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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE AMPHION FOUNDATION INC C/O LAW OFFICES OF JAMES M KENDRICK, LLC		A Employer identification number 13-3438528
Number and street (or P O box number if mail is not delivered to street address) 254 WEST 31ST STREET		B Telephone number 212-922-8139
City or town, state, and ZIP code NEW YORK, NY 10001		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) \$ 9,792,253.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		6,621,209.		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		67.	67.		Statement 1
4 Dividends and interest from securities		109,605.	109,605.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		243,116.			
b Gross sales price for all assets on line 6a		1,226,738.			
7 Capital gain net income (from Part IV, line 2)			243,116.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		318.	318.		Statement 3
12 Total. Add lines 1 through 11		6,974,315.	353,106.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 4		14,819.	0.		14,819.
b Accounting fees Stmt 5		7,500.	0.		7,500.
c Other professional fees Stmt 6		25,108.	25,108.		0.
17 Interest					
18 Taxes Stmt 7		7,075.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 8		61,838.	0.		61,838.
24 Total operating and administrative expenses. Add lines 13 through 23		116,340.	25,108.		84,157.
25 Contributions, gifts, grants paid		261,500.			261,500.
26 Total expenses and disbursements. Add lines 24 and 25		377,840.	25,108.		345,657.
27 Subtract line 26 from line 12		6,596,475.			
a Excess of revenue over expenses and disbursements			327,998.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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Operating and Administrative Expenses

Revenue

921

18

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	45,976.	125,585.	125,585.
	2 Savings and temporary cash investments	293,908.	3,436,119.	3,436,119.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds Stmt 9	1,316,736.	1,647,153.	1,665,171.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 10	1,244,466.	4,288,704.	4,565,378.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	2,901,086.	9,497,561.	9,792,253.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,901,086.	9,497,561.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	2,901,086.	9,497,561.		
31 Total liabilities and net assets/fund balances	2,901,086.	9,497,561.		

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	2,901,086.
2 Enter amount from Part I, line 27a	2	6,596,475.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	9,497,561.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,497,561.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SHORT TERM SALES (BNY MELLON PGS 6-8)	P	Various	Various
b LONG TERM SALES (BNY MELLON PGS 9-10)	P	Various	Various
c CAPITAL GAIN DISTRIBUTIONS	P	Various	Various
d CAPITAL GAIN DISTRIBUTIONS	P	Various	Various
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 327,424.		302,282.	25,142.
b 879,204.		681,340.	197,864.
c 18,513.			18,513.
d 1,597.			1,597.
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			25,142.
b			197,864.
c			18,513.
d			1,597.
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	243,116.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	261,490.	3,367,839.	.077643
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

2 Total of line 1, column (d)	2	.517049
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.103410
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,649,019.
5 Multiply line 4 by line 3	5	377,345.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,280.
7 Add lines 5 and 6	7	380,625.
8 Enter qualifying distributions from Part XII, line 4	8	345,657.

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	6,560.
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		2	0.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	6,560.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
3 Add lines 1 and 2		5	6,560.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	8,494.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	5,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	13,494.	
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	6,934.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 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.	2	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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	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?	6	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.	7	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	8b	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

THE AMPHION FOUNDATION INC

Form 990-PF (2012)

C/O LAW OFFICES OF JAMES M KENDRICK, LLC

13-3438528

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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 ► <u>www.amphionfoundation.org</u>	13	X	
14	The books are in care of ► <u>SCHMIDT & STANTON, CPAs, LLP</u> Telephone no ► <u>914-286-6900</u> Located at ► <u>1025 WESTCHESTER AVENUE, SUITE 301, WHITE PLAINS,</u> ZIP+4 ► <u>10604</u>			
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 2012, 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
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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►	2b	
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 2012 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 2012.)	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 2012?	4b	X

Form 990-PF (2012)

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,291,969.
b	Average of monthly cash balances	1b	412,619.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,704,588.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,704,588.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	55,569.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,649,019.
6	Minimum investment return. Enter 5% of line 5	6	182,451.

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

1	Minimum investment return from Part X, line 6	1	182,451.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,560.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	6,560.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	175,891.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	175,891.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	175,891.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	345,657.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	345,657.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	345,657.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				175,891.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	183,050.			
b From 2008	253,758.			
c From 2009	263,028.			
d From 2010	214,531.			
e From 2011	98,641.			
f Total of lines 3a through e	1,013,008.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$	345,657.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				175,891.
e Remaining amount distributed out of corpus	169,766.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,182,774.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	183,050.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	999,724.			
10 Analysis of line 9				
a Excess from 2008	253,758.			
b Excess from 2009	263,028.			
c Excess from 2010	214,531.			
d Excess from 2011	98,641.			
e Excess from 2012	169,766.			

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
a <i>Paid during the year</i>				
ALARM WILL SOUND, INC.	NONE	TAX EXEMPT	OPERATIONAL	4,000.
ALBANY SYMPHONY ORCHESTRA, INC	NONE	TAX EXEMPT	OPERATIONAL	10,000.
AMERICAN COMPOSERS FORUM	NONE	TAX EXEMPT	OPERATIONAL	3,000.
AMERICAN COMPOSERS ORCHESTRA, INC.	NONE	TAX EXEMPT	OPERATIONAL	9,000.
AMERICAN LYRIC THEATER CENTER, INC.	NONE	TAX EXEMPT	OPERATIONAL	1,500.
Total	See continuation sheet(s)			3a 261,500.
b <i>Approved for future payment</i>				
None				
Total				3b 0.

Part XVI-A

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	67.	
4	Dividends and interest from securities			14	109,605.	
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					318.
8	Gain or (loss) from sales of assets other than inventory			18	243,116.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0.		352,788.	318.
13	Total. Add line 12, columns (b), (d), and (e)				13	353,106.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

THE AMPHION FOUNDATION INC
C/O LAW OFFICES OF JAMES M KENDRICK, LLC 13-3438528

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
AMERICAN OPERA PROJECTS, INC.	NONE	TAX EXEMPT	OPERATIONAL	4,000.
BANG ON A CAN, INC.	NONE	TAX EXEMPT	OPERATIONAL	5,000.
BERKELEY SYMPHONY ORCHESTRA	NONE	TAX EXEMPT	OPERATIONAL	3,000.
BETH MORRISON PROJECTS, INC.	NONE	TAX EXEMPT	OPERATIONAL	1,500.
BOARD OF TRUSTEES LELAND STANFORD JR. UNIVERSITY	NONE	TAX EXEMPT	OPERATIONAL	2,500.
BOSTON MODERN ORCHESTRA PROJECT, INC.	NONE	TAX EXEMPT	OPERATIONAL	13,500.
BOSTON MUSIC VIVA, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
BOSTON SYMPHONY ORCHESTRA, INC.	NONE	TAX EXEMPT	OPERATIONAL	4,000.
BROOKLYN ACADEMY OF MUSIC, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,500.
CABRILLO FESTIVAL OF CONTEMPORARY MUSIC	NONE	TAX EXEMPT	OPERATIONAL	6,000.
Total from continuation sheets				234,000.

