Extended to August 17, 2015

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

**2014**

Open to Public Inspection

For calendar year 2014 or tax year beginning 1/1/2014 , and ending 12/31/2014

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 ☒ 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)* ▶$ 14,965,191.

**J** Accounting method ☒ 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 | 431,758. | | N/A | |
| 2 | Check ▶ ☐ if the foundation is not required to attach Sch B | | | | |
| 3 | Interest on savings and temporary cash investments | 27. | 27. | | Statement 1 |
| 4 | Dividends and interest from securities | 312,918. | 312,918. | | Statement 2 |
| 5a | Gross rents | | | | |
| b | Net rental income or (loss) | | | | |
| 6a | Net gain or (loss) from sale of assets not on line 10 | 395,233. | | | |
| b | Gross sales price for all assets on line 6a 3,949,766. | | | | |
| 7 | Capital gain net income (from Part IV, line 2) | | 395,233. | | |
| 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 | 98,796. | 98,796. | | Statement 3 |
| 12 | **Total.** Add lines 1 through 11 | 1,238,732. | 806,974. | | |
| **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 | 5,140. | 0. | | 0. |
| c | Other professional fees Stmt 6 | 29,759. | 29,759. | | 0. |
| 17 | Interest | | | | |
| 18 | Taxes Stmt 7 | 30,039. | 0. | | 0. |
| 19 | Depreciation and depletion | | | | |
| 20 | Occupancy | | | | |
| 21 | Travel, conferences, and meetings | | | | |
| 22 | Printing and publications | | | | |
| 23 | Other expenses Stmt 8 | 120,837. | 0. | | 115,651. |
| 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 194,775. | 29,759. | | 124,651. |
| 25 | Contributions, gifts, grants paid | 325,000. | | | 325,000. |
| 26 | **Total expenses and disbursements.** Add lines 24 and 25 | 519,775. | 29,759. | | 449,651. |
| 27 | Subtract line 26 from line 12 | | | | |
| a | Excess of revenue over expenses and disbursements | 718,957. | | | |
| b | **Net investment income** (if negative, enter -0-) | | 777,215. | | |
| c | **Adjusted net income** (if negative, enter -0-) | | | N/A | |

618 2

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

| | | | Beginning of year | End of year | |
|---|---|---|---|---|---|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | 220,097. | 510,340. | 510,340. |
| | 2 | Savings and temporary cash investments | 2,056,153. | 319,373. | 319,373. |
| | 3 | Accounts receivable ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 4 | Pledges receivable ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons | | | |
| | 7 | Other notes and loans receivable ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10a | Investments - U S and state government obligations | | | |
| | b | Investments - corporate stock | | | |
| | c | Investments - corporate bonds Stmt 9 | 3,792,756. | 5,246,021. | 5,125,090. |
| | 11 | Investments - land, buildings, and equipment basis ▶ | | | |
| | | Less accumulated depreciation ▶ | | | |
| | 12 | Investments - mortgage loans | | | |
| | 13 | Investments - other Stmt 10 | 7,633,843. | 8,346,072. | 9,010,388. |
| | 14 | Land, buildings, and equipment basis ▶ | | | |
| | | Less accumulated depreciation ▶ | | | |
| | 15 | Other assets (describe ▶ ) | | | |
| | 16 | **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I) | 13,702,849. | 14,421,806. | 14,965,191. |
| 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 | 13,702,849. | 14,421,806. | |
| | 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** | 13,702,849. | 14,421,806. | |
| | 31 | **Total liabilities and net assets/fund balances** | 13,702,849. | 14,421,806. | |

**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 | 13,702,849. |
| 2 | Enter amount from Part I, line 27a | 2 | 718,957. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 | Add lines 1, 2, and 3 | 4 | 14,421,806. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 14,421,806. |

## 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 (STATEMENT 12, PGS 1-8) | P | Various | Various |
| b | LONG TERM SALES (STATEMENT 12, PGS 8-15) | P | Various | Various |
| c | Capital Gains Dividends | | | |
| d | | | | |
| e | | | | |

| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|---|
| a | 2,089,469. | | 2,026,766. | 62,703. |
| b | 1,511,033. | | 1,527,767. | -16,734. |
| c | 349,264. | | | 349,264. |
| d | | | | |
| 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 | | | | 62,703. |
| b | | | | -16,734. |
| c | | | | 349,264. |
| d | | | | |
| 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 | 395,233. |
| 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)) |
|---|---|---|---|
| 2013 | 415,227. | 11,793,298. | .035209 |
| 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 |

| | | |
|---|---|---|
| 2 Total of line 1, column (d) | 2 | .446408 |
| 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 | .089282 |
| 4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 | 4 | 14,388,293. |
| 5 Multiply line 4 by line 3 | 5 | 1,284,616. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 7,772. |
| 7 Add lines 5 and 6 | 7 | 1,292,388. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 449,651. |

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<br>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 | | 1 | 15,544. |
| c | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | 2 | 0. |
| 3 | Add lines 1 and 2 | | 3 | 15,544. |
| 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 | 15,544. |
| 6 | Credits/Payments | | | |
| a | 2014 estimated tax payments and 2013 overpayment credited to 2014 | 6a 16,826. | | |
| b | Exempt foreign organizations - tax withheld at source | 6b | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c 10,000. | | |
| d | Backup withholding erroneously withheld | 6d | | |
| 7 | Total credits and payments Add lines 6a through 6d | | 7 | 26,826. |
| 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 | 11,282. |
| 11 | Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 11,282. **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)? | 1b | | X |
| | *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.* | | | |
| 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<br>**(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?<br>*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?<br>*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<br>● By language in the governing instrument, or<br>● 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) ▶<br>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 2014 or the taxable year beginning in 2014 (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 |

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

## 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 2014, 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 FinCEN Form 114, (formerly 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

**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.** — Yes / No

1a During the year did the foundation (either directly or indirectly)

- (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 — No: 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 2014? — 1c — No: 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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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 2014 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 2014.)* N/A — 3b

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? — 4a — No: 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 2014? — 4b — No: X

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

**5a** During the year did the foundation pay or incur any amount to

**(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

**(2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

**(3)** Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

**(4)** Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

**(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see 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** No: 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 11 | | 0. | 0. | 0. |

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

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

**Total** number of other employees paid over $50,000 ▶ 0

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

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

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

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

## Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc | Expenses |
|---|---|
| 1 N/A | |
| 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<br>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 | 13,564,561. |
| b | Average of monthly cash balances | | | 1b | 1,042,843. |
| c | Fair market value of all other assets | | | 1c | |
| d | **Total** (add lines 1a, b, and c) | | | 1d | 14,607,404. |
| 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 | 14,607,404. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) | | | 4 | 219,111. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | | | 5 | 14,388,293. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | | | 6 | 719,415. |

