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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

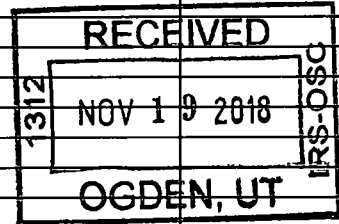
Open to Public Inspection

For calendar year 2017 or tax year beginning

, and ending

Name of foundation MYLES D. AND J. FAYE SAMPSON FAMILY FOUNDATION, C/O INTENTIONAL PHILANTHROPY		A Employer identification number 25-6407379
Number and street (or P.O. box number if mail is not delivered to street address) 3 BETHESDA METRO CENTER	Room/suite 960	B Telephone number 301-761-4433
City or town, state or province, country, and ZIP or foreign postal code BETHESDA, MD 20814-6345		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 32,870,182.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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		25,385.		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		6,451.	6,451.		STATEMENT 1
4 Dividends and interest from securities		596,089.	596,089.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		5,842,315.			
b Gross sales price for all assets on line 6a 35,422,741.					
7 Capital gain net income (from Part IV, line 2)			5,842,315.		
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		357,516.	357,516.		STATEMENT 3
12 Total Add lines 1 through 11		6,827,756.	6,802,371.		
13 Compensation of officers, directors, trustees, etc		9,722.	0.		9,722.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		566.	0.		566.
16a Legal fees					
b Accounting fees					
c Other professional fees STMT 4		237,927.	90,727.		147,200.
17 Interest		2.	2.		0.
18 Taxes STMT 5		92,248.	2,248.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		5,460.	0.		5,460.
22 Printing and publications					
23 Other expenses STMT 6		218,696.	213,109.		5,587.
24 Total operating and administrative expenses. Add lines 13 through 23		564,621.	306,086.		168,535.
25 Contributions, gifts, grants paid		1,313,500.			1,313,500.
26 Total expenses and disbursements. Add lines 24 and 25		1,878,121.	306,086.		1,482,035.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		4,949,635.			
b Net investment income (if negative, enter -0-)			6,496,285.		
c Adjusted net income (if negative, enter -0-)				N/A	



SCANNED JAN 31 2019

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**MYLES D. AND J. FAYE SAMPSON FAMILY
FOUNDATION, C/O INTENTIONAL PHILANTHROPY**

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	323,138.	902,038.	902,038.	
	2 Savings and temporary cash investments	485,132.	199,524.	199,524.	
	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				
	b Investments - corporate stock STMT 7	7,464,986.	190,954.	275,432.	
	c Investments - corporate bonds	3,073,358.	0.	0.	
		11 Investments - land, buildings, and equipment basis			
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 8		14,712,939.	29,716,672.	31,493,188.	
14 Land, buildings, and equipment basis ▶					
Less: accumulated depreciation ▶					
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		26,059,553.	31,009,188.	32,870,182.	
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 checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.				
	24 Unrestricted	26,059,553.	31,009,188.		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances	26,059,553.	31,009,188.		
	31 Total liabilities and net assets/fund balances	26,059,553.	31,009,188.		

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	26,059,553.
2 Enter amount from Part I, line 27a	2	4,949,635.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	31,009,188.
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	31,009,188.

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Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENT

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr.)
1a			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e	35,422,741.	29,642,763.	5,842,315.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

(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	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			5,842,315.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	5,842,315.
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 doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	1,682,250.	28,673,162.	.058670
2015	1,255,712.	29,978,271.	.041887
2014	1,142,633.	29,942,879.	.038160
2013	859,635.	28,243,227.	.030437
2012	756,447.	26,229,897.	.028839

2 Total of line 1, column (d)	2	.197993
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	.039599
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	29,464,394.
5 Multiply line 4 by line 3	5	1,166,761.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	64,963.
7 Add lines 5 and 6	7	1,231,724.
8 Enter qualifying distributions from Part XII, line 4	8	1,482,035.

