Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 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

Room/suite: 15 FL

B Telephone number: 212-922-8139

City or town, state or province, country, and ZIP or foreign postal code: NEW YORK, NY 10001

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (*from Part II, col. (c), line 16*) ▶$ 14,280,083.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) (*Part I, column (d) must be on cash basis.*)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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	3,530,600.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	42.	42.		Statement 1
	4 Dividends and interest from securities	673,269.	673,269.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	587,955.			
	b Gross sales price for all assets on line 6a 3,558,632.				
	7 Capital gain net income (from Part IV, line 2)		587,955.		
	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	75,176.	75,176.		Statement 3
	12 **Total.** Add lines 1 through 11	4,867,042.	1,336,442.		
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 Stmt 4	9,000.	0.		9,000.
	b Accounting fees Stmt 5	7,335.	0.		0.
	c Other professional fees Stmt 6	31,036.	31,036.		0.
	17 Interest				
	18 Taxes Stmt 7	11,699.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 8	100,341.	0.		98,207.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	159,411.	31,036.		107,207.
	25 Contributions, gifts, grants paid	308,020.			308,020.
	26 **Total expenses and disbursements.** Add lines 24 and 25	467,431.	31,036.		415,227.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	4,399,611.			
	b **Net investment income** (if negative, enter -0-)		1,305,406.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	125,585.	220,097.	220,097.
	2 Savings and temporary cash investments	3,436,119.	2,056,153.	2,056,153.
	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 10	1,647,153.	3,792,756.	3,694,349.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 11	4,288,704.	7,633,843.	8,309,484.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)	9,497,561.	13,702,849.	14,280,083.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	9,497,561.	13,702,849.	
	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	9,497,561.	13,702,849.	
	31 Total liabilities and net assets/fund balances	9,497,561.	13,702,849.	

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	9,497,561.
2	Enter amount from Part I, line 27a	2	4,399,611.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	13,897,172.
5	Decreases not included in line 2 (itemize) ▶ See Statement 9	5	194,323.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,702,849.

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 6-9)	P	Various	Various
b	LONG TERM SALES (BNY MELLON PGS 9-14)	P	Various	Various
c	SHORT TERM MLP SALE (BNY MELLON PG 15)	P	08/22/12	04/05/13
d	LONG TERM MLP SALE (BNY MELLON PG 15)	P	08/22/12	04/05/13
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	1,765,026.		1,681,585.	83,441.
b	1,760,165.		1,252,224.	507,941.
c	13,829.		15,246.	-1,417.
d	19,612.		21,622.	-2,010.
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				83,441.
b				507,941.
c				-1,417.
d				-2,010.
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 — 587,955.

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))
2012	345,657.	3,649,019.	.094726
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

2	Total of line 1, column (d)	2	.514321
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	.102864
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	11,793,298.
5	Multiply line 4 by line 3	5	1,213,106.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	13,054.
7	Add lines 5 and 6	7	1,226,160.
8	Enter qualifying distributions from Part XII, line 4	8	415,227.

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 ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ 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)		1	26,108.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	26,108.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	26,108.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 12,934.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 30,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	42,934.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	16,826.
11 Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶	16,826. Refunded ▶	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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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? N/A	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) ▶ 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 2013 or the taxable year beginning in 2013 (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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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?	13	X	

Website address ▶ www.amphionfoundation.org

14 The books are in care of ▶ SCHMIDT & STANTON, CPAs, LLP Telephone no ▶914-286-6900

Located at ▶1025 WESTCHESTER AVENUE, SUITE 301, WHITE PLAINS, ZIP+4 ▶10604

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ 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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013)* N/A	3b		
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 2013?	4b		X

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

		Yes	No
5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ 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 12		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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
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	10,339,910.
b	Average of monthly cash balances	1b	1,632,981.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	11,972,891.
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	11,972,891.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	179,593.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,793,298.
6	**Minimum investment return.** Enter 5% of line 5	6	589,665.

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	589,665.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 26,108.		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	26,108.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	563,557.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	563,557.
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	563,557.

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	415,227.
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	415,227.
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	415,227.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				563,557.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008 253,758.				
b From 2009 263,028.				
c From 2010 214,531.				
d From 2011 98,641.				
e From 2012 169,766.				
f Total of lines 3a through e	999,724.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 415,227.				
a Applied to 2012, 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 2013 distributable amount				415,227.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	148,330.			148,330.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	851,394.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	105,428.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	745,966.			
10 Analysis of line 9				
a Excess from 2009 263,028.				
b Excess from 2010 214,531.				
c Excess from 2011 98,641.				
d Excess from 2012 169,766.				
e Excess from 2013				

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 2013, 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			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

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

None

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 or e-mail address 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
a Paid during the year				
ALBANY SYMPHONY ORCHESTRA, INC	NONE	TAX EXEMPT	OPERATIONAL	9,000.
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	2,000.
AMERICAN OPERA PROJECTS, INC.	NONE	TAX EXEMPT	OPERATIONAL	4,000.
Total See continuation sheet(s)			▶ 3a	308,020.
b Approved for future payment				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	42.	
4 Dividends and interest from securities			14	673,269.	
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			15	75,176.	
8 Gain or (loss) from sales of assets other than inventory			18	587,955.	
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.		1,336,442.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,336,442.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
	NOT APPLICABLE

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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: [signature] Date: 6/27/14 Title: 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	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Danny Stanton	[signature]	06/17/14		P00052517

Firm's name ▶ Schmidt & Stanton CPAs LLP — Firm's EIN ▶ 13-4092734

Firm's address ▶ 1025 Westchester Ave., Suite 301
White Plains, NY 10604 — Phone no 914-328-1729

323622
10-10-13

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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*

OMB No 1545-0047

2013

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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
THE AMPHION FOUNDATION INC C/O LAW OFFICES OF JAMES M KENDRICK, LLC	13-3438528

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	FUND B TRUST FBO ELLIOTT CARTER C/O BNY MELLON PO BOX 185 PITTSBURGH, PA 15230	$ 5,600.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2	IMAGEM US LLC 229 WEST 28TH ST, 11TH FLOOR NEW YORK, NY 10001	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
3	ELLIOTT CARTER REV TRUST U/A 1-16-91 C/O BNY MELLON PO BOX 185 PITTSBURGH, PA 15230	$ 400,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
4	ELLIOTT CARTER REV TRUST U/A 1-16-91 C/O BNY MELLON PO BOX 185 PITTSBURGH, PA 15230	$ 80,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
5	ELLIOTT CARTER REV TRUST U/A 1-16-91 C/O BNY MELLON PO BOX 185 PITTSBURGH, PA 15230	$ 2,440,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
6	ELLIOTT CARTER REV TRUST U/A 1-16-91 C/O BNY MELLON PO BOX 185 PITTSBURGH, PA 15230	$ 600,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

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
		$	

(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
		$	

(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

(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

(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

(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

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 SYMPHONY ORCHESTRA, INC.	NONE	TAX EXEMPT	OPERATIONAL	1,000.
ANALOG	NONE	TAX EXEMPT	OPERATIONAL	1,000.
ATLAS PERFORMING ARTS CENTER	NONE	TAX EXEMPT	OPERATIONAL	2,000.
AVANT MEDIA PERFORMANCE, INC.	NONE	TAX EXEMPT	OPERATIONAL	1,000.
BANG ON A CAN, INC.	NONE	TAX EXEMPT	OPERATIONAL	5,000.
BETH MORRISON PROJECTS, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
BOSTON LYRIC OPERA COMPANY	NONE	TAX EXEMPT	OPERATIONAL	3,000.
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.
Total from continuation sheets				281,020.

