost basis reflected for these securities has been adjusted. Estimates in the Unclassified section can not be classified as short term or long term because information is missing, or the product is one in which the gain/loss calculation is not provided.

information We may not adjust gains and losses for all capital changes. We automatically adjust cost basis for tax-exempt and AMT coupon municipal securities for estimated amortization of bond premiums and for accreted OID for securities issued at a discount if you requested that UBS adjust cost basis for the bond premium amortization on taxable debt securities then cost basis reflected for these securities has been adjusted. Estimates in the Unclassified section can not be classified as short term or long term because information is missing, or the product is one in which the gain/loss calculation is not provided.

Short-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment(\$)	Loss (\$)	Gain (\$)
ALLEGHENY TECHNOLOGY INC	FIFO	31,000	Oct 11, 11	Oct 20, 11	1,184 33	1,211 86		-27 53	
APPLE INC	FIFO	1,000	Oct 11, 11	Oct 20, 11	395 82	399 04		-3 22	
CONSUMER SECTOR SPDR TRUST SHS DISCRETIONARY	FIFO	229,000	Oct 24, 11	Oct 26, 11	8,817 18	9,152 33		-335 15	
HASBRO INC	FIFO	25,000	Oct 11, 11	Oct 12, 11	906 86	903 44			3 42
HEINZ H J CO	FIFO	10,000	Oct 11, 11	Oct 12, 11	514 14	510 87			3 27
ISHARES TRUST RUSSELL 2000 INDEX FUND	FIFO	128,000	Oct 19, 11	Oct 20, 11	8,749 91	9,075 46		-325 55	
LORILLARD INC	FIFO	3,000	Oct 11, 11	Oct 20, 11	343 18	355 02		-11 84	
NESTLE S A SPONSORED ADR REPSTG REG SHS SWITZ	FIFO	8,000	Oct 11, 11	Oct 21, 11	920 94	946 72		-25 78	
ROCHE HLDG LTD SPONS ADR SWITZ ADR	FIFO	25,000	Oct 11, 11	Oct 25, 11	1,457 19	1,411 25			45 94
SLM CORP VTG	FIFO	16,000	Oct 11, 11	Oct 26, 11	913 73	903 20			10 53
SPDR S&P 500 ETF TR	FIFO	19,000	Oct 11, 11	Oct 13, 11	743 85	780 90		-37 07	
SPDR S&P 500 ETF TR	FIFO	50,000	Oct 11, 11	Oct 26, 11	641 52	672 96		-31 44	
SPDR S&P 500 ETF TR	FIFO	86,000	Oct 24, 11	Oct 26, 11	4,436 65	4,622 78		-186 13	
SPDR S&P 500 ETF TR	FIFO	297,000	Oct 12, 11	Oct 13, 11	35,434 23	36,086 99		-652 76	
Total					\$65,459.51	\$67,032.82		-\$1,636.47	\$63.16

Net short-term capital gains and losses

Net capital gains/losses:

-\$1,573.31

-\$1,573.31

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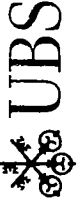
Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment(\$)	Loss (\$)	Gain (\$)
ISHARES MSCI EMERGING MARKETS INDEX FUND	FIFO	216 000	Nov 08, 11	Nov 09, 11	8,712.32	8,963.42		-251.10	
ISHARES TRUST DJ US REAL STATE INDEX FUND	FIFO	79 000	Nov 08, 11	Nov 10, 11	4,336.21	4,471.83		-135.62	
ISHARES TRUST S&P 500 INDEX	FIFO	149 000	Oct 18, 11	Nov 01, 11	18,236.95	18,154.46			82.49
	FIFO	145 000	Oct 19, 11	Nov 01, 11	17,747.37	17,851.98		-104.61	
	FIFO	142 000	Oct 21, 11	Nov 01, 11	17,380.18	17,633.70		-253.52	
LORILLARD INC	FIFO	3 000	Oct 11, 11	Nov 10, 11	322.30	355.02		-32.72	
NESTLE S A SPONSORED ADR REPSTG REG SHS SWITZ ADR	FIFO	24 000	Oct 11, 11	Nov 04, 11	1,370.87	1,354.80			16.07
OCCIDENTAL PETROLEUM CRP	FIFO	33 000	Oct 11, 11	Nov 15, 11	3,246.18	2,673.59			572.59
	FIFO	12 000	Oct 11, 11	Nov 16, 11	1,208.02	972.22			235.80
ORIX CORP SPON ADR	FIFO	15 000	Oct 11, 11	Nov 07, 11	646.48	620.13			26.35
POWERSHARES QQQ TRUST ETF SER 1	FIFO	462 000	Nov 07, 11	Nov 17, 11	26,096.62	26,772.81		-676.19	
PROSHARES TRUST PROSHARES ULTRASHORT S&P 500	FIFO	54 000	Oct 11, 11	Oct 27, 11	1,070.84	1,070.84	-148.88		
	FIFO	29 000	Oct 11, 11	Oct 28, 11	563.48	563.48	-91.56		
PROSHARES TRUST ETF	FIFO	24 000	Oct 11, 11	Oct 27, 11	978.46	978.46	-221.54		
	FIFO	15 000	Oct 11, 11	Oct 28, 11	587.10	587.10	-162.90		
	FIFO	20 000	Oct 11, 11	Nov 04, 11	826.23	826.23	-173.77		
PROSHARES TRUST ETF	FIFO	25 000	Oct 11, 11	Oct 27, 11	1,082.25	1,082.25	-90.25		
	FIFO	11 000	Oct 11, 11	Oct 28, 11	469.04	469.04	-46.86		
ROCHE HLDG LTD SPONS ADR SWITZ ADR	FIFO	46 000	Oct 11, 11	Nov 10, 11	1,754.81	1,890.60		-135.79	
ROVI CORP COM	FIFO	24 000	Oct 11, 11	Nov 09, 11	725.37	1,104.24		-378.87	
	FIFO	26 000	Oct 11, 11	Nov 10, 11	726.31	1,196.26		-469.95	

continued next page





Friendly account name: Foundation
Account number: KA 24008 TT

Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment(\$)	Loss (\$)	Gain (\$)
RYDEX ETF TRUST S&P 500 EQUAL WEIGHTED INDEX FUND INC	FIFO	235 000	Oct 24, 11	Nov 01, 11	10,695 37	10,961 62		-266 25	
	FIFO	77 000	Oct 27, 11	Nov 01, 11	3,504 44	3,683 72		-179 28	
SALESFORCE COM INC	FIFO	3 000	Oct 11, 11	Nov 21, 11	325 73	385 59		-59 86	
SECTOR SPDR TRUST SHS BEN INT-MATERIALS	FIFO	126 000	Nov 08, 11	Nov 09, 11	4,280 18	4,446.04		-165 86	
SLM CORP VTG	FIFO	35 000	Oct 11, 11	Nov 23, 11	422.13	471 07		-48 94	
SPDR BARCLAYS CAP INTER TERM CORP BOND ETF	FIFO	29 000	Oct 11, 11	Nov 04, 11	972.06	952.91			19 15
SPDR DJIA TRUST ETF SER 1	FIFO	234 000	Oct 19, 11	Nov 21, 11	26,897 78	27,153 59		-255 81	
	FIFO	74 000	Oct 21, 11	Nov 21, 11	8,506 14	8,674 58		-168 44	
	FIFO	63 000	Nov 07, 11	Nov 21, 11	7,241 71	7,544.14		-302 43	
SPDR GOLD TRUST	FIFO	27 000	Oct 27, 11	Nov 21, 11	4,432 46	4,575 60		-143 14	
	FIFO	77 000	Nov 03, 11	Nov 21, 11	12,640 72	13,182.51		-541 79	
	FIFO	51 000	Nov 07, 11	Nov 21, 11	8,372 43	8,899.80		-527 37	
SPDR S&P HOMEBUILDERS ETF	FIFO	280.000	Oct 24, 11	Nov 01, 11	4,381 21	4,620 28		-239 07	
SPDR S&P MIDCAP 400 ETF TR	FIFO	58 000	Oct 19, 11	Nov 01, 11	9,079 83	8,995.59			84 24
SPDR S&P OIL & GAS EXPLORATION ETF	FIFO	79 000	Nov 08, 11	Nov 09, 11	4,283 07	4,473 25		-190 18	
SPDR S&P 500 ETF TR	FIFO	70 000	Nov 14, 11	Nov 17, 11	8,534 48	8,797 92		-263 44	
STERICYCLE INC	FIFO	7 000	Oct 11, 11	Nov 14, 11	548 99	583 31		-34 32	
	FIFO	8 000	Oct 11, 11	Nov 16, 11	628 89	666 63		-37 74	
UTILITIES SECTOR SPDR TRUST SHS	FIFO	127 000	Nov 03, 11	Nov 22, 11	4,310 27	4,450 45		-140 18	
	FIFO	127 000	Nov 14, 11	Nov 22, 11	4,310 27	4,450 42		-140 15	
WABCO HOLDINGS INC	FIFO	20 000	Oct 11, 11	Nov 16, 11	919 67	800 00			119 67
	FIFO	50 000	Oct 11, 11	Nov 18, 11	2,173 99	2,000 00			173 99

