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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

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

OMB No 1545-0052

**2011**

For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>Myles D. and J. Faye Sampson Family Foundation</b>		<b>A</b> Employer identification number <b>25-6407379</b>
Number and street (or P O box number if mail is not delivered to street address) <b>Foundation Source 501 Silverside Rd</b>	Room/suite <b>123</b>	<b>B</b> Telephone number (see instructions) <b>(800) 839-1754</b>
City or town, state, and ZIP code <b>Wilmington DE 19809-1377</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 25,832,072</b>	<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	1,849,274			
	<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	4,976	4,976		
	<b>4</b> Dividends and interest from securities	636,767	588,689		
	<b>5 a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6 a</b> Net gain or (loss) from sale of assets not on line 10	1,637,840			
	<b>b</b> Gross sales price for all assets on line 6a <b>6,050,804</b>				
	<b>7</b> Capital gain net income (from Part IV, line 2)		1,637,840		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10 a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	1,903,340	349,785			
<b>12 Total.</b> Add lines 1 through 11	6,032,197	2,581,290			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	5,995			5,995
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits	401			401
	<b>16 a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)	698			698
	<b>c</b> Other professional fees (attach schedule)	92,005	92,005		
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	18,364	5		
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings	4,586			4,586
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	375,816	304,511		71,305
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	497,865	396,521		82,985
	<b>25</b> Contributions, gifts, grants paid	825,200			825,200
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	1,323,065	396,521		908,185	
<b>27 Subtract line 26 from line 12:</b>					
<b>a</b> Excess of revenue over expenses and disbursements	4,709,132				
<b>b</b> Net investment income (if negative, enter -0-)		2,184,769			
<b>c</b> Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011)

DEC 10 2012

SCANNED  
Operating and Administrative Expenses

11

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing			
	<b>2</b> Savings and temporary cash investments	952,975	1,684,545	1,684,545
	<b>3</b> Accounts receivable <span style="float:right">1,090</span>			
	Less allowance for doubtful accounts		1,090	1,090
	<b>4</b> Pledges receivable			
	Less allowance for doubtful accounts			
	<b>5</b> Grants receivable			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	<b>7</b> Other notes and loans receivable (attach schedule)			
	Less allowance for doubtful accounts			
	<b>8</b> Inventories for sale or use			
	<b>9</b> Prepaid expenses and deferred charges			
	<b>10 a</b> Investments—U S and state government obligations (attach schedule)	953,705	1,285,268	1,351,530
	<b>b</b> Investments—corporate stock (attach schedule)	12,039,370	16,101,447	17,197,704
	<b>c</b> Investments—corporate bonds (attach schedule)	4,021,989	3,489,167	3,876,465
<b>Liabilities</b>	<b>11</b> Investments—land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	<b>12</b> Investments—mortgage loans			
	<b>13</b> Investments—other (attach schedule)	1,314,861	1,430,515	1,720,738
	<b>14</b> Land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	<b>15</b> Other assets (describe )			
	<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	19,282,900	23,992,032	25,832,072
	<b>17</b> Accounts payable and accrued expenses			
	<b>18</b> Grants payable			
<b>Net Assets or Fund Balances</b>	<b>19</b> Deferred revenue			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule)			
	<b>22</b> Other liabilities (describe )			
	<b>23 Total liabilities</b> (add lines 17 through 22)	0	0	
	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/>			
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/>			
<b>Net Assets or Fund Balances</b>	<b>24</b> Unrestricted			
	<b>25</b> Temporarily restricted			
	<b>26</b> Permanently restricted			
	<b>27</b> Capital stock, trust principal, or current funds			
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund			
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds	19,282,900	23,992,032	
<b>Net Assets or Fund Balances</b>	<b>30 Total net assets or fund balances</b> (see instructions)	19,282,900	23,992,032	
	<b>31 Total liabilities and net assets/fund balances</b> (see instructions)	19,282,900	23,992,032	

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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)	<b>1</b>	19,282,900
<b>2</b> Enter amount from Part I, line 27a	<b>2</b>	4,709,132
<b>3</b> Other increases not included in line 2 (itemize)	<b>3</b>	
<b>4</b> Add lines 1, 2, and 3	<b>4</b>	23,992,032
<b>5</b> Decreases not included in line 2 (itemize)	<b>5</b>	
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	<b>6</b>	23,992,032

**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.)
<b>1a Publicly-traded Securities</b>				
<b>b Passthrough K1 Capital Gain</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b> 4,916,166		4,438,979	477,187	
<b>b</b>			1,160,653	
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>			477,187	
<b>b</b>			1,160,653	
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> 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 }			<b>2</b>	1,637,840
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }			<b>3</b>	