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
BURCHFIELD-PENNEY ART CENTER	NONE	TAX EXEMPT	OPERATIONAL	1,000.
CABRILLO FESTIVAL OF CONTEMPORARY MUSIC	NONE	TAX EXEMPT	OPERATIONAL	6,000.
CANTICORUM VIRTUOSI, INC.	NONE	TAX EXEMPT	OPERATIONAL	4,000.
CHELSEA OPERA, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
CONCERT ARTISTS GUILD, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
COPLAND HOUSE, INC.	NONE	TAX EXEMPT	OPERATIONAL	3,000.
COUNTER INDUCTION	NONE	TAX EXEMPT	OPERATIONAL	3,000.
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.
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
EIGHTH BLACKBIRD PERFORMING ARTS ASSOCIATION	NONE	TAX EXEMPT	OPERATIONAL	7,000.
ELAINE KAUFMAN CULTURAL CENTER - LUCY MOSES SCHOOL FOR MUSIC AND DANCE	NONE	TAX EXEMPT	OPERATIONAL	2,000.
ENSEMBLE SIGNAL	NONE	TAX EXEMPT	OPERATIONAL	3,000.
ETHEL'S FOUNDATION FOR THE ARTS, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
EXPLORING THE METROPOLIS, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
FRACTURED ATLAS, INC.	NONE	TAX EXEMPT	OPERATIONAL	1,000.
GUERILLA OPERA, INC.	NONE	TAX EXEMPT	OPERATIONAL	1,000.
HALEAKALA, INC.	NONE	TAX EXEMPT	OPERATIONAL	4,000.
HOME FOR CONTEMPORARY THEATER AND ART	NONE	TAX EXEMPT	OPERATIONAL	2,000.
INTERNATIONAL CONTEMPORARY ENSEMBLE FOUNDATION, INC.	NONE	TAX EXEMPT	OPERATIONAL	7,000.
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
INTERNATIONAL FESTIVAL FOR CONTEMPORARY PERFORMANCE, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
ISSUE PROJECT ROOM, INC.	NONE	TAX EXEMPT	OPERATIONAL	4,000.
LEAGUE OF COMPOSERS, INC.	NONE	TAX EXEMPT	OPERATIONAL	3,000.
LINE UPON LINE PERCUSSION	NONE	TAX EXEMPT	OPERATIONAL	1,000.
LOOK & LISTEN, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
MONADNOCK MUSIC	NONE	TAX EXEMPT	OPERATIONAL	3,000.
MUSEUM OF CONTEMPORARY ART	NONE	TAX EXEMPT	OPERATIONAL	2,000.
MUSIC AT THE ANTHOLOGY, INC.	NONE	TAX EXEMPT	OPERATIONAL	4,000.
MUSICAL EXPLORATIONS SOCIETY, INC. (ELLIOTT CARTER TRIBUTE)	NONE	TAX EXEMPT	OPERATIONAL	32,020.
NEW HAVEN INTERNATIONAL FESTIVAL OF ARTS & IDEAS, 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
NEW MUSIC CONCERTS	NONE	TAX EXEMPT	OPERATIONAL	4,000.
NEW MUSIC INSTITUTE OF KANSAS CITY, INC.	NONE	TAX EXEMPT	OPERATIONAL	3,000.
NEW MUSIC USA, INC.	NONE	TAX EXEMPT	OPERATIONAL	15,000.
NEW WORLD SYMPHONY, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
NEW YORK CITY OPERA, INC.	NONE	TAX EXEMPT	OPERATIONAL	12,500.
NEW YORK FOUNDATION FOR THE ARTS, INC.	NONE	TAX EXEMPT	OPERATIONAL	1,000.
NEW YORK PUBLIC RADIO	NONE	TAX EXEMPT	OPERATIONAL	5,000.
NEW YORK YOUTH SYMPHONY, INC.	NONE	TAX EXEMPT	OPERATIONAL	5,000.
OJAI FESTIVALS LTD.	NONE	TAX EXEMPT	OPERATIONAL	5,000.
OPERA AMERICA, INC.	NONE	TAX EXEMPT	OPERATIONAL	3,000.
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
OTHER MINDS	NONE	TAX EXEMPT	OPERATIONAL	5,000.
PARALLELE ENSEMBLE CORPORATION	NONE	TAX EXEMPT	OPERATIONAL	2,000.
PHILHARMONIC-SYMPHONY SOCIETY OF NEW YORK, INC.	NONE	TAX EXEMPT	OPERATIONAL	4,500.
PITTSBURGH NEW MUSIC ENSEMBLE, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
PORTLAND CHAMBER MUSIC FESTIVAL	NONE	TAX EXEMPT	OPERATIONAL	1,000.
PRESENT MUSIC, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,500.
PRISM QUARTET, INC.	NONE	TAX EXEMPT	OPERATIONAL	3,000.
RED LIGHT CONTEMPORARY MUSIC	NONE	TAX EXEMPT	OPERATIONAL	1,500.
ROULETTE INTERMEDIUM, INC.	NONE	TAX EXEMPT	OPERATIONAL	4,000.
S.E.M. 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
SAN FRANCISCO CONTEMPORARY MUSIC PLAYERS	NONE	TAX EXEMPT	OPERATIONAL	3,000.
SO PERCUSSION, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,500.
ST. LUKE'S CHAMBER ENSEMBLE, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
SYMPHONY SPACE, INC.	NONE	TAX EXEMPT	OPERATIONAL	3,000.
SYRACUSE SOCIETY FOR NEW MUSIC, INC.	NONE	TAX EXEMPT	OPERATIONAL	4,000.
TALEA ENSEMBLE, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,500.
THE CARNEGIE HALL SOCIETY, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,500.
THE GOTHAM CHAMBER OPERA, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
THE PERFORMANCE ZONE, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA AT BERKELEY	NONE	TAX EXEMPT	OPERATIONAL	1,000.
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
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA	NONE	TAX EXEMPT	OPERATIONAL	5,000.
THE WALDEN SCHOOL	NONE	TAX EXEMPT	OPERATIONAL	1,000.
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 CHICAGO	NONE	TAX EXEMPT	OPERATIONAL	2,000.
UNIVERSITY OF PITTSBURGH	NONE	TAX EXEMPT	OPERATIONAL	3,000.
VISIONINTOART PRESENTS, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
VOLTI	NONE	TAX EXEMPT	OPERATIONAL	2,000.
YARN WIRE, INC.	NONE	TAX EXEMPT	OPERATIONAL	1,000.
YELLOW BARN, 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
YOUNG PEOPLE'S CHORUS OF NEW YORK CITY, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,500.
ZEITGEIST	NONE	TAX EXEMPT	OPERATIONAL	2,500.
MINNESOTA ORCHESTRAL ASSOCIATION - RETURNED CHECK	NONE	TAX EXEMPT	OPERATIONAL	-11,000.
Total from continuation sheets				

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

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
BANK OF NEW YORK	42.	42.	
Total to Part I, line 3	42.	42.	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
CORPORATE DIVIDEND	665,394.	0.	665,394.	665,394.	
CORPORATE INTEREST	7,875.	0.	7,875.	7,875.	
To Part I, line 4	673,269.	0.	673,269.	673,269.	

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
CLASS ACTION PROCEEDS	3.	3.	
ROYALTIES	75,173.	75,173.	
Total to Form 990-PF, Part I, line 11	75,176.	75,176.	

Form 990-PF Legal Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL FEES	9,000.	0.		9,000.
To Fm 990-PF, Pg 1, ln 16a	9,000.	0.		9,000.

Form 990-PF Accounting Fees Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TAX PREPARATION	7,335.	0.		0.
To Form 990-PF, Pg 1, ln 16b	7,335.	0.		0.

Form 990-PF Other Professional Fees Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT ADVISORY FEES	31,036.	31,036.		0.
To Form 990-PF, Pg 1, ln 16c	31,036.	31,036.		0.

Form 990-PF Taxes Statement 7

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL EXCISE TAXES	11,000.	0.		0.
FOREIGN TAXES	699.	0.		0.
To Form 990-PF, Pg 1, ln 18	11,699.	0.		0.

Form 990-PF Other Expenses Statement 8

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PROGRAM ADMINISTRATION	57,720.	0.		57,720.
ELLIOTT CARTER TRIBUTE	34,479.	0.		34,479.
ONLINE APPLICATION SYSTEM/WEBSITE	4,070.	0.		4,070.
OFFICERS AND DIRECTORS INSURANCE	2,134.	0.		0.

OTHER MISCELLANEOUS	1,938.	0.		1,938.
To Form 990-PF, Pg 1, ln 23	100,341.	0.		98,207.

Form 990-PF Other Decreases in Net Assets or Fund Balances Statement 9

Description	Amount
FAIR MARKET VALUE TO COST BASIS ADJUSTMENT	194,323.
Total to Form 990-PF, Part III, line 5	194,323.

Form 990-PF Corporate Bonds Statement 10

Description	Book Value	Fair Market Value
CORPORATE BONDS(STATEMENT 10)	3,792,756.	3,694,349.
Total to Form 990-PF, Part II, line 10c	3,792,756.	3,694,349.

Form 990-PF Other Investments Statement 11

Description	Valuation Method	Book Value	Fair Market Value
MARKETABLE EQUITY SECURITIES(STATEMENT 11)	FMV	7,633,843.	8,309,484.
Total to Form 990-PF, Part II, line 13		7,633,843.	8,309,484.

Form 990-PF | Part VIII - List of Officers, Directors Trustees and Foundation Managers | Statement 12

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
VIRGIL BLACKWELL 67 HIGHWAY 1 CARMEL, CA 93923	PRESIDENT 5.00	0.	0.	0.
JOHN LINK 518 WEST 142ND STREET, #2 NEW YORK, NY 10031	SENIOR VICE PRESIDENT 1.00	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.
ARA GUZELIMIAN 60 LINCOLN CENTER PLAZA NEW YORK, NY 10023	DIRECTOR 1.00	0.	0.	0.
DAVID FULMER 10 BALLARD TERRACE LEXINGTON, MA 02420	DIRECTOR 1.00	0.	0.	0.
URSULA OPPENS 600 WEST 115TH STREET, APT 114 NEW YORK, NY 10025	DIRECTOR 1.00	0.	0.	0.
FRED SHERRY 215 WEST 91ST STREET, #63 NEW YORK, NY 10024	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.

Income for 2013

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
ROYAL DUTCH SHELL PLC SPONS AI	RDS.A	780259206	40	10/15/12	01/16/13	$2,767 89	$2,770 39		$-2 50
AMERICAN CAPITAL AGENCY CORP	AGNC	02503X105	550	03/28/12	02/12/13	$17,694 81	$16,093 39		$1,601 42
GARMIN LTD	GRMN	H2906T109	100	04/03/12	02/25/13	$3,438 59	$4,741 30		$-1,302 71
GARMIN LTD	GRMN	H2906T109	100	03/28/12	02/25/13	$3,438 59	$4,732 72		$-1,294 13
PHILLIPS 66	PSX	718546104	130	01/16/13	02/25/13	$8,108.79	$6,997 35		$1,111 44
ANALOG DEVICES INC	ADI	032654105	100	12/12/12	02/25/13	$4,523 30	$4,225 54		$297.76
LINEAR TECHNOLOGY CORP COM	LLTC	535678106	23	07/18/12	03/04/13	$867 67	$712.54		$155.13
CLIFFS NATS RES INC	CLF	18683K101	290	03/28/12	03/06/13	$7,119 49	$19,747.32		$-12,627.83
CLIFFS NATS RES INC	CLF	18683K101	220	01/30/13	03/06/13	$5,400.99	$8,015 19		$-2,614 20
OCCIDENTAL PETROLEUM CORPOR	OXY	674599105	80	01/16/13	03/06/13	$6,530 98	$6,595 94		$-64.96
LINEAR TECHNOLOGY CORP COM	LLTC	535678106	100	07/18/12	03/15/13	$3,771 43	$3,097 98		$673 45
AT&T INC	T	00206R102	10	09/26/12	03/18/13	$362 10	$383 63		$-21 53
LINEAR TECHNOLOGY CORP COM	LLTC	535678106	300	07/18/12	04/02/13	$11,000.12	$9,293 94		$1,706 18
TCW EMERGING MARKETS INCOME	TGEIX	87234N765	6984 13	01/15/13	04/05/13	$65,161 91	$65,832 39	*	$-670 48

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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
TCW EMERGING MARKETS INCOME	TGEIX	87234N765	33 54	01/31/13	04/05/13	$312 95	$313 75	*	$-0 80
TCW EMERGING MARKETS INCOME	TGEIX	87234N765	1396 05	03/18/13	04/05/13	$13,025 15	$13,013 98	*	$11 17
KINDER MORGAN HOLDCO LLC	KMI	49456B101	20	06/19/12	04/17/13	$752.22	$648 66		$103 56
COMCAST CORP NEW CL A	CMCSA	20030N101	150	04/02/13	05/13/13	$6,433 50	$6,346 78		$86 72
VERIZON COMMUNICATIONS INC	VZ	92343V104	150	03/18/13	05/13/13	$7,882 53	$7,331 34		$551 19
CISCO SYS INC	CSCO	17275R102	1010	05/13/13	05/16/13	$24,030 09	$21,410 28		$2,619.81
ELI LILLY & CO COM	LLY	532457108	390	08/10/12	05/28/13	$21,336 92	$17,015.47		$4,321 45
ELI LILLY & CO COM	LLY	532457108	80	10/24/12	05/28/13	$4,376 80	$4,063 30		$313.50
VERIZON COMMUNICATIONS INC	VZ	92343V104	130	03/21/13	05/30/13	$6,390 14	$6,346 46		$43 68
VERIZON COMMUNICATIONS INC	VZ	92343V104	120	03/12/13	05/30/13	$5,898 59	$5,796 21		$102 38
VERIZON COMMUNICATIONS INC	VZ	92343V104	100	03/18/13	05/30/13	$4,915 49	$4,887 56		$27 93
BNY MELLON US CORE EQ 130/30FD	MUCMX	05569M582	3631.08	04/05/13	06/18/13	$50,000 00	$47,095 13		$2,904 87
VERIZON COMMUNICATIONS INC	VZ	92343V104	30	03/12/13	06/20/13	$1,478 32	$1,449 05		$29 27
VERIZON COMMUNICATIONS INC	VZ	92343V104	20	09/26/12	06/20/13	$985 54	$916 36		$69 18
CARNIVAL CORP	CCL	143658300	80	09/14/12	06/28/13	$2,745 96	$3,040 18		$-294 22
APACHE CORP CONV PFD	APA PD	037411808	90	11/30/12	07/18/13	$4,260 53	$4,027 50		$233 03
SEAGATE TECHNOLOGY	STX	G7945M107	280	04/17/13	07/31/13	$11,462 78	$9,719 02		$1,743 76
COMCAST CORP NEW CL A	CMCSA	20030N101	110	04/02/13	07/31/13	$4,961 19	$4,654 31		$306 88
DIGITAL RLTY TR INC	DLR	253868103	80	03/22/13	08/01/13	$4,374 27	$5,305 62		$-931.35
APPLE COMPUTER INC COM	AAPL	037833100	13	05/30/13	08/22/13	$6,532.85	$5,855.76		$677 09
HIGHBRIDGE DYNAMIC COMM STRA	HDCSX	48121A670	2230 77	04/05/13	08/22/13	$27,103 84	$29,000 00		$-1,896.16
HIGHBRIDGE DYNAMIC COMM STRA	HDCSX	48121A670	2487 56	07/29/13	08/22/13	$30,223 88	$30,000 00		$223 88
CHEVRONTEXACO CORP	CVX	166764100	45	03/06/13	08/28/13	$5,487 08	$5,326 60		$160 48
EATON CORP PLC	ETN	G29183103	80	11/30/12	08/28/13	$5,104 04	$4,096 58	*	$1,007 46
NEWCASTLE INVT CORP	NCT	65105M108	1720	02/12/13	08/29/13	$9,041 88	$10,422 34	*	$-1,380 46
BNY MELLON US CORE EQ 130/30FD	MUCMX	05569M582	2468 15	01/08/13	08/29/13	$34,208 60	$31,000 00		$3,208 60
BNY MELLON US CORE EQ 130/30FD	MUCMX	05569M582	4079 02	04/05/13	08/29/13	$56,535 19	$52,904 87		$3,630 32
BNY MELLON US CORE EQ 130/30FD	MUCMX	05569M582	16534 18	02/26/13	08/29/13	$229,163 75	$208,000 00		$21,163 75

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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
NEWCASTLE INVT CORP	NCT	65105M108	30	03/22/13	08/30/13	$157 86	$176 85	*	$-18 99
NEWCASTLE INVT CORP	NCT	65105M108	560	02/12/13	08/30/13	$2,946 73	$3,393 32	*	$-446 59
DREYFUS EMG MKT DEBT LOC C-I	DDBIX	261980494	1776 83	07/29/13	08/30/13	$23,944 26	$25,000 00		$-1,055 74
DREYFUS EMG MKT DEBT LOC C-I	DDBIX	261980494	76.85	07/01/13	08/30/13	$1,035 58	$1,067 41		$-31 83
DREYFUS EMG MKT DEBT LOC C-I	DDBIX	261980494	195 57	04/05/13	08/30/13	$2,635 43	$3,000 00		$-364 57
DREYFUS EMG MKT DEBT LOC C-I	DDBIX	261980494	72 28	04/01/13	08/30/13	$973 97	$1,094 25		$-120 28
DREYFUS EMG MKT DEBT LOC C-I	DDBIX	261980494	2639.79	02/26/13	08/30/13	$35,573 39	$40,600 00		$-5,026 61
DREYFUS EMG MKT DEBT LOC C-I	DDBIX	261980494	2149 09	09/24/12	08/30/13	$28,960 81	$32,000 00		$-3,039 19
DREYFUS EMG MKT DEBT LOC C-I	DDBIX	261980494	17 32	12/28/12	08/30/13	$233 46	$265 93		$-32 47
DREYFUS EMG MKT DEBT LOC C-I	DDBIX	261980494	1935 48	01/15/13	08/30/13	$26,082 24	$30,000 00		$-3,917 76
DREYFUS EMG MKT DEBT LOC C-I	DDBIX	261980494	12.93	12/03/12	08/30/13	$174 19	$195 57		$-21 38
NEWCASTLE INVT CORP	NCT	65105M108	590	03/22/13	09/03/13	$3,126 54	$3,478 22	*	$-351 68
BNY MELLON EMERGING MKTS FD C	MEMKX	05569M855	4780 64	02/26/13	09/17/13	$47,041 54	$48,475 73		$-1,434 19
BNY MELLON EMERGING MKTS FD C	MEMKX	05569M855	5128.21	02/26/13	09/17/13	$50,461.54	$52,000 00		$-1,538.46
KLA TENCOR CORP	KLAC	482480100	70	05/30/13	09/19/13	$4,309 79	$3,960 26		$349 53
ACCENTURE PLC IRELAND SHS CL A	ACN	G1151C101	110	02/25/13	09/19/13	$8,565 87	$8,279 14		$286.73
KRAFT FOODS GROUP INC	KRFT	50076Q106	120	10/15/12	09/24/13	$6,374 37	$5,675.93		$698.44
ACCENTURE PLC IRELAND SHS CL A	ACN	G1151C101	70	02/25/13	09/27/13	$5,109 23	$5,268 54		$-159 31
ACCENTURE PLC IRELAND SHS CL A	ACN	G1151C101	60	03/21/13	09/27/13	$4,379 34	$4,477.97		$-98 63
ACCENTURE PLC IRELAND SHS CL A	ACN	G1151C101	40	03/04/13	09/27/13	$2,919 56	$2,997.56		$-78.00
DREYFUS SELECT MANAGERS S/C V	DMVIX	86271F677	7246 38	01/08/13	10/11/13	$181,304 38	$145,000 00		$36,304 38
PEOPLES DREYFUS S&P MIDCAP INI	PESPX	712223106	2225 13	01/08/13	10/11/13	$80,126 97	$66,242 15		$13,884 82
PEOPLES DREYFUS S&P MIDCAP INI	PESPX	712223106	2604 92	08/20/13	10/11/13	$93,803 17	$90,000 00		$3,803 17
PEOPLES DREYFUS S&P MIDCAP INI	PESPX	712223106	2871 09	07/29/13	10/11/13	$103,387 88	$100,000 00		$3,387 88
PEOPLES DREYFUS S&P MIDCAP INI	PESPX	712223106	10 88	03/19/13	10/11/13	$391 68	$350 36		$41 32
PEOPLES DREYFUS S&P MIDCAP INI	PESPX	712223106	619	03/18/13	10/11/13	$22,290 30	$20,000 00		$2,290 30
DREYFUS SELECT MANAGERS S/C V	DMVIX	86271F677	10 46	03/20/13	10/11/13	$261 76	$227 88		$33 88
TOTAL FINA ELF S A. ADR	TOT	89151E109	90	04/12/13	10/16/13	$5,376 31	$4,389 60		$986 71

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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
EXELON CORP	EXC	30161N101	120	02/25/13	10/28/13	$3,355 43	$3,689 69	$-334 26
BNY MELLON FOCUSED EQUITY OPF	MFOMX	05569M475	13003.9	07/29/13	10/30/13	$215,994 81	$200,000 00	$15,994 81
BNY MELLON FOCUSED EQUITY OPF	MFOMX	05569M475	2047 27	04/05/13	10/30/13	$34,005 19	$28,682 28	$5,322 91
PEOPLES DREYFUS S&P MIDCAP INI	PESPX	712223106	193 41	01/08/13	10/30/13	$7,129 13	$5,757 85	$1,371 28
TOTAL FINA ELF S A ADR	TOT	89151E109	10	04/12/13	11/06/13	$600 34	$487 73	$112 61
PHILIP MORRIS INTERNATIONAL	PM	718172109	130	09/24/13	11/20/13	$11,566.08	$11,429.04	$137 04
PHILLIPS 66	PSX	718546104	90	04/12/13	12/04/13	$6,268 85	$5,403 60	$865 25
GLAXO SMITHKLINE PLC	GSK	37733W105	490	01/16/13	12/18/13	$24,946 79	$21,534 52	$3,412 27
Total short term gain/loss from sales:						$1,765,025 51	$1,667,828 11	$97,197 40

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
BNY MELLON SMALL CAP STK FD CL	MPSSX	05569M806	5714 29	02/05/10	01/08/13	$70,228 57	$65,714 29	$4,514 28
DREYFUS GROWTH & VALUE FDS IN	DSCVX	26200C403	380 95	02/09/12	01/08/13	$10,803 80	$10,000.00	$803 80
BNY MELLON SMALL CAP STK FD CL	MPSSX	05569M806	7033.9	03/15/11	01/08/13	$86,446 62	$80,889 84	$5,556 78
DREYFUS DIVERSIFIED INTL-I	DFPIX	261986632	87.11	12/31/09	01/15/13	$907.63	$843 18	$64 45
DREYFUS DIVERSIFIED INTL-I	DFPIX	261986632	7231 4	10/29/09	01/15/13	$75,351 23	$70,000 00	$5,351 23
DREYFUS DIVERSIFIED INTL-I	DFPIX	261986632	1592 36	01/27/10	01/15/13	$16,592 36	$15,000 00	$1,592 36
ROYAL DUTCH SHELL PLC SPONS AI	RDS A	780259206	20	10/15/12	01/16/13	$1,383 95	$1,384 20	$-0 25
SOUTHERN COMPANY	SO	842587107	220	06/21/11	01/16/13	$9,442 43	$8,814 96	$627 47
SOUTHERN COMPANY	SO	842587107	100	08/15/11	01/16/13	$4,292 01	$4,029 80	$262 21
SOUTHERN COMPANY	SO	842587107	100	08/19/11	01/16/13	$4,292 01	$4,016 80	$275 21
SOUTHERN COMPANY	SO	842587107	110	08/22/11	01/16/13	$4,721 22	$4,951 65	$-230 43
SOUTHERN COMPANY	SO	842587107	50	02/09/12	01/16/13	$2,146 01	$2,250.75	$-104.74
ROYAL DUTCH SHELL PLC SPONS AI	RDS.A	780259206	50	08/19/11	01/16/13	$3,459 87	$3,113 40	$346 47
ROYAL DUTCH SHELL PLC SPONS AI	RDS A	780259206	50	06/21/11	01/16/13	$3,459 87	$3,467.90	$-8 03

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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
MERCK & CO INC	MRK	58933Y105	10	12/16/11	01/16/13	$426 79	$456 55	$-29.76
MERCK & CO INC	MRK	58933Y105	130	11/10/11	01/16/13	$5,548 21	$5,935 15	$-386 94
MERCK & CO INC	MRK	58933Y105	370	11/10/11	01/16/13	$15,791.06	$12,968 46	$2,822.60
ROYAL DUTCH SHELL PLC SPONS AI	RDS A	780259206	90	08/15/11	01/16/13	$6,227 76	$5,995 62	$232 14
ROYAL DUTCH SHELL PLC SPONS AI	RDS A	780259206	70	08/22/11	01/16/13	$4,843.81	$4,844 70	$-0 89
EXXON MOBIL CORP	XOM	30231G102	2300	03/16/56	01/22/13	$208,697 31	$6,866 65	$201,830 66
MATTEL INC	MAT	577081102	20	06/21/11	01/30/13	$743 99	$540 16	$203 83
MATTEL INC	MAT	577081102	170	08/22/11	01/30/13	$6,323 89	$6,173 13	$150 76
MATTEL INC	MAT	577081102	30	02/09/12	01/30/13	$1,115 98	$1,089 38	$26 60
AMERICAN CAPITAL AGENCY CORP	AGNC	02503X105	210	03/28/12	02/12/13	$6,756 20	$6,768 30	$-12 10
ANALOG DEVICES INC	ADI	032654105	27	01/18/12	02/25/13	$1,221.29	$1,087 02	$134 27
ANALOG DEVICES INC	ADI	032654105	23	11/04/11	02/25/13	$1,040 36	$925 98	$114.38
ANALOG DEVICES INC	ADI	032654105	33	11/04/11	03/04/13	$1,489 92	$1,230 31	$259 61
ANALOG DEVICES INC	ADI	032654105	40	12/12/12	03/04/13	$1,805 97	$1,610 40	$195 57
ANALOG DEVICES INC	ADI	032654105	87	11/04/11	03/04/13	$3,927 98	$3,502 62	$425 36
MICROCHIP TECHNOLOGY INC	MCHP	595017104	150	06/21/11	03/04/13	$5,435 94	$5,278.40 *	$157 54
LINEAR TECHNOLOGY CORP COM	LLTC	535678106	157	07/18/12	03/04/13	$5,922.81	$5,120 56	$802 25
CLIFFS NATS RES INC	CLF	18683K101	100	03/28/12	03/06/13	$2,455 00	$3,685 00	$-1,230 00
MICROCHIP TECHNOLOGY INC	MCHP	595017104	30	08/15/11	03/12/13	$1,100 59	$942 28 *	$158 31
MICROCHIP TECHNOLOGY INC	MCHP	595017104	37	02/09/12	03/12/13	$1,357 39	$1,175.20 *	$182 19
MICROCHIP TECHNOLOGY INC	MCHP	595017104	13	06/21/11	03/12/13	$476 92	$457 46 *	$19 46
MICROCHIP TECHNOLOGY INC	MCHP	595017104	120	08/22/11	03/12/13	$4,402 34	$3,811 44 *	$590 90
MICROCHIP TECHNOLOGY INC	MCHP	595017104	140	08/15/11	03/15/13	$5,065 74	$3,584.15 *	$1,481 59
MICROCHIP TECHNOLOGY INC	MCHP	595017104	90	08/19/11	03/15/13	$3,256 55	$2,609 04 *	$647.51
ANALOG DEVICES INC	ADI	032654105	100	11/04/11	03/15/13	$4,551 72	$3,728 20	$823 52
AT&T INC	T	00206R102	60	02/09/12	03/18/13	$2,172 60	$2,081 10	$91 50
AT&T INC	T	00206R102	130	06/21/11	03/18/13	$4,707 30	$4,047 94	$659 36
AT&T INC	T	00206R102	140	08/22/11	03/18/13	$5,069 40	$4,855 90	$213 50

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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
EXXON MOBIL CORP	XOM	30231G102	500	03/16/56	03/18/13	$44,489 00	$1,492 72		$42,996 28
ANALOG DEVICES INC	ADI	032654105	240	11/04/11	03/21/13	$10,716 74	$8,947 68		$1,769 06
PNC FINANCIAL SERVICES GROUP I	PNC	693475105	40	02/09/12	03/22/13	$2,645 87	$2,332.50		$313 37
KINDER MORGAN HOLDCO LLC	KMI	49456B101	80	08/22/11	03/22/13	$3,009 56	$2,714 80		$294 76
PNC FINANCIAL SERVICES GROUP I	PNC	693475105	70	08/22/11	03/22/13	$4,630 28	$4,081 88		$548 40
KINDER MORGAN HOLDCO LLC	KMI	49456B101	50	06/19/12	03/22/13	$1,880.97	$1,696 75		$184 22
APACHE CORP CONV PFD	APA PD	037411808	100	08/15/11	04/12/13	$4,274 90	$5,753 80		$-1,478 90
APACHE CORP CONV PFD	APA PD	037411808	130	06/21/11	04/12/13	$5,557 38	$8,345 44		$-2,788 06
APACHE CORP CONV PFD	APA PD	037411808	20	04/03/12	04/12/13	$854 98	$1,110 16		$-255 18
GARMIN LTD	GRMN	H2906T109	110	03/28/12	04/17/13	$3,604 44	$4,110 70		$-506 26
GARMIN LTD	GRMN	H2906T109	40	04/03/12	04/17/13	$1,310 71	$1,494 80		$-184 09
GARMIN LTD	GRMN	H2906T109	210	03/28/12	04/17/13	$6,881 21	$9,938 71		$-3,057 50
KINDER MORGAN HOLDCO LLC	KMI	49456B101	90	08/22/11	04/17/13	$3,384 99	$3,054 15		$330 84
KINDER MORGAN HOLDCO LLC	KMI	49456B101	10	02/09/12	04/17/13	$376.11	$339 35		$36 76
CENTERPOINT ENERGY INC	CNP	15189T107	310	08/22/11	04/17/13	$7,273 84	$6,627 80		$646 04
CENTERPOINT ENERGY INC	CNP	15189T107	40	02/09/12	04/17/13	$938 56	$855 20		$83 36
AT&T INC	T	00206R102	100	06/21/11	05/13/13	$3,699 09	$3,113 80		$585.29
AT&T INC	T	00206R102	90	08/15/11	05/13/13	$3,329 19	$2,592.72		$736 47
ELI LILLY & CO COM	LLY	532457108	140	08/10/12	05/28/13	$7,659 41	$6,804 70		$854 71
ELI LILLY & CO COM	LLY	532457108	40	10/24/12	05/28/13	$2,188 40	$1,944 20		$244 20
KIMCO RLTY CORP	KIM	49446R109	10	06/21/11	06/06/13	$214 59	$49 30	*	$165 29
KIMCO RLTY CORP	KIM	49446R109	340	08/15/11	06/06/13	$7,296 07	$5,917 78	*	$1,378 29
KIMCO RLTY CORP	KIM	49446R109	50	11/10/11	06/06/13	$1,072 95	$962 86	*	$110 09
KIMCO RLTY CORP	KIM	49446R109	230	08/22/11	06/06/13	$4,935 58	$4,429 16	*	$506 42
KIMCO RLTY CORP	KIM	49446R109	220	11/10/11	06/06/13	$4,720 99	$3,499 37	*	$1,221 62
KIMCO RLTY CORP	KIM	49446R109	170	08/19/11	06/06/13	$3,648 04	$2,739 59	*	$908 45
VERIZON COMMUNICATIONS INC	VZ	92343V104	90	11/23/11	06/20/13	$4,434 95	$3,201 44		$1,233 51
VERIZON COMMUNICATIONS INC	VZ	92343V104	100	08/22/11	06/20/13	$4,927.72	$4,419 00		$508.72

STATEMENT 13

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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
VERIZON COMMUNICATIONS INC	VZ	92343V104	50	02/09/12	06/20/13	$2,463 86	$2,209.50	$254 36
CARNIVAL CORP	CCL	143658300	40	02/09/12	06/28/13	$1,372 98	$1,535 40	$-162 42
CARNIVAL CORP	CCL	143658300	110	08/22/11	06/28/13	$3,775 70	$4,222 35	$-446 65
CARNIVAL CORP	CCL	143658300	70	08/19/11	06/28/13	$2,402 72	$2,099.16	$303 56
CARNIVAL CORP	CCL	143658300	150	08/15/11	06/28/13	$5,148 68	$4,727 70	$420 98
CARNIVAL CORP	CCL	143658300	180	06/21/11	06/28/13	$6,178 41	$6,476 04	$-297 63
CARNIVAL CORP	CCL	143658300	20	09/14/12	06/28/13	$686 49	$767 70	$-81 21
PNC FINANCIAL SERVICES GROUP I	PNC	693475105	70	08/18/11	07/01/13	$5,176 86	$3,181 23	$1,995 63
PNC FINANCIAL SERVICES GROUP I	PNC	693475105	30	08/22/11	07/01/13	$2,218 65	$1,749 37	$469 28
APACHE CORP CONV PFD	APA PD	037411808	60	08/19/11	07/18/13	$2,840 35	$3,313 68	$-473 33
APACHE CORP CONV PFD	APA PD	037411808	30	04/03/12	07/18/13	$1,420 18	$1,373 55	$46 63
KINDER MORGAN HOLDCO LLC	KMI	49456B101	90	06/19/12	07/18/13	$3,568 74	$2,918 97	$649 77
APACHE CORP CONV PFD	APA PD	037411808	30	11/30/12	07/18/13	$1,420 18	$1,373 55	$46 63
APACHE CORP CONV PFD	APA PD	037411808	80	04/03/12	07/18/13	$3,787 13	$4,440 64	$-653 51
APACHE CORP CONV PFD	APA PD	037411808	80	08/22/11	07/18/13	$3,787 13	$3,662 80	$124 33
APACHE CORP CONV PFD	APA PD	037411808	30	02/09/12	07/18/13	$1,420 18	$1,373 55	$46 63
E I DU PONT DE NEMOURS & CO CO	DD	263534109	80	06/21/11	07/31/13	$4,630.53	$4,088.64	$541 89
PEPSICO INC	PEP	713448108	110	06/01/12	07/31/13	$9,256 93	$7,557 00	$1,699 93
DIGITAL RLTY TR INC	DLR	253868103	70	06/21/11	08/01/13	$3,827 49	$4,319 27	$-491 78
DIGITAL RLTY TR INC	DLR	253868103	100	08/15/11	08/01/13	$5,467 84	$5,857 85	$-390 01
DIGITAL RLTY TR INC	DLR	253868103	60	08/19/11	08/01/13	$3,280 71	$3,285 07	$-4 36
DIGITAL RLTY TR INC	DLR	253868103	50	07/24/12	08/01/13	$2,733 92	$3,699 99	$-966 07
DIGITAL RLTY TR INC	DLR	253868103	80	08/22/11	08/01/13	$4,374 27	$4,770 84	$-396 57
DIGITAL RLTY TR INC	DLR	253868103	10	02/09/12	08/01/13	$546 78	$596 36	$-49 58
DIGITAL RLTY TR INC	DLR	253868103	10	07/24/12	08/01/13	$546 78	$596 36	$-49 58
HIGHBRIDGE DYNAMIC COMM STRA	HDCSX	48121A670	2 42	12/22/11	08/22/13	$29 42	$36 05	$-6 63
HIGHBRIDGE DYNAMIC COMM STRA	HDCSX	48121A670	3 48	12/15/11	08/22/13	$42.27	$51 80	$-9 53
HIGHBRIDGE DYNAMIC COMM STRA	HDCSX	48121A670	1000 48	04/12/11	08/22/13	$12,155 78	$14,897.09	$-2,741.31

STATEMENT 13

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BNY MELLON
WEALTH MANAGEMENT

AMPHION FOUNDATION

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
HIGHBRIDGE DYNAMIC COMM STRA	HDCSX	48121A670	11.7	12/22/11	08/22/13	$142 19	$174 26	$-32 07
HIGHBRIDGE DYNAMIC COMM STRA	HDCSX	48121A670	16 82	12/15/11	08/22/13	$204 31	$250 39	$-46 08
HIGHBRIDGE DYNAMIC COMM STRA	HDCSX	48121A670	4835.64	04/12/11	08/22/13	$58,752 98	$72,002 62	$-13,249 64
HIGHBRIDGE DYNAMIC COMM STRA	HDCSX	48121A670	4 04	12/22/11	08/22/13	$49 04	$69 21	$-20 17
HIGHBRIDGE DYNAMIC COMM STRA	HDCSX	48121A670	1667 46	04/12/11	08/22/13	$20,259 65	$35,000 00	$-14,740 35
HIGHBRIDGE DYNAMIC COMM STRA	HDCSX	48121A670	5 8	12/15/11	08/22/13	$70 46	$103 10	$-32 64
CHEVRONTEXACO CORP	CVX	166764100	16	08/22/11	08/28/13	$1,950 96	$1,736 64	$214 32
BNY MELLON US CORE EQ 130/30FD	MUCMX	05569M582	2525 25	03/15/11	08/29/13	$35,000 01	$30,757 58	$4,242 43
BNY MELLON US CORE EQ 130/30FD	MUCMX	05569M582	4527 16	08/23/10	08/29/13	$62,746 48	$55,140 85	$7,605 63
BNY MELLON US CORE EQ 130/30FD	MUCMX	05569M582	8417 51	03/15/11	08/29/13	$116,666 67	$102,525 26	$14,141 41
BNY MELLON EMERGING MKTS FD C	MEMKX	05569M855	2158.9	12/22/10	08/30/13	$19,667 53	$25,000 00	$-5,332 47
BNY MELLON EMERGING MKTS FD C	MEMKX	05569M855	836 12,	11/04/10	08/30/13	$7,617 05	$10,000 00	$-2,382 95
BNY MELLON EMERGING MKTS FD C	MEMKX	05569M855	4382 12	10/20/10	08/30/13	$39,921 12	$50,000 00	$-10,078 88
BNY MELLON EMERGING MKTS FD C	MEMKX	05569M855	3599 81	02/09/12	08/30/13	$32,794 29	$37,366 05	$-4,571 76
BNY MELLON EMERGING MKTS FD C	MEMKX	05569M855	253 75	02/09/12	09/17/13	$2,496 92	$2,633 95	$-137 03
KRAFT FOODS GROUP INC	KRFT	50076Q106	80	08/15/11	09/24/13	$4,249 58	$2,906 46	$1,343 12
KRAFT FOODS GROUP INC	KRFT	50076Q106	39 67	10/15/12	09/24/13	$2,107.09	$1,769.53	$337 56
KRAFT FOODS GROUP INC	KRFT	50076Q106	60	08/22/11	09/24/13	$3,187 19	$2,676 60	$510 59
KRAFT FOODS GROUP INC	KRFT	50076Q106	23 33	02/09/12	09/24/13	$1,239 46	$1,040 89	$198 57
KRAFT FOODS GROUP INC	KRFT	50076Q106	96 67	06/21/11	09/24/13	$5,134 91	$3,533 83	$1,601.08
KRAFT FOODS GROUP INC	KRFT	50076Q106	43 33	08/19/11	09/24/13	$2,301 85	$1,531 46	$770 39
EXXON MOBIL CORP	XOM	30231G102	500	0J/16/56	10/09/13	$42,515 66	$1,492 72	$41,022 94
DREYFUS SELECT MANAGERS S/C V	DMVIX	86271F677	736 77	06/04/12	10/11/13	$18,433 86	$14,565 85	$3,868 01
EXXON MOBIL CORP	XOM	30231G102	1227	03/16/56	10/11/13	$106,357 95	$3,663 13	$102,694 82
UNION PACIFIC CORP	UNP	907818108	400	01/15/91	10/14/13	$62,619 39	$683 96	$61,935 43
VERIZON COMMUNICATIONS INC	VZ	92343V104	90	08/19/11	10/15/13	$4,193 50	$3,158 64	$1,034 86
VERIZON COMMUNICATIONS INC	VZ	92343V104	10	08/15/11	10/15/13	$465 94	$350 18	$115 76
VERIZON COMMUNICATIONS INC	VZ	92343V104	30	11/23/11	10/15/13	$1,397 83	$1,067 14	$330 69

STATEMENT 13

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
TOTAL FINA ELF S A ADR	TOT	89151E109	140	06/08/12	10/16/13	$8,363 14	$6,982 15	$1,380 99
EXELON CORP	EXC	30161N101	180	06/21/11	10/24/13	$4,982 69	$7,579 44	$-2,596 75
EXELON CORP	EXC	30161N101	120	08/15/11	10/24/13	$3,321 80	$5,052.96	$-1,731.16
EXELON CORP	EXC	30161N101	40	02/09/12	10/28/13	$1,118 48	$1,288 20	$-169 72
EXELON CORP	EXC	30161N101	50	04/12/12	10/28/13	$1,398 10	$1,610 25	$-212 15
EXELON CORP	EXC	30161N101	110	08/22/11	10/28/13	$3,075 81	$3,542 55	$-466 74
EXELON CORP	EXC	30161N101	120	04/12/12	10/28/13	$3,355 43	$4,547 41	$-1,191 98
EXELON CORP	EXC	30161N101	70	08/19/11	10/28/13	$1,957 33	$2,937 06	$-979 73
EXELON CORP	EXC	30161N101	40	08/15/11	10/28/13	$1,118 48	$1,684 32	$-565 84
KIMBERLY-CLARK CORP COM	KMB	494368103	3	02/09/12	10/28/13	$322 27	$249 33	$72 94
KIMBERLY-CLARK CORP COM	KMB	494368103	80	08/22/11	10/28/13	$8,593.78	$6,648.80	$1,944 98
PEOPLES DREYFUS S&P MIDCAP INI	PESPX	712223106	789 64	03/15/11	10/30/13	$29,106 02	$23,278 50	$5,827 52
PEOPLES DREYFUS S&P MIDCAP INI	PESPX	712223106	2277 9	06/04/12	10/30/13	$83,963 54	$67,152 61	$16,810 93
PEOPLES DREYFUS S&P MIDCAP INI	PESPX	712223106	291.76	05/22/12	10/30/13	$10,754 20	$8,601 03	$2,153.17
PEOPLES DREYFUS S&P MIDCAP INI	PESPX	712223106	1344 83	03/15/11	10/30/13	$49,570 36	$39,645 53	$9,924 83
PEOPLES DREYFUS S&P MIDCAP INI	PESPX	712223106	349 77	12/23/10	10/30/13	$12,892 63	$10,311 31	$2,581 32
PEOPLES DREYFUS S&P MIDCAP INI	PESPX	712223106	2 62	03/27/12	10/30/13	$96 50	$77 18	$19.32
PEOPLES DREYFUS S&P MIDCAP INI	PESPX	712223106	176 01	12/28/11	10/30/13	$6,487 62	$5,188 69	$1,298 93
CHEVRONTEXACO CORP	CVX	166764100	44	08/22/11	11/06/13	$5,309 24	$4,775 76	$533 48
TOTAL FINA ELF S A ADR	TOT	89151E109	360	06/08/12	11/06/13	$21,612.41	$15,670 87	$5,941 54
CHEVRONTEXACO CORP	CVX	166764100	2	02/09/12	11/06/13	$241 33	$217 08	$24 25
Total long term gain/loss from sales:						$1,760,164 91	$1,251,841 07	$508,323 84

Master Limited Partnership (MLP) Proceeds

This account holds an interest in one or more limited partnerships. If available, the original cost basis of the partnership has been provided to assist you in your tax preparation. Please consult your tax advisor regarding the tax treatment applicable to these items.

STATEMENT 13

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Short Term Master Limited Partnership Transactions

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Ordinary portion	Net gain or loss	Wash sale loss disallowed
ISHARES GSCI COMMODITY-INDEXEI	GSG	46428R107	440	08/22/12	04/05/13	$13,828 89	$15,245 96	$0 00	$-1,417 07	
Total short term gain/loss from MLP transactions:						$13,828 89	$15,245 96		$-1,417 07	
Total short term loss from MLP transactions disallowed from wash sale:										$0 00
Portion classified as ordinary income:								$0 00		

Long Term Master Limited Partnership Transactions

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Ordinary portion	Net gain or loss	Wash sale loss disallowed
ISHARES GSCI COMMODITY-INDEXEI	GSG	46428R107	624	08/22/12	04/05/13	$19,611 88	$21,621 53	$0 00	$-2,009 65	
Total long term gain/loss from MLP transactions:						$19,611 88	$21,621 53		$-2,009 65	
Total long term loss from MLP transactions disallowed from wash sale:										$0 00
Portion classified as ordinary income:								$0 00		

STATEMENT 13

	Proceeds	Cost	Gain/(Loss) Per 1099	Per Financials	Per Tax Return	
Short Term (PG. 4)	1,765,025.51	1,667,828 11	97,197 40	82,024.28	83,441.00	
Short Term (PG 10)	13,828.89	15,245.96	(1,417 07)		(1,417 00)	
Long Term (PG. 9)	1,760,164.91	1,251,841.07	508,323 84	311,607 82	507,941.00	
Long Term (PG 10)	19,611 88	21,621 53	(2,009.65)		(2,010 00)	
Total	3,558,631 19	2,956,536 67	602,094 52	393,632.10	587,955.00	
Reconciliation (Adjustments)				208,462 42	14,139.52	See Below
Total				602,094.52	602,094 52	
Adjustments		Reported as contribution income on books for 2012, Stock sold and capital gain reported in 2013.		194,323.00	13,563.65	Difference between cost basis of Newcastle Investment Corp. reported on monthly investment statement & 1099.
		Difference between cost basis of Newcastle Investment Corp. reported on monthly investment statement & 1099		13,563 65	575 77	Misc. Adjustment
		Misc Adjustment		575.77		
				208,462 42	14,139 42	

STATEMENT 14

Asset detail

Cash and cash equivalents

	Description	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
2,056,152.61	CRA (BNY Mellon, N.A., Member FDIC) (Principal Holding)	$ 2,056,152.61	$ 2,056,152.61		$ 0.00	0.0%	14.6%
	Principal Cash	-707,363.07					
	Income Cash	707,363.07					
Total cash and cash equivalents		**$ 2,056,152.61**	**$ 2,056,152.61**	**$ 0.00**	**$ 0.00**		**14.6%**

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+	$ 113.1940	$ 169,791.00	$ 163,153.50	$ 6,637.50	$ 7,875.00	4.6%	1.2%
Total taxable individual securities			$ 169,791.00	$ 163,153.50	$ 6,637.50	$ 7,875.00		1.2%

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
59,276.017	BNY Mellon Corporate Bond Fund	$ 12.5500	$ 743,914.01	$ 769,518.68	$ -25,604.67	$ 23,236.20	3.1%	5.3%
122,314.782	BNY Mellon Intermediate Bond Fund	12.6700	1,549,728.29	1,577,310.33	-27,582.04	33,514.25	2.2	11.0
19,860.533	BNY Mellon Bond Fund	12.7200	252,625.98	255,853.45	-3,227.47	7,407.98	2.9	1.8
30,960.408	Dreyfus Inflation Adjusted Securities Fund	12.4500	385,457.08	416,098.75	-30,641.67	6,006.32	1.6	2.7
Total taxable pooled vehicle			$ 2,931,725.36	$ 3,018,781.21	$ -87,055.85	$ 70,164.75		20.9%
Total taxable fixed income			**$ 3,101,516.36**	**$ 3,181,934.71**	**$ -80,418.35**	**$ 78,039.75**		**22.1%**

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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
51,569.784	Dreyfus High Yield Fund	$ 6.7500	$ 348,096.04	$ 339,859.62	$ 8,236.42	$ 22,278.15	6.4%	2.5%
Total high yield pooled vehicle			**$ 348,096.04**	**$ 339,859.62**	**$ 8,236.42**	**$ 22,278.15**		**2.5%**
Total high yield fixed income			**$ 348,096.04**	**$ 339,859.62**	**$ 8,236.42**	**$ 22,278.15**		**2.5%**

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
29,135.365	Tcw Emerging Markets Income Fund-I	$ 8.4000	$ 244,737.07	$ 270,961.28	$ -26,224.21	$ 14,567.68	6.0%	1.7%
Total emerging markets pooled vehicle			**$ 244,737.07**	**$ 270,961.28**	**$ -26,224.21**	**$ 14,567.68**		**1.7%**
Total emerging markets fixed income			**$ 244,737.07**	**$ 270,961.28**	**$ -26,224.21**	**$ 14,567.68**		**1.7%**
Total fixed income			**$ 3,694,349.47**	**$ 3,792,755.61**	**$ -98,406.14**	**$ 114,885.58**		**26.3%**

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
510	Eaton Corp PLC (ETN)	$ 76.1200	$ 38,821.20	$ 26,344.05	$ 12,477.15	$ 856.80	2.2%	0.3%
410	Seagate Technology (STX)	56.1600	23,025.60	14,231.43	8,794.17	705.20	3.1	0.2
300	Avago Technologies (AVGO)	52.8790	15,863.70	12,796.38	3,067.32	300.00	1.9	0.1
840	AT&T Inc (T)	35.1600	29,534.40	27,847.80	1,686.60	1,545.60	5.2	0.2
680	Abbott Laboratories (ABT)	38.3300	26,064.40	25,777.42	286.98	598.40	2.3	0.2
270	Air Products & Chemicals Inc (APD)	111.7800	30,180.60	22,532.31	7,648.29	766.80	2.5	0.2
44	Apple Inc (AAPL)	561.0200	24,684.88	19,536.82	5,148.06	536.80	2.2	0.2
1,680	Ares Capital Corporation (ARCC)	17.7700	29,853.60	30,263.59	-409.99	2,553.60	8.6	0.2
750	Bristol-Myers Squibb Company (BMY)	53.1500	39,862.50	35,958.68	3,903.82	1,080 00	2.7	0.3

STATEMENT 14

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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
300	Caterpillar Inc (CAT)	90.8100	27,243.00	24,748.68	2,494.32	720.00	2.6	0.2
1,230	Centerpoint Energy Inc (CNP)	23.1800	28,511.40	23,668.10	4,843.30	1,020.90	3.6	0.2
214	Chevron Corporation (CVX)	124.9100	26,730.74	21,316.28	5,414.46	856.00	3.2	0.2
540	Comcast Corp Cl A (CMCSA)	51.9650	28,061.10	22,577.99	5,483.11	421.20	1.5	0.2
350	Conocophillips (COP)	70.6500	24,727.50	21,522.90	3,204.60	966.00	3.9	0.2
550	Darden Restaurants Inc (DRI)	54.3700	29,903.50	28,570.09	1,333.41	1,210.00	4.1	0.2
770	Dow Chemical Co (DOW)	44.4000	34,188.00	27,519.40	6,668.60	985.60	2.9	0.2
400	DU Pont (E I) De Nemours And (DD) Company	64.9700	25,988.00	18,597.09	7,390.91	720.00	2.8	0.2
476	Duke Energy Corporation (DUK)	69.0100	32,848.76	27,661.67	5,187.09	1,485.12	4.5	0.2
620	Gallagher Arthur J & Co (AJG)	46.9300	29,096.60	22,860.40	6,236.20	868.00	3.0	0.2
1,610	General Electric Company (GE)	28.0300	45,128.30	29,440.67	15,687.63	1,416.80	3.1	0.3
1,400	Invesco Mortgage Capital (IVR)	14.6800	20,552.00	24,421.96	-3,869.96	2,800.00	13.6	0.2
520	K L A - Tencor Corp (KLAC)	64.4600	33,519.20	28,936.38	4,582.82	936.00	2.8	0.2
247	Kimberly Clark Corp (KMB)	104.4600	25,801.62	16,498.49	9,303.13	800.28	3.1	0.2
660	Kinder Morgan Inc. (KMI)	36.0000	23,760.00	18,934.07	4,825.93	1,082.40	4.6	0.2
550	Las Vegas Sands Corp (LVS)	78.8700	43,378.50	25,152.77	18,225.73	770.00	1.8	0.3
310	Lockheed Martin Corp (LMT)	148.6600	46,084.60	24,715.88	21,368.72	1,649.20	3.6	0.3
1,166	Lorillard Inc (LO)	50.6800	59,092.88	50,101.38	8,991.50	2,565.20	4.3	0.4
750	Lowe's Companies Inc (LOW)	49.5500	37,162.50	23,084.16	14,078.34	540.00	1.5	0.3
510	Mattel Inc (MAT)	47.5800	24,265.80	12,852.86	11,412.94	734.40	3.0	0.2
910	Mondelez International (MDLZ)	35.3000	32,123.00	21,415.51	10,707.49	509.60	1.6	0.2
540	National Grid PLC-SP ADR (NGG)	65.3200	35,272.80	27,665.21	7,607.59	1,699.92	4.8	0.3
370	Nordstrom Inc (JWN)	61.8000	22,866.00	22,221.35	644.65	444.00	1.9	0.2
480	Nucor Corp (NUE)	53.3800	25,622.40	22,457.71	3,164.69	710.40	2.8	0.2
210	Occidental Petroleum Corp (OXY)	95.1000	19,971.00	17,314.36	2,656.64	537.60	2.7	0.1
370	Oneok Inc (OKE)	62.1800	23,006.60	21,072.30	1,934.30	562.40	2.4	0.2

STATEMENT 14

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
290	PNC Financial Services Group (PNC)	77.5800	22,498.20	13,083.60	9,414.60	510.40	2.3	0.2
390	Pepsico Inc (PEP)	82.9400	32,346.60	26,378.17	5,968.43	885.30	2.7	0.2
1,180	Pfizer Inc (PFE)	30.6300	36,143.40	24,030.48	12,112.92	1,227.20	3.4	0.3
370	Philip Morris International Inc (PM)	87.1300	32,238.10	27,746.10	4,492.00	1,391.20	4.3	0.2
320	Phillips 66 (PSX)	77.1300	24,681.60	17,224.26	7,457.34	499.20	2.0	0.2
470	The Procter & Gamble Company (PG)	81.4100	38,262.70	30,415.07	7,847.63	1,130.82	3.0	0.3
1,210	Taiwan Semiconductor Mfg Co Ltd (TSM) Sponsored ADR	17.4400	21,102.40	20,650.31	452.09	485.21	2.3	0.2
730	Teva Pharmaceutical Inds Ltd ADR (TEVA)	40.0800	29,258.40	29,857.39	-598.99	792.78	2.7	0.2
340	United Parcel Service Cl B (UPS)	105.0800	35,727.20	23,347.77	12,379.43	843.20	2.4	0.3
160	Verizon Communications Inc (VZ)	49.1400	7,862.40	5,602.88	2,259.52	339.20	4.3	0.1
620	Williams Cos Inc (WMB)	38.5700	23,913.40	21,701.55	2,211.85	942.40	3.9	0.2
114,083.472	BNY Mellon Large Cap Stock Fund (MPLCX)	6.4700	738,120.06	912,133.75	-174,013.69	13,347.77	1.8	5.3
24,572.766	BNY Mellon Income Stock Fund (MPISX)	9.1700	225,332.26	209,552.69	15,779.57	4,988.27	2.2	1.6
38,142.958	BNY Mellon Focused Equity (MFOMX) Opportunities Fund	16.2400	619,441.64	522,536.10	96,905.54	5,378.16	0.9	4.4
29,304.029	Dreyfus Large Cap Equity Fund (DLQIX)	15.8100	463,296.70	400,000.00	63,296.70	5,186.81	1.1	3.3
53,257.355	Dreyfus U.S. Equity Fund (DPUIX)	19.9200	1,060,886.51	981,536.62	79,349.89	8,201.63	0.8	7.6
Total U.S. large cap			**$ 4,473,908.25**	**$ 4,105,412.88**	**$ 367,495.37**	**$ 82,103.77**		**31.8%**

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
12,916.71	Dreyfus Midcap Index Fund (PESPX)	$ 36.7500	$ 474,689.09	$ 371,435.69	$ 103,253.40	$ 4,159.18	0.9%	3.4%
Total U.S. mid cap			**$ 474,689.09**	**$ 371,435.69**	**$ 103,253.40**	**$ 4,159.18**		**3.4%**

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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
7,643.733	Dreyfus Select Managers Small Cap (DSGIX) Growth Fund	$ 26.1700	$ 200,036.49	$ 153,394.71	$ 46,641.78	$ 0.00	0.0%	1.4%
7,868.909	Dreyfus Select Managers Small Cap (DMVIX) Value Fund	24.8300	195,385.01	150,812.49	44,572.52	664.14	0.3	1.4
Total U.S. small cap			**$ 395,421.50**	**$ 304,207.20**	**$ 91,214.30**	**$ 664.14**		**2.8%**

Developed international

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
14,667.65	BNY Mellon International Equity (MLIMX) Income Fund	$ 14.4800	$ 212,387.57	$ 206,217.06	$ 6,170.51	$ 5,940.40	2.8%	1.5%
9,785.562	BNY Mellon International Fund (MPITX)	12.5000	122,319.53	111,930.44	10,389.09	1,966.90	1.6	0.9
7,418.084	Dreyfus/Newton International Equity (SNIEX) Fund	20.3400	150,883.83	133,666.43	17,217.40	2,715.02	1.8	1.1
13,458.04	Strategic International Stock Fund (DISRX)	15.5800	209,676.26	192,921.34	16,754.92	3,216.47	1.5	1.5
Total developed international			**$ 695,267.19**	**$ 644,735.27**	**$ 50,531.92**	**$ 13,838.79**		**4.9%**

Emerging markets

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
54,386.842	BNY Mellon Emerging Markets Fund (MEMKX)	$ 9.9400	$ 540,605.21	$ 525,644.82	$ 14,960.39	$ 5,765.01	1.1%	3.8%
19,037.456	Dfa Emerging Markets Core Equity (DFCEX) Funds	19.4600	370,468.89	354,137.42	16,331.47	7,519.80	2.0	2.6
37,274.694	Virtus Emerging Markets Opportunity (HIEMX) Fund	9.5500	355,973.33	352,956.81	3,016.52	3,913.84	1.1	2.5
Total emerging markets			**$ 1,267,047.43**	**$ 1,232,739.05**	**$ 34,308.38**	**$ 17,198.65**		**9.0%**

STATEMENT 14

Equity reits

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
51,653.255	Dreyfus Global Real Estate (DRLIX) Securities Fund	$ 8.1000	$ 418,391.37	$ 433,887.22	$ -15,495.85	$ 13,791.42	3.3%	3.0%
4,640	New Residential Investment Corp (NRZ)	6.6800	30,995.20	30,738.96	256.24	3,248.00	10.5	0.2
1,220	Starwood Property Trust Inc (STWD)	27.7000	33,794.00	26,411.28	7,382.72	2,244.80	6.6	0.2
Total equity reits			$ 483,180.57	$ 491,037.46	$ -7,856.89	$ 19,284.22		3.4%

Other equity

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
560	Dominion Res Inc VA Preferred	$ 54.2100	$ 30,357.60	$ 29,098.39	$ 1,259.21	$ 1,680.00	5.5%	0.2%
700	Nextera Energy Inc Preferred Convertible Until 9/1/2015	56.6300	39,641.00	35,304.00	4,337.00	2,060.80	5.2	0.3
590	P P L Corporation Preferred Convertible Until 5/1/2014	52.8800	31,199.20	31,692.25	-493.05	2,581.25	8.3	0.2
590	United Technologies Corp Preferred Convertible Until 8/1/2015	65.4700	38,627.30	31,433.20	7,194.10	2,212.50	5.7	0.3
Total other equity			$ 139,825.10	$ 127,527.84	$ 12,297.26	$ 8,534.55		1.0%
Total equities			$ 7,929,339.13	$ 7,278,095.39	$ 651,243.74	$ 145,783.30		56.4%

Alternative investments

Managed futures

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
7,504.646	Advantage Global Alpha Fund	$ 14.6300	$ 109,792.97	$ 101,000.00	$ 8,792.97	$ 0.00	0.0%	0.8%
10,903.491	ASG Managed Futures Strategy Fund	10.2600	111,869.82	102,002.18	9,867.64	2.18	0.0	0.8
Total managed futures			$ 221,662.79	$ 203,002.18	$ 18,660.61	$ 2.18		1.6%

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Private equity

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
1,000	Plains Gp Holdings LP	$ 26.7700	$ 26,770.00	$ 22,402.92	$ 4,367.08	$ 0.00	0.0%	0.2%
Total private equity			**$ 26,770.00**	**$ 22,402.92**	**$ 4,367.08**	**$ 0.00**		**0.2%**

Commodities

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
17,172.404	Van Eck Cm Commodity Index Fund	$ 7.6700	$ 131,712.34	$ 130,342.56	$ 1,369.78	$ 343.45	0.3%	0.9%
Total commodities			**$ 131,712.34**	**$ 130,342.56**	**$ 1,369.78**	**$ 343.45**		**0.9%**
Total alternative investments			**$ 380,145.13**	**$ 355,747.66**	**$ 24,397.47**	**$ 345.63**		**2.7%**
Total assets			**$ 14,059,986.34**	**$ 13,482,751.27**	**$ 577,235.07**	**$ 261,014.51**		**100.0%**

STATEMENT 14

Form **8868**
(Rev. January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at *www.irs.gov/form8868***

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part** I and check this box ▶ [X]
- 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

Enter filer's identifying number

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 (other than individual)	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

- The books are in the care of ▶ SCHMIDT & STANTON, CPAs, LLP - 1025 WESTCHESTER AVENUE, 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, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2013 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 26,108.
b	If this application is for Forms 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	$ 12,934.
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	$ 13,174.

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