continued next page

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

Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss
12-15-10	25,000	Regions Financial Corp 5 750% Due 06-15-15	24,720.50	30.84	24,475.00	-276.34
12-17-10	1,500	Comcast Corp Spl Cl A	36,108.01		30,119.64	-5,988.37
01-21-11	2,775	Tellabs, Inc	46,231.15		19,095.52	-27,135.63
01-21-11	250	Baxter International, Inc	9,216.74		12,525.39	3,308.65
03-14-11	475	Amgen, Inc	28,903.60		25,413.53	-3,490.07
03-14-11	375	FedEx Corp	29,446.71		33,234.11	3,787.40
03-14-11	2,525	Flextronics Int'l Ltd	45,974.63		19,112.11	-26,862.52
03-14-11	825	Kimberly-Clark Corp	49,550.24		52,953.75	3,403.51
03-14-11	850	The McGraw-Hill Companies, Inc	36,768.58		31,531.84	-5,236.74
03-14-11	2,650	Regions Financial Corp	58,937.67		19,584.98	-39,352.69
03-14-11	975	AT&T Inc	28,466.82		27,484.72	-982.10
03-14-11	1,250	Textron, Inc	50,615.11		32,777.75	-17,837.36
03-14-11	175	Costco Wholesale Corp	6,677.62		12,600.18	5,922.56
03-14-11	450	Ecolab, Inc	16,239.15		21,959.76	5,720.61
03-14-11	450	NextEra Energy, Inc.	21,679.10		24,636.81	2,957.71
03-14-11	1,500	Applied Materials, Inc	27,022.22		22,414.82	-4,607.40
03-24-11	25,000	Key Bank Corp FDIC Guaranteed	24,976.25	15.13	25,830.63	839.25
04-15-11	20,000	3,200% Due 06-15-12 Morgan Stanley Dean Witter	22,727.20	-2,727.20	20,000.00	0.00
04-15-11	3,000	6 750% Due 04-15-11 Dell Inc	75,548.60		44,601.64	-30,946.96
04-15-11	600	Royal Dutch Shell PLC - ADR A	29,243.40		43,682.28	14,438.88
04-15-11	550	Medco Health Solutions, Inc	27,056.54		30,555.71	3,499.17
04-15-11	500	Comcast Corp Spl Cl A	12,036.00		11,504.88	-531.12
04-15-11	1,050	J.P. Morgan Chase & Co.	38,889.35		47,460.77	8,571.42