## 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 | 719,415. |
| 2a | Tax on investment income for 2014 from Part VI, line 5 | 2a | 15,544. | | |
| b | Income tax for 2014 (This does not include the tax from Part VI ) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 15,544. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | | | 3 | 703,871. |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | 0. |
| 5 | Add lines 3 and 4 | | | 5 | 703,871. |
| 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 | 703,871. |

## 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 | 449,651. |
| 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 | 449,651. |
| 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 | 449,651. |

**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)<br>Corpus | (b)<br>Years prior to 2013 | (c)<br>2013 | (d)<br>2014 |
|---|---|---|---|---|---|
| 1 Distributable amount for 2014 from Part XI, line 7 | | | | | 703,871. |
| 2 Undistributed income, if any, as of the end of 2014 | | | | | |
| a Enter amount for 2013 only | | | | 0. | |
| b Total for prior years ______, ______, ______ | | | 0. | | |
| 3 Excess distributions carryover, if any, to 2014 | | | | | |
| a From 2009 | 263,028. | | | | |
| b From 2010 | 214,531. | | | | |
| c From 2011 | 98,641. | | | | |
| d From 2012 | 169,766. | | | | |
| e From 2013 | | | | | |
| f **Total** of lines 3a through e | | 745,966. | | | |
| 4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ | 449,651. | | | | |
| a Applied to 2013, 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 2014 distributable amount | | | | | 449,651. |
| e Remaining amount distributed out of corpus | | 0. | | | |
| 5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).) | | 254,220. | | | 254,220. |
| 6 **Enter the net total of each column as indicated below:** | | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | 491,746. | | | |
| 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 2013 Subtract line 4a from line 2a Taxable amount - see instr | | | | 0. | |
| f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 | | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) | | 0. | | | |
| 8 Excess distributions carryover from 2009 not applied on line 5 or line 7 | | 8,808. | | | |
| 9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a | | 482,938. | | | |
| 10 Analysis of line 9 | | | | | |
| a Excess from 2010 | 214,531. | | | | |
| b Excess from 2011 | 98,641. | | | | |
| c Excess from 2012 | 169,766. | | | | |
| d Excess from 2013 | | | | | |
| e Excess from 2014 | | | | | |

**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 2014, 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) 2014 | (b) 2013 | (c) 2012 | (d) 2011 | (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<br>a "Assets" alternative test - enter<br>(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<br>(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<br>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* | | | | |
| ALARM WILL SOUND, INC. | NONE | TAX EXEMPT | OPERATIONAL | 4,000. |
| ALBANY SYMPHONY ORCHESTRA, INC. | NONE | TAX EXEMPT | OPERATIONAL | 10,000. |
| AMERICAN COMPOSERS FORUM | NONE | TAX EXEMPT | OPERATIONAL | 4,000. |
| AMERICAN COMPOSERS ORCHESTRA, INC. | NONE | TAX EXEMPT | OPERATIONAL | 9,500. |
| AMERICAN LYRIC THEATER CENTER, INC. | NONE | TAX EXEMPT | OPERATIONAL | 2,500. |
| Total | See continuation sheet(s) | | ▶ 3a | 325,000. |
| b *Approved for future payment*<br>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 | 27. | |
| 4 Dividends and interest from securities | | | 14 | 312,918. | |
| 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 | 98,796. | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 395,233. | |
| 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. | | 806,974. | 0. |

13 Total. Add line 12, columns (b), (d), and (e) 13 806,974.

(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

Date 6/24/15

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 | | 06/17/15 | | 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

**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

**2014**

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

**Special Rules**

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling $5,000 or more during the year . ▶ $ ______________

**Caution.** An organization that 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<br>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)<br>No. | (b)<br>Name, address, and ZIP + 4 | (c)<br>Total contributions | (d)<br>Type of contribution |
|---|---|---|---|
| 1 | ELLIOTT CARTER REV TRUST U/A 1-16-91<br>C/O BNY MELLON PO BOX 185<br>PITTSBURGH, PA 15230 | $ 240,500. | Person ☒<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II for noncash contributions.) |
| 2 | ESTATE OF ELLIOTT CARTER<br>254 WEST 31ST STREET, 15TH FLOOR<br>NEW YORK, NY 10001 | $ 145,648. | Person ☒<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II for noncash contributions.) |
| 3 | FUND B TRUST FBO ELLIOTT CARTER<br>254 WEST 31ST STREET, 15TH FLOOR<br>NEW YORK, NY 10001 | $ 40,610. | Person ☒<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II for noncash contributions ) |
| 4 | IMAGEM US LLC<br>229 WEST 28TH ST, 11TH FLOOR<br>NEW YORK, NY 10001 | $ 5,000. | Person ☒<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II for noncash contributions.) |
|  |  | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II for noncash contributions.) |
|  |  | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II for noncash contributions.) |

| Name of organization | Employer identification number |
|---|---|
| THE AMPHION FOUNDATION INC<br>C/O LAW OFFICES OF JAMES M KENDRICK, LLC | 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., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of exclusively religious, charitable, etc , contributions of $1,000 or less for the year (Enter this info once) ▶ $__________

Use duplicate copies of Part III if additional space is needed.

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

| (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 |
|---|---|
| | |

## 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 | 27. | 27. | |
| Total to Part I, line 3 | 27. | 27. | |

## 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 | 637,243. | 349,264. | 287,979. | 287,979. | |
| CORPORATE INTEREST | 24,939. | 0. | 24,939. | 24,939. | |
| To Part I, line 4 | 662,182. | 349,264. | 312,918. | 312,918. | |

## Form 990-PF Other Income Statement 3

| Description | (a) Revenue Per Books | (b) Net Investment Income | (c) Adjusted Net Income |
|---|---|---|---|
| CLASS ACTION PROCEEDS | 361. | 361. | |
| ROYALTIES | 98,435. | 98,435. | |
| Total to Form 990-PF, Part I, line 11 | 98,796. | 98,796. | |

## 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 | 5,140. | 0. | | 0. |
| To Form 990-PF, Pg 1, ln 16b | 5,140. | 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 | 29,759. | 29,759. | | 0. |
| To Form 990-PF, Pg 1, ln 16c | 29,759. | 29,759. | | 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 | 30,000. | 0. | | 0. |
| FOREIGN TAXES | 39. | 0. | | 0. |
| To Form 990-PF, Pg 1, ln 18 | 30,039. | 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 | 51,000. | 0. | | 51,000. |
| ELLIOTT CARTER TRIBUTE | 15,455. | 0. | | 15,455. |
| ONLINE APPLICATION SYSTEM/WEBSITE | 37,196. | 0. | | 37,196. |
| OFFICERS AND DIRECTORS INSURANCE | 2,105. | 0. | | 0. |

| | | | | |
|---|---|---|---|---|
| OTHER MISCELLANEOUS | 3,081. | 0. | | 0. |
| HONORARIA | 12,000. | 0. | | 12,000. |
| To Form 990-PF, Pg 1, ln 23 | 120,837. | 0. | | 115,651. |