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.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	64,963.
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	64,963.
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	64,963.
6 Credits/Payments			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	109,705.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	109,705.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	44,742.	
11 Enter the amount of line 10 to be Credited to 2018 estimated tax	11	44,742.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions 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 2017 or the tax year beginning in 2017? See the 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)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation 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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.THESAMPSONFOUNDATION.ORG	X	
14 The books are in care of INTENTIONAL PHILANTHROPY, LLC Telephone no. 301-761-4433 Located at 3 BETHESDA METRO CENTER, SUITE 960, BETHESDA, MD ZIP+4 20814-6345		
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 2017, 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 the instructions for exceptions and filing requirements for FinCEN Form 114. 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
1a During the year, did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input 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 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"/>		X
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 2017?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2017 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 2017.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		X

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

	Yes	No
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))?	<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 4945(d)(4)(A)? See instructions	<input checked="" type="checkbox"/> Yes <input 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 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		<input checked="" type="checkbox"/>
Organizations relying on a current notice regarding disaster assistance, check here ▶ <input type="checkbox"/>		
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? SEE STATEMENT 9	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		<input checked="" type="checkbox"/>
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	N/A	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and 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
KATERINE S. MCBRIDE	SECRETARY/TRUSTEE			
3 BETHESDA METRO CENTER, SUITE 960				
BETHESDA, MD 20814	1.00	0.	0.	0.
J. FAYE SAMPSON	TRUSTEE			
3 BETHESDA METRO CENTER, SUITE 960				
BETHESDA, MD 20814	1.00	0.	0.	0.
KRISTY S. RODRIGUEZ	PRESIDENT/LEAD TRUSTEE			
3 BETHESDA METRO CENTER, SUITE 960				
BETHESDA, MD 20814	5.00	9,722.	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

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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
INTENTIONAL PHILANTHROPY LLC - 3 BETHESDA METRO CENTER SUITE 960, BETHESDA, MD 20814	ADMIN, MGMT, AND CONSULTING	132,000.
SYNTRINSIC INVESTMENT COUNSEL - 1899 WYNKOOP STREET - SUITE 315, DENVER, CO 80202	INVESTMENT MANAGEMENT	53,165.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	27,039,732.
b	Average of monthly cash balances	1b	2,210,118.
c	Fair market value of all other assets	1c	663,240.
d	Total (add lines 1a, b, and c)	1d	29,913,090.
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	29,913,090.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	448,696.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,464,394.
6	Minimum investment return. Enter 5% of line 5	6	1,473,220.

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	1,473,220.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	64,963.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	64,963.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,408,257.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,408,257.
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	1,408,257.

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	1,482,035.
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	1,482,035.
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	64,963.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,417,072.

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.

Form 990-PF (2017)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				1,408,257.
2 Undistributed income, if any, as of the end of 2017			994,990.	
a Enter amount for 2016 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 1,482,035.			994,990.	
a Applied to 2016, but not more than line 2a				
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 2017 distributable amount				487,045.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below.	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				921,212.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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 2017, 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)

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 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).)

J. FAYE SAMPSON

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

NONE

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

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

a The name, address, and telephone number or email address 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 <i>(continued)</i>
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3 Grants and Contributions Paid During the Year or Approved for Future Payment

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				
SEE ATTACHMENT B				1,313,500.
Total			► 3a	1,313,500.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	6,451.		
4 Dividends and interest from securities			14	596,089.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income			01	356,792.		
8 Gain or (loss) from sales of assets other than inventory			18	5,842,315.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue						
a SECURITIES LITIGATION						
b PROCEEDS			01	724.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		6,802,371.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	6,802,371.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

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

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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 instr

☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name
**CHRISTOPHER
PETERMANN**

Preparer's signature _____

Date _____

Check ☐ if PTIN
self-employed

P00097440

Firm's name ► PKF O'CONNOR DAVIES, LLP

Firm's EIN ▶ 27-1728945

Firm's address ► 665 FIFTH AVENUE
NEW YORK, NY 10022

Phone no. 212-286-2600

Form **990-PF** (2017)

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.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

Name of the organization

MYLES D. AND J. FAYE SAMPSON FAMILY
FOUNDATION, C/O INTENTIONAL PHILANTHROPY

Employer identification number

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't 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) (2017)

Name of organization

MYLES D. AND J. FAYE SAMPSON FAMILY
FOUNDATION, C/O INTENTIONAL PHILANTHROPY

Employer identification number

25-6407379

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	TORO DEVELOPMENT CORPORATION 2500 ELDO ROAD, SUITE 1 MONROEVILLE, PA 15146	\$ 25,385.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

MYLES D. AND J. FAYE SAMPSON FAMILY
FOUNDATION, C/O INTENTIONAL PHILANTHROPY

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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