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
CANTICORUM VIRTUOSI, INC.	NONE	TAX EXEMPT	OPERATIONAL	4,000.
CARNEGIE HALL SOCIETY, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,500.
CONCERT ARTISTS GUILD, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
COPLAND HOUSE, INC.	NONE	TAX EXEMPT	OPERATIONAL	3,000.
DA CAPO CHAMBER PLAYERS, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
DAL NIENTE NEW MUSIC, NFP	NONE	TAX EXEMPT	OPERATIONAL	2,000.
DEL SOL PERFORMING ARTS ORGANIZATION	NONE	TAX EXEMPT	OPERATIONAL	2,000.
DISCALCED, INC.	NONE	TAX EXEMPT	OPERATIONAL	5,000.
EIGHTH BLACKBIRD PERFORMING ARTS ASSOCIATION	NONE	TAX EXEMPT	OPERATIONAL	7,000.
FIREBIRD ENSEMBLE, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
Total from continuation sheets				

THE AMPHION FOUNDATION INC
C/O LAW OFFICES OF JAMES M KENDRICK, LLC 13-3438528

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
GUERRILLA OPERA, INC.	NONE	TAX EXEMPT	OPERATIONAL	1,000.
HALEAKALA, INC.	NONE	TAX EXEMPT	OPERATIONAL	3,000.
INTERNATIONAL CONTEMPORARY ENSEMBLE FOUNDATION, INC.	NONE	TAX EXEMPT	OPERATIONAL	7,000.
INTERNATIONAL FESTIVAL FOR CONTEMPORARY PERFORMANCES, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
ISSUE PROJECT ROOM, INC.	NONE	TAX EXEMPT	OPERATIONAL	3,000.
KEYS TO THE FUTURE FESTIVAL, INC.	NONE	TAX EXEMPT	OPERATIONAL	-1,000.
KRONOS PERFORMING ARTS ASSOCIATION	NONE	TAX EXEMPT	OPERATIONAL	3,500.
LEAGUE OF COMPOSERS/ISCM, INC.	NONE	TAX EXEMPT	OPERATIONAL	3,000.
MINNESOTA ORCHESTRAL ASSOCIATION	NONE	TAX EXEMPT	OPERATIONAL	11,000.
MONADNOCK MUSIC	NONE	TAX EXEMPT	OPERATIONAL	2,000.
Total from continuation sheets				

THE AMPHION FOUNDATION INC
C/O LAW OFFICES OF JAMES M KENDRICK, LLC 13-3438528

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
MONDAY EVENING CONCERTS	NONE	TAX EXEMPT	OPERATIONAL	4,000.
MUSEUM OF CONTEMPORARY ART	NONE	TAX EXEMPT	OPERATIONAL	2,000.
MUSIC AT THE ANTHOLOGY, INC.	NONE	TAX EXEMPT	OPERATIONAL	4,000.
NEW MUSIC CONCERTS	NONE	TAX EXEMPT	OPERATIONAL	4,000.
NEW MUSIC INSTITUTE OF KANSAS CITY, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
NEW MUSIC USA, INC.	NONE	TAX EXEMPT	OPERATIONAL	15,000.
NEW YORK CITY BALLET, INC.	NONE	TAX EXEMPT	OPERATIONAL	3,500.
NEW YORK CITY OPERA, INC.	NONE	TAX EXEMPT	OPERATIONAL	12,500.
NEW YORK YOUTH SYMPHONY, INC.	NONE	TAX EXEMPT	OPERATIONAL	4,000.
OJAI FESTIVAL, LTD.	NONE	TAX EXEMPT	OPERATIONAL	5,000.
Total from continuation sheets				

THE AMPHION FOUNDATION INC
C/O LAW OFFICES OF JAMES M KENDRICK, LLC 13-3438528

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
OPERA AMERICA, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
OTHER MINDS	NONE	TAX EXEMPT	OPERATIONAL	5,000.
PHILHARMONIC-SYMPHONY SOCIETY OF NEW YORK	NONE	TAX EXEMPT	OPERATIONAL	3,000.
PITTSBURGH NEW MUSIC	NONE	TAX EXEMPT	OPERATIONAL	2,000.
PRESENT MUSIC, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,500.
PRISM QUARTET, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,500.
RED LIGHT CONTEMPORARY MUSIC, INC.	NONE	TAX EXEMPT	OPERATIONAL	1,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA	NONE	TAX EXEMPT	OPERATIONAL	5,000.
ROULETTE INTERMEDIUM, INC.	NONE	TAX EXEMPT	OPERATIONAL	4,000.
SAN FRANCISCO CONTEMPORARY MUSIC PLAYERS	NONE	TAX EXEMPT	OPERATIONAL	2,000.
Total from continuation sheets				

THE AMPHION FOUNDATION INC
C/O LAW OFFICES OF JAMES M KENDRICK, LLC 13-3438528

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
SEATTLE SYMPHONY ORCHESTRA, INC	NONE	TAX EXEMPT	OPERATIONAL	4,000.
SEVENTH REGIMENT ARMORY CONSERVANCY, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,500.
SO PERCUSSION, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,500.
SOUTHWEST CHAMBER MUSIC SOCIETY	NONE	TAX EXEMPT	OPERATIONAL	2,000.
SYMPHONY SPACE, INC.	NONE	TAX EXEMPT	OPERATIONAL	3,000.
SYRACUSE SOCIETY FOR NEW MUSIC	NONE	TAX EXEMPT	OPERATIONAL	4,000.
TALEA ENSEMBLE, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
THE MORNINGTON TRUST	NONE	TAX EXEMPT	OPERATIONAL	4,000.
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.
Total from continuation sheets				

Part XV Supplementary Information

[illegible]

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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

2012**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 foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, 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) (2012)