**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.

(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))
2010	410,648	21,113,620	0.019449
2009	291,378	19,199,573	0.015176
2008	443,209	5,351,538	0.082819
2007	142,665	440,174	0.324110
2006	1,045,890	474,843	2.202602
<b>2</b> Total of line 1, column (d)			<b>2</b> 2.644156
<b>3</b> 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			<b>3</b> 0.528831
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			<b>4</b> 25,365,229
<b>5</b> Multiply line 4 by line 3			<b>5</b> 13,413,919
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 21,848
<b>7</b> Add lines 5 and 6			<b>7</b> 13,435,767
<b>8</b> 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.			<b>8</b> 908,185

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)**

1 a 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)		1	43,695
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			
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	43,695
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	43,695
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	20,248	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	16,325	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	36,573	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	7,122	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>	11	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ ..... (2) On foundation managers <input type="checkbox"/> \$ .....		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ .....		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

<b>11</b>	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)	<b>11</b>		X
<b>12</b>	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	<b>12</b>		X
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<b>13</b>	X	
Website address ▶				
<b>14</b>	The books are in care of ▶ Foundation Source	Telephone no ▶	(800) 839-1754	
	Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE	ZIP+4 ▶	19809-1377	
<b>15</b>	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	▶ <b>15</b> <input type="checkbox"/>		
<b>16</b>	At any time during calendar year 2011, 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?	<b>16</b>	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required****File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
<b>1a</b>	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	<b>1b</b>	X
<b>c</b>	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 2011?	<b>1c</b>	X
<b>2</b>	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))		
<b>a</b>	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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)	<b>2b</b>	N/A
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If "Yes," did it have excess business holdings in 2011 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 2011)	<b>3b</b>	N/A
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	X
<b>b</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 2011?	<b>4b</b>	X

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

<b>5a</b> 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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</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)? Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>	<b>5b</b>	N/A
<b>c</b> 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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)		<input type="checkbox"/> Yes <input type="checkbox"/> No		
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			<b>6b</b>	X
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			<b>7b</b>	N/A

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
SEE ATTACHMENT				

**2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
<b>Total number of other employees paid over \$50,000</b>				

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Foundation Source 55 Walls Drive, Suite 302, Fairfield, CT 06824	Administrative	70,365
S&T Wealth Management Group 603 Starwix Street, Pittsburgh, PA 15222	Investment Management	51,063
<b>Total</b> number of others receiving over \$50,000 for professional services		

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3	0



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	22,240,147
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,985,531
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	1,525,824
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	25,751,502
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	25,751,502
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	386,273
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	25,365,229
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,268,261

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,268,261
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	43,695
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>	0
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	43,695
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,224,566
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,224,566
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	1,224,566

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	908,185
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	908,185
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	908,185

**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 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				1,224,566
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006	726,503			
<b>b</b> From 2007	121,005			
<b>c</b> From 2008	179,091			
<b>d</b> From 2009	0			
<b>e</b> From 2010	0			
<b>f</b> Total of lines 3a through e	1,026,599			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 908,185				
<b>a</b> Applied to 2010, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2011 distributable amount				908,185
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )	316,381			316,381
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	710,218			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions		0		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	410,122			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	300,096			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007	121,005			
<b>b</b> Excess from 2008	179,091			
<b>c</b> Excess from 2009	0			
<b>d</b> Excess from 2010	0			
<b>e</b> Excess from 2011	0			



**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i>				
AFRICA YOGA PROJECT INC PO BOX 69 WOODSTOCK NY 12498	N/A	509(a)(1)	General & Unrestricted	10,000
ANIMAL CANCER FOUNDATION 178 CONNECTICUT AVE NORWALK CT 06854	N/A	509(a)(1)	Research Development	2,500
AUGUST WILSON CTR FOR AFR AMER CULTURE 980 LIBERTY AVE PITTSBURGH PA 15210	N/A	509(a)(1)	General & Unrestricted	10,000
BLIND AND VISION REHAB SERVICES OF PGH 1800 W ST HOMESTEAD PA 15120	N/A	509(a)(2)	Chuck Noll Road to Independence Society	5,000
BREASTFEEDING OUTREACH FOR GTR WASH 2141 K ST NW STE 3 WASHINGTON DC 20037	N/A	509(a)(2)	Building a Better Nest Campaign	5,000
CIVIC LIGHT OPERA ASSOCIATION 719 LIBERTY AVE PITTSBURGH PA 15222	N/A	509(a)(2)	General & Unrestricted	5,000
CONCERN FOR ANIMALS PO BOX 4422 TIJMWATER WA 98501	N/A	509(a)(1)	General & Unrestricted	1,000
ENTERPRISE FOR EQUITY PO BOX 1291 OLYMPIA WA 98507	N/A	509(a)(1)	General & Unrestricted	1,000
FAMILY HOUSE INC 233 MCKEE PL PITTSBURGH PA 15213	N/A	509(a)(2)	General & Unrestricted	5,000
FELINE FRIENDS PO BOX 27 SHELTON WA 98584	N/A	509(a)(1)	General & Unrestricted	1,200
GROW PITTSBURGH 6587 HAMILTON AVE 2 W PITTSBURGH PA 15206	N/A	509(a)(1)	General & Unrestricted	10,000
<b>Total</b> See Attached Statement			<b>3a</b>	825,200
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b>			<b>3b</b>	0