MYLES D. AND J. FAYE SAMPSON FAMILY
FOUNDATION, C/O INTENTIONAL PHILANTHROPY

25-6407379

Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

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

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 THRU PUBLICLY TRADED SECURITIES		P	VARIOUS	VARIOUS
b THRU ALLIANCEBERNSTEIN EUROPEAN OPP. SERIES K-1		P	VARIOUS	VARIOUS
c SALE OF CLOVERLEAF ESTATES		D	VARIOUS	VARIOUS
d SALE OF GOLDEN MILE LP		D	VARIOUS	VARIOUS
e SALE OF SAB CAPITAL		P	VARIOUS	VARIOUS
f SALE OF GABELLI ASSOCIATES FUND II		P	VARIOUS	VARIOUS
g SALE OF EUROPEAN OPP. SERIES DEBT		P	VARIOUS	VARIOUS
h FIRST FORK K-1 ADJUSTMENT		D	VARIOUS	VARIOUS
i CAPITAL GAINS DIVIDENDS				
j				
k				
l				
m				
n				
o				

(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 30,057,716.		26,029,108.	4,028,608.
b			80,009.
c 758,400.		30,869.	727,531.
d 1,360,400.		856,317.	504,083.
e 1,453,418.		1,403,040.	50,378.
f 882,466.		818,110.	64,356.
g 505,310.		505,319.	<9.>
h			<17,672.>
i 405,031.			405,031.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			4,028,608.
b			80,009.
c			727,531.
d			504,083.
e			50,378.
f			64,356.
g			<9.>
h			<17,672.>
i			405,031.
j			
k			
l			
m			
n			
o			

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	5,842,315.
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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
SHORT TERM INTEREST	6,451.	6,451.	
TOTAL TO PART I, LINE 3	6,451.	6,451.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLOVERLEAF ESTATES WEST LP	14,545.	0.	14,545.	14,545.	
GOLDEN MILE PROPERTIES LP	26,090.	0.	26,090.	26,090.	
THRU ALLIANCEBERNSTEIN EUROPEAN OPP. SERIES K-1	8,377.	0.	8,377.	8,377.	
THRU FIRST FORK PROPERTIES LP K-1	3.	0.	3.	3.	
THRU PUBLICLY TRADED SECURITIES	952,105.	405,031.	547,074.	547,074.	
TO PART I, LINE 4	1,001,120.	405,031.	596,089.	596,089.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
THRU ALLIANCEBERNSTEIN EUROPEAN OPP. SERIES K-1	<16,933.>	<16,933.>	
THRU FIRST FORK PROPERTIES LP K-1	128,725.	128,725.	
THRU CLOVERLEAF ESTATES WEST LP K-1	154,887.	154,887.	
THRU GOLDEN MILE PROPERTIES LP K-1	90,113.	90,113.	
SECURITIES LITIGATION PROCEEDS	724.	724.	
TOTAL TO FORM 990-PF, PART I, LINE 11	357,516.	357,516.	

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT 4	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
S&T TRUST - INVESTMENT MANAGEMENT FEES	21,897.	21,897.		0.
INTENTIONAL PHILANTHROPY LLC - FOUNDATION MANAGEMENT	132,000.	0.		132,000.
SYNTRINSIC - INVESTMENT MANAGEMENT FEES	53,165.	53,165.		0.
BERNSTEIN PRIVATE WEALTH MANAGEMENT - INVESTMENT MANAGEMENT FEES	14,272.	14,272.		0.
KELLY STRATEGIES LLC - CONSULTING	15,200.	0.		15,200.
EUROPEAN OPPORTUNITIES - INVESTMENT MANAGEMENT FEES	1,393.	1,393.		0.
TO FORM 990-PF, PG 1, LN 16C	237,927.	90,727.		147,200.

FORM 990-PF	TAXES		STATEMENT 5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	90,000.	0.		0.
FOREIGN WITHHOLDING TAX	29.	29.		0.
FOREIGN WITHHOLDING TAX THRU ALLIANCEBERNSTEIN EUROPEAN OPP. SERIES K-1	2,219.	2,219.		0.
TO FORM 990-PF, PG 1, LN 18	92,248.	2,248.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT 6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER DEDUCTIONS THRU ALLIANCEBERNSTEIN EUROPEAN OPP. SERIES K-1	67.	67.		0.
BANK FEES	40.	40.		0.
PAYROLL SERVICE FEE	1,143.	0.		1,143.
DUES AND SUBSCRIPTIONS	4,444.	0.		4,444.
OTHER DEDUCTIONS THRU CLOVERLEAF ESTATES WEST LP K-1	94,018.	94,018.		0.
OTHER DEDUCTIONS THRU FIRST FORK PROPERTIES LP K-1	111,056.	111,056.		0.
OTHER DEDUCTIONS THRU GOLDEN MILE PROPERTIES LP K-1	7,928.	7,928.		0.
TO FORM 990-PF, PG 1, LN 23	218,696.	213,109.		5,587.

FORM 990-PF	CORPORATE STOCK		STATEMENT 7	
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE	
7,124.47 SHARES OF S&T BANCORP INC.		190,954.	275,432.	
TOTAL TO FORM 990-PF, PART II, LINE 10B		190,954.	275,432.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 8	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
FIRST FORK PROPERTIES	COST	0.	663,240.	
SYNTRINSIC INVESTMENT COUNSEL -	COST			
MUTUAL FUNDS - SEE ATTACHMENT A		27,372,625.	28,474,782.	
SYNTRINSIC INVESTMENT COUNSEL -	COST			
EXCHANGE TRADED FUNDS - SEE ATTACHMENT A		2,344,047.	2,355,166.	
TOTAL TO FORM 990-PF, PART II, LINE 13		29,716,672.	31,493,188.	

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 9

GRANTEE'S NAME

THE INSTITUTE FOR INTEGRATIVE NUTRITION

GRANTEE'S ADDRESS3 EAST 28TH ST., FL. 12
NEW YORK, NY 10016

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
50,000.	01/16/17	50,000.

PURPOSE OF GRANT

SCHOLARSHIPS FOR APPLICANTS TO THE INSTITUTE FOR INTEGRATIVE NUTRITION

DATES OF REPORTS BY GRANTEE

10/31/17

ANY DIVERSION BY GRANTEE

NO

Myles D. and J. Faye Sampson Family Foundation
December 31, 2017
EIN: 25-6407379

Portfolio Holdings

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
MUTUAL FUNDS 92.00% of Portfolio								
BLACKSTONE ALTERNATIVE MULTI-STRATEGY INSTITUTIONAL CLASS								
Open End Fund			Security Identifier: BXMX CUSIP: 09257V201					
Dividend Option: Cash, Capital Gains Option: Cash								
Average	201,908.470	10.8120	2,183,099.97	10.7300	2,166,477.88	-16,622.09	16,617.06	0.76%
QUALIFIED INVESTMENT FUND INSTITUTIONAL CLASS								
Open End Fund			Security Identifier: CRANX CUSIP: 20366N202					
Dividend Option: Cash; Capital Gains Option: Cash								
Average	353,294.956	10.6060	3,747,199.92	10.5300	3,720,195.89	-27,004.03	90,770.65	2.43%
EATON VANCE ATLANTA CAPITAL SMID-CAP FUND CLASS I								
Open End Fund			Security Identifier: EISMV CUSIP: 277902698					
Dividend Option: Cash, Capital Gains Option: Cash								
Average	64,531.954	29.9980	1,935,855.54	33.6100	2,168,918.97	233,063.43		
GATEWAY FUND CLASS Y								
Open End Fund			Security Identifier: GTEYX CUSIP: 367829884					
Dividend Option: Cash, Capital Gains Option: Cash								

Myles D. and J. Faye Sampson Family Foundation
December 31, 2017
EIN: 25-6407379

Portfolio Holdings (continued)

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
MUTUAL FUNDS (continued)								
GATEWAY FUND CLASS Y (continued)								
Average	60,159 913	32 1620	1,934,846 79	33 4600	2,012,950.69	78,103.90	25,056 60	1.24%
HARDING LOEVNER INTERNATIONAL EQUITY PORTFOLIO			Security Identifier HLMIH CUSIP: 412295107					
Open End Fund								
Dividend Option, Cash, Capital Gains Option Cash								
Average	160,682 011	21 0120	3,376,310.94	22 7800	3,660,336 21	284,025 27	31,833 19	0.86%
LAZARD INTERNATIONAL STRATEGIC EQUITY PORTFOLIO FUND			Security Identifier LISIX CUSIP: 52106N590					
Open End Fund								
Dividend Option, Cash, Capital Gains Option Cash								
Average	232,568 768	14 1810	3,298,164 97	15 7000	3,651,329 66	353,164 69	47,439 60	1.29%
PARMASSUS CORE EQUITY FUND INSTITUTIONAL CLASS			Security Identifier PRLX CUSIP: 701769408					
Open End Fund								
Dividend Option, Cash, Capital Gains Option Cash								
Average	122,137 142	41 6620	5,088,489 88	42 7300	5,218,920 08	130,430 20	79,315 86	1 51%
BOSTON PARTNERS LONG/SHORT RESEARCH FUND INST CLASS			Security Identifier BPIRX CUSIP: 74925K581					
Open End Fund								
Dividend Option, Cash, Capital Gains Option Cash								
Average	118,029 622	15 9950	1,887,929 77	17 0100	2,007,683 87	119,754 10		
TIAA-CREF SOCIAL CHOICE BOND FUND CLASS I			Security Identifier TSBIH CUSIP: 87245R672					
Open End Fund								
Dividend Option, Cash, Capital Gains Option Cash								
Average	188,140 706	10 2840	1,934,799 95	10 3200	1,941,612 09	6,812 14	47,210 14	2.43%

Myles D. and J. Faye Sampson Family Foundation
December 31, 2017
EIN: 25-6407379

Portfolio Holdings (continued)

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
MUTUAL FUNDS (continued)								
TEMPLETON GLOBAL BOND FUND ADVISOR CLASS			Security Identifier TGBAX CUSIP 880208400					
Open End Fund								
Dividend Option Cash, Capital Gains Option. Cash								
Average	162,561,770	12,2160	1,985,927.65	11.8500	1,926,356.97	-59,570.68	69,495.15	3.60%
TOTAL MUTUAL FUNDS			\$27,372,625.38		\$28,474,782.31	\$1,102,156.93	\$407,738.25	

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
EXCHANGE-TRADED PRODUCTS 7.00% of Portfolio								
VANGUARD INTL EQUITY INDEX FDS GLOBAL			Security Identifier VNQI CUSIP 922042676					
EX-US REAL ESTATE INDEX FD ETF SHS								
Dividend Option Cash, Capital Gains Option Cash								
08/01/17	17,971,000	58,8100	1,056,872.71	60.5000	1,087,245.50	30,372.79	41,989.24	3.86%
12/26/17	1,503,000	59,7360	89,783.81	60.5000	90,931.50	1,147.69	3,511.76	3.86%
Total Covered	19,474,000		1,146,656.52		1,178,177.00	31,520.48	45,501.00	
Total	19,474,000		\$1,146,656.52		\$1,178,177.00	\$31,520.48	\$45,501.00	
VANGUARD INDEX FDS VANGUARD REIT ETF			Security Identifier VNQ CUSIP 922908553					
Dividend Option Cash, Capital Gains Option Cash								
08/01/17	12,507,000	84,6960	1,059,291.62	82.9800	1,037,830.86	-21,460.76	43,944.59	4.23%
12/26/17	1,677,000	82,3490	138,099.07	82.9800	139,157.46	1,058.39	5,892.31	4.23%
Total Covered	14,184,000		1,197,390.69		1,176,988.32	-20,402.37	49,836.90	
Total	14,184,000		\$1,197,390.69		\$1,176,988.32	-\$20,402.37	\$49,836.90	
TOTAL EXCHANGE-TRADED PRODUCTS			\$2,344,047.21		\$2,355,165.32	\$11,118.11	\$95,337.90	