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

Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss
04-15-11	350	United Technologies Corp	21,507.58		29,353.87	7,846.29
04-15-11	525	PepsiCo, Inc	23,574.83		35,026.49	11,451.66
05-19-11	700	Abbott Laboratories	26,229.86		37,273.65	11,043.79
05-19-11	900	Best Buy Co., Inc.	30,985.94		28,607.93	-2,378.01
05-19-11	425	Chubb Corp	18,196.79		27,883.97	9,687.18
05-19-11	1,250	Noble Corp	35,868.38		50,953.40	15,085.02
05-19-11	900	Oracle Corp.	10,545.06		31,048.23	20,503.17
05-19-11	700	Wal-Mart Stores, Inc	27,623.28		38,814.81	11,191.53
05-19-11	1,200	Western Union Co	21,479.00		24,921.24	3,442.24
05-19-11	500	Emerson Electric Co	22,350.96		27,280.78	4,929.82
05-19-11	550	Microsoft Corp	15,065.28		13,619.89	-1,445.39
06-23-11	85	Apache Corp	7,571.59		9,840.67	2,269.08
06-23-11	1,500	SunTrust Banks, Inc	60,476.08		37,434.18	-23,041.90
06-23-11	1,000	General Electric Co.	23,901.92		18,203.45	-5,698.47
06-23-11	1,650	Intel Corp	31,448.32		34,812.85	3,364.53
06-23-11	600	Ingersoll Rand PLC	21,566.20		26,026.60	4,460.40
06-23-11	475	Coca-Cola Co	27,472.04		31,157.45	3,685.41
06-23-11	2,150	QLogic Corp	34,240.24		32,706.68	-1,533.56
06-23-11	400	Target Corp	16,268.16		18,846.28	2,578.12
06-23-11	375	The Walt Disney Co	9,306.20		14,106.26	4,800.06
06-23-11	400	Becton, Dickinson & Co	19,194.80		33,958.43	14,763.63
06-23-11	1,450	Alcoa, Inc	23,481.96		21,477.14	-2,004.82
06-23-11	500	Dominion Resources, Inc	19,510.36		23,649.90	4,139.54
07-15-11	10,000	Federal Farm Credit Bank 3.625% Due 07-15-11	10,444.20	-444.20	10,000.00	0.00
07-21-11	600	Southern Co	21,214.86		24,392.59	3,177.73
07-21-11	375	Sherwin-Williams Co	24,496.95		30,692.07	6,195.12
07-21-11	425	Capital One Financial Corp	20,364.10		21,139.47	775.37
07-21-11	425	Sysco Corp	11,099.09		13,360.89	2,261.80

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

Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss
07-21-11	375	Paychex, Inc	9,369.52		11,243.67	1,874.15
07-21-11	700	Covidien Ltd	29,031.52		36,792.62	7,761.10
07-21-11	350	The Travelers Cos, Inc.	17,406.34		19,954.84	2,548.50
07-21-11	1,400	Cisco Systems, Inc.	21,312.03		22,581.71	1,269.68
07-21-11	525	The Procter & Gamble Co	24,038.30		33,964.17	9,925.87
07-21-11	1,000	Verizon Communications	29,050.63		37,511.78	8,461.15
07-21-11	750	Hewlett-Packard Co	31,533.46		26,634.39	-4,899.07
07-21-11	450	Johnson & Johnson	21,627.69		29,852.57	8,224.88
07-21-11	1,300	BP Plc.	53,835.12		60,016.08	6,180.96
08-01-11	25,000	Wells Fargo Co	27,538.00	-2,538.00	25,000.00	0.00
		6 375% Due 08-01-11				
08-23-11	125	J P Morgan Chase & Co.	4,629.68		4,078.67	-551.01
08-23-11	150	Southern Co.	5,303.71		6,004.38	700.67
09-19-11	25	Shares Dow Jones US Real Estate Index	1,484.90		1,392.22	-92.68
09-19-11	75	Exxon Mobil Corp	3,326.23		5,447.15	2,120.92
09-19-11	175	Select Sector SPDR - Financial	2,674.00		2,183.96	-490.04
09-19-11	25	Johnson & Johnson	1,201.54		1,592.47	390.93
09-19-11	25	Emerson Electric Co.	1,193.58		1,117.48	-76.10
09-19-11	100	AT&T Inc.	2,919.67		2,837.95	-81.72
10-15-11	30,000	BellSouth Capital Funding 6.000% Due 10-15-11	30,399.30	-399.30	30,000.00	0.00
11-01-11	25,000	Kraft Foods Inc 5.625% Due 11-01-11	25,203.75	-203.75	25,000.00	0.00
TOTAL GAINS						249,559.45
TOTAL LOSSES						-205,540.08
			1,725,598.21	-6,266.48	1,763,351.10	44,019.37

Kat
4-15-10

Form **8868**
(Rev. January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization THE SAMPSON FOUNDATION	Employer identification number 62-1655037
	Number, street, and room or suite no. If a P.O. box, see instructions. 200 MILLER MAIN CIRCLE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. KNOXVILLE, TN 37919-6017	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

W. JAMES PUGH

- The books are in the care of ▶ **200 MILLER MAIN CIRCLE - KNOXVILLE, TN 37919-6017**

Telephone No. ▶ **865-588-7641**

FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **JULY 15, 2012**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

▶ calendar year _____ or

▶ tax year beginning **DEC 1, 2010**, and ending **NOV 30, 2011**.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	1,858.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	2,541.
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)

023841
01-16-12