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

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>THE AMPHION FOUNDATION INC C/O LAW OFFICES OF JAMES M KENDRICK, LLC</b>		A Employer identification number <b>13-3438528</b>
Number and street (or P O box number if mail is not delivered to street address) <b>254 WEST 31ST STREET</b>	Room/suite <b>15 FL</b>	B Telephone number <b>212-922-8139</b>
City or town, state, and ZIP code <b>NEW YORK, NY 10001</b>		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) <b>\$ 3,333,574.</b>	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)
Revenue	1 Contributions, gifts, grants, etc., received	100,000.		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	78.	78.		Statement 1
	4 Dividends and interest from securities	99,397.	99,397.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	210,378.			
	b Gross sales price for all assets on line 6a	1,641,107.			
	7 Capital gain net income (from Part IV, line 2)		210,378.		
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns and allowances				
	10a Less Cost of goods sold				
c Gross profit or (loss)					
11 Other income	5.	5.		Statement 3	
12 Total (Add lines 1 through 11)	409,858.	309,858.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees	10,920.	0.		10,920.
	b Accounting fees				
	c Other professional fees	22,853.	22,853.		0.
	17 Interest				
	18 Taxes	9,832.	9,832.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	25,070.	0.		25,070.
	24 Total operating and administrative expenses. Add lines 13 through 23	68,675.	32,685.		35,990.
	25 Contributions, gifts, grants paid	225,500.			225,500.
26 Total expenses and disbursements Add lines 24 and 25	294,175.	32,685.		261,490.	
27 Subtract line 26 from line 12	115,683.				
a Excess of revenue over expenses and disbursements		277,173.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			N/A		

## THE AMPHION FOUNDATION INC

Form 990-PF (2011)

C/O LAW OFFICES OF JAMES M KENDRICK, LLC

13-3438528

Page 2

**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		17,390.	45,976.	45,976.
2	Savings and temporary cash investments		44,288.	293,908.	293,908.
3	Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
4	Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons				
7	Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments - U S and state government obligations Stmt 8		224,792.	0.	0.
b	Investments - corporate stock				
c	Investments - corporate bonds Stmt 9		1,867,100.	1,316,736.	1,366,446.
11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
12	Investments - mortgage loans				
13	Investments - other Stmt 10		631,833.	1,244,466.	1,627,244.
14	Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
15	Other assets (describe ▶)				
16	<b>Total assets (to be completed by all filers)</b>		<b>2,785,403.</b>	<b>2,901,086.</b>	<b>3,333,574.</b>

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	<b>Total liabilities (add lines 17 through 22)</b>		<b>0.</b>	<b>0.</b>	

Net Assets or Fund Balances

	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
27	Capital stock, trust principal, or current funds		2,785,403.	2,785,403.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		0.	115,683.	
30	<b>Total net assets or fund balances</b>		<b>2,785,403.</b>	<b>2,901,086.</b>	
31	<b>Total liabilities and net assets/fund balances</b>		<b>2,785,403.</b>	<b>2,901,086.</b>	

**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	2,785,403.
2	Enter amount from Part I, line 27a	2	115,683.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,901,086.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	<b>2,901,086.</b>

**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 SHORT TERM SALES (STATEMENT 12, PAGE 5)</b>	P	Various	Various
<b>b LONG TERM SALES (STATEMENT 12, PAGE 7)</b>	P	Various	Various
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 691,732.		700,903.	-9,171.
b 949,375.		729,826.	219,549.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-9,171.
b			219,549.
c			
d			
e			

<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 }	2	210,378.
<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) If (loss), enter -0- in Part I, line 8	}	3	N/A

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	384,305.	3,313,999.	.115964
2009	439,213.	3,574,739.	.122866
2008	467,787.	4,536,261.	.103122
2007	368,398.	3,780,209.	.097454
2006	325,590.	3,333,363.	.097676

<b>2</b> Total of line 1, column (d)	2	.537082
<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	3	.107416
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,367,839.
<b>5</b> Multiply line 4 by line 3	5	361,760.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	2,772.
<b>7</b> Add lines 5 and 6	7	364,532.
<b>8</b> Enter qualifying distributions from Part XII, line 4	8	261,490.

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)		1	5,543.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	5,543.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	5,543.
5 Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-			
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 8,237.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 5,800.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	14,037.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	8,494.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 8,494. Refunded <input type="checkbox"/>		11	0.

**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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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) <input type="checkbox"/> NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	13	X	
14	The books are in care of <b>BNY MELLON, NA</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	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country	16	Yes	No X

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

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

	Yes	No
<b>1a</b> During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input 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>b</b> If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		1b X
<b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c X
<b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
<b>a</b> At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</b> Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</b> If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	N/A	3b
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

N/A

5b

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?

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 11		0.	0.	0.