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations )

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

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

- |  |              |     |    |
|--|--------------|-----|----|
| <b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?   |              | Yes | No |
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:  |              |     |    |
| <b>(1)</b> Cash  | <b>1a(1)</b> |     | X  |
| <b>(2)</b> Other assets  | <b>1a(2)</b> |     | X  |
| <b>b</b> Other transactions.   |              |     |    |
| <b>(1)</b> Sales of assets to a noncharitable exempt organization  | <b>1b(1)</b> |     | X  |
| <b>(2)</b> Purchases of assets from a noncharitable exempt organization  | <b>1b(2)</b> |     | X  |
| <b>(3)</b> Rental of facilities, equipment, or other assets  | <b>1b(3)</b> |     | X  |
| <b>(4)</b> Reimbursement arrangements  | <b>1b(4)</b> |     | X  |
| <b>(5)</b> Loans or loan guarantees  | <b>1b(5)</b> |     | X  |
| <b>(6)</b> Performance of services or membership or fundraising solicitations  | <b>1b(6)</b> |     | X  |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees  | <b>1c</b>    |     | X  |
| <b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</b> should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column <b>(d)</b> the value of the goods, other assets, or services received |              |     |    |

[illegible]

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

- b** If "Yes," complete the following schedule.

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

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

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

**Sign  
Here**

Signature of officer or trustee

Date \_\_\_\_\_

**Title**

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Jeffrey D. Haskell

Preparer's signature

**Jeffrey D. Haskell**

Date \_\_\_\_\_

11/12/2012

Check ☐ if self-employed

PTIN

P01345770

Firm's name	► Foundation Source
-------------	---------------------

Firm's EIN ► 51-0398347

**Firm's address** ► 55 Walls Drive, Fairfield, CT 06824

Phone no (800) 839-1754

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No 1545-0047

**2011**

Name of the organization

Employer identification number

Myles D and J Faye Sampson Family Foundation

25-6407379

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

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

**Special Rules**

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

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

<b>Name of organization</b> Myles D and J Faye Sampson Family Foundation	<b>Employer identification number</b> 25-6407379
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**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Estate of Myles Sampson - Russell Piel, CPA 50 Seco Rd Monroeville PA 15146 Foreign State or Province Foreign Country	\$ 1,831,345	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	Toro Development Company 2500 Eldo Road, Suite 1 Monroeville PA 15146 Foreign State or Province Foreign Country	\$ 17,929	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	   Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	   Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	   Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	   Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)



Name of organization

Myles D and J Faye Sampson Family Foundation

Employer identification number

25-6407379

**Part II** **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----

Name of organization Myles D and J Faye Sampson Family Foundation	Employer identification number 25-6407379
--	--

**Part III** **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry  
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once See instructions ) ► \$ \_\_\_\_\_ 0  
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
----- ----- ----- For Prov Country		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
----- ----- ----- For Prov Country		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
----- ----- ----- For Prov Country		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
----- ----- ----- For Prov Country		----- ----- -----	

**Form 990-PF, Part I, Line 11 - Other Income**

		TOTAL:			1,903,340	349,785	0
	Description	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income			
1	CLOVERLEAF ESTATES WEST, LP K-1 Pass-Through Share of Partnership Income/(Loss)	167,827	167,827	0			
2	FIRST FORK PROPERTIES, LP K-1 Pass-Through Share of Partnership Income/(Loss)	121,326	121,326	0			
3	GOLDEN MILE PROPERTIES, LP K-1 Pass-Through Share of Partnership Income/(Loss)	60,172	60,172	0			
4	Statutory Estate Income	1,549,819	0	0			
5	SAB CAPITAL MARKETS LP K-1 Pass-Through Share of Partnership Income/(Loss)	3,759	23	0			
6	Refund of Insurance Premium Payment	437	437	0			
7							
8							
9							
10							

Form 990-PF, Part I, Line 16b - Accounting Fees

TOTAL:		698	0	0	0	698
	Description	(a) Expenses per Block	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose	698
1	Annual Return Review and Tax Consultations	698	0	0		698
2						
3						
4						
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## Form 990-PF, Part I, Line 16c - Other Professional Fees