---

## Form 990-PF Corporate Bonds Statement 9

| Description | Book Value | Fair Market Value |
|---|---|---|
| CORPORATE BONDS (STATEMENT 9) | 5,246,021. | 5,125,090. |
| Total to Form 990-PF, Part II, line 10c | 5,246,021. | 5,125,090. |

---

## Form 990-PF Other Investments Statement 10

| Description | Valuation Method | Book Value | Fair Market Value |
|---|---|---|---|
| MARKETABLE EQUITY SECURITIES (STATEMENT 10) | FMV | 8,346,072. | 9,010,388. |
| Total to Form 990-PF, Part II, line 13 | | 8,346,072. | 9,010,388. |

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

| Name and Address | Title and Avrg Hrs/Wk | Compen- sation | Employee Ben Plan Contrib | Expense Account |
|---|---|---|---|---|
| VIRGIL BLACKWELL<br>67 HIGHWAY 1<br>CARMEL, CA 93923 | PRESIDENT<br>5.00 | 0. | 0. | 0. |
| JOHN LINK<br>518 WEST 142ND STREET, #2<br>NEW YORK, NY 10031 | SENIOR VICE PRESIDENT<br>1.00 | 0. | 0. | 0. |
| SUSAN FEDER<br>53 JAFFRAY COURT<br>IRVINGTON, NY 10533 | VICE PRESIDENT<br>1.00 | 0. | 0. | 0. |
| JAMES KENDRICK<br>254 WEST 31ST STREET, 15TH FLOOR<br>NEW YORK, NY 10001 | SECRETARY<br>5.00 | 0. | 0. | 0. |
| ARA GUZELIMIAN<br>60 LINCOLN CENTER PLAZA<br>NEW YORK, NY 10023 | DIRECTOR<br>1.00 | 0. | 0. | 0. |
| DAVID FULMER<br>10 BALLARD TERRACE<br>LEXINGTON, MA 02420 | DIRECTOR<br>1.00 | 0. | 0. | 0. |
| URSULA OPPENS<br>600 WEST 115TH STREET, APT 114<br>NEW YORK, NY 10025 | DIRECTOR<br>1.00 | 0. | 0. | 0. |
| FRED SHERRY<br>215 WEST 91ST STREET, #63<br>NEW YORK, NY 10024 | DIRECTOR<br>1.00 | 0. | 0. | 0. |
| ANTHONY SCHMIDT<br>475 WALL STREET<br>PRINCETON, NJ 08540 | TREASURER<br>1.00 | 0. | 0. | 0. |
| Totals included on 990-PF, Page 6, Part VIII | | 0. | 0. | 0. |

# Income for 2014

This section reports your sales transactions during the year. A schedule of your net gains and losses is shown below. Please note that if you have sold an asset for which the cost basis information is unknown it is shown separately in the section entitled Transactions with Unknown Cost Basis. Please review these carefully when preparing your return. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for current year's return of capital.

The following items are provided to you to assist in the preparation of your tax returns. We have included the following Codes and Adjustment amounts: "W" for wash sales, "C" for collectibles, and "D" for Market Discount. Typically, collectibles are taxed at 28% rates. For your convenience, if applicable, we have included the portion subject to Section 988 translation gains and losses and Market Discount in the column titled "Portion Subject to 988 and Market Discount". We have also includes gains on collectibles taxed at 28% rates in the last column. If we have included a dagger symbol (†) next to the sale transaction with a net loss, this indicates that you can not take a loss on your tax return based on gross proceeds from a reportable change in control or capital structure.

## Short Term Transactions

| DESCRIPTION | | CUSIP | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Date sold or disposed | Date acquired | Units | Proceeds | Cost or other basis | Net Gain/Loss | Code | Adjustments | Portion Subject to 988 and Market Discount (Included in Net G/L) | Portion Subject to 28% Rates (Included in Net G/L) |
| AT&T INC | | 00206R102 | | | | | | | |
| 02/03/14 | 09/24/13 | 100 | $3,240.44 | $3,422.04 | $-181.60 | | $0.00 | $0.00 | $0.00 |
| 02/03/14 | 09/19/13 | 360 | $11,665.60 | $12,549.49 | $-883.89 | | $0.00 | $0.00 | $0.00 |
| 02/06/14 | 09/24/13 | 180 | $5,738.32 | $6,159.67 | $-421.35 | | $0.00 | $0.00 | $0.00 |
| 08/07/14 | 05/14/14 | 230 | $7,938.04 | $8,415.38 | $-477.34 | | $0.00 | $0.00 | $0.00 |
| 10/23/14 | 05/08/14 | 200 | $6,699.41 | $7,291.96 | $-592.55 | | $0.00 | $0.00 | $0.00 |
| 11/24/14 | 05/08/14 | 290 | $10,052.72 | $10,573.34 | $-520.62 | | $0.00 | $0.00 | $0.00 |