Name	Address	Grantee Relationship	Grantee Tax Status	Amount	Purpose
1000 Days	1400 16th Street, NW Suite 210 Washington DC 20036	N/A	PC	1,500	General Operating Support
Africa Yoga Project, Inc	1750 W Front Street Ste 200 Boise ID 83702	N/A	PC	3,000	Mentorship & General Operating Support
American Civil Liberties Union, Inc	125 Broad St 18th Floor New York NY 10033	N/A	PC	10,000	To support using the law and courts to defend civil liberties
Audubon Society of Western Pennsylvania	614 Dorseyville Road Pittsburgh PA 15238	N/A	PC	10,000	To support the work of connecting the people of Southwestern Pennsylvania to birds and nature through our programs, projects, and places
Black Hills Regional Ski for Light	P O Box 3707 Rapid City SD 57709	N/A	PC	5,000	To support the annual cross country skiing event in ND for people with visual impairment and other disabilities
Border Angels	P O Box 86598 San Diego CA 92138	N/A	PC	3,500	General Operating Support
Casey Health Institute	800 S Frederck Avenue Suite 200 Gaithersburg MD 20877	N/A	PC	60,000	To outfit the teaching kitchen in order to make it functional enough to hold the classes currently being taught in the new space
Center for Mind Body Medicine	5225 Connecticut Avenue, NW, Suite 415 Washington DC 20015	N/A	PC	10,000	In support of the Trauma Relieve for Standing Rock Project
Center for Mind Body Medicine	5225 Connecticut Avenue, NW, Suite 415 Washington DC 20015	N/A	PC	42,000	To support work with Syrian refugees in Jordan and training relief workers involved with the approximately 1.4 million Syrian refugees in Jordan
Colorectal Cancer Alliance	1025 Vermont Avenue Washington DC 20005	N/A	PC	75,000	To support prevention of Colon Cancer and awareness campaigns targeting the general population
Committee to Protect Journalists, Inc	330 Seventh Ave 11th Fl New York NY 10001	N/A	PC	4,000	General Operating Support
Community Kitchen Pittsburgh	107 Flowers Ave Pittsburgh PA 15207	N/A	PC	50,000	To support Community Kitchen staff, an Education and Outreach Coordinator, as well as AmeriCorps Apprentice and Director of Programs
Docomomo WEWA	Po Box 70245 Seattle WA 98127	N/A	PC	2,500	General Operating Support
Documenting Hope	PO Box 191 West Simsbury CT 06092	N/A	PC	5,000	To support the "Documenting Hope" Documentary
Dog Tag Bakery Inc	3206 Grace Street NW Washington DC 20007	N/A	PC	25,000	To support business education and job training for veterans and their families through an innovative entrepreneurship-focused career exploration and training program
Dr. Eisenberg at the Culinary Institute of America	1946 Campus Dr Hyde Park NY 12538	N/A	PC	125,000	To support the Teaching Kitchen Collaborative (TKC), to develop educational programs which include nutrition education, culinary instruction, movement and exercise, mindfulness, optimal use of information technology, and health coaching
Environmental Working Group	1436 U St NW suite 100 Washington DC 20009	N/A	PC	5,000	To support the Healthy Child, Healthy World Project for 2017
Every Mother Counts	180 Varick Street Ste 1116 New York NY 10014	N/A	PC	2,500	General Operating Support
Family House	5001 Baum Blvd Suite 545 Pittsburgh PA 15213	N/A	PC	50,000	To support the healthy breakfast and nutrition education program as well as guest assistance for guests who can not pay the nightly fee
Give Back Yoga Foundation/ Eat Breathe Thrive	900 Baseline Road Cottage 138 Boulder CO 80302-7547	N/A	PC	70,000	To support Eat Breathe Thrive staff and online course development supporting recovery from disordered eating
Giveback Yoga Foundation / Mindful Yoga Therapy	900 Baseline Rd #138 Boulder CO 80302	N/A	PC	25,000	To support training yoga teachers to work specifically with veterans in VAs and hospitals
Grow Pittsburgh	6587 Hamilton Avenue #2 W Pittsburgh PA 15206	N/A	PC	50,000	To establish school gardens and integrate garden and cooking activities into the regular classroom curriculum towards educating the whole child
Habitat for Humanity of Puerto Rico	1357 Avenida Ashford PMB 135 San Juan PR 00907	N/A	PC	10,000	General Operating Support
Houston Habitat for Humanity Inc	3750 North McCarty Houston TX 77029	N/A	PC	5,000	To support rebuilding efforts in the areas hit by Hurricane Harvey
Houston Humane Society	14700 Almeda Road Houston TX 77053	N/A	PC	5,000	To support the rescue and care of animals impacted by Hurricane Harvey
Human Rights Campaign Foundation	1640 Rhode Island Ave, NW Washington DC 20036	N/A	PC	2,500	General Operating Support
Institute for Responsible Technology	PO BOX 469 FAIRFIELD IA 52556	N/A	PC	2,500	General Operating Support
International Rescue Committee, Inc	122 E 42nd St New York NY 10168	N/A	PC	5,000	General Operating Support
Non-GMO Project	1155 N State Street, Suite #502 Bellingham WA 98225	N/A	PC	2,500	General Operating Support
Organic Consumers Association	6771 S Silver Hill Dr Finland MN 55603	N/A	PC	3,500	General Operating Support
Passive House Institute Us Inc	401 N Michigan Avenue Suite 500 Chicago IL 60611	N/A	PC	5,000	General Operating Support
Pittsburgh Cares	3505 Butler Street Pittsburgh PA 15201	N/A	PC	20,000	To support the leadership of a small cohort of high school students in Pittsburgh who desire to serve the community
Pittsburgh Glass Center Inc	5472 Penn Avenue Pittsburgh PA 15206	N/A	PC	5,000	General Operating Support
Pittsburgh Public Theater Corporation	621 Penn Avenue Pittsburgh PA 15222	N/A	PC	35,000	To support the performing arts in Pittsburgh
Real Food For Kids	PO Box 1521 Great Falls VA 22066	N/A	PC	10,000	To be used to hire a consultant to move development work forward
Real Food For Kids	PO Box 1521 Great Falls VA 22066	N/A	PC	50,000	For general operating to support the work of the Lunchroom Collaborative, the annual Culinary Competition and putting salad bars into FCPS schools
She Should Run	718 7th Street NW, 2nd Floor Washington DC 20001	N/A	PC	3,000	General Operating Support
Sierra Club Foundation	2101 Webster St suite 1250 Oakland CA 94612	N/A	PC	25,000	To provide communities with the tools and support to organize their own local campaigns and plug into state level campaigns, to demand a clean energy future, moving the state to 100 percent clean energy