TOTAL:		92,005	92,005	0	0
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Investment Management Services	92,005	92,005	0	0
2					
3					
4					
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## Form 990-PF, Part I, Line 18 - Taxes

		TOTAL:					
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose		
	Description						
1	Estimated Tax for 2011	18,200	0	0	0		0
2	Foreign Tax Paid	5	5	0	0		0
3	IRS Miscellaneous Fee	159	0	0	0		0
4							
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**Form 990-PF, Part I, Line 23 - Other Expenses**

TOTAL:					375,816	304,511	0	71,305
	Description	(a) Exp ses per Brooks	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Administrative Fees	70,802	0	0	70,802			
2	Bank Charges	128	128	0	0			
3	CLOVERLEAF ESTATES WEST, LP K-1 Pass-Through Expenses	167,827	167,827	0	0			
4	FIRST FORK PROPERTIES, LP K-1 Pass-Through Expenses	121,326	121,326	0	0			
5	GOLDEN MILE PROPERTIES, LP K-1 Pass-Through Expenses	14,730	14,730	0	0			
6	Payroll Processing Fees	503	0	0	503			
7	Premium Payment for Investment-related Property Insurance	500	500	0	0			
8								
9								
10								

**Form 990-PF, Part II, Line 10a - Investments - U.S. and State Government Obligations**

		TOTAL:	1,285,268	1,351,530
	Description	Book Value End of Year	FMV End of Year	
1	CANONSBURG-HOUSTON - 3.750% - 12/01/16 (138015FA5)	24,514	25,025	
2	DELAWARE CTY PA - 4.092% - 11/15/2020 (DEL409111520)	247,444	260,214	
3	E. LEBANON CNTY PA SCH BDS - 3.750% - 05/15/2017 (ELEBPA2017)	23,493	25,254	
4	HEMPFIELD TWP PA SEWER - 3.500% - 09/01/2014 (423788GN2)	24,828	26,532	
5	LA VERNIA TEX - 5.125% - 08/15/2019 (LVTX081519)	49,712	54,135	
6	LYCOMING CNTY PA - 5.375% - 08/15/2018 (550799NJ5)	226,875	229,154	
7	MONTANA ST BRD REGENTS - 3.984% - 05/15/2017 (61212LJS9)	100,000	107,138	
8	MT LEBANON PA SCH DIST BDS - 3.680% - 02/15/2016 (621842NW9)	24,135	27,424	
9	NORTH HILLS PA SCH DIST BDS - 3.750% - 12/15/2017 (659868NG4)	48,048	55,057	
10	PHILADELPHIA PA MUN AU - 4.000% - 04/01/2013 (PHPA040113)	124,305	128,259	
11	SCRANTON PA SEWER - 2.670% - 12/01/2013 (810844CH1)	80,000	80,754	
12	TULSA OK BABS - 4.222% - 09/01/2017 (TLSA090117)	45,000	47,963	
13	WESTERN ILL UNIV - 4.350% - 04/01/2017 (958366D86)	24,688	26,863	
14	WILKES BARRE PA - 5.280% - 11/15/2019 (WILKES1115119)	193,500	207,758	
15	WILLIAMSPORT PA WTR BDS - 3.850% - 01/01/2017 (970191EY4)	48,726	50,000	



## Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

TOTAL:							16,101,447	17,197,704
	Description	Shares	Book Value End of Year	FMV End of Year				
1	3M CO (MMM)	1,396	103,699	114,095				
2	ACCENTURE PLC (ACN)	300	16,792	15,969				
3	AGL RESOURCES (AGL)	801	32,470	33,850				
4	ALLERGAN INC. (AGN)	500	35,465	43,870				
5	ALLIANCEBERNSTEIN REIT INSTL FUND (ARIIX)	66,656	482,405	532,579				
6	ALTRIA GROUP INC (MO)	1,300	32,682	38,545				
7	AMAZON COM (AMZN)	225	35,108	38,948				
8	AMERISOURCEBERGEN CORP (ABC)	2,796	99,155	103,983				
9	ANADARKO PETROLEUM CORP (APC)	425	32,085	32,440				
10	APOLLO GROUP INC CL A (APOL)	375	20,274	20,201				
11	APPLE INC. (AAPL)	375	82,028	151,874				
12	APPLIED MATERIALS INC. (AMAT)	3,200	37,038	34,272				
13	ASTRAZENECA (AZN)	1,500	66,753	69,435				
14	AT&T CORP COM NEW (T)	650	19,370	19,656				
15	BARD C R INC. (BCR)	697	63,354	59,594				
16	BERKSHIRE HATHAWAY INC. CLASS B (BRK-B)	1,678	119,344	128,031				
17	BERNSTEIN EMERGING MARKETS (SNEMX)	7,024	135,982	170,196				
18	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO (SNIDX)	456,756	5,595,005	6,330,639				
19	BERNSTEIN INTERNATIONAL PORTFOLIO (SIMTX)	86,860	1,231,568	1,077,935				
20	BOEING CO (BA)	400	26,135	29,340				
21	BORG WARNER INC. (BWA)	400	30,366	25,496				
22	BP PLC SPONSORED ADR (BP)	1,700	66,428	72,658				
23	BROADCOM CORPORATION (BRCM)	1,300	44,644	38,168				
24	CARBO CERAMICS INC (CRR)	622	35,982	76,711				
25	CATALYST HEALTH SOLUTIONS, INC (CHSI)	1,336	46,946	69,472				
26	CBRE GROUP INC (CBG)	1,100	19,112	16,742				
27	CELGENE CORP (CELG)	150	8,983	10,140				
28	CENTERPOINT ENERGY (CNP)	475	9,969	9,543				
29	CENTURY LINK INC (CTL)	1,700	61,272	63,240				
30	CF IND HOLDINGS (CF)	704	51,746	102,066				
31	CISCO SYSTEMS INC (CSCO)	800	14,648	14,464				
32	CIT GROUP INC (CIT)	550	18,543	19,179				
33	CITIGROUP INC (C)	2,800	116,746	73,668				
34	CITRIX SYSTEMS INC (CTXS)	550	37,924	33,396				
35	CMS ENERGY CP (CMS)	950	18,483	20,976				
36	COMCAST CORP CL A (CMCSA)	1,883	45,399	44,646				
37	CONOCOPHILLIPS (COP)	275	19,352	20,039				
38	CONSTELLATION BRANDS INC (STZ)	850	13,087	17,570				
39	CONSTELLATION ENERGY GROUP INC (CEG)	2,087	66,216	82,791				
40	CORNING INC (GLW)	1,600	29,809	20,768				
41	COVIDIEN LTD (COV)	800	40,100	36,008				

## Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

	Description	Shares	Book Value End of Year	FMV End of Year
TOTAL: 16,101,447 17,197,704				
42	CUMMINS INC (CMI)	740	37,639	65,135
43	DANAHER CORP (DHR)	1,200	48,719	56,448
44	DELL INC (DELL)	600	8,428	8,778
45	DELTA AIR LINES INC (DAL)	2,400	25,841	19,416
46	DEVON ENERGY CORPORATION (DVN)	1,944	145,645	120,528
47	DIRECTV GROUP (DTV)	300	13,814	12,828
48	DOLLAR GENERAL CORP (DG)	400	14,802	16,456
49	DOW CHEMICAL PV (DOW)	800	28,937	23,008
50	DTE ENERGY CO COM (DTE)	375	17,870	20,419
51	EBAY INC (EBAY)	4,117	81,600	124,869
52	EMC CORP-MASS (EMC)	1,900	36,382	40,926
53	EMCOR GROUP INC (EME)	4,360	102,875	116,892
54	EOG RESOURCES INC (EOG)	400	41,058	39,404
55	ESTEE LAUDER COMPANIES INC (EL)	75	6,982	8,424
56	EXPRESS SCRIPTS HOLDING CO (ESRX)	2,388	110,524	106,720
57	EXXON MOBIL CORP (XOM)	1,285	84,601	108,917
58	F M C CP (FMC)	1,279	78,098	110,045
59	FEDERATED INVESTRS B (FII)	3,100	79,907	46,965
60	FLEXTRONICS INTERNATIONAL (FLEX)	17,841	101,860	100,980
61	FLOWSERVE CP (FLS)	350	39,904	34,762
62	FMC TECHS INC COM (FTI)	650	29,061	33,950
63	FORD MOTOR COMPANY (F)	650	7,952	6,994
64	GABELLI ABC FUND ADVISOR FUND (GADVX)	19,743	200,000	191,312
65	GAMESTOP CORP (GME)	375	9,911	9,049
66	GANNETT CO INC (GCI)	1,700	19,445	22,729
67	GENERAL ELECTRIC CO (GE)	8,358	137,159	149,692
68	GENERAL MILLS INC (GIS)	900	34,960	36,369
69	GENERAL MOTORS (GM)	2,300	58,320	46,621
70	GILEAD SCIENCES INC (GILD)	1,050	40,640	42,977
71	GOLDMAN SACHS GROUP (GS)	281	40,676	25,411
72	GOODRICH CORPORATION (GR)	75	6,896	9,278
73	GOOGLE INC CL A (GOOG)	160	71,350	103,344
74	HARLEY DAVIDSON INC. (HOG)	475	18,321	18,463
75	HEALTH NET INC (HNT)	500	13,312	15,210
76	HERSHEY FOODS CORP COMMON (HSY)	225	13,651	13,901
77	HEWLETT PACKARD CO (HPQ)	3,000	100,887	77,280
78	ILLUMINA INC COM (ILMN)	375	10,905	11,430
79	INGERSOL-RAND PLC (IR)	300	10,625	9,141
80	INTEL CORP (INTC)	3,468	68,788	84,099
81	INTUIT (INTU)	700	33,338	36,813
82	ISHARE SP SMALL CAP 600 INDEX FD (IJR)	2,006	104,656	137,010