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## Short Term Transactions

| DESCRIPTION<br>Date sold or disposed | Date acquired | CUSIP<br>Units | Proceeds | Cost or other basis | Net Gain/Loss | Code | Adjustments | Portion Subject to 988 and Market Discount (included in Net G/L) | Portion Subject to 28% Rates (Included in Net G/L) |
|---|---|---|---|---|---|---|---|---|---|
| ABBOTT LABORATORIES | | 002824100 | | | | | | | |
| 01/27/14 | 12/19/13 | 100 | $3,616.72 | $3,807.32 | $-190.60 | | $0.00 | $0 00 | $0.00 |
| APPLE COMPUTER INC COM | | 037833100 | | | | | | | |
| 01/02/14 | 03/15/13 | 10 | $5,534.25 | $4,431.95 | $1,102 30 | | $0.00 | $0.00 | $0.00 |
| 01/02/14 | 05/30/13 | 5 | $2,767.13 | $2,252.22 | $514 91 | | $0.00 | $0 00 | $0.00 |
| 06/13/14 | 02/03/14 | 50 | $4,590.88 | $3,623.14 | $967.74 | | $0.00 | $0.00 | $0.00 |
| 07/09/14 | 02/03/14 | 80 | $7,650.61 | $5,797.02 | $1,853.59 | | $0.00 | $0.00 | $0.00 |
| 07/22/14 | 02/03/14 | 70 | $6,597.22 | $5,072.38 | $1,524.84 | | $0.00 | $0.00 | $0.00 |
| 07/29/14 | 02/03/14 | 10 | $986.68 | $724.63 | $262.05 | | $0.00 | $0.00 | $0.00 |
| BNY MELLON LARGE CAP STK FD CL M | | 05569M103 | | | | | | | |
| 09/08/14 | 12/09/13 | 48526 | $347,446.13 | $307,169.56 | $40,276.57 | | $0.00 | $0.00 | $0.00 |
| BRISTOL MYERS SQUIBB CO COM | | 110122108 | | | | | | | |
| 01/27/14 | 05/28/13 | 70 | $3,467.20 | $3,356.14 | $111.06 | | $0.00 | $0.00 | $0.00 |
| CATERPILLAR FINANCIAL SE | | 14912L4V0 | | | | | | | |
| 05/20/14 | 02/28/14 | 200000 | $200,000.00 | $200,498.00 | $-498.00 | | $0.00 | $0.00 | $0 00 |
| CHEVRONTEXACO CORP | | 166764100 | | | | | | | |
| 10/16/14 | 03/03/14 | 33 | $3,622.27 | $3,790.11 | $-167.84 | | $0.00 | $0.00 | $0.00 |
| COMCAST CORP NEW CL A | | 20030N101 | | | | | | | |
| 05/08/14 | 10/15/13 | 130 | $6,625.95 | $6,076 88 | $549 07 | | $0.00 | $0.00 | $0.00 |

STATEMENT 12

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## Short Term Transactions

| DESCRIPTION<br>Date sold or disposed | Date acquired | CUSIP<br>Units | Proceeds | Cost or other basis | Net Gain/Loss | Code | Adjustments | Portion Subject to 988 and Market Discount (Included In Net G/L) | Portion Subject to 28% Rates (included in Net G/L) |
|---|---|---|---|---|---|---|---|---|---|
| COMCAST CORP NEW CL A | | 20030N101 | | | | | | | |
| 05/08/14 | 01/02/14 | 150 | $7,645.33 | $7,721 12 | $-75.79 | | $0.00 | $0.00 | $0.00 |
| CONOCOPHILLIPS | | 20825C104 | | | | | | | |
| 05/08/14 | 06/06/13 | 80 | $6,156.82 | $4,919 52 | $1,237.30 | | $0.00 | $0.00 | $0.00 |
| 06/05/14 | 06/06/13 | 270 | $21,562.69 | $16,603.38 | $4,959.31 | | $0.00 | $0.00 | $0.00 |
| DEUTSCHE BANK AG LON 3.875% 8/18/14 | | 2515A0Q30 | | | | | | | |
| 08/18/14 | 02/28/14 | 250000 | $250,000.00 | $254,030.00 | $-4,030.00 | | $0.00 | $0.00 | $0.00 |
| DOW CHEMICAL COMPANY COMMON | | 260543103 | | | | | | | |
| 07/10/14 | 08/28/13 | 130 | $6,632.52 | $4,886.73 | $1,745.79 | | $0.00 | $0.00 | $0.00 |
| HALYARD HEALTH INC-W/I | | 40650V100 | | | | | | | |
| 11/04/14 | 03/04/14 | 6.88 | $252.82 | $251.72 | $1.10 | | $0.00 | $0.00 | $0.00 |
| 11/04/14 | 09/22/14 | 5.63 | $206.85 | $200.11 | $6.74 | | $0.00 | $0.00 | $0.00 |
| INVESCO MORTGAGE CAPITAL INC | | 46131B100 | | | | | | | |
| 04/24/14 | 07/01/13 | 270 | $4,485.90 | $4,514.08 | $-28.18 | | $0.00 | $0.00 | $0.00 |
| 04/25/14 | 07/01/13 | 140 | $2,318.62 | $2,340.63 | $-22.01 | | $0.00 | $0.00 | $0.00 |
| JOHNSON & JOHNSON COM | | 478160104 | | | | | | | |
| 12/17/14 | 04/11/14 | 250 | $25,786.51 | $24,229.65 | $1,556.86 | | $0.00 | $0.00 | $0.00 |
| KLA TENCOR CORP | | 482480100 | | | | | | | |
| 01/02/14 | 05/16/13 | 160 | $10,130.94 | $8,872.42 | $1,258.52 | | $0.00 | $0.00 | $0.00 |

STATEMENT 12

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## Short Term Transactions

| DESCRIPTION |  | CUSIP |  |  |  |  |  |  |  |
|---|---|---|---|---|---|---|---|---|---|
| Date sold or disposed | Date acquired | Units | Proceeds | Cost or other basis | Net Gain/Loss | Code | Adjustments | Portion Subject to 988 and Market Discount (Included In Net G/L) | Portion Subject to 28% Rates (Included In Net G/L) |
| KLA TENCOR CORP |  | 482480100 |  |  |  |  |  |  |  |
| 01/02/14 | 05/30/13 | 90 | $5,698.66 | $5,091.76 | $606.90 |  | $0.00 | $0.00 | $0.00 |
| 05/08/14 | 05/16/13 | 270 | $16,885.05 | $14,972.20 | $1,912.85 |  | $0.00 | $0.00 | $0.00 |
| KINDER MORGAN HOLDCO LLC |  | 49456B101 |  |  |  |  |  |  |  |
| 07/21/14 | 12/04/13 | 170 | $6,359.90 | $5,640.57 | $719.33 |  | $0.00 | $0.00 | $0.00 |
| 07/21/14 | 03/12/14 | 20 | $748.22 | $628.78 | $119.44 |  | $0.00 | $0.00 | $0.00 |
| LORILLARD INC |  | 544147101 |  |  |  |  |  |  |  |
| 02/06/14 | 11/20/13 | 150 | $7,249.40 | $7,911.89 | $-662.49 |  | $0.00 | $0.00 | $0.00 |
| 03/04/14 | 11/20/13 | 70 | $3,812.68 | $3,692.21 | $120.47 |  | $0.00 | $0.00 | $0.00 |
| 03/04/14 | 10/28/13 | 160 | $8,714.69 | $8,114.80 | $599.89 |  | $0.00 | $0.00 | $0.00 |
| MC DONALDS CORPORATION COMMON |  | 580135101 |  |  |  |  |  |  |  |
| 07/29/14 | 04/08/14 | 10 | $958.60 | $980.84 | $-22.24 |  | $0.00 | $0.00 | $0.00 |
| 07/29/14 | 03/12/14 | 80 | $7,668.79 | $7,889.10 | $-220.31 |  | $0.00 | $0.00 | $0.00 |
| 08/06/14 | 01/27/14 | 300 | $28,039.94 | $28,330 05 | $-290.11 |  | $0 00 | $0 00 | $0.00 |
| 08/06/14 | 04/08/14 | 30 | $2,803.99 | $2,942 53 | $-138.54 |  | $0.00 | $0.00 | $0 00 |
| NORDSTROM INC |  | 655664100 |  |  |  |  |  |  |  |
| 01/27/14 | 06/28/13 | 370 | $21,468.88 | $22,221.35 | $-752.47 |  | $0.00 | $0.00 | $0.00 |
| ONE GAS INC |  | 68235P108 |  |  |  |  |  |  |  |
| 02/06/14 | 10/28/13 | 29.5 | $980.12 | $846 81 | $133.31 |  | $0.00 | $0.00 | $0 00 |