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

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

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

0

Form 990-PF (2011)





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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	3,204,086.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	215,040.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	3,419,126.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	3,419,126.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	51,287.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	3,367,839.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	168,392.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	168,392.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	5,543.
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	5,543.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	162,849.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	162,849.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	162,849.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	261,490.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<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>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	261,490.
<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	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	261,490.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				162,849.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006	163,378.			
<b>b</b> From 2007	183,050.			
<b>c</b> From 2008	253,758.			
<b>d</b> From 2009	263,028.			
<b>e</b> From 2010	214,531.			
<b>f</b> Total of lines 3a through e	1,077,745.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 261,490.				
<b>a</b> Applied to 2010, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2011 distributable amount				162,849.
<b>e</b> Remaining amount distributed out of corpus	98,641.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	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	1,176,386.			
<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		0.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7	163,378.			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,013,008.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007	183,050.			
<b>b</b> Excess from 2008	253,758.			
<b>c</b> Excess from 2009	263,028.			
<b>d</b> Excess from 2010	214,531.			
<b>e</b> Excess from 2011	98,641.			

**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 2011, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year				Prior 3 years	(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008		
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed						
<b>b</b> 85% of line 2a						
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed						
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities						
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities						
Subtract line 2d from line 2c						
<b>3</b> Complete 3a, b, or c for the alternative test relied upon						
<b>a</b> "Assets" alternative test - enter						
<b>(1)</b> Value of all assets						
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)						
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed						
<b>c</b> "Support" alternative test - enter						
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)						
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)						
<b>(3)</b> Largest amount of support from an exempt organization						
<b>(4)</b> 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) )

ELLIOTT CARTER

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

None

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

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

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

JAMES KENDRICK, ESQ, 212-461-6950  
254 WEST 31ST STREET, 15TH FLOOR, 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 Paid during the year</b>				
ALARM WILL SOUND, INC.	NONE	TAX EXEMPT	OPERATIONAL	4,000.
ALBANY SYMPHONY ORCHESTRA, INC	NONE	TAX EXEMPT	OPERATIONAL	10,000.
AMERICAN COMPOSERS ORCHESTRA, INC.	NONE	TAX EXEMPT	OPERATIONAL	9,000.
AMERICAN MUSIC CENTER, INC.	NONE	TAX EXEMPT	OPERATIONAL	12,500.
AMERICAN OPERA PROJECTS, INC.	NONE	TAX EXEMPT	OPERATIONAL	4,000.
<b>Total</b>	<b>See continuation sheet(s)</b>			<b>225,500.</b>
<b>b Approved for future payment</b>				
None				
<b>Total</b>				<b>0.</b>



## Part XVII

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

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

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

Signature of officer or trustee

Date 8/7/12

Secretary

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name
----------------------------

Danny Stanton

Preparer's signature

*[Handwritten signatures]*

Date \_\_\_\_\_

$$\frac{7}{13/12}$$

Check ☐ self-employed

PTIN
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P00052517

Firm's name ▶ Schmidt & Stanton CPAs LLP

Firm's EIN ▶	13-4092734
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Firm's address ► 1025 Westchester Ave., Suite 301  
White Plains, NY 10604

Phone no 914-328-1729

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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No 1545-0047

**2011**

**Name of the organization**

THE AMPHION FOUNDATION INC  
C/O LAW OFFICES OF JAMES M KENDRICK, LLC

**Employer identification number**

13-3438528

**Organization type (check one):**

**Filers of:**

**Section:**

Form 990 or 990-EZ

☐

501(c)( ) (enter number) organization

☐

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

☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

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

☐

501(c)(3) taxable private foundation

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

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

**General Rule**

☒

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

**Special Rules**

☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.



\$

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

**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) (2011)**

Name of organization <b>THE AMPHION FOUNDATION INC</b> <b>C/O LAW OFFICES OF JAMES M KENDRICK, LLC</b>	Employer identification number <b>13-3438528</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ELLIOTT CARTER  31 WEST 12TH STREET  NEW YORK, NY 10011	\$ 100,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization

THE AMPHION FOUNDATION INC  
C/O LAW OFFICES OF JAMES M KENDRICK, LLC

Employer identification number

13-3438528

**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

THE AMPHION FOUNDATION INC

C/O LAW OFFICES OF JAMES M KENDRICK, LLC

13-3438528

**Part III**

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

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

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Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

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Source	Amount
BANK OF NEW YORK	78.
Total to Form 990-PF, Part I, line 3, Column A	78.

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Form 990-PF Dividends and Interest from Securities Statement 2

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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
CORPORATE DIVIDEND	77,994.	0.	77,994.
CORPORATE INTEREST	18,642.	0.	18,642.
FOREIGN DIVIDEND	2,761.	0.	2,761.
Total to Fm 990-PF, Part I, ln 4	99,397.	0.	99,397.

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Form 990-PF Other Income Statement 3

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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
CLASS ACTION PROCEEDS	5.	5.	
Total to Form 990-PF, Part I, line 11	5.	5.	

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Form 990-PF Legal Fees Statement 4

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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL FEES	10,920.	0.		10,920.
To Fm 990-PF, Pg 1, ln 16a	10,920.	0.		10,920.

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Form 990-PF	Other Professional Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
INVESTMENT ADVISORY FEES	22,853.	22,853.		0.	
To Form 990-PF, Pg 1, ln 16c	22,853.	22,853.		0.	

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
FEDERAL EXCISE TAXES	8,924.	8,924.		0.	
STATE TAXES	250.	250.		0.	
FOREIGN TAXES	658.	658.		0.	
To Form 990-PF, Pg 1, ln 18	9,832.	9,832.		0.	

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
PROGRAM ADMINISTRATION	24,098.	0.		24,098.	
OTHER MISCELLANEOUS	972.	0.		972.	
To Form 990-PF, Pg 1, ln 23	25,070.	0.		25,070.	

Form 990-PF	U.S. and State/City Government Obligations	Statement	8
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Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
US GOVERNMENT SECURITIES	X		0.	0.
Total U.S. Government Obligations				
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			0.	0.

Form 990-PF	Corporate Bonds	Statement	9
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Description	Book Value	Fair Market Value
CORPORATE BONDS(STATEMENT 13, PAGE 5)	1,316,736.	1,366,446.
Total to Form 990-PF, Part II, line 10c	1,316,736.	1,366,446.

Form 990-PF	Other Investments	Statement	10
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Description	Valuation Method	Book Value	Fair Market Value
MARKETABLE EQUITY SECURITIES(STATEMENT 13, PAGE 9)	FMV	1,244,466.	1,627,244.
Total to Form 990-PF, Part II, line 13		1,244,466.	1,627,244.

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Form 990-PF      Part VIII - List of Officers, Directors      Statement 11  
Trustees and Foundation Managers

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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
ELLIOTT CARTER 31 WEST 12TH STREET NEW YORK, NY 10011	PRESIDENT 5.00	0.	0.	0.
VIRGIL BLACKWELL 40 IRVING PLASE NEW ROCHELLE, NY 10801	DIRECTOR 5.00	0.	0.	0.
SUSAN FEDER 57 PARK AVENUE SOUTH NEW YORK, NY 10154	VICE PRESIDENT 1.00	0.	0.	0.
JAMES KENDRICK 254 WEST 31 ST., 15TH FLOOR NEW YORK, NY 10001	SECRETARY 5.00	0.	0.	0.
FRED SHERRY 215 WEST 91ST NEW YORK, NY 10025	DIRECTOR 1.00	0.	0.	0.
ARA GUZELIMIAN 60 LINCOLN CENTER PLAZA NEW YORK, NY 10023	DIRECTOR 1.00	0.	0.	0.
JOHN LINK 518 WEST 142 STREET, #2 NEW YORK, NY 10031	DIRECTOR 1.00	0.	0.	0.
ANTHONY SCHMIDT 818 ROUTE 518 SKILLMAN, NJ 08558	TREASURER 1.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
BERKELEY SYMPHONY ORCHESTRA	NONE	TAX EXEMPT	OPERATIONAL	3,000.
BOARD OF TRUSTEES LELAND STANFORD JR. UNIVERSITY	NONE	TAX EXEMPT	OPERATIONAL	4,000.
BOSTON MODERN ORCHESTRA PROJECT, INC.	NONE	TAX EXEMPT	OPERATIONAL	13,500.
BOSTON MUSIC VIVA, INC.	NONE	TAX EXEMPT	OPERATIONAL	3,000.
BOWLING GREEN STATE UNIVERSITY	NONE	TAX EXEMPT	OPERATIONAL	2,500.
CABRILLO FESTIVAL OF CONTEMPORARY MUSIC	NONE	TAX EXEMPT	OPERATIONAL	6,000.
CANTICORUM VIRTUOSI, INC.	NONE	TAX EXEMPT	OPERATIONAL	5,000.
CONCERT ARTISTS GUILD, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,500.
COPLAND HOUSE, INC.	NONE	TAX EXEMPT	OPERATIONAL	3,000.
DA CAPO CHAMBER PLAYERS, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,500.
<b>Total from continuation sheets</b>				<b>186,000.</b>

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
DAL NIENTE NEW MUSIC, NFP	NONE	TAX EXEMPT	OPERATIONAL	2,000.
DEL SOL PERFORMING ARTS ORGANIZATION	NONE	TAX EXEMPT	OPERATIONAL	3,000.
DISCALCED, INC.	NONE	TAX EXEMPT	OPERATIONAL	5,000.
EIGHTH BLACKBIRD PERFORMING ARTS ASSOCIATION	NONE	TAX EXEMPT	OPERATIONAL	7,000.
ELECTRONIC MUSIC FOUNDATION, LTD	NONE	TAX EXEMPT	OPERATIONAL	1,000.
ETHEL'S FOUNDATION FOR THE ARTS	NONE	TAX EXEMPT	OPERATIONAL	3,000.
FIREBIRD ENSEMBLE INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
HALEAKALA, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,500.
INTERNATIONAL CONTEMPORARY ENSEMBLE FOUNDATION, INC.	NONE	TAX EXEMPT	OPERATIONAL	7,000.
INTERNATIONAL FESTIVAL FOR CONTEMPORARY PERFORMANCES, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
Total from continuation sheets				



**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
KEYS TO THE FUTURE FESTIVAL, INC.	NONE	TAX EXEMPT	OPERATIONAL	1,000.
KRONOS PERFORMING ARTS ASSOCIATION	NONE	TAX EXEMPT	OPERATIONAL	3,000.
LEAGUE OF COMPOSERS/ISCM, INC.	NONE	TAX EXEMPT	OPERATIONAL	3,000.
LOOK AND LISTEN, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,500.
MINNESOTA ORCHESTRAL ASSOCIATION	NONE	TAX EXEMPT	OPERATIONAL	11,000.
MONADNOCK MUSIC	NONE	TAX EXEMPT	OPERATIONAL	3,000.
MONDAY EVENINGS CONCERTS	NONE	TAX EXEMPT	OPERATIONAL	4,000.
MUSEUM OF CONTEMPORARY ART	NONE	TAX EXEMPT	OPERATIONAL	2,500.
MUSIC AT THE ANTHOLOGY, INC.	NONE	TAX EXEMPT	OPERATIONAL	4,000.
NEW MUSIC CONCERTS	NONE	TAX EXEMPT	OPERATIONAL	5,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information

**3** Grants and Contributions Paid During the Year (Continuation)

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
THE NEW YORK NEW MUSIC ENSEMBLE	NONE	TAX EXEMPT	OPERATIONAL	2,500.
NEW YORK YOUTH SYMPHONY, INC.	NONE	TAX EXEMPT	OPERATIONAL	4,000.
OJAI FESTIVAL, LTD.	NONE	TAX EXEMPT	OPERATIONAL	5,000.
OPERA AMERICA	NONE	TAX EXEMPT	OPERATIONAL	2,000.
OTHER MINDS	NONE	TAX EXEMPT	OPERATIONAL	5,000.
PRESENT MUSIC, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,500.
REGENTS OF THE UNIVERSITY OF CALIFORNIA	NONE	TAX EXEMPT	OPERATIONAL	5,000.
ROULETTE INTERMEDIUM, INC.	NONE	TAX EXEMPT	OPERATIONAL	3,000.
SAN FRANCISCO FRIENDS OF CHAMBER MUSIC	NONE	TAX EXEMPT	OPERATIONAL	2,000.
SEATTLE SYMPHONY ORCHESTRA, INC.	NONE	TAX EXEMPT	OPERATIONAL	4,000.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
SEVENTH REGIMENT ARMORY CONSERVANCY, INC.	NONE	TAX EXEMPT	OPERATIONAL	3,000.
SO PERCUSSION, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,500.
SOUTHWEST CHAMBER MUSIC SOCIETY	NONE	TAX EXEMPT	OPERATIONAL	2,500.
THE SYMPHONY SPACE, INC	NONE	TAX EXEMPT	OPERATIONAL	3,500.
SYRACUSE SOCIETY FOR NEW MUSIC	NONE	TAX EXEMPT	OPERATIONAL	4,000.
TALEA ENSEMBLE, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
TRUSTEES OF COLUMBIA UNIVERSITY IN THE CITY OF NEW YORK	NONE	TAX EXEMPT	OPERATIONAL	7,000.
THE UNIVERSITY OF BUFFALO FOUNDATION, INC.	NONE	TAX EXEMPT	OPERATIONAL	3,000.
UNIVERSITY OF PITTSBURGH	NONE	TAX EXEMPT	OPERATIONAL	3,000.
ZEITGEIST	NONE	TAX EXEMPT	OPERATIONAL	2,000.
Total from continuation sheets				



BNY MELLON  
WEALTH MANAGEMENT

AMPHION FOUNDATION

## 2011 Tax Information

Account Number 10580058860

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### Income for 2011

This section reports your proceeds from sales during the year. We are not required nor do we report your net gains and losses to the Internal Revenue Service. An asterisk symbol (\*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. A schedule of your net gains and losses is shown below. Please note that if you have sold an asset for which we do not have cost basis information, it is either shown separately in the section entitled Cost Not Available or it may appear with a zero tax cost. Please review these carefully before preparing your tax return.

### Short term gains and losses

This category includes sales of assets held 12 months or less.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
BNY MELLON INTERMEDIATE BOND FD CL N 05569M814		13359.07	09/03/10	03/15/11	\$173,000.00	\$174,870.27	\$-1,870.27
BNY MELLON INTERMEDIATE BOND FD CL N 05569M814		9559.19	09/03/10	06/20/11	\$124,747.36	\$125,129.73	\$-382.37
TAIWAN SEMICONDUCTOR ADR	874039100	360	08/21/11	07/08/11	\$4,479.89	\$4,704.48	\$-224.59
MARSH & MCLENNAN COS INC	571748102	30	06/21/11	07/12/11	\$920.44	\$900.54	\$19.90
M & T BK CORP	55261F104	20	06/21/11	07/12/11	\$1,757.71	\$1,765.16	\$-7.45
KIMCO RLTY CORP	49446R109	90	06/21/11	07/22/11	\$1,823.56	\$1,630.48 *	\$193.08
BNY MELLON LARGE CAP STK FD CL M	05569M103	11273.96	03/15/11	07/26/11	\$102,254.79	\$100,000.00	\$2,254.79
SIMON PPTY GROUP INC NEW	828806109	13	06/21/11	08/01/11	\$1,552.00	\$1,508.55	\$45.45
ILLINOIS TOOL WORKS INC COM	452308109	200	06/21/11	08/02/11	\$9,756.89	\$10,985.60	\$-1,228.71
BNY MELLON US CORE EQ 130/30FD CL M SI 05569M582		6539.24	08/23/10	08/15/11	\$70,427.57	\$65,000.00	\$5,427.57
PEOPLES DREYFUS S&P MIDCAP INDEX FD	712223106	1121.76	03/15/11	08/15/11	\$29,984.52	\$32,530.88	\$-2,546.36
BNY MELLON MID CAP STK FD CL M	05569M509	0.83	12/09/10	08/15/11	\$9.58	\$9.95	\$-0.37
BNY MELLON MID CAP STK FD CL M	05569M509	1127.64	10/20/10	08/15/11	\$12,990.42	\$12,122.13	\$868.29
DREYFUS GROWTH & VALUE FDS INC	26200C403	793.97	03/15/11	08/15/11	\$20,000.00	\$24,263.60	\$-4,263.60
BNY MELLON SMALL CAP STK FD CL M SHS 05569M806		1163.92	10/20/10	08/15/11	\$12,651.80	\$12,000.00	\$651.80
PEOPLES DREYFUS S&P MIDCAP INDEX FD	712223106	0.58	03/29/11	08/15/11	\$15.48	\$17.37	\$-1.89
MARSH & MCLENNAN COS INC	571748102	200	08/15/11	08/18/11	\$5,565.98	\$5,703.60	\$-137.62

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BNY MELLON  
WEALTH MANAGEMENT

AMPHION FOUNDATION

2011 Tax Information

Account Number 10580058860

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Short term gains and losses

This category includes sales of assets held 12 months or less.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
M & T BK CORP	55261F104	70	08/15/11	08/18/11	\$5,032.88	\$5,206.46	\$-173.58
M & T BK CORP	55261F104	80	06/21/11	08/18/11	\$6,751.87	\$7,060.64	\$-1,308.77
MARSH & MCLENNAN COS INC	571748102	220	06/21/11	08/18/11	\$6,122.57	\$6,603.96	\$-481.39
SIMON PPTY GROUP INC NEW	828806109	28	08/19/11	08/26/11	\$3,195.01	\$3,128.93	\$66.08
SIMON PPTY GROUP INC NEW	828806109	56	08/15/11	08/26/11	\$6,390.02	\$6,482.45	\$-92.43
PHILIP MORRIS INTERNATIONAL	718172109	40	06/21/11	08/26/11	\$2,769.13	\$2,750.32	\$18.81
PHILIP MORRIS INTERNATIONAL	718172109	70	08/19/11	08/26/11	\$4,845.97	\$4,862.85	\$-16.88
SIMON PPTY GROUP INC NEW	828806109	65	06/21/11	08/26/11	\$7,416.99	\$7,532.72	\$-115.73
ANNALY MTG MGMT INC	035710409	240	06/21/11	09/28/11	\$4,015.65	\$4,468.32	\$-452.67
INTEL CORPORATION	458140100	200	07/06/11	11/04/11	\$4,738.33	\$4,546.32	\$192.01
INTEL CORPORATION	458140100	320	08/15/11	11/04/11	\$7,581.33	\$6,681.34	\$899.99
INTEL CORPORATION	458140100	120	08/19/11	11/04/11	\$2,843.00	\$2,331.36	\$511.64
CARDINAL HEALTH INC COM	14149Y108	170	06/21/11	11/10/11	\$7,331.94	\$7,610.56	\$-278.62
CARDINAL HEALTH INC COM	14149Y108	150	08/15/11	11/10/11	\$6,469.36	\$6,212.25	\$257.11
CARDINAL HEALTH INC COM	14149Y108	80	08/19/11	11/10/11	\$3,450.33	\$3,214.14	\$236.19
SOUTHERN COMPANY	842587107	80	08/15/11	11/10/11	\$3,477.00	\$3,223.84	\$253.16
SPECTRA ENERGY CORP	847560109	120	06/21/11	11/10/11	\$3,475.93	\$3,238.56	\$237.37
SEAGATE TECHNOLOGY	G7945M107	370	06/21/11	11/23/11	\$5,701.52	\$5,364.26	\$337.26
BAXTER INTL INC COM	071813109	120	08/15/11	12/16/11	\$5,792.38	\$6,461.05	\$-668.67
BAXTER INTL INC COM	071813109	150	06/21/11	12/16/11	\$7,240.48	\$9,002.70	\$-1,762.22
BAXTER INTL INC COM	071813109	70	08/19/11	12/16/11	\$3,378.89	\$3,643.50	\$-264.61
FIRST NIAGARA FINL GROUP INC	33582V108	120	08/01/11	12/21/11	\$995.33	\$1,421.74	\$-426.41
FIRST NIAGARA FINL GROUP INC	33582V108	120	07/22/11	12/21/11	\$995.33	\$1,546.43	\$-551.10
FIRST NIAGARA FINL GROUP INC	33582V108	440	06/21/11	12/21/11	\$3,649.55	\$6,044.72	\$-2,395.17
FIRST NIAGARA FINL GROUP INC	33582V108	600	08/15/11	12/21/11	\$4,976.66	\$6,484.80	\$-1,508.14

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WEALTH MANAGEMENT

AMPHION FOUNDATION

2011 Tax Information

Account Number 10580058860

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Short term gains and losses

This category includes sales of assets held 12 months or less.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
FIRST NIAGARA FINL GROUP INC	33582V108	260	08/19/11	12/21/11	\$2,156.55	\$2,638.48	\$-481.93
Total short term gain/loss:					\$691,731.99	\$700,903.04	\$-9,171.05

Long term gains and losses

This category includes sales of assets held more than 12 months.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
GOLDMAN SACHS GROUP INC	38141GAZ7	150000	06/15/01	01/15/11	\$150,000.00	\$151,002.00	\$-1,002.00
TARGET CORP	87612EAC0	100000	06/15/01	01/15/11	\$100,000.00	\$99,993.00	\$7.00
BNY MELLON INTERMEDIATE BOND FD CL M 05569M814	15772.87	08/06/09	06/20/11	\$205,835.97	\$200,000.00	\$5,835.97	
BNY MELLON INTERMEDIATE BOND FD CL M 05569M814	1643.67	10/15/09	06/20/11	\$21,449.91	\$21,104.74	\$345.17	
BNY MELLON INTERMEDIATE BOND FD CL M 05569M814	3675.61	07/02/09	06/20/11	\$47,966.76	\$46,459.76	\$1,507.00	
BNY MELLON LARGE CAP STK FD CL M 05569M103	5264.08	05/06/10	07/28/11	\$47,745.21	\$40,059.65	\$7,685.56	
UNION PACIFIC CORP	907818108	320	01/15/91	07/29/11	\$33,010.18	\$547.17	\$32,463.01
BNY MELLON LARGE CAP STK FD CL M 05569M103	4922.64	02/05/10	08/15/11	\$39,873.42	\$35,000.00	\$4,873.42	
BNY MELLON LARGE CAP STK FD CL M 05569M103	4092.77	01/27/10	08/15/11	\$33,151.43	\$30,000.00	\$3,151.43	
BNY MELLON LARGE CAP STK FD CL M 05569M103	11888.11	10/29/09	08/15/11	\$96,293.71	\$85,000.00	\$11,293.71	
BNY MELLON SMALL CAP STK FD CL M SHS 05569M806	400.02	05/06/10	08/15/11	\$4,348.20	\$4,024.19	\$324.01	
BNY MELLON LARGE CAP STK FD CL M 05569M103	1569.03	05/06/10	08/15/11	\$12,709.18	\$11,940.35	\$768.83	
UNION PACIFIC CORP	907818108	1000	01/15/91	08/19/11	\$85,720.65	\$1,709.90	\$84,010.75
EXXON MOBIL CORP	30231G102	1000	03/16/56	08/19/11	\$71,270.63	\$2,985.50	\$68,285.13
Total long term gain/loss for sales of assets:					\$949,375.25	\$729,826.28	\$219,548.99

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# Asset detail

## Cash and cash equivalents

Description	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
293,907.62 CRA (BNY Mellon, N.A., Member FDIC) (Principal Holding)	\$ 293,907.62	\$ 293,907.62		\$ 146.95	0.1%	8.9%
Principal Cash	-341,314.25					
Income Cash	341,314.25					
<b>Total cash and cash equivalents</b>	<b>\$ 293,907.62</b>	<b>\$ 293,907.62</b>	<b>\$ 0.00</b>	<b>\$ 146.95</b>		<b>8.9%</b>

## Fixed income

### Taxable

#### Individual securities Corporate

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
100,000	Blackrock Inc DTD 12/10/2009 3.5% 12/10/2014 Moody's: A1 S&P: A+	\$ 106.7830	\$ 106,783.00	\$ 104,975.00	\$ 1,808.00	\$ 3,500.00	3.3%	3.3%
150,000	General Electric Co DTD 12/6/2007 5.25% 12/6/2017 Moody's: AA2 S&P: AA+	114.7760	172,164.00	163,153.50	9,010.50	7,875.00	4.6	5.2
<b>Total taxable individual securities</b>			<b>\$ 278,947.00</b>	<b>\$ 268,128.50</b>	<b>\$ 10,818.50</b>	<b>\$ 11,375.00</b>		<b>8.5%</b>

### Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
83,461.182	BNY Mellon Intermediate Bond Fund	\$ 13.0300	\$ 1,087,499.20	\$ 1,048,607.00	\$ 38,892.20	\$ 34,469.47	3.2%	33.1%
<b>Total taxable pooled vehicle</b>			<b>\$ 1,087,499.20</b>	<b>\$ 1,048,607.00</b>	<b>\$ 38,892.20</b>	<b>\$ 34,469.47</b>		<b>33.1%</b>
<b>Total taxable fixed income</b>			<b>\$ 1,365,446.20</b>	<b>\$ 1,316,735.50</b>	<b>\$ 49,710.70</b>	<b>\$ 45,844.47</b>		<b>41.5%</b>
<b>Total fixed income</b>			<b>\$ 1,366,446.20</b>	<b>\$ 1,316,735.50</b>	<b>\$ 49,710.70</b>	<b>\$ 45,844.47</b>		<b>41.5%</b>



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December 1 - December 31, 2011

Amphion Foundation  
Account number 10580058860

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## Equities

U.S. large cap

Shares/pr value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
310	Covidien PLC ( COV )	\$ 45.0100	\$ 13,953.10	\$ 15,802.58	\$ -1,849.48	\$ 279.00	2.0%	0.4%
540	Seagate Technology ( STX )	16.4000	8,856.00	6,251.32	2,604.68	388.80	4.4	0.3
430	Validus Holdings Limited ( VR )	31.5000	13,545.00	13,047.32	497.68	430.00	3.2	0.4
520	AT&T Inc ( T )	30.2400	15,724.80	15,471.06	253.74	915.20	5.8	0.5
200	Air Products & Chemicals Inc ( APD )	85.1900	17,038.00	17,050.61	-12.61	464.00	2.7	0.5
420	Analog Devices Inc ( ADI )	35.7800	15,027.60	15,658.44	-630.84	420.00	2.8	0.5
920	Annaly Capital Management Inc ( NLY )	15.9600	14,683.20	16,823.45	-2,140.25	2,097.60	14.3	0.5
400	Bristol-Myers Squibb Company ( BMY )	35.2400	14,096.00	13,711.32	384.68	544.00	3.9	0.4
400	Carnival Corp ( CCL )	32.6400	13,056.00	13,302.90	-246.90	400.00	3.1	0.4
218	Caterpillar Inc ( CAT )	90.6000	19,750.80	20,314.12	-563.32	401.12	2.0	0.6
1,150	Centerpoint Energy Inc ( CNP )	20.0900	23,103.50	21,957.70	1,145.80	908.50	3.9	0.7
200	Chevron Corporation ( CVX )	106.4000	21,280.00	19,796.72	1,483.28	648.00	3.0	0.7
216	Citigroup Inc Preferred Convertible Until 12/15/2012	81.0000	17,496.00	21,829.66	-4,333.66	1,620.00	9.3	0.5
340	Coca - Cola Co ( KO )	69.9700	23,789.80	22,842.07	947.73	639.20	2.7	0.7
290	Digital Realty Trust Inc ( DLR )	66.6700	19,334.30	17,242.88	2,091.42	788.80	4.1	0.6
350	DU Pont ( E I ) De Nemours And ( DD ) Company	45.7800	16,023.00	16,944.80	-921.80	574.00	3.6	0.5
1,040	Duke Energy Corp ( DUK )	22.0000	22,880.00	19,341.82	3,538.18	1,040.00	4.5	0.7
430	Eaton Corp ( ETN )	43.5300	18,717.90	18,966.65	-248.75	584.80	3.1	0.6
410	Exelon Corp ( EXC )	43.3700	17,781.70	17,253.78	527.92	861.00	4.8	0.5
2,300	Exxon Mobil Corp ( XOM )	84.7600	194,948.00	6,866.65	188,081.35	4,324.00	2.2	5.9
1,170	General Electric Company ( GE )	17.9100	20,954.70	20,053.27	901.43	795.60	3.8	0.6
350	Genuine Parts Co ( GPC )	61.2000	21,420.00	17,834.70	3,585.30	630.00	2.9	0.7
540	Home Depot Inc ( HD )	42.0400	22,701.60	17,836.46	4,865.14	626.40	2.8	0.7
400	Honeywell Intl Inc ( HON )	54.3500	21,740.00	20,185.20	1,554.80	596.00	2.7	0.7
850	Invesco Mortgage Capital ( IVR )	14.0500	11,942.50	14,143.17	-2,200.67	2,210.00	18.5	0.4



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# Equities

U.S. large cap  
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
330	Kellogg Co ( K )	50.5700	16,688.10	17,888.64	-1,200.54	567.60	3.4	0.5
290	Kimberly Clark Corp ( KMB )	73.5600	21,332.40	19,266.12	2,066.28	812.00	3.8	0.7
1,120	Kimco Realty Corp ( KIM )	16.2400	18,188.80	19,419.48	-1,230.68	851.20	4.7	0.6
630	Kinder Morgan Inc. ( KMI )	32.1700	20,267.10	17,454.02	2,813.08	756.00	3.7	0.6
660	Kraft Foods Inc Cl A ( KFT )	37.3600	24,657.60	22,823.51	1,834.09	765.60	3.1	0.8
230	Lockheed Martin Corp ( LMT )	80.9000	18,607.00	17,225.84	1,381.16	920.00	4.9	0.6
136	Lorillard Inc ( LO )	114.0000	15,504.00	14,953.12	550.88	707.20	4.6	0.5
640	Mattel Inc ( MAT )	27.7600	17,766.40	16,363.90	1,402.50	588.80	3.3	0.5
570	Merck & Co Inc ( MRK )	37.7000	21,489.00	20,059.51	1,429.49	957.60	4.5	0.7
460	Microchip Technology Inc ( MCHP )	36.6300	16,849.80	15,409.08	1,440.72	640.32	3.8	0.5
470	National Grid PLC-SP ADR ( NGG )	48.4800	22,785.60	22,950.18	-164.58	1,408.59	6.2	0.7
440	Nextera Energy Inc Preferred Convertible Until 6/1/2012	50.6100	22,268.40	22,878.92	-610.52	1,842.72	8.3	0.7
360	PNC Financial Services Group ( PNC )	57.6700	20,761.20	16,264.83	4,496.37	504.00	2.4	0.6
220	P P G Industries Inc ( PPG )	83.4900	18,367.80	17,515.37	852.43	501.60	2.7	0.6
230	P P L Corporation Preferred Convertible Until 5/1/2014	55.2900	12,716.70	12,377.12	339.58	1,006.25	7.9	0.4
1,070	Pfizer Inc ( PFE )	21.6400	23,154.80	20,436.96	2,717.84	941.60	4.1	0.7
240	Philip Morris International Inc ( PM )	78.4800	18,835.20	16,439.52	2,395.68	739.20	3.9	0.6
340	The Procter & Gamble Company ( PG )	66.7100	22,681.40	21,473.02	1,208.38	714.00	3.2	0.7
260	Royal Dutch Shell PLC ( RDSA ) ADR	73.0900	19,003.40	17,431.98	1,571.42	742.56	3.9	0.6
420	Southern Co ( SO )	46.2900	19,441.80	16,861.56	2,580.24	793.80	4.1	0.6
580	Spectra Energy Corporation ( SE )	30.7500	17,835.00	14,835.34	2,999.66	649.60	3.6	0.5
1,880	Union Pac Corp ( UNP )	105.9400	199,167.20	3,214.61	195,952.59	4,512.00	2.3	6.1
250	United Parcel Service Cl B ( UPS )	73.1900	18,297.50	16,739.70	1,557.80	520.00	2.8	0.6
620	Verizon Communications Inc ( VZ )	40.1200	24,874.40	21,966.74	2,907.66	1,240.00	5.0	0.8

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BNY MELLON  
WEALTH MANAGEMENT

Portfolio manager Jason R. Vaitukaitis



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## Equities

U.S. large cap  
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
290	Yum! Brands Inc (YUM)	59.0100	17,112.90	15,291.11	1,821.79	330.60	1.9	0.5
Total U.S. large cap			\$ 1,288,457.00	\$ 858,058.83	\$ 430,428.17	\$ 47,198.85		39.2%

## U.S. mid cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
2,264,206	BNV Mellon Mid Cap Stock Fund ( MPMCX )	\$ 10.7900	\$ 24,430.78	\$ 23,698.17	\$ 732.61	\$ 101.89	0.4%	0.7%
1,419,241	Dreyfus Midcap Index Fund ( PESPX )	25.9200	36,786.73	39,485.49	-2,698.76	281.01	0.8	1.1
Total U.S. mid cap			\$ 61,217.51	\$ 63,183.66	\$ -1,966.15	\$ 382.90		1.9%

## U.S. small cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,776,845	BNV Mellon Small Cap Stock Fund ( MPSSX )	\$ 10.3500	\$ 18,390.35	\$ 16,975.81	\$ 1,414.54	\$ 517.06	2.8%	0.6%
1,187,031	Dreyfus Opportunistic Small Cap Fund( DSCVX )	22.7200	26,969.34	34,064.20	-7,094.86	0.00	0.0	0.8
Total U.S. small cap			\$ 45,359.69	\$ 51,040.01	\$ -5,680.32	\$ 517.06		1.4%

## Developed international

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
8,910,866	Dreyfus Diversified International ( DFPIX ) Fund	\$ 8.6900	\$ 77,435.43	\$ 85,843.18	\$ -8,407.75	\$ 1,443.56	1.9%	2.4%
Total developed international			\$ 77,435.43	\$ 85,843.18	\$ -8,407.75	\$ 1,443.56		2.4%



# Emerging markets

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
12,458,855	BNY Mellon Emerging Markets Fund ( MEMKX )	\$ 8.8500	\$ 110,260.87	\$ 133,745.49	\$ -23,484.62	\$ 1,382.93	1.3%	3.4%
<b>Total emerging markets</b>								
			\$ 110,260.87	\$ 133,745.49	\$ -23,484.62	\$ 1,382.93		3.4%

## Other equity

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
290	Apache Corp Preferred Convertible Until 8/1/2013	\$ 54.2800	\$ 15,741.20	\$ 17,412.92	\$ -1,671.72	\$ 870.00	5.5%	0.5%
<b>Total other equity</b>								
			\$ 15,741.20	\$ 17,412.92	\$ -1,671.72	\$ 870.00		0.5%
<b>Total equities</b>								
			\$ 1,598,511.70	\$ 1,209,294.09	\$ 389,217.61	\$ 51,795.31		48.5%

# Alternative investments

## Commodities

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,677,296	Highbridge Dynamic Commodities Strategy Fund - E	\$ 17.1300	\$ 28,732.08	\$ 35,172.31	\$ -6,440.23	\$ 0.00	0.0%	0.9%
<b>Total commodities</b>								
			\$ 28,732.08	\$ 35,172.31	\$ -6,440.23	\$ 0.00		0.9%
<b>Total alternative investments</b>								
			\$ 28,732.08	\$ 35,172.31	\$ -6,440.23	\$ 0.00		0.9%
<b>Total assets</b>								
			\$ 3,287,597.60	\$ 2,855,109.52	\$ 432,488.08	\$ 97,786.73		100.0%



BNY MELLON  
WEALTH MANAGEMENT

Portfolio manager

Jason R. Vaitukaitis  
910 600 6166

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# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

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

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

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions <b>THE AMPHION FOUNDATION INC C/O LAW OFFICES OF JAMES M KENDRICK, LLC</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>13-3438528</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>254 WEST 31ST STREET, No. 15 FL</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>NEW YORK, NY 10001</b>	

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

**0 4**

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

**BNY MELLON, NA**

- The books are in the care of ► **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.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **August 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
► ☒ calendar year **2011** or  
► ☐ tax year beginning , and ending .

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

<b>3a</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>3a</b>	\$	<b>0 .</b>
<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.	<b>3b</b>	\$	<b>0 .</b>
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	<b>0 .</b>

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**

Form **8868** (Rev. 1-2012)