**Form 990-PF, Part II, Line 10b - Investments - Corporate Stock**

TOTAL:					16,101,447	17,197,704
	Description	Shares	Book Value End of Year	FMV End of Year		
83	ISHARES TRUST MSCI EAFE INDEX FUND (EFA)	6,640	345,716	328,878		
84	ITRON INC (ITRI)	2,892	137,668	103,447		
85	JOHNSON & JOHNSON (JNJ)	1,300	78,166	85,254		
86	JOHNSON CONTROLS INC (JCI)	700	25,458	21,882		
87	JP MORGAN CHASE & CO (JPM)	2,566	103,420	85,320		
88	KIRBY CORPORATION (KEX)	2,360	94,200	155,381		
89	KROGER CO (KR)	1,700	39,594	41,174		
90	LABORATORY CORP AMER HLDGS (LH)	531	41,533	45,650		
91	LAM RESEARCH CORP (LRCX)	350	16,069	12,957		
92	LAS VEGAS SANDS CORP (LVS)	225	9,895	9,614		
93	LEAR CORP (LEA)	500	20,866	19,900		
94	LIMITED BRANDS INC (LTD)	700	22,944	28,245		
95	LORILLARD INC COMMON STOCK (LO)	325	34,997	37,050		
96	LOWES COMPANIES INC (LOW)	700	18,388	17,766		
97	LYONDELLBASELL INDUSTRIES NV (LYB)	950	32,198	30,866		
98	MARATHON OIL CORP COM (MRO)	1,600	37,562	46,832		
99	MARATHON PETROLEUM CORP (MPC)	1,500	53,857	49,935		
100	MARVELL TECH GROUP (MRVL)	2,300	37,384	31,855		
101	MCDERMOTT INT PANAMA (MDR)	3,778	59,933	43,485		
102	MCGRAW-HILL (MHP)	250	10,128	11,243		
103	MEDICIS PHARMA CP (MRX)	2,422	81,544	80,532		
104	MEREDITH CORP (UNITED STATES) (MDP)	3,685	113,961	120,315		
105	METLIFE INC. (MET)	1,100	43,051	34,298		
106	MICRON TECHNOLOGY (MU)	3,500	18,773	22,015		
107	MONSANTO CO (MON)	625	42,841	43,794		
108	MOODYS CORP (MCO)	600	21,650	20,208		
109	MORGAN STANLEY (MS)	1,300	21,388	19,669		
110	N V R INC (NVR)	14	8,935	9,604		
111	NEWELL RUBBERMAID INC (NWL)	900	13,818	14,535		
112	NICOR INC (NICOR)	1,377	58,253	75,515		
113	NOBLE ENERGY INC (NBL)	475	38,337	44,835		
114	NORTHROP GRUMMAN CORP (NOC)	350	20,387	20,468		
115	NV ENERGY INC (NVE)	1,200	17,962	19,620		
116	OCCIDENTAL PETE CORP (OXY)	750	61,281	70,275		
117	ORACLE CORP (ORCL)	2,100	63,011	53,865		
118	PEPSICO INC (PEP)	1,740	107,869	115,449		
119	PERRIGO CO (PRGO)	1,032	56,605	100,414		
120	PFIZER INC. (PFE)	5,600	97,136	121,184		
121	POLARIS INDUSTRIES (PII)	2,672	106,056	149,579		
122	POTASH CORPORATION OF SASKATCHEWAN INC (POT)	600	29,499	24,768		
123	PRECISION CASTPARTS (PCP)	200	30,811	32,958		

## Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

			TOTAL:			16,101,447	17,197,704
	Description		Shares	Book Value End of Year	FMV End of Year		
124	PROCTER GAMBLE CO (PG)		1,316	81,171	87,790		
125	PVH CORP (PVH)		250	17,126	17,623		
126	QUALCOMM INC (QCOM)		1,200	65,696	65,640		
127	ROCKWELL AUTOMAT INC (ROK)		350	26,111	25,680		
128	S&T BANCORP OPTIONS 24.4 12/17/2011		5,000	122,000	122,000		
129	S&T BANCORP OPTIONS 26.6 3/7/2012		3,000	79,800	79,800		
130	S&T BANCORP OPTIONS 29.965 12/15/2013		2,500	74,913	82,625		
131	S&T BANCORP OPTIONS 37.08		2,500	92,700	92,700		
132	S&T BANCORP OPTIONS 37.855 12/19/2015		2,500	94,638	94,638		
133	S&T BANCORP, INC. (STBA)		16,054	416,210	313,856		
134	SALESFORCE COM (CRM)		50	6,326	5,073		
135	SCHLUMBERGER LTD (SLB)		1,000	62,548	68,310		
136	SKECHERS U S A INC CL A (SKX)		9,866	172,383	119,576		
137	SKYWORKS SOLUTIONS, INC (SWKS)		4,983	100,003	80,824		
138	SOUTHERN COPPER CORP (SCCO)		3,599	94,833	108,618		
139	STARBUCKS CORP COM (SBUX)		800	24,890	36,808		
140	STRYKER CORPORATION (SYK)		834	41,224	41,458		
141	TEVA PHARMECEUTICAL SP ADR (TEVA)		2,034	101,947	82,092		
142	THE BABCOCK AND WILCOX COMPANY (BWC)		1,855	46,012	44,780		
143	THE JM SMUCKER COMPANY (SJM)		1,661	91,612	129,840		
144	THE MOSAIC CO (MOS)		1,528	71,483	77,057		
145	TIME WARNER CABLE INC (TWC)		650	34,360	41,321		
146	TRANSOCEAN LTD (RIG)		800	44,803	30,712		
147	TRAVELERS COMPANIES INC (THE) (TRV)		650	34,963	38,461		
148	TRIUMPH GROUP INC (TGI)		2,802	107,769	163,776		
149	TRW AUTOMOTIVE HOLDINGS CORP (TRW)		475	21,899	15,485		
150	TYSON FOODS INC CL A (TSN)		1,300	25,376	26,832		
151	UNILEVER N V N Y (UN)		2,335	65,389	80,254		
152	UNITED PARCEL SERVICE (UPS)		800	55,403	58,552		
153	UNITEDHEALTH GROUP INC. (UNH)		1,000	46,092	50,680		
154	V F CORP (VFC)		125	14,064	15,874		
155	VARIAN MEDICAL SYSTEMS INC (VAR)		1,132	53,678	75,991		
156	VIACOM INC. CL B (VIA-B)		850	37,972	38,599		
157	VISA INC (V)		175	14,994	17,768		
158	WALT DISNEY HOLDINGS CO. (DIS)		3,122	111,938	117,075		
159	WELLPOINT INC (WLP)		900	63,118	59,625		
160	WELLS FARGO & CO. (WFC)		475	14,053	13,091		

**Form 990-PF, Part II, Line 10c - Investments - Corporate Bonds**

TOTAL:					3,489,167	3,876,465
	Description	Shares	Book Value End of Year	FMV End of Year		
1	AUTOZONE INC - 6.950% - 06/15/2016 (053332AG7)	250,000	242,063	290,392		
2	AUTOZONE INC BD - 5.500% - 11/15/2015 (053332AF9)	250,000	246,133	278,540		
3	AVON PRODUCTS INC - 5.625% - 03/01/2014 (054303AV4)	250,000	249,274	265,970		
4	BAKER HUGHES INC NT - 7.500% - 11/15/2018 (057224AY3)	100,000	99,444	131,923		
5	BANK OF AMERICA COMMERCIAL - 4.783% - 07/10/2043	9,110	8,432	9,106		
6	BEAR STEARNS COMM - 4.735% - 09/11/2042 (BEAR091142)	60,503	60,806	61,552		
7	CARGILL INC - 5.600% - 09/15/2012	250,000	246,945	257,558		
8	DELAWARE CO PA UNIV REV BDS - 4.000% - 08/01/2015 (246008KE5)	25,000	25,043	27,111		
9	FIRST COLONY MUD - 4.250% - 10/01/2022	90,000	89,555	100,866		
10	GABELLI ASSOCIATES FUND II	50,000	499,999	504,154		
11	HEWLETT PACKARD CO NT - 03.300% - 12/09/2016 (428236BU6)	250,000	252,302	255,275		
12	MERRILL LYNCH MORTGAGE TRUST - 4.556% - 06/12/2043	26,707	26,907	26,909		
13	MERRILL LYNCH MTG - 4.960% - 07/12/2038 (59022HJH6)	101,575	96,846	102,497		
14	MORGAN STANLEY - 4.750% - 04/01/2014 (61748AAE6)	150,000	142,163	149,336		
15	SNAP ON INC - 4.250% - 01/15/2018 (833034AJ0)	250,000	249,307	268,935		
16	VALERO ENERGY - 6.125% - 06/15/2017 (VAL061517)	200,000	199,900	223,326		
17	VERIZON COMMUNICATIONS - 5.550% - 02/15/2016 (92343VAC8)	250,000	248,635	285,343		
18	VERIZON COMMUNICATIONS - 8.750% - 11/01/2018 (92343VAQ7)	375,000	372,423	508,297		
19	WM WRIGLEY JR CO - 4.650% - 07/15/2015 (982526AB1)	125,000	132,990	129,375		