STATEMENT 12

4/15

## Short Term Transactions

| DESCRIPTION | | CUSIP | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Date sold or disposed | Date acquired | Units | Proceeds | Cost or other basis | Net Gain/Loss | Code | Adjustments | Portion Subject to 988 and Market Discount (Included In Net G/L) | Portion Subject to 28% Rates (Included In Net G/L) |
| ONE GAS INC | | 68235P108 | | | | | | | |
| 02/06/14 | 11/06/13 | 25 | $830 61 | $720.50 | $110.11 | | $0.00 | $0.00 | $0.00 |
| 02/06/14 | 10/29/13 | 37.5 | $1,245.92 | $1,084.05 | $161.87 | | $0.00 | $0.00 | $0.00 |
| 02/13/14 | 10/28/13 | 0.5 | $16.44 | $14.35 | $2.09 | | $0.00 | $0.00 | $0.00 |
| ONEOK INC NEW | | 682680103 | | | | | | | |
| 11/06/14 | 05/08/14 | 80 | $4,472 52 | $5,050.06 | $-577.54 | | $0.00 | $0.00 | $0.00 |
| 12/11/14 | 05/08/14 | 20 | $919.62 | $1,262.51 | $-342.89 | | $0.00 | $0.00 | $0.00 |
| 12/11/14 | 10/14/14 | 80 | $3,678.49 | $4,334.88 | $-656.39 | | $0 00 | $0 00 | $0.00 |
| PEPSICO INC 0.8% 8/25/14 | | 713448BV9 | | | | | | | |
| 08/25/14 | 02/28/14 | 100000 | $100,000.00 | $100,251.00 | $-251.00 | | $0.00 | $0.00 | $0.00 |
| 08/25/14 | 02/28/14 | 150000 | $150,000.00 | $150,406.50 | $-406.50 | | $0.00 | $0.00 | $0.00 |
| PHILLIPS 66 | | 718546104 | | | | | | | |
| 01/13/14 | 01/16/13 | 40 | $3,046.45 | $2,153.03 | $893 42 | | $0.00 | $0.00 | $0.00 |
| 01/16/14 | 01/16/13 | 140 | $10,481.28 | $7,535.62 | $2,945.66 | | $0.00 | $0.00 | $0.00 |
| PLAINS GP HOLDINGS LP-CL A | | 72651A108 | | | | | | | |
| 03/03/14 | 10/16/13 | 160 | $4,456.83 | $3,568.24 * | $888.59 | | $0.00 | $0.00 | $0 00 |
| 03/27/14 | 10/16/13 | 150 | $4,167.09 | $3,345.22 * | $821 87 | | $0.00 | $0.00 | $0.00 |
| 03/28/14 | 10/16/13 | 210 | $5,870.34 | $4,683.31 * | $1,187.03 | | $0.00 | $0.00 | $0 00 |
| 03/31/14 | 10/24/13 | 88 | $2,458.65 | $1,957.05 * | $501.60 | | $0.00 | $0.00 | $0.00 |

STATEMENT 12

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## Short Term Transactions

| DESCRIPTION | | CUSIP | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Date sold or disposed | Date acquired | Units | Proceeds | Cost or other basis | Net Gain/Loss | Code | Adjustments | Portion Subject to 988 and Market Discount (Included in Net G/L) | Portion Subject to 28% Rates (Included in Net G/L) |
| PLAINS GP HOLDINGS LP-CL A | | 72651A108 | | | | | | | |
| 03/31/14 | 10/16/13 | 100 | $2,793.93 | $2,230.15 * | $563.78 | | $0.00 | $0.00 | $0.00 |
| 04/01/14 | 10/24/13 | 292 | $8,234.42 | $6,493.84 * | $1,740.58 | | $0.00 | $0.00 | $0.00 |
| SBC COMMUNICATIONS INC | | 78387GAP8 | | | | | | | |
| 09/15/14 | 02/28/14 | 250000 | $250,000.00 | $256,215.00 | $-6,215.00 | | $0.00 | $0.00 | $0.00 |
| SLM CORP | | 78442P106 | | | | | | | |
| 05/15/14 | 04/21/14 | 930 | $8,193.12 | $8,628.58 | $-435.46 | | $0.00 | $0.00 | $0.00 |
| STARWOOD WAYPOINT RESIDE | | 85571W109 | | | | | | | |
| 02/06/14 | 01/31/14 | 14 | $409.00 | $413.21 | $-4.21 | | $0.00 | $0.00 | $0.00 |
| 02/06/14 | 01/31/14 | 30 | $876.42 | $885.45 | $-9.03 | | $0.00 | $0.00 | $0.00 |
| 02/06/14 | 01/31/14 | 22 | $642.71 | $649.33 | $-6.62 | | $0.00 | $0.00 | $0.00 |
| 02/06/14 | 01/31/14 | 36 | $1,051.70 | $1,062.54 | $-10 84 | | $0.00 | $0.00 | $0.00 |
| 02/06/14 | 01/31/14 | 56 | $1,635.98 | $1,652.84 | $-16 86 | | $0.00 | $0.00 | $0.00 |
| 02/06/14 | 01/31/14 | 86 | $2,512.41 | $2,538.29 | $-25.88 | | $0.00 | $0.00 | $0.00 |
| STATOILHYDRO ASA | 2.9% 10/15/14 | 85771SAC0 | | | | | | | |
| 10/15/14 | 02/28/14 | 250000 | $250,000.00 | $254,012.50 | $-4,012.50 | | $0.00 | $0.00 | $0.00 |
| DREYFUS INTENATION STOCK-Y | | 86271F537 | | | | | | | |
| 10/14/14 | 02/24/14 | 6891 8 | $100,000.00 | $103,636.01 | $-3,636 01 | | $0.00 | $0.00 | $0.00 |