Name of organization THE AMPHION FOUNDATION INC C/O LAW OFFICES OF JAMES M KENDRICK, LLC	Employer identification number 13-3438528
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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	\$ 130,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	ELLIOTT CARTER 31 WEST 12TH STREET NEW YORK, NY 10011	\$ 200,964.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	FUND B TRUST FBO ELLIOTT CARTER C/O BNY MELLON PO BOX 185 PITTSBURGH, PA 15230	\$ 706,403.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	FUND B TRUST FBO ELLIOTT CARTER C/O BNY MELLON PO BOX 185 PITTSBURGH, PA 15230	\$ 1,410,220.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	ELLIOTT CARTER REV TRUST U/A 1-16-91 C/O BNY MELLON PO BOX 185 PITTSBURGH, PA 15230	\$ 2,600,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	ELLIOTT CARTER REV TRUST U/A 1-16-91 C/O BNY MELLON PO BOX 185 PITTSBURGH, PA 15230	\$ 1,572,622.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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
2	2,227 SHARES OF EXXON MOBIL CORPORATION	\$ 200,964.	10/25/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	VARIOUS STOCKS AND MUTUAL FUNDS	\$ 1,410,220.	12/21/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
6	VARIOUS STOCKS AND MUTUAL FUNDS	\$ 1,572,622.	12/21/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization

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

Employer identification number

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

The Amphion Foundation, Inc.

Founded by Elliott and Helen Carter

254 West 31st Street, 15th Floor, New York NY 10001

T 212-461-6956 F 212-810-4567

E info@amphionfoundation.org

W www.amphionfoundation.org

Virgil Blackwell
President

John Link
Senior Vice President

Susan Feder
Vice President

James M. Kendrick
Secretary

Directors

Virgil Blackwell
Susan Feder
Ara Guzelimian
James M. Kendrick
John Link
Ursula Oppens
Fred Sherry

Anthony Schmidt
Treasurer

Wesley York
Administrator

Caitlin Murphy
Grants Manager

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

Source	Amount
BANK OF NEW YORK	67.
Total to Form 990-PF, Part I, line 3, Column A	67.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
CORPORATE DIVIDEND	103,144.	0.	103,144.
CORPORATE INTEREST	6,461.	0.	6,461.
Total to Fm 990-PF, Part I, ln 4	109,605.	0.	109,605.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
CLASS ACTION PROCEEDS	316.	316.	
MISCELLANEOUS	2.	2.	
Total to Form 990-PF, Part I, line 11	318.	318.	

Form 990-PF Legal Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL FEES	14,819.	0.		14,819.
To Fm 990-PF, Pg 1, ln 16a	14,819.	0.		14,819.

Form 990-PF	Accounting Fees	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TAX PREPARATION	7,500.	0.		7,500.
To Form 990-PF, Pg 1, ln 16b	7,500.	0.		7,500.

Form 990-PF	Other Professional Fees	Statement	6
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT ADVISORY FEES	25,108.	25,108.		0.
To Form 990-PF, Pg 1, ln 16c	25,108.	25,108.		0.

Form 990-PF	Taxes	Statement	7
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL EXCISE TAXES	5,800.	0.		0.
FOREIGN TAXES	1,275.	0.		0.
To Form 990-PF, Pg 1, ln 18	7,075.	0.		0.

Form 990-PF	Other Expenses	Statement	8
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PROGRAM ADMINISTRATION	60,000.	0.		60,000.
OTHER MISCELLANEOUS	1,838.	0.		1,838.
To Form 990-PF, Pg 1, ln 23	61,838.	0.		61,838.

Form 990-PF	Corporate Bonds	Statement	9
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Description	Book Value	Fair Market Value
CORPORATE BONDS (STATEMENT 9)	1,647,153.	1,665,171.
Total to Form 990-PF, Part II, line 10c	1,647,153.	1,665,171.

Form 990-PF	Other Investments	Statement	10
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Description	Valuation Method	Book Value	Fair Market Value
MARKETABLE EQUITY SECURITIES (STATEMENT 10)	FMV	4,288,704.	4,565,378.
Total to Form 990-PF, Part II, line 13		4,288,704.	4,565,378.

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 11

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
ELLIOTT CARTER (DECEASED 11/6/12) 31 WEST 12TH STREET NEW YORK, NY 10011	PRESIDENT 5.00	0.	0.	0.
VIRGIL BLACKWELL 40 IRVING PLACE NEW ROCHELLE, NY 10801	DIRECTOR/PRES. 5.00	0.	0.	0.
SUSAN FEDER 140 EAST 62ND STREET NEW YORK, NY 10065	VICE PRESIDENT 1.00	0.	0.	0.
JAMES KENDRICK 254 WEST 31ST STREET, 15TH FLOOR NEW YORK, NY 10001	SECRETARY 5.00	0.	0.	0.
FRED SHERRY 215 WEST 91ST STREET, #63 NEW YORK, NY 10024	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 142ND STREET, #2 NEW YORK, NY 10031	DIRECTOR 1.00	0.	0.	0.
URSULA OPPENS 600 WEST 115TH STREET, APT 114 NEW YORK, NJ 10025	DIRECTOR 1.00	0.	0.	0.
ANTHONY SCHMIDT 475 WALL STREET PRINCETON, NJ 08540	TREASURER 1.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.



BNY MELLON
WEALTH MANAGEMENT

AMPHION FOUNDATION

2012 Tax Information

Account Number 10580058860

Page 6

Income for 2012

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.

Additionally, to provide you with complete information for your tax returns, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss.

Short term transactions

This category includes sales of assets held 12 months or less

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
VERIZON COMMUNICATIONS INC	VZ	92343V104	40	11/23/11	01/18/12	\$1,554.44	\$1,422.86	\$131.58
VERIZON COMMUNICATIONS INC	VZ	92343V104	200	06/21/11	01/18/12	\$7,772.21	\$7,163.60	\$608.61
KELLOGG COMPANY COMMON	K	487836108	140	06/21/11	03/19/12	\$7,365.31	\$7,759.92	\$-394.61
SEAGATE TECHNOLOGY	STX	G7945M107	340	08/15/11	03/28/12	\$9,197.54	\$4,096.32	\$5,101.22
PPG INDUSTRIES INC	PPG	693506107	40	08/19/11	03/28/12	\$3,784.88	\$2,786.33	\$998.55
ANALYTICAL MTG MGMT INC	NLY	035710409	160	06/21/11	03/28/12	\$2,491.29	\$2,978.88	\$-487.59
ANALYTICAL MTG MGMT INC	NLY	035710409	110	07/12/11	03/28/12	\$1,712.76	\$1,987.47	\$-274.71
ANALYTICAL MTG MGMT INC	NLY	035710409	440	08/15/11	03/28/12	\$6,851.04	\$8,081.92	\$-1,230.88
ANALYTICAL MTG MGMT INC	NLY	035710409	210	08/19/11	03/28/12	\$3,269.82	\$3,775.18	\$-505.36
PPG INDUSTRIES INC	PPG	693506107	100	06/21/11	03/28/12	\$9,462.20	\$8,610.80	\$851.40
PPG INDUSTRIES INC	PPG	693506107	80	08/15/11	03/28/12	\$7,569.76	\$6,118.24	\$1,451.52
SEAGATE TECHNOLOGY	STX	G7945M107	30	06/21/11	03/28/12	\$811.55	\$434.94	\$376.61
INVESTCO MORTGAGE CAPITAL INC	IVR	46131B100	130	08/18/11	03/28/12	\$2,254.14	\$2,297.22	\$-43.08
CITIGROUP INC PFD	C PH	172967416	25	06/21/11	03/28/12	\$2,589.90	\$2,812.01	\$-222.11

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BNY MELLON
WEALTH MANAGEMENT

AMPHION FOUNDATION

2012 Tax Information

Account Number 10580058860

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Short term transactions

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

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
SEAGATE TECHNOLOGY	STX	G7945M107	170	08/19/11	03/28/12	\$4,598.77	\$1,720.06	\$2,878.71
KINDER MORGAN HOLDCO LLC	KMI	49456B101	140	06/21/11	04/03/12	\$5,517.35	\$4,160.52	\$1,356.83
MICROCHIP TECHNOLOGY INC	MCHP	595017104	80	01/18/12	04/03/12	\$2,942.51	\$3,035.29	\$-92.78
ANALOG DEVICES INC	ADI	032654105	60	01/18/12	04/03/12	\$2,351.27	\$2,354.40	\$-3.13
ROYAL DUTCH SHELL PLC SPONS A	RDSA	780259206	70	06/21/11	04/12/12	\$4,766.32	\$4,855.06	\$-88.74
PFIZER INC COM	PFE	717081103	210	06/21/11	04/19/12	\$4,697.61	\$4,268.88	\$428.73
YUM BRANDS INC	YUM	988498101	130	06/21/11	05/15/12	\$9,120.39	\$7,130.24	\$1,990.15
YUM BRANDS INC	YUM	988498101	110	08/15/11	05/15/12	\$7,717.25	\$5,654.64	\$2,062.61
YUM BRANDS INC	YUM	988498101	50	08/19/11	05/15/12	\$3,507.84	\$2,506.23	\$1,001.61
COCA-COLA CO USD	KO	191216100	120	08/15/11	06/01/12	\$8,770.47	\$8,196.01	\$574.46
COCA-COLA CO USD	KO	191216100	150	06/21/11	06/01/12	\$10,963.09	\$9,917.70	\$1,045.39
COCA-COLA CO USD	KO	191216100	70	08/19/11	06/01/12	\$5,116.11	\$4,728.36	\$387.75
HOME DEPOT INC USD 0 05	HD	437076102	130	06/21/11	06/08/12	\$6,732.91	\$4,538.04	\$2,194.87
SPECTRA ENERGY CORP	SE	847560109	190	06/21/11	06/08/12	\$5,290.95	\$5,127.72	\$163.23
SPECTRA ENERGY CORP	SE	847560109	260	08/15/11	06/08/12	\$7,240.24	\$6,561.88	\$678.36
SPECTRA ENERGY CORP	SE	847560109	130	08/19/11	06/08/12	\$3,620.12	\$3,145.74	\$474.38
DREYFUS GROWTH & VALUE FDS IN DSCVX		26200C403	143.02	12/08/11	06/12/12	\$3,335.13	\$3,152.09	\$183.04
BNY MELLON MID CAP STK FD CL M	MPMCX	05569M509	76.17	12/08/11	06/12/12	\$840.87	\$820.30	\$20.57
BNY MELLON INTERMEDIATE BOND	MPIBX	05569M814	5.13	12/15/11	06/12/12	\$67.47	\$66.76	\$0.71
DREYFUS GROWTH & VALUE FDS IN DSCVX		26200C403	571.43	02/09/12	06/12/12	\$13,325.73	\$15,000.00	\$-1,674.27
DIGITAL RLTY TR INC	DLR	253868103	60	06/21/11	06/19/12	\$4,521.27	\$3,722.18	\$799.09
HONEYWELL INTL INC	HON	438516106	170	06/21/11	06/19/12	\$9,616.60	\$9,691.36	\$-74.76
HONEYWELL INTL INC	HON	438516106	150	08/15/11	06/19/12	\$8,485.23	\$7,057.20	\$1,428.03
HONEYWELL INTL INC	HON	438516106	80	08/19/11	06/19/12	\$4,525.46	\$3,436.64	\$1,088.82
CITIGROUP INC PFD	C PH	172967416	60	06/21/11	06/19/12	\$5,239.73	\$6,748.82	\$-1,509.09
VALIDUS HOLDINGS, LTD	VR	G9319H102	180	12/21/11	06/19/12	\$5,625.32	\$5,461.67	\$163.65
VALIDUS HOLDINGS, LTD	VR	G9319H102	250	12/21/11	06/20/12	\$7,772.13	\$7,585.65	\$186.48
NEXTERA ENERGY INC	NEE	65339F101	0.46	08/19/11	06/22/12	\$30.65	\$31.28	\$-0.63

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BNY MELLON
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AMPHION FOUNDATION

2012 Tax Information

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Short term transactions

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

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
PEOPLES DREYFUS S&P MIDCAP INI PESPX	712223106		1 08	03/27/12	07/02/12	\$30 20	\$31 81	\$-1 61
PEOPLES DREYFUS S&P MIDCAP INI PESPX	712223106		448 73	02/09/12	07/02/12	\$12,582 42	\$12,905 50	\$-323 08
KELLOGG COMPANY COMMON	K	487836108	120	08/15/11	07/18/12	\$5,762 12	\$6,425 76	\$-663 64
KELLOGG COMPANY COMMON	K	487836108	60	08/19/11	07/18/12	\$2,881 06	\$3,148 68	\$-267 62
HOME DEPOT INC USD 0 05	HD	437076102	210	08/15/11	08/10/12	\$11,081 35	\$6,584 82	\$4,496 53
BRISTOL MYERS SQUIBB CO COM	BMYY	110122108	2	12/16/11	08/10/12	\$63 38	\$68 56	\$-5 18
HOME DEPOT INC USD 0 05	HD	437076102	100	08/19/11	08/10/12	\$5,276 83	\$3,222 80	\$2,054 03
BRISTOL MYERS SQUIBB CO COM	BMYY	110122108	130	04/19/12	08/10/12	\$4,119 50	\$4,460 09	\$-340 59
BRISTOL MYERS SQUIBB CO COM	BMYY	110122108	230	12/16/11	08/10/12	\$7,288 35	\$7,884 01	\$-595 66
BRISTOL MYERS SQUIBB CO COM	BMYY	110122108	168	12/16/11	08/13/12	\$5,297 47	\$5,758 75	\$-461 28
AMERICAN CAPITAL AGENCY CORP AGNC	02503X105		130	03/28/12	09/21/12	\$4,574 47	\$3,803 89	\$770 58
LINEAR TECHNOLOGY CORP COM	LLTC	535678106	7	07/18/12	09/26/12	\$220 08	\$216 86	\$3 22
ANALOG DEVICES INC	ADI	032654105	47	11/04/11	09/26/12	\$1,818 28	\$1,752 25	\$66 03
ANALOG DEVICES INC	ADI	032654105	53	01/18/12	09/26/12	\$2,050 41	\$2,079 72	\$-29 31
MICROCHIP TECHNOLOGY INC	MCHP	595017104	43	01/18/12	09/26/12	\$1,402 83	\$1,577 00	\$-174 17
LINEAR TECHNOLOGY CORP COM	LLTC	535678106	90	07/18/12	09/26/12	\$2,840 45	\$2,788 18	\$52 27
ANALOG DEVICES INC	ADI	032654105	7	01/18/12	09/26/12	\$269 56	\$274 68	\$-5 12
MICROCHIP TECHNOLOGY INC	MCHP	595017104	7	01/18/12	09/26/12	\$228 13	\$256 72	\$-28 59
VERIZON COMMUNICATIONS INC	VZ	92343V104	50	09/26/12	10/15/12	\$2,230 57	\$2,290 91	\$-60 34
VERIZON COMMUNICATIONS INC	VZ	92343V104	50	09/26/12	10/15/12	\$2,230 57	\$2,292 20	\$-61 63
AT&T INC	T	00206R102	70	09/26/12	10/15/12	\$2,467 95	\$2,685 40	\$-217 45
AT&T INC	T	00206R102	60	09/26/12	10/15/12	\$2,115 39	\$2,302 04	\$-186 65
MERCK & CO INC	MRK	58933Y105	130	11/10/11	10/24/12	\$5,966 12	\$4,556 49	\$1,409 63
MERCK & CO INC	MRK	58933Y105	70	12/16/11	10/24/12	\$3,212 53	\$2,534 56	\$677 97
KOHL'S CORP	KSS	500255104	420	08/10/12	12/13/12	\$18,388 62	\$21,380 56	\$-2,991 94
Total short term gain/loss from sales:						\$327,424 27	\$302,282 65	\$25,141 62

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BNY MELLON
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Long term transactions

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

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
UNION PACIFIC CORP	UNP	907818108	400	01/15/91	06/04/12	\$42,535.29	\$683.96	\$41,851.33
BNY MELLON MID CAP STK FD CL M MPMCX	MPMCX	05569M509	1197.94	10/20/10	06/12/12	\$13,225.27	\$12,877.87	\$347.40
UNION PACIFIC CORP	UNP	907818108	280	01/15/91	06/12/12	\$30,776.91	\$478.77	\$30,298.14
BNY MELLON INTERMEDIATE BOND MPIBX	MPIBX	05569M814	15203.99	07/02/09	06/12/12	\$199,932.53	\$192,178.49	\$7,754.04
BNY MELLON MID CAP STK FD CL M MPMCX	MPMCX	05569M509	990.1	05/06/10	06/12/12	\$10,930.69	\$10,000.00	\$930.69
BNY MELLON SMALL CAP STK FD CL MPSSX	MPSSX	05569M806	693.42	05/06/10	06/12/12	\$7,447.34	\$6,975.81	\$471.53
BNY MELLON SMALL CAP STK FD CL MPSSX	MPSSX	05569M806	1083.42	01/27/10	06/12/12	\$11,635.97	\$10,000.00	\$1,635.97
DREYFUS GROWTH & VALUE FDS IN DSCVX	DSCVX	26200C403	24.1	03/15/11	06/12/12	\$561.94	\$736.40	\$-174.46
DREYFUS GROWTH & VALUE FDS IN DSCVX	DSCVX	26200C403	656.81	12/22/10	06/12/12	\$15,316.90	\$20,000.00	\$-4,683.10
DREYFUS GROWTH & VALUE FDS IN DSCVX	DSCVX	26200C403	5.96	12/14/10	06/12/12	\$139.01	\$175.71	\$-36.70
DREYFUS GROWTH & VALUE FDS IN DSCVX	DSCVX	26200C403	357.14	11/04/10	06/12/12	\$8,328.58	\$10,000.00	\$-1,671.42
BNY MELLON INTERMEDIATE BOND MPIBX	MPIBX	05569M814	831.56	05/08/09	07/02/12	\$10,968.23	\$10,436.03	\$532.20
BNY MELLON INTERMEDIATE BOND MPIBX	MPIBX	05569M814	4854.57	07/02/09	07/02/12	\$64,031.77	\$61,361.75	\$2,670.02
PEOPLES DREYFUS S&P MIDCAP INI PESPX	PESPX	712223106	85.14	03/15/11	07/02/12	\$2,387.38	\$2,469.12	\$-81.74
UNION PACIFIC CORP	UNP	907818108	200	01/15/91	07/02/12	\$23,639.49	\$341.98	\$23,297.51
DUKE ENERGY CORP NEW COM	DUK	26441C204	0.67	06/21/11	07/17/12	\$44.30	\$37.85	\$6.45
KIMCO RLTY CORP	KIM	49446R109	380	06/21/11	07/18/12	\$7,350.25	\$6,854.94 *	\$495.31
KELLOGG COMPANY COMMON	K	487836108	10	06/21/11	07/18/12	\$480.18	\$554.28	\$-74.10
MATTEL INC	MAT	577081102	110	06/21/11	07/24/12	\$3,777.21	\$2,970.88	\$806.33
HOME DEPOT INC USD 0 05	HD	437076102	100	06/21/11	08/10/12	\$5,276.83	\$3,490.80	\$1,786.03
BNY MELLON INTERMEDIATE BOND MPIBX	MPIBX	05569M814	9833.59	05/08/09	08/22/12	\$130,000.00	\$123,411.49	\$6,588.51
BLACKROCK INC	BLK 14	09247XAD3	100000	01/14/11	08/22/12	\$106,458.00	\$104,975.00	\$1,483.00
CITIGROUP INC PFD	C PH	172967416	11	06/21/11	09/13/12	\$1,078.53	\$1,237.28	\$-158.75
CITIGROUP INC PFD	C PH	172967416	80	08/15/11	09/13/12	\$7,843.82	\$7,555.84	\$287.98
CITIGROUP INC PFD	C PH	172967416	40	08/19/11	09/13/12	\$3,921.91	\$3,475.71	\$446.20
NEXTERA ENERGY INC	NEE	65339F101	146.59	06/21/11	09/14/12	\$9,930.66	\$9,940.42	\$-9.76
NEXTERA ENERGY INC	NEE	65339F101	131.16	08/15/11	09/14/12	\$8,885.33	\$8,741.06	\$144.27
NEXTERA ENERGY INC	NEE	65339F101	61.26	08/19/11	09/14/12	\$4,150.17	\$4,166.16	\$-15.99



BNY MELLON
WEALTH MANAGEMENT

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Long term transactions

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

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
GENUINE PARTS CO	GPC	372460105	80	06/21/11	09/14/12	\$5,076 49	\$4,165 44	\$911 05
UNION PACIFIC CORP	UNP	907818108	200	01/15/91	09/18/12	\$25,117 46	\$341 98	\$24,775 48
GENUINE PARTS CO	GPC	372460105	80	08/15/11	09/21/12	\$4,982 86	\$4,047 04	\$935 82
GENUINE PARTS CO	GPC	372460105	70	06/21/11	09/21/12	\$4,360 01	\$3,644 76	\$715 25
UNION PACIFIC CORP	UNP	907818108	400	01/15/91	09/24/12	\$48,418 96	\$683 96	\$47,735 00
GENUINE PARTS CO	GPC	372460105	50	08/15/11	09/24/12	\$3,109 57	\$2,529 40	\$580 17
GENUINE PARTS CO	GPC	372460105	70	08/19/11	09/24/12	\$4,353 40	\$3,448 06	\$905 34
MICROCHIP TECHNOLOGY INC	MCHP	595017104	37	06/21/11	09/26/12	\$1,207 08	\$1,276 22 *	\$-69 14
COVIDIEN PLC	COV	G2554F113	140	06/21/11	10/24/12	\$7,721 79	\$7,443 52	\$278 27
COVIDIEN PLC	COV	G2554F113	20	08/15/11	10/24/12	\$1,103 11	\$994 36	\$108 75
COVIDIEN PLC	COV	G2554F113	90	08/15/11	10/25/12	\$4,982 38	\$4,474 62	\$507 76
COVIDIEN PLC	COV	G2554F113	60	08/19/11	10/25/12	\$3,321 58	\$2,890 08	\$431 50
NATIONAL GRID PLC	NGG	636274300	90	08/15/11	11/29/12	\$5,082 65	\$4,471 92	\$610 73
NATIONAL GRID PLC	NGG	636274300	50	08/15/11	11/30/12	\$2,818 18	\$2,484 40	\$333 78
EATON CORPORATION COMMON	ETN	278058102	430	01/01/01	12/05/12	\$22,211 65	\$18,966 65	\$3,245 00
KIMBERLY-CLARK CORP COM	KMB	494368103	50	06/21/11	12/12/12	\$4,282 07	\$3,349 40	\$932 67
Total long term gain/loss from sales:						\$879,203 73	\$681,339 41	\$197,864 32

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Asset detail

Cash and cash equivalents

Description	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
3,436,119.32 CRA (BNY Mellon, N.A., Member FDIC) (Principal Holding)	\$ 3,436,119.32	\$ 3,436,119.32		\$ 343.61	0.0%	35.1%
Principal Cash	-424,539.76					
Income Cash	424,539.76					
cash and cash equivalents	\$ 3,436,119.32	\$ 3,436,119.32	\$ 0.00	\$ 343.61		35.1%

Fixed income

Taxable

Individual securities: Corporate

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
150,000	General Electric Co DTD 12/6/2007 5.25% 12/6/2017 Moody's: AA3 S&P: AA+	\$ 117.9150	\$ 176,872.50	\$ 163,153.50	\$ 13,719.00	\$ 7,875.00	4.5%	1.8%
Total taxable individual securities			\$ 176,872.50	\$ 163,153.50	\$ 13,719.00	\$ 7,875.00		1.8%

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
51,245.286	BNY Mellon Corporate Bond Fund	\$ 13.0300	\$ 667,726.08	\$ 656,146.11	\$ 11,579.97	\$ 16,859.70	2.5%	6.8%
52,825.169	BNY Mellon Intermediate Bond Fund	13.2000	697,292.23	662,375.87	34,916.36	18,277.51	2.6	7.1
Total taxable pooled vehicle			\$ 1,365,018.31	\$ 1,318,521.98	\$ 46,496.33	\$ 35,137.21		13.9%
Total taxable fixed income			\$ 1,541,890.81	\$ 1,481,675.48	\$ 60,215.33	\$ 43,012.21		15.8%

December 1 - December 31, 2012

Amphion Foundation
Account number 10580058860

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High yield

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
13,470.598	Dreyfus High Yield Fund	\$ 6.6700	\$ 89,848.89	\$ 86,859.60	\$ 2,989.29	\$ 6,021.36	6.7%	0.9%
Total high yield pooled vehicle								
			\$ 89,848.89	\$ 86,859.60	\$ 2,989.29	\$ 6,021.36		0.9%
Total high yield fixed income								
			\$ 89,848.89	\$ 86,859.60	\$ 2,989.29	\$ 6,021.36		0.9%

Emerging markets

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
2,179.343	Dreyfus Emerging Markets Debt Local Currency Fund	\$ 15.3400	\$ 33,431.12	\$ 32,461.50	\$ 969.62	\$ 198.32	0.6%	0.3%
Total emerging markets pooled vehicle								
			\$ 33,431.12	\$ 32,461.50	\$ 969.62	\$ 198.32		0.3%
Total emerging markets fixed income								
			\$ 33,431.12	\$ 32,461.50	\$ 969.62	\$ 198.32		0.3%
Total fixed income								
			\$ 1,665,170.82	\$ 1,600,996.58	\$ 64,174.24	\$ 49,231.89		17.0%

Equities

U.S. large cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
590	Eaton Corp PLC (ETN)	\$ 54.1800	\$ 31,966.20	\$ 30,476.45	\$ 1,489.75	\$ 896.80	2.8%	0.3%
560	Garmin Ltd (GRMN)	40.7500	22,820.00	26,515.24	-3,695.24	1,008.00	4.4	0.2
730	AT&T Inc (T)	33.7100	24,608.30	21,667.49	2,940.81	1,314.00	5.3	0.3
270	Air Products & Chemicals Inc (APD)	84.0200	22,685.40	22,719.57	-34.17	691.20	3.1	0.2
650	Analog Devices Inc (ADI)	42.0600	27,339.00	24,982.45	2,356.55	780.00	2.9	0.3
650	Carnival Corp (CCL)	36.7700	23,900.50	21,726.22	2,174.28	650.00	2.7	0.2
300	Caterpillar Inc (CAT)	89.6085	26,882.55	27,789.58	-907.03	624.00	2.3	0.3
1,580	Centerpoint Energy Inc (CNP)	19.2500	30,415.00	30,118.84	296.16	1,279.80	4.2	0.3



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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	Current yield	Pct of holdings
276	Chevron Corporation (CVX)	108.1400	29,846.64	27,266.57	2,580.07	993.60	3.3	0.3
390	Cliffs Nats Res Inc (CLF)	38.5700	15,042.30	26,556.74	-11,514.44	975.00	6.5	0.2
550	Darden Restaurants Inc (DRI)	45.0700	24,788.50	28,448.53	-3,660.03	1,100.00	4.4	0.3
380	Digital Realty Trust Inc (DLR)	67.8900	25,798.20	23,084.07	2,714.13	1,109.60	4.3	0.3
480	DU Pont (E I) De Nemours And (DD) Company	44.9785	21,589.68	23,074.74	-1,485.06	825.60	3.8	0.2
476	Duke Energy Corporation (DUK)	63.8000	30,368.80	26,846.64	3,522.16	1,456.56	4.8	0.3
730	Exelon Corp (EXC)	29.7400	21,710.20	29,962.45	-8,252.25	1,533.00	7.1	0.2
4,527	Exxon Mobil Corp (XOM)	86.5500	391,811.85	13,515.22	378,296.63	10,321.56	2.6	4.0
620	Gallagher Arthur J & Co (AJG)	34.6500	21,483.00	23,100.17	-1,617.17	843.20	3.9	0.2
1,610	General Electric Company (GE)	20.9900	33,793.90	27,333.99	6,459.91	1,223.60	3.6	0.4
990	Invesco Mortgage Capital (IVR)	19.7100	19,512.90	16,294.95	3,217.95	2,574.00	13.2	0.2
330	Kimberly Clark Corp (KMB)	84.4300	27,861.90	21,928.54	5,933.36	976.80	3.5	0.3
1,020	Kimco Realty Corp (KIM)	19.3200	19,706.40	17,066.29	2,640.11	856.80	4.4	0.2
830	Kinder Morgan Inc. (KMI)	35.3300	29,323.90	22,984.72	6,339.18	1,195.20	4.1	0.3
463	Kraft Foods Group, Inc. (KRFT)	45.4700	21,052.61	18,613.16	2,439.45	926.00	4.4	0.2
550	Las Vegas Sands Corp (LVS)	46.1600	25,388.00	25,152.77	235.23	2,062.50	8.1	0.3
650	Lilly Eli & Co (LLY)	49.3200	32,058.00	29,218.54	2,839.46	1,274.00	4.0	0.3
580	Linear Technology Corp (LLTC)	34.3000	19,894.00	17,968.29	1,925.71	603.20	3.0	0.2
310	Lockhead Martin Corp (LMT)	92.2900	28,609.90	23,208.28	5,401.62	1,426.00	5.0	0.3
262	Lorillard Inc (LO)	116.6700	30,567.54	30,717.14	-149.60	1,624.40	5.3	0.3
750	Lowe's Companies Inc (LOW)	35.5200	26,640.00	22,467.04	4,172.96	480.00	1.8	0.3
730	Mattel Inc (MAT)	36.6200	26,732.60	18,469.92	8,262.68	905.20	3.4	0.3
510	Merck & Co Inc (MRK)	40.9400	20,879.40	17,887.03	2,992.37	877.20	4.2	0.2
580	Microchip Technology Inc (MCHP)	32.5900	18,902.20	18,809.75	92.45	816.64	4.3	0.2
910	Mondelez International-W/I (MDLZ)	25.4532	23,162.41	20,607.20	2,555.21	1,055.60	4.6	0.2
450	National Grid PLC-SP ADR (NGG)	57.4400	25,848.00	21,968.42	3,879.58	1,424.70	5.5	0.3

STATEMENT 13

December 1 - December 31, 2012

Amphion Foundation
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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	Current yield	Pct of holdings
500	PNC Financial Services Group (PNC)	58.3100	29,155.00	23,111.95	6,043.05	800.00	2.7	0.3
500	Pepsico Inc (PEP)	68.4300	34,215.00	33,773.85	441.15	1,075.00	3.1	0.4
1,180	Pfizer Inc (PFE)	25.0793	29,593.57	22,044.94	7,548.63	1,132.80	3.8	0.3
330	Philip Morris International Inc (PM)	83.6400	27,601.20	22,976.94	4,624.26	1,122.00	4.1	0.3
470	The Procter & Gamble Company (PG)	67.8900	31,908.30	29,591.64	2,316.66	1,056.56	3.3	0.3
320	Royal Dutch Shell PLC (RDSA) ADR	68.9500	22,064.00	21,264.87	799.13	935.68	4.2	0.2
580	Southern Co (SO)	42.8100	24,829.80	23,536.84	1,292.96	1,136.80	4.6	0.3
730	Teva Pharmaceutical Inds Ltd ADR (TEVA)	37.3400	27,258.20	29,751.96	-2,493.76	586.92	2.2	0.3
500	Total S.A. ADR (TOT)	52.0100	26,005.00	21,765.10	4,239.90	1,253.50	4.8	0.3
400	Union Pac Corp (UNP)	125.7200	50,288.00	683.96	49,604.04	1,104.00	2.2	0.5
340	United Parcel Service Cl B (UPS)	73.7300	25,068.20	22,669.12	2,399.08	775.20	3.1	0.3
550	Verizon Communications Inc (VZ)	43.2700	23,798.50	19,729.34	4,069.16	1,133.00	4.8	0.2
56,814.307	BNY Mellon Large Cap Stock Fund (MPLCX)	8.9400	507,919.90	467,254.34	40,665.56	5,965.50	1.2	5.2
3,154.574	BNY Mellon Focused Equity (MFOMX) Opportunities Fund	13.1400	41,451.10	40,000.00	1,451.10	365.93	0.9	0.4
15,469.925	BNY Mellon US Core Equity 130/30 (MUCMX) Fund	12.2900	190,125.38	175,000.00	15,125.38	912.73	0.5	1.9
15,035.448	Dreyfus U.S. Equity Fund (DPUIX)	15.5600	233,951.57	220,000.00	13,951.57	1,052.48	0.5	2.4
Total U.S. large cap			\$ 2,540,222.50	\$ 1,971,701.85	\$ 576,520.65	\$ 67,111.86		26.0%
U.S. mid cap								

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
17,693.546	Dreyfus Midcap Index Fund (PESPX)	\$ 28.9300	\$ 511,874.29	\$ 494,231.17	\$ 17,643.12	\$ 5,962.73	1.2%	5.2%
Total U.S. mid cap			\$ 511,874.29	\$ 494,231.17	\$ 17,643.12	\$ 5,962.73		5.2%



STATEMENT 13



U.S. small cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
12,748.185	The BNY Mellon Small Cap (MPSSX) Multi-Strategy Fund	\$ 11.9200	\$ 151,958.37	\$ 133,000.00	\$ 18,958.37	\$ 433.44	0.3%	1.6%
380.952	Dreyfus Opportunistic Small Cap Fund(DSCVX)	27.4300	10,449.51	10,000.00	449.51	0.00	0.0	0.1
5,026.819	Dreyfus Select Managers Small Cap (DSGIX) Growth Fund	18.9300	95,157.68	86,000.00	9,157.68	0.00	0.0	1.0
7,531.579	Dreyfus Select Managers Small Cap (DMVIX) Value Fund	19.4400	146,413.90	134,000.00	12,413.90	308.79	0.2	1.5

Total U.S. small cap

\$ 403,979.46 \$ 363,000.00 \$ 40,979.46 \$ 742.23 4.1%

Developed international

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
1,142.422	BNY Mellon International Equity (MLIMX) Income Fund	\$ 13.9900	\$ 15,982.48	\$ 15,000.00	\$ 982.48	\$ 495.81	3.1%	0.2%
8,910.866	Dreyfus Diversified International (DFPIX) Fund	10.2300	91,158.16	85,843.18	5,314.98	1,737.62	1.9	0.9
4,005.827	Strategic International Stock Fund (DISRX)	14.5000	58,084.49	55,000.00	3,084.49	632.92	1.1	0.6

Total developed international

\$ 165,225.13 \$ 155,843.18 \$ 9,381.95 \$ 2,866.35 1.7%

Emerging markets

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
60,141.777	BNY Mellon Emerging Markets Fund (MEMKX)	\$ 10.2500	\$ 616,453.21	\$ 605,492.35	\$ 10,960.86	\$ 5,893.89	1.0%	6.3%

Total emerging markets

\$ 616,453.21 \$ 605,492.35 \$ 10,960.86 \$ 5,893.89 6.3%

Equity reits

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
760	American Capital Agency Corporation (AGNC)	\$ 28.9000	\$ 21,964.00	\$ 22,238.14	\$ -274.14	\$ 3,800.00	17.3%	0.2%
1,220	Starwood Property Trust Inc (STWD)	22.9600	28,011.20	25,768.66	2,242.54	2,147.20	7.7	0.3

Total equity reits

\$ 49,975.20 \$ 48,006.80 \$ 1,968.40 \$ 5,947.20 0.5%



December 1 - December 31, 2012

Amphion Foundation
Account number 10580058860

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Other equity

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
650	Apache Corp Preferred Convertible Until 8/1/2013	\$ 45.7000	\$ 29,705.00	\$ 36,303.94	\$ -6,598.94	\$ 1,950.00	6.6%	0.3%
700	Nextera Energy Inc Preferred Convertible Until 9/1/2015	50.0600	35,042.00	35,175.00	-133.00	1,750.00	5.0	0.4
590	P P L Corporation Preferred Convertible Until 5/1/2014	53.7300	31,700.70	31,725.26	-24.56	2,581.25	8.1	0.3
590	United Technologies Corp Preferred Convertible Until 8/1/2015	55.7100	32,868.90	31,222.80	1,646.10	2,212.50	6.7	0.3
Total other equity			\$ 129,316.50	\$ 134,427.00	\$ -5,110.40	\$ 8,493.75		1.3%

Total equities

			\$ 4,425,046.39	\$ 3,772,702.35	\$ 652,344.04	\$ 97,018.01		45.1%
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Alternative investments

Private equity

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
100.063	BNY Partners Fund L L C	\$ 1,278.6000	\$ 127,940.55		\$ 127,940.55	\$ 0.00	0.0%	1.3%
Total private equity			\$ 127,940.55	\$ 0.00	\$ 127,940.55	\$ 0.00		1.3%

Commodities

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
1,064	ISHARES S&P GSCI Commodity-Indexed Trust	\$ 32.7900	\$ 34,888.56	\$ 36,867.49	\$ -1,978.93	\$ 0.00	0.0%	0.4%
7,547.827	Highbridge Dynamic Commodities Strategy Fund - E	13.9700	105,443.14	158,275.38	-52,832.24	6,211.86	5.9	1.1

Total commodities

			\$ 140,331.70	\$ 195,142.87	\$ -54,811.17	\$ 6,211.86		1.4%
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Total alternative investments

			\$ 268,272.25	\$ 195,142.87	\$ 73,129.38	\$ 6,211.86		2.8%
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Total assets

			\$ 9,794,608.78	\$ 9,004,961.12	\$ 789,647.66	\$ 152,805.37		100.0%
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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 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. THE AMPHION FOUNDATION INC C/O LAW OFFICES OF JAMES M KENDRICK, LLC	Employer identification number (EIN) or 13-3438528
	Number, street, and room or suite no. If a P.O. box, see instructions. 254 WEST 31ST STREET, No. 15 FL	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10001	

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	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

SCHMIDT & STANTON, CPAs, LLP - 1025 WESTCHESTER AVENUE,

- The books are in the care of ► **SUITE 301 - WHITE PLAINS, NY 10604**

Telephone No. ► **914-286-6900**

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, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** 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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	10,446.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	13,494.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)