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Form **990-PF**

# Return of Private Foundation

## or Section 4947(a)(1) Nonexempt Charitable Trust

### Treated as a Private Foundation

OMB No 1545-0052

**2010**Department of the Treasury  
Internal Revenue Service

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

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation <b>THE AMPHION FOUNDATION INC A/C 005886</b>		<b>A</b> Employer identification number <b>13-3438528</b>
Number and street (or P O box number if mail is not delivered to street address) <b>C/O LAW OFFICES OF JAMES M KENDRICK, LLC</b>	Room/suite	<b>B</b> Telephone number (see page 10 of the instructions) <b>(212)922-8139</b>
City or town, state, and ZIP code <b>254 WEST 31ST STREET, 15TH FL NEW YORK NY 10001</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>D 1</b> Foreign organizations, 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>\$ 3,419,762</b>		<b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

### Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(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 (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	60	60		
4 Dividends and interest from securities	121,277	121,276		
5 a Gross rents		0		
b Net rental income or (loss)	0			
6 a Net gain or (loss) from sale of assets not on line 10	89,818			
b Gross sales price for all assets on line 6a	1,237,350			
7 Capital gain net income (from Part IV, line 2)		89,818		
8 Net short-term capital gain			0	
9 Income modifications				
10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)	5,310	0	0	
12 Total. Add lines 1 through 11	216,465	211,154	0	
13 Compensation of officers, directors, trustees, etc	11,900			11,900
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	83,351	0	0	83,351
b Accounting fees (attach schedule)	6,700	0	0	6,700
c Other professional fees (attach schedule)	28,966	14,483	0	14,483
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	370	370	0	0
19 Depreciation (attach schedule) and depletion	0	0	0	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	3,334	0	0	3,334
24 Total operating and administrative expenses. Add lines 13 through 23	134,621	14,853	0	119,768
25 Contributions, gifts, grants paid	266,500			266,500
26 Total expenses and disbursements. Add lines 24 and 25	401,121	14,853	0	386,268
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-184,656			
b Net investment income (if negative, enter -0-)		196,301		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see page 30 of the instructions.

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(HTA)

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13-3438528

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Part II Balance Sheets		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
Assets	1	Cash—non-interest-bearing	9,665	17,390	17,390
	2	Savings and temporary cash investments	33,700	44,288	44,288
	3	Accounts receivable	0		
		Less allowance for doubtful accounts	0	0	0
	4	Pledges receivable	0		
		Less allowance for doubtful accounts	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule)	0		
		Less allowance for doubtful accounts	0	0	0
	8	Inventories for sale or use		0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	0	0	0
	c	Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11	Investments—land, buildings, and equipment basis	0		
		Less accumulated depreciation (attach schedule)	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,918,694	2,723,725	3,358,084
	14	Land, buildings, and equipment basis	0		
		Less accumulated depreciation (attach schedule)	0	0	0
	15	Other assets (describe )	0	0	0
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,962,059	2,785,403	3,419,762
	17	Accounts payable and accrued expenses		0	
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue		0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe )	0	0	
	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31 <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	2,962,059	2,785,403	
	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 (see page 17 of the instructions)	2,962,059	2,785,403	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,962,059	2,785,403	

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

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,962,059
2	Enter amount from Part I, line 27a	2	-184,656
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> RECOVERY OF GRANTS FROM 2009 - CHECK 1630	3	8,000
4	Add lines 1, 2, and 3	4	2,785,403
5	Decreases not included in line 2 (itemize) <input type="checkbox"/>	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,785,403

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**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</b> See Attached Statement				
<b>b</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> 0	0	0	0
<b>b</b> 0	0	0	0
<b>c</b> 0	0	0	0
<b>d</b> 0	0	0	0
<b>e</b> 0	0	0	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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b> 0	0	0	0
<b>b</b> 0	0	0	0
<b>c</b> 0	0	0	0
<b>d</b> 0	0	0	0
<b>e</b> 0	0	0	0

  

<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>	89,818
<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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8 }	<b>3</b>	0

**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))
2009	439,213	3,574,739	0.122866
2008	467,787	4,536,261	0.103122
2007	368,398	3,780,209	0.097454
2006	325,590	3,333,363	0.097676
2005	221,075	2,464,800	0.089693

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.510811
<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>	0.102162
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	<b>4</b>	3,313,999
<b>5</b> Multiply line 4 by line 3	<b>5</b>	338,565
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	1,963
<b>7</b> Add lines 5 and 6	<b>7</b>	340,528
<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 on page 18.	<b>8</b>	386,268

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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)			
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	1,963
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	1,963
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	1,963
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,276	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	3,724	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	5,000	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,037	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input checked="" type="checkbox"/> 3,037 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 checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" 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?	N/A	
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 page 19 of the instructions) <input checked="" type="checkbox"/> NY AG REG # 04-20-47		
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? 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)**

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <b>► N/A</b>				
14	The books are in care of <b>► BNY MELLON, N A</b>	Telephone no <b>► (212)922-8139</b>		
Located at <b>► P O BOX 185, PITTSBURGH, PA</b>		ZIP+4 <b>► 15230-0185</b>		
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 <b>► 15 N/A</b>			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <b>►</b>				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 type="checkbox"/> Yes	<input checked="" 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <b>►</b>	1b	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 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years <b>► 20</b> , <b>20</b> , <b>20</b> , <b>20</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 <b>all</b> years listed, answer "No" and attach statement—see page 22 of the instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>► 20</b> , <b>20</b> , <b>20</b> , <b>20</b>		
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 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?**5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ 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?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b**

If "Yes" to 6b, file Form 8870

X

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b** 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 page 22 of the 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 Attached Statement	00	0	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

**2** Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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				

**Total** number of other employees paid over \$50,000

▶ NONE

**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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0

Total number of others receiving over \$50,000 for professional services **▶** NONE**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 NONE	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments (see page 24 of the instructions)

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

	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions	
3 NONE	0

Total. Add lines 1 through 3 **▶** NONE



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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>	3,283,479
<b>b</b>	Average of monthly cash balances	<b>1b</b>	80,987
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	3,364,466
<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>	3,364,466
<b>4</b>	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	50,467
<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>	3,313,999
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	165,700

**Part XI Distributable Amount** (see page 25 of the 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>	165,700
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	1,963
<b>b</b>	Income tax for 2010 (This does not include the tax from Part VI.)	<b>2b</b>	0
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,963
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	163,737
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	8,000
<b>5</b>	Add lines 3 and 4	<b>5</b>	171,737
<b>6</b>	Deduction from distributable amount (see page 25 of the 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>	171,737

**Part XII Qualifying Distributions** (see page 25 of the 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>	386,268
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	NONE
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<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>	386,268
<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 page 26 of the instructions)	<b>5</b>	1,963
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	384,305

**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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				171,737
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2010				
<b>a</b> From 2005	108,021			
<b>b</b> From 2006	163,378			
<b>c</b> From 2007	183,050			
<b>d</b> From 2008	253,758			
<b>e</b> From 2009	263,028			
<b>f</b> Total of lines 3a through e	971,235			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 386,268				
<b>a</b> Applied to 2009, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
<b>d</b> Applied to 2010 distributable amount				171,737
<b>e</b> Remaining amount distributed out of corpus	214,531			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<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	1,185,766			
<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 page 27 of the instructions		0		
<b>e</b> Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
<b>f</b> Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				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 page 27 of the instructions)				
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	108,021			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,077,745			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2006	163,378			
<b>b</b> Excess from 2007	183,050			
<b>c</b> Excess from 2008	253,758			
<b>d</b> Excess from 2009	263,028			
<b>e</b> Excess from 2010	214,531			

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

☐ 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

	Prior 3 years				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
b 85% of line 2a	0				0
c Qualifying distributions from Part XII, line 4 for each year listed	0	0	0	0	0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
<b>c</b> "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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

**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 page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

ELLIOTT C CARTER JR

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

NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

JAMES KENDRICK C/O LAW OFFICES OF JAMES M KENDRICK, 254 WEST 31ST STREET, 15TH FL, NEW YORK, NY 10001

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

LETTER

**c** Any submission deadlines

NONE

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

NONE

**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> Paid during the year See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	266,500
<b>b</b> Approved for future payment NONE				
<b>Total</b>			▶ <b>3b</b>	NONE

## 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)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions )
1	Program service revenue					
a			0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
f			0		0	0
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	60	
4	Dividends and interest from securities			14	121,277	
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					
8	Gain or (loss) from sales of assets other than inventory			18	89,818	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a <u>FEDERAL EXCISE TAX REFUND</u>		0		5,310	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
12	Subtotal Add columns (b), (d), and (e)		0		216,465	0
13	Total. Add line 12, columns (b), (d), and (e)				13	216,465

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

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
--	-----	----

**a** Transfers from the reporting foundation to a noncharitable exempt organization of

(1) Cash

**(2) Other assets**

**b Other transactions**

**(1) Sales of assets to a noncharitable exempt organization**

**(2) Purchases of assets from a noncharitable exempt organization**

(3) Rental of facilities, equipment, or other assets

#### (4) Reimbursement arrangements

**(5) Loans or loan guarantees**

**(6) Performance of services or membership or fundraising solicitations**

**c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees

**d** If the answer to any of the above is "Yes," complete the following schedule. 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) of the Code (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

**Sign  
Here**

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date \_\_\_\_\_

Title

**Paid  
Preparer  
Use Only**

Pnnt/Type preparer's name
---------------------------

Preparer's signature

Date \_\_\_\_\_

PTIN

Shawn P Hanlon

Firm's name ► PRICEWATERHOUSECOOPERS LLP

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219

10/7/2011

Check ☒ if  
self-employed

Firm's EIN ▶ 13-4008324

Phone no	(412) 355-6000
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THE AMPHION FOUNDATION INC A/C 005886

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year****Recipient(s) paid during the year**

Name

Alarm Will Sound, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 4,000

Name

Da Capo Chamber Players, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 2,500

Name

New York New Music Ensemble

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 2,500

Name

Albany Symphony Orchestra, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 10,000

Name

American Composers Forum

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 3,000

Name

American Composers Orchestra Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 7,500

THE AMPHION FOUNDATION INC A/C 005886

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

American Music Center, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 7,000

Name

Bang on a Can, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 6,000

Name

Boston Modern Orchestra Project, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 13,500

Name

Boston Music Viva, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 4,000

Name

The Brooklyn Academy of Music, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 1,500

Name

Cabrillo Festival of Contemporary Music

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 6,000



THE AMPHION FOUNDATION INC A/C 005886

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

Regents of the University of California

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

TAX EXEMPT

Purpose of grant/contribution

OPERATIONAL

Amount

3,000

Name

The Carnegie Hall Society, Inc

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

TAX EXEMPT

Purpose of grant/contribution

OPERATIONAL

Amount

3,000

Name

Concert Artists Guild, Inc

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

TAX EXEMPT

Purpose of grant/contribution

OPERATIONAL

Amount

2,500

Name

Del Sol Performing Arts Organization

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

TAX EXEMPT

Purpose of grant/contribution

OPERATIONAL

Amount

3,000

Name

Eighth Blackbird Performing Arts Association

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

TAX EXEMPT

Purpose of grant/contribution

OPERATIONAL

Amount

6,000

Name

Ethel Foundation for the Arts

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

TAX EXEMPT

Purpose of grant/contribution

OPERATIONAL

Amount

3,000

THE AMPHION FOUNDATION INC A/C 005886

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

Friends and Enemies of New Music

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 1,500

Name

International Contemp Ensemble Fdn, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 6,000

Name

The University of Buffalo Fdn, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 3,000

Name

Elaine Kaufman Cultural Center

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 2,500

Name

Keys to the Future Festival, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 1,000

Name

Haleakala, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 2,500

THE AMPHION FOUNDATION INC A/C 005886

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

Kronos Performing Arts Association

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 3,000

Name

League of Composers/ ISCM US SECT, INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 2,500

Name

The Mornington Trust

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 4,000

Name

Discalced, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 5,000

Name

Meet the Composer, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 7,500

Name

Trustees of Columbia U in the city of NY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 8,000

THE AMPHION FOUNDATION INC A/C 005886

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year****Recipient(s) paid during the year**

Name

Minnesota Orchestral Association

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 10,000

Name

Music at the Anthology, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 3,000

Name

University of Pittsburgh

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 3,000

Name

New Music Concerts

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 6,000

Name

New York City Opera, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 12,500

Name

Phiharmonicon Symphony Society of NY, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 3,000

THE AMPHION FOUNDATION INC A/C 005886

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

Canticorum Virtuosi, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 7,000

Name

Ojai Festival, Ltd

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 5,000

Name

OPERA America, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 2,500

Name

Other Minds

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 5,000

Name

Seventh Regiment Armory Conservancy, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 3,000

Name

Sequitur New Music Corporation

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 3,500

THE AMPHION FOUNDATION INC A/C 005886

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

Syracuse Society for New Music

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 4,000

Name

Bd of Trustees Leland Stanford Jr University

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 3,000

Name

The Symphony Space, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 3,500

Name

The Yellow Barn, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 1,500

Name

Young Concert Artists, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 3,000

Name

Copland House, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 3,000

THE AMPHION FOUNDATION INC A/C 005886

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

Dal Niente New Music, NPD

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 1,000

Name

American Opera Projects, inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 4,000

Name

The California EAR Unit Foundation

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 2,500

Name

California Symphony Orchestra, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 2,000

Name

The Board of Regents of the Uni of Nebraska

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 3,000

Name

Electronic Music Foundation, Ltd

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 1,000

THE AMPHION FOUNDATION INC A/C 005886

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

Glimmerglass Opera, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 4,000

Name

International Festival for Contemp Perfer, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 2,000

Name

Monadnock Music

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 3,000

Name

New World Symphony, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 3,000

Name

New York Youth Symphony, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 4,000

Name

Roulette Intermedium, Inc

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 3,000



THE AMPHION FOUNDATION INC A/C 005886

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

Saint Paul Chamber Orchestra Society

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 4,000

Name

Vassar College

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 6,000

Name

New York Foundation for the ARTS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status TAX EXEMPT		
Purpose of grant/contribution OPERATIONAL			Amount 8,000

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

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Totals												
Gross Sales												
1,237,350												
0												
Cost, Other Basis and Expenses												
1,147,532												
0												
Net Gain or Loss												
89,818												
0												
Other sales												
0												
Net Gain or Loss												
-1,195												

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
1	X	BNY MELLON INTERMEDIATE	05569M814			10/28/2009		1/27/2010	65,000	65,101				-101
2	X	BNY MELLON INTERMEDIATE	05569M814			10/28/2009		2/5/2010	35,000	35,000				0
3	X	BNY MELLON INTERMEDIATE	05569M814			10/28/2009		5/6/2010	80,000	79,877				123
4	X	BNY MELLON INTERMEDIATE	05569M814			10/16/2009		6/21/2010	175,817	175,000				817
5	X	BNY MELLON INTERMEDIATE	05569M814			10/28/2009		6/21/2010	55,108	55,023				85
6	X	BNY MELLON INTERMEDIATE	05569M814			10/15/2009		6/21/2010	29,075	28,895				180
7	X	JOHN DEERE CAPITAL 4.875	24422EPX1			11/21/2005		10/15/2010	125,000	124,417				583
8	X	EXXON MOBIL CORP	30231G102			3/16/1956		10/20/2010	26,140	1,194				24,946
9	X	UNION PAC CORP	907818108			1/15/1991		10/20/2010	33,827	684				33,143
10	X	UNION PAC CORP	907818108			1/15/1991		12/22/2010	36,754	684				36,070
11	X	U S TREASURY NOTE 5.75%	9128276J6			6/15/2001		8/15/2010	150,000	155,462				-5,462
12	X	U S TREASURY NOTE 4.125	912828ED8			5/26/2006		8/15/2010	200,000	200,000				0
13	X	U S TREASURY NOTE 4.5%	912828EM8			11/21/2005		11/15/2010	225,000	226,195				-1,195

Line 11 (990-PF) - Other Income

		5,310	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	FEDERAL EXCISE TAX REFUND	5,310	0	
2			0	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

**Line 16a (990-PF) - Legal Fees**

		83,351	0	0	83,351
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LAW OFFICE OF JAMES KENDRICK	78,000			78,000
2	ALTER & ROSEN, LLP	5,351			5,351
3					
4					
5					
6					
7					
8					
9					
10					

Line 16b (990-PF) - Accounting Fees

	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	SCHMIDT & STANTON, CPA LLC	3,500			3,500
2	BNY MELLON TAX PREP FEE	3,200			3,200
3					
4					
5					
6					
7					
8					
9					
10					

Line 16c (990-PF) - Other Fees

		28,966	14,483	0	14,483
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	BNY MELLON, N A FEE	28,966	14,483		14,483
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		370	370	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	370	370		
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Amortization See attached statement	0	0	0	0
2	NY AG FILING FEE REG # 04-20-47	250			250
3	PRINTING AND REPRODUCTION	235			235
4	MISCELLANEOUS	2,849			2,849
5					
6					
7					
8					
9					
10					



## Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers: HONORARIA

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	ELLIOTT CARTER		31 WEST 12TH STREET	NEW YORK	NY	10011		PRESIDENT	5	700
2	VIRGIL BLACKWELL		40 IRVING PLACE	NEW ROCHELLE	NY	10801		DIRECTOR	5	2,100
3	JEAN BOWEN		710 WEST END AVENUE	NEW YORK	NY	10025		DIRECTOR	1	2,100
4	SUSAN FEDER		57 PARK AVENUE SOUTH	NEW YORK	NY	10154		VICE PRESIDE	1	0
5	JAMES KENDRICK		900 THIRD AVENUE	NEW YORK	NY	10022		SEC-TREASUR	5	700
6	FRED SHERRY		215 W 91ST	NEW YORK	NY	10025		DIRECTOR	1	2,100
7	ARA GUZELIMIAN		60 LINCOLN CENTER PLAZA	NEW YORK	NY	10023		DIRECTOR	1	2,100
8	JOHN LINK		518 WEST 142 STREET, #2	NEW YORK	NY	10031		DIRECTOR	1	2,100
9										
10										
										11,900

[illegible]

**Part VI, Line 6a (990-PF) - Estimated Tax Payments**

	Date	Amount
1 Credit from prior year return	1	1,276
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	1,276

ACCOUNT	NAME	TYPE	CUSIP	DESCRIPTION	UNITS	MARKET VALUE	TAX COST
10580058860	AMPHION FOUNDATION	MELLON EQUITY/BALANCE MUT FND	05569M103	BNY MELLON LARGE CAP STK FD CL M	27736 63	240,476 66	202,000 00
10580058860	AMPHION FOUNDATION	MELLON EQUITY/BALANCE MUT FND	05569M509	BNY MELLON MID CAP STK FD CL M	3316 51	40,621 27	35,009 95
10580058860	AMPHION FOUNDATION	MELLON EQUITY/BALANCE MUT FND	05569M582	BNY MELLON U S CORE EQUITY 130/30 FD	6539 23	76,378 26	65,000 00
10580058860	AMPHION FOUNDATION	MELLON EQUITY/BALANCE MUT FND	05569M806	BNY MELLON SMALL CAP STK FD CL M	3340 78	39,153 98	33,000 00
10580058860	AMPHION FOUNDATION	MELLON FIXED INCOME MUT FUNDS	05569M814	BNY MELLON INTERMEDIATE BOND FD CL M	127466 46	1,646,866 74	1,616,104 74
10580058860	AMPHION FOUNDATION	MELLON EQUITY/BALANCE MUT FND	05569M855	BNY MELLON EMERGING MARKETS FD CL M	12031 77	142,456 22	130,000 00
10580058860	AMPHION FOUNDATION	EQUITY/BALANCED MUTUAL FUNDS	261986632	DREYFUS DIVERSIFIED INTL-I	8910 86	92,762 12	85,843 18
10580058860	AMPHION FOUNDATION	EQUITY/BALANCED MUTUAL FUNDS	26200C403	DREYFUS OPPORTUNISTIC SMALL CAP FUND	1019 91	30,760 73	30,175 71
10580058860	AMPHION FOUNDATION	COMMON STOCK	30231G102	EXXON MOBIL CORP	3300	241,298 00	9,852 15
10580058860	AMPHION FOUNDATION	CORPORATE BONDS	38141GAZ7	GOLDMAN SACHS GROUP 6 875% 1/15/11	150000	150,243 00	151,002 00
10580058860	AMPHION FOUNDATION	EQUITY/BALANCED MUTUAL FUNDS	712223106	DREYFUS MIDCAP INDEX	1274 29	35,527 37	35,480 61
10580058860	AMPHION FOUNDATION	CORPORATE BONDS	87612EAC0	TARGET CORP 6 35% 1/15/11	100000	100,152 00	99,993 00
10580058860	AMPHION FOUNDATION	COMMON STOCK	907818108	UNION PAC CORP	3200	296,512 00	5,471 68
10580058860	AMPHION FOUNDATION	U S TREASURY BILLS	9127952R1	UNITED STATES TREASURY BILL 5/19/11	225000	224,871 75	224,792 41
10580058860	AMPHION FOUNDATION	CASH MANAGEMENT VEHICLES	991061052	CRA (BNY MELLON, N A, MEMBER FDIC)	44288 35	44,288 35	44,288 35
10580058860	AMPHION FOUNDATION					3,402,372 45	2,768,013 78
10580058860	AMPHION FOUNDATION			2010 ENDING CHECKING ACCOUNT		19,911 40	19,911 40
				OUTSTANDING CHECK - 1645		1,105 54	1,105 54
				OUTSTANDING CHECK - 1722		700 00	700 00
				OUTSTANDING CHECK - 1724		700 00	700 00
				OUTSTANDING CHECK - 1623		16 00	16 00
GRAND TOTAL						3,419,762.31	2,785,403.64

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Page **2**

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

<b>Part II Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed)	
<b>Type or print</b>	<b>Name of exempt organization</b> THE AMPHION FOUNDATION INC A/C 005886
	<b>Employer identification number</b> 13-3438528
<b>File by the extended due date for filing your return. See instructions</b>	<b>Number, street, and room or suite no. If a P O box, see instructions</b> BNY Mellon, N A - P O Box 185
	<b>City, town or post office, state, and ZIP code. For a foreign address, see instructions</b> Pittsburgh PA 15230-0185

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of ☒ BNY MELLON, N.A., P.O. BOX 185, PITTSBURGH, PA 15230-0185  
Telephone No ☒ (212)922-8139 FAX No ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until 11/15/2011
- 5 For calendar year 2010, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return  
☐ Change in accounting period
- 7 State in detail why you need the extension MORE TIME IS NEEDED TO OBTAIN THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>8a</b>	\$	1,962
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	<b>8b</b>	\$	5,000
<b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>8c</b>	\$	0

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☒Title ☒Date ☒Form **8868** (Rev. 1-2011)