Name	Address	Grantee Relationship	Grantee Tax Status	Amount	Purpose
Stone Soup Productions - Restore Dignity	1823 JEFFERSON PL NW WASHINGTON DC 20036	N/A	PC	2,000	To support the Restore Dignity Project
The Institute for Integrative Nutrition	3 E 28th Street Floor 12 New York NY 10016	N/A	NC	50,000	To support scholarships to future health coaches who intend to serve a community with need but little or no access to a health coach
The Midwife Center for Birth & Women's Health	2831 Penn Avenue Pittsburgh PA 15222	N/A	PC	100,000	To support the expansion of space and services by The Midwife Center in order to better equip them to serve the needs of the women of Pittsburgh
The Nature Conservancy	4245 N Fairfax Dr Ste 100 Arlington VA 22203 1606	N/A	PC	2,500	To support Plan A Billion Project
TSPC dba A Place To Be	8 North Jay Street Middleburg VA 20117	N/A	PC	15,000	To support the work of helping people face, navigate, and overcome life's challenges using the therapeutic arts
University of Arizona Foundation for the benefit of Arizona Center for Integrative Medicine	1111 N Cherry Ave Tucson AZ 85721-0109	N/A	PC	100,000	To support the continuing development of the Educational Leadership Initiative (ELI) to provide critically needed Integrative Medicine (IM) leadership capacity & train more faculty
UPMC CancerCenter	The Wellness and Integrative Oncology Program Hillman Cancer Center 3rd Floor, 5115 Centre Avenue Pittsburgh PA 15232	N/A	PC	100,000	To be used to support the expansion of the nurse ambassador program and education for general oncology staff of the benefits of integrative therapies for oncology patients
Western Pennsylvania Conservancy	800 Waterfront Drive, Fl 2 Pittsburgh PA 15222	N/A	PC	15,000	General Operating Support
Westmoreland County Historical Society	362 Sand Hill Rd Ste 1 Greenburg PA 15601	N/A	PC	50,000	To help fund the building of a new education center and preserve the history of Westmoreland County
YMCA of Greater Pittsburgh	420 Fort Duquesne Boulevard Suite 625 Pittsburgh PA 15222	N/A	PC	40,000	To support salaries, supplies and financial assistance for the Sampson Family YMCA Teaching Kitchen to continue to provide exciting, inspirational and nutritional programming to support healthy living
YoKid Stretch Your Limits	108 North Payne Street Alexandria VA 22314	N/A	PC	16,000	To be used to support programs introducing kids and adults who work with kids to the benefits of yoga

Total Grants and Contributions Paid During the Year \$1,313,500