STATEMENT 12

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AMPHION FOUNDATION

## Short Term Transactions

| DESCRIPTION | | CUSIP | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Date sold or disposed | Date acquired | Units | Proceeds | Cost or other basis | Net Gain/Loss | Code | Adjustments | Portion Subject to 988 and Market Discount (Included in Net G/L) | Portion Subject to 28% Rates (Included in Net G/L) |
| DREYFUS US EQUITY FUND-Y | | 86271F552 | | | | | | | |
| 09/08/14 | 12/31/13 | 215.15 | $4,397.69 | $4,285.81 | $111.88 | | $0.00 | $0.00 | $0.00 |
| TAIWAN SEMICONDUCTOR ADR | | 874039100 | | | | | | | |
| 05/08/14 | 06/20/13 | 390 | $7,993.81 | $6,846.84 | $1,146.97 | | $0.00 | $0.00 | $0.00 |
| 05/14/14 | 06/20/13 | 410 | $8,432.37 | $7,197.96 | $1,234.41 | | $0.00 | $0.00 | $0.00 |
| 05/14/14 | 08/22/13 | 410 | $8,432.37 | $6,605.51 | $1,826.86 | | $0.00 | $0.00 | $0.00 |
| TESORO PETROLEUM CORPORATION COMM( | | 881609101 | | | | | | | |
| 07/16/14 | 04/01/14 | 110 | $6,523.67 | $5,649.34 | $874.33 | | $0.00 | $0.00 | $0.00 |
| 07/21/14 | 03/27/14 | 80 | $4,585.39 | $3,978.38 | $607.01 | | $0.00 | $0.00 | $0.00 |
| 07/21/14 | 04/01/14 | 100 | $5,731.73 | $5,135.76 | $595.97 | | $0.00 | $0.00 | $0.00 |
| 07/21/14 | 03/31/14 | 80 | $4,585.39 | $4,052.96 | $532.43 | | $0.00 | $0.00 | $0.00 |
| 07/21/14 | 03/28/14 | 110 | $6,304.91 | $5,521.38 | $783.53 | | $0.00 | $0.00 | $0.00 |
| WILLIAMS CO INC | | 969457100 | | | | | | | |
| 03/03/14 | 11/06/13 | 110 | $4,544.02 | $3,850.28 | $693.74 | | $0.00 | $0.00 | $0.00 |
| 11/06/14 | 11/06/13 | 90 | $4,920.86 | $3,150.22 | $1,770.64 | | $0.00 | $0.00 | $0.00 |
| SEAGATE TECHNOLOGY | | G7945M107 | | | | | | | |
| 06/13/14 | 01/02/14 | 110 | $6,073 00 | $6,095.42 | $-22.42 | | $0.00 | $0.00 | $0.00 |
| AVAGO TECHNOLOGIES LTD | | Y0486S104 | | | | | | | |
| 07/22/14 | 09/27/13 | 80 | $6,060.91 | $3,412.37 | $2,648.54 | | $0.00 | $0.00 | $0.00 |

STATEMENT 12

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## Short Term Transactions

| DESCRIPTION<br>Date sold or disposed | Date acquired | CUSIP<br>Units | Proceeds | Cost or other basis | Net Gain/Loss | Code | Adjustments | Portion Subject to 988 and Market Discount (Included in Net G/L) | Portion Subject to 28% Rates (Included in Net G/L) |
|---|---|---|---|---|---|---|---|---|---|
| AVAGO TECHNOLOGIES LTD | | Y0486S104 | | | | | | | |
| 08/21/14 | 09/27/13 | 50 | $3,790.93 | $2,132.73 | $1,658 20 | | $0.00 | $0 00 | $0.00 |
| 09/04/14 | 09/27/13 | 50 | $4,290.45 | $2,132.73 | $2,157.72 | | $0.00 | $0.00 | $0 00 |
| *Total Short Term Gain/Loss* | | | *$2,089,468.92* | *$2,027,675.23* | *$61,793.69* | | *$0.00* | *$0.00* | *$0.00* |

## Long Term Transactions

| DESCRIPTION<br>Date sold or disposed | Date acquired | CUSIP<br>Units | Proceeds | Cost or other basis | Net Gain/Loss | Code | Adjustments | Portion Subject to 988 and Market Discount (Included in Net G/L) | Portion Subject to 28% Rates (Included in Net G/L) |
|---|---|---|---|---|---|---|---|---|---|
| AT&T INC | | 00206R102 | | | | | | | |
| 02/06/14 | 08/15/11 | 110 | $3,508.75 | $3,168.88 | $337.87 | | $0.00 | $0.00 | $0.00 |
| 02/06/14 | 08/19/11 | 90 | $2,869.16 | $2,547.72 | $321.44 | | $0.00 | $0.00 | $0.00 |
| AIR PRODUCTS AND CHEMICALS INC COMMO | | 009158106 | | | | | | | |
| 07/10/14 | 06/21/11 | 59 | $7,573.11 | $5,422.57 | $2,150.54 | | $0.00 | $0.00 | $0 00 |
| 07/17/14 | 08/22/11 | 50 | $6,467.89 | $3,915 50 | $2,552.39 | | $0.00 | $0.00 | $0.00 |
| 07/17/14 | 02/09/12 | 20 | $2,587.16 | $1,566 20 | $1,020.96 | | $0.00 | $0.00 | $0.00 |
| 07/17/14 | 08/19/11 | 40 | $5,174.31 | $3,035 52 | $2,138.79 | | $0.00 | $0.00 | $0.00 |
| 07/17/14 | 08/15/11 | 70 | $9,055.05 | $5,743 37 | $3,311.68 | | $0.00 | $0.00 | $0.00 |
| 07/17/14 | 06/21/11 | 31 | $4,010.09 | $2,849 15 | $1,160.94 | | $0.00 | $0.00 | $0 00 |