## Form 990-PF, Part II, Line 13 - Investments - Other

		TOTAL:		1,430,515	1,720,738
	Asset Description		Book Value End of Year	FMV End of Year	
1	CLOVERLEAF ESTATES WEST, LP		0	0	
2	FIRST FORK PROPERTIES, LP		0	137,000	
3	GOLDEN MILE PROPERTIES, LP		860,741	1,010,000	
4	SAB CAPITAL MARKETS LP		569,774	573,738	
5					
6					
7					
8					
9					
10					

Form 990-PF, Part VII-B' 1a(3) & (4)

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Rimco Properties, Inc , a disqualified person, provides real estate management services to Cloverleaf Estates West, L P and First Fork Properties, L P and is paid a management fee determined as a percentage of gross rents and other income collected by it on behalf of the partnerships The Foundation owns a 20% limited partnership interest in each partnership The management services fall within the personal services exception to self-dealing in Section 4941(d)(2)(E) of the Code

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**Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers**

TOTAL: 5,995 0										
	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Acct
1	Kristy Rodriguez	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Director / Lead Trustee	10	5,995	0	0
2	J Faye Sampson	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Trustee	1	0	0	0
3	Katherine Sampson	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Secretary / Trustee	1	0	0	0
4										
5										
6										
7										
8										
9										
10										



**Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

HERITAGE COMMUNITY INITIATIVES

**Street**

820 BRADDOCK AVE

**City**

BRADDOCK

**State**

PA

**Zip Code**

15104

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

MAGEE-WOMENS RESEARCH INSTITUTE AND FOUNDATION

**Street**

3339 WARD ST

**City**

PITTSBURGH

**State**

PA

**Zip Code**

15213

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

**Name**

NW WORKS INC

**Street**

3085 SHAWNEE DR

**City**

WINCHESTER

**State**

VA

**Zip Code**

22001

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

Charitable Event

**Amount**

1,000

**Name**

PITTSBURGH BALLET THEATRE INC

**Street**

2900 LIBERTY AVE

**City**

PITTSBURGH

**State**

PA

**Zip Code**

15201

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

PITTSBURGH FOUNDATION

**Street**

5 PPG PL STE 250

**City**

PITTSBURGH

**State**

PA

**Zip Code**

15222

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

SMILES for MYLES at The Community Foundation of Westmoreland County

**Amount**

10,000

**Name**

PITTSBURGH GLASS CENTER INC

**Street**

5472 PENN AVE

**City**

PITTSBURGH

**State**

PA

**Zip Code**

15206

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

1,000

**Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

PITTSBURGH PUBLIC THEATER CORPORATION

**Street**

621 PENN AVE

**City**

PITTSBURGH

**State**

PA

**Zip Code**

15222

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

**Name**

REDSTONE PRESBYTERIAN SENIORCARE

**Street**

6 GARDEN CENTER DR

**City**

GREENSBURG

**State**

PA

**Zip Code**

15601

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

Promises Kept Campaign

**Amount**

25,000

**Name**

SENIOR SERVICES FOR SOUTH SOUND

**Street**

222 COLUMBIA ST NW

**City**

OLYMPIA

**State**

WA

**Zip Code**

96501

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

2,500

**Name**

UNIVERSITY OF PITTSBURGH CANCER INSTITUTE

**Street**

5150 CENTRE AVE STE 1B

**City**

PITTSBURGH

**State**

PA

**Zip Code**

15232

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

P R O M I S E (Patient Response-Oriented Mind-Body Intervention Study in Esophageal Cancer) Project

**Amount**

175,000

**Name**

WESTERN PENNSYLVANIA CONSERVANCY

**Street**

PO BOX R

**City**

MILL RUN

**State**

PA

**Zip Code**

15464

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

WORLD VISION

**Street**

34834 WEYERHAEUSER WAY S

**City**

FEDERAL WAY

**State**

WA

**Zip Code**

98001

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

YMCA OF GREATER PITTSBURGH

**Street**

420 FORT DUQUESNE BLVD STE 625

**City**

PITTSBURGH

**State**

PA

**Zip Code**

15222

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

The Sampson Family Y Building Project (East Suburban YMCA)

**Amount**

500,000

**Name**

YOGA IN SCHOOLS

**Street**

1112 S BRADDOCK AVE STE 201

**City**

PITTSBURGH

**State**

PA

**Zip Code**

15218

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

**Name**

YOUNG OVERCOMERS UNITED

**Street**

5188 ASHBAUGH RD

**City**

MURKYSVILLE

**State**

PA

**Zip Code**

15668

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

**Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

**Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0