STATEMENT 12

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## Long Term Transactions

| DESCRIPTION | | CUSIP | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Date sold or disposed | Date acquired | Units | Proceeds | Cost or other basis | Net Gain/Loss | Code | Adjustments | Portion Subject to 988 and Market Discount (included in Net G/L) | Portion Subject to 28% Rates (included in Net G/L) |
| APPLE COMPUTER INC COM | | 037833100 | | | | | | | |
| 07/29/14 | 03/15/13 | 30 | $2,960.03 | $1,899.41 | $1,060.62 | | $0.00 | $0.00 | $0.00 |
| 08/21/14 | 03/15/13 | 45 | $4,516.10 | $2,849.11 | $1,666.99 | | $0.00 | $0.00 | $0.00 |
| 09/04/14 | 03/15/13 | 40 | $3,920.63 | $2,532.54 | $1,388.09 | | $0.00 | $0.00 | $0.00 |
| 10/08/14 | 03/15/13 | 88 | $8,687.23 | $5,571.59 | $3,115.64 | | $0.00 | $0.00 | $0.00 |
| BNY MELLON LARGE CAP STK FD CL M | | 05569M103 | | | | | | | |
| 09/08/14 | 02/05/10 | 20393.81 | $146,019.69 | $188,438.81 | $-42,419.12 | | $0.00 | $0.00 | $0.00 |
| 09/08/14 | 02/09/12 | 11363.64 | $81,363.63 | $105,000.00 | $-23,636.37 | | $0.00 | $0.00 | $0.00 |
| 09/08/14 | 03/15/11 | 22547.92 | $161,443.07 | $208,342.73 | $-46,899.66 | | $0.00 | $0.00 | $0.00 |
| 09/08/14 | 12/13/12 | 2508.95 | $17,964.05 | $23,182.65 | $-5,218.60 | | $0.00 | $0.00 | $0.00 |
| 09/08/14 | 01/08/13 | 8743.17 | $62,601.09 | $80,000.00 | $-17,398.91 | | $0.00 | $0.00 | $0.00 |
| BNY MELLON EMERGING MKTS FD CL M SHS | | 05569M855 | | | | | | | |
| 10/08/14 | 08/22/12 | 1594.05 | $16,243 36 | $15,510.10 | $733.26 | | $0.00 | $0.00 | $0.00 |
| 10/08/14 | 02/26/13 | 5475.77 | $55,798 05 | $55,524.27 | $273.78 | | $0.00 | $0.00 | $0.00 |
| 10/08/14 | 02/09/12 | 13375.99 | $136,301.38 | $130,148.43 | $6,152.95 | | $0.00 | $0.00 | $0.00 |
| 10/08/14 | 12/20/11 | 199.19 | $2,029.71 | $1,938.08 | $91.63 | | $0.00 | $0.00 | $0.00 |
| 10/08/14 | 11/29/10 | 1798.56 | $18,327.34 | $17,500.00 | $827.34 | | $0.00 | $0.00 | $0.00 |
| 10/08/14 | 11/04/10 | 2090.3 | $21,300.17 | $20,338.63 | $961.54 | | $0.00 | $0.00 | $0.00 |
| 10/14/14 | 06/12/12 | 8918.62 | $89,721.30 | $86,778.15 | $2,943.15 | | $0.00 | $0.00 | $0.00 |

STATEMENT 12

9/15

## Long Term Transactions

| DESCRIPTION | | CUSIP | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Date sold or disposed | Date acquired | Units | Proceeds | Cost or other basis | Net Gain/Loss | Code | Adjustments | Portion Subject to 988 and Market Discount (Included In Net G/L) | Portion Subject to 28% Rates (Included In Net G/L) |
| BNY MELLON EMERGING MKTS FD CL M SHS | | 05569M855 | | | | | | | |
| 10/14/14 | 05/08/12 | 1021.74 | $10,278 70 | $9,941.52 | $337.18 | | $0.00 | $0.00 | $0.00 |
| COMCAST CORP NEW CL A | | 20030N101 | | | | | | | |
| 05/08/14 | 03/04/13 | 50 | $2,548.44 | $2,012.33 | $536.11 | | $0.00 | $0.00 | $0.00 |
| DARDEN RESTAURANTS INC COM | | 237194105 | | | | | | | |
| 03/12/14 | 05/15/12 | 140 | $7,025.37 | $7,354.90 | $-329.53 | | $0.00 | $0.00 | $0.00 |
| 04/08/14 | 05/15/12 | 80 | $3,980 52 | $4,137 97 | $-157.45 | | $0.00 | $0.00 | $0.00 |
| 04/08/14 | 05/15/12 | 10 | $497.56 | $525.35 | $-27.79 | | $0.00 | $0.00 | $0.00 |
| 07/16/14 | 05/15/12 | 320 | $14,049.96 | $16,551.87 | $-2,501.91 | | $0.00 | $0 00 | $0.00 |
| DUKE ENERGY CORP NEW COM | | 26441C204 | | | | | | | |
| 10/14/14 | 08/22/11 | 93.33 | $7,357.93 | $6,000.38 | $1,357.55 | | $0.00 | $0.00 | $0.00 |
| 10/14/14 | 02/09/12 | 36 67 | $2,890.65 | $2,357.32 | $533.33 | | $0.00 | $0.00 | $0.00 |
| 11/11/14 | 06/21/11 | 80 | $6,602.88 | $4,540.32 | $2,062.56 | | $0.00 | $0.00 | $0.00 |
| 12/17/14 | 06/21/11 | 50 | $4,031.02 | $2,837.70 | $1,193.32 | | $0.00 | $0.00 | $0.00 |
| GENERAL ELECTRIC CO | | 369604103 | | | | | | | |
| 07/10/14 | 08/22/11 | 250 | $6,545.54 | $5,333.75 | $1,211.79 | | $0.00 | $0.00 | $0.00 |
| HALYARD HEALTH INC-W/I | | 40650V100 | | | | | | | |
| 11/04/14 | 06/21/11 | 10 | $367.74 | $220.97 | $146 77 | | $0.00 | $0 00 | $0.00 |
| 11/04/14 | 08/15/11 | 13.75 | $505.64 | $299.79 | $205.85 | | $0.00 | $0.00 | $0.00 |

STATEMENT 12

10/15

## Long Term Transactions

| DESCRIPTION<br>Date sold or disposed | Date acquired | CUSIP<br>Units | Proceeds | Cost or other basis | Net Gain/Loss | Code | Adjustments | Portion Subject to 988 and Market Discount (included in Net G/L) | Portion Subject to 28% Rates (included in Net G/L) |
|---|---|---|---|---|---|---|---|---|---|
| HALYARD HEALTH INC-W/I | | 40650V100 | | | | | | | |
| 11/04/14 | 02/09/12 | 0.88 | $32.18 | $23.99 | $8 19 | | $0.00 | $0 00 | $0.00 |
| 11/04/14 | 08/19/11 | 5.88 | $216 05 | $127.40 | $88.65 | | $0.00 | $0.00 | $0.00 |
| 11/14/14 | 08/19/11 | 0.38 | $14.29 | $8.13 | $6.16 | | $0.00 | $0.00 | $0.00 |
| INVESCO MORTGAGE CAPITAL INC | | 46131B100 | | | | | | | |
| 04/14/14 | 08/22/11 | 150 | $2,492 93 | $3,178 50 | $-685.57 | | $0.00 | $0 00 | $0.00 |
| 04/14/14 | 02/09/12 | 50 | $830.98 | $1,059.50 | $-228.52 | | $0.00 | $0.00 | $0.00 |
| 04/14/14 | 09/28/11 | 70 | $1,163.37 | $1,483.30 | $-319.93 | | $0.00 | $0.00 | $0.00 |
| 04/15/14 | 08/18/11 | 280 | $4,654.26 | $4,947.85 | $-293.59 | | $0.00 | $0.00 | $0.00 |
| 04/24/14 | 08/19/11 | 100 | $1,661.44 | $1,711.80 | $-50.36 | | $0.00 | $0.00 | $0.00 |
| 04/24/14 | 08/18/11 | 70 | $1,163.01 | $1,236.96 | $-73.95 | | $0.00 | $0.00 | $0.00 |
| 04/25/14 | 09/28/11 | 270 | $4,471.61 | $3,949.34 | $522.27 | | $0.00 | $0.00 | $0.00 |
| LAS VEGAS SANDS CORP | | 517834107 | | | | | | | |
| 01/27/14 | 12/13/12 | 100 | $7,389.62 | $4,573.23 | $2,816.39 | | $0 00 | $0.00 | $0 00 |
| 09/29/14 | 12/13/12 | 50 | $3,007.94 | $2,246.46 | $761.48 | | $0.00 | $0.00 | $0.00 |
| 09/29/14 | 12/13/12 | 110 | $6,617.47 | $4,942.18 | $1,675.29 | | $0.00 | $0.00 | $0.00 |
| 10/31/14 | 12/13/12 | 290 | $18,085.07 | $13,029.39 | $5,055.68 | | $0.00 | $0.00 | $0.00 |
| LORILLARD INC | | 544147101 | | | | | | | |
| 07/23/14 | 03/19/12 | 31 | $1,881.21 | $1,186.17 | $695 04 | | $0.00 | $0.00 | $0.00 |

STATEMENT 12

11/15

## Long Term Transactions

| DESCRIPTION<br>Date sold or disposed | Date acquired | CUSIP<br>Units | Proceeds | Cost or other basis | Net Gain/Loss | Code | Adjustments | Portion Subject to 988 and Market Discount (Included in Net G/L) | Portion Subject to 28% Rates (Included in Net G/L) |
|---|---|---|---|---|---|---|---|---|---|
| LORILLARD INC | | 544147101 | | | | | | | |
| 07/23/14 | 03/19/12 | 168 | $10,194 95 | $7,393.99 | $2,800.96 | | $0.00 | $0 00 | $0.00 |
| 07/23/14 | 02/09/12 | 51 | $3,094.90 | $1,951.45 | $1,143.45 | | $0.00 | $0.00 | $0.00 |
| LOWES COMPANIES INC COM | | 548661107 | | | | | | | |
| 09/11/14 | 09/21/12 | 40 | $2,116.54 | $1,201.18 | $915.36 | | $0.00 | $0.00 | $0.00 |
| 09/11/14 | 09/21/12 | 100 | $5,291.34 | $3,320 50 | $1,970.84 | | $0.00 | $0.00 | $0.00 |
| 09/11/14 | 09/24/12 | 90 | $4,762.21 | $2,988.45 | $1,773.76 | | $0.00 | $0.00 | $0.00 |
| MATTEL INC | | 577081102 | | | | | | | |
| 02/20/14 | 08/19/11 | 120 | $4,238.60 | $2,837.66 * | $1,400.94 | | $0.00 | $0.00 | $0.00 |
| 02/20/14 | 08/15/11 | 240 | $8,477.20 | $5,854.56 * | $2,622.64 | | $0.00 | $0.00 | $0.00 |
| 02/20/14 | 06/21/11 | 150 | $5,298 25 | $3,271.20 * | $2,027.05 | | $0.00 | $0.00 | $0.00 |
| MONDELEZ INTERNATIONAL INC | | 609207105 | | | | | | | |
| 09/22/14 | 08/22/11 | 180 | $6,277.87 | $4,725.90 | $1,551.97 | | $0.00 | $0.00 | $0.00 |
| 09/22/14 | 02/09/12 | 70 | $2,441.39 | $1,837.85 | $603.54 | | $0.00 | $0.00 | $0.00 |
| 09/22/14 | 06/21/11 | 40 | $1,395.08 | $908.10 | $486.98 | | $0.00 | $0.00 | $0.00 |
| 12/18/14 | 08/19/11 | 130 | $4,743.01 | $2,853.18 | $1,889.83 | | $0.00 | $0.00 | $0.00 |
| 12/18/14 | 08/15/11 | 240 | $8,756.33 | $5,414.89 | $3,341.44 | | $0.00 | $0.00 | $0.00 |
| 12/18/14 | 06/21/11 | 250 | $9,121.17 | $5,675.59 | $3,445.58 | | $0.00 | $0.00 | $0.00 |

STATEMENT 12

12/15

## Long Term Transactions

| DESCRIPTION<br>Date sold or disposed | Date acquired | CUSIP<br>Units | Proceeds | Cost or other basis | Net Gain/Loss | Code | Adjustments | Portion Subject to 988 and Market Discount (Included in Net G/L) | Portion Subject to 28% Rates (Included in Net G/L) |
|---|---|---|---|---|---|---|---|---|---|
| NATIONAL GRID PLC | | 636274300 | | | | | | | |
| 03/12/14 | 08/22/11 | 100 | $6,899 42 | $5,641.00 | $1,258.42 | | $0.00 | $0.00 | $0.00 |
| OCCIDENTAL PETROLEUM CORPORATION CO | | 674599105 | | | | | | | |
| 10/08/14 | 01/16/13 | 210 | $19,650.45 | $17,314.36 | $2,336 09 | | $0.00 | $0.00 | $0.00 |
| ONEOK INC NEW | | 682680103 | | | | | | | |
| 12/11/14 | 10/29/13 | 70 | $3,218.68 | $3,493.14 | $-274.46 | | $0.00 | $0 00 | $0.00 |
| 12/17/14 | 10/28/13 | 120 | $5,646.08 | $5,946.25 | $-300.17 | | $0.00 | $0.00 | $0.00 |
| 12/17/14 | 10/29/13 | 80 | $3,764.05 | $3,992.16 | $-228.11 | | $0.00 | $0.00 | $0.00 |
| 12/17/14 | 11/06/13 | 100 | $4,705.07 | $4,975.04 | $-269.97 | | $0.00 | $0.00 | $0.00 |
| PNC FINANCIAL SERVICES GROUP INC | | 693475105 | | | | | | | |
| 04/21/14 | 08/18/11 | 220 | $18,410.62 | $9,998.14 | $8,412.48 | | $0.00 | $0.00 | $0.00 |
| 04/21/14 | 08/19/11 | 70 | $5,857.93 | $3,085.46 | $2,772.47 | | $0.00 | $0.00 | $0.00 |
| PPL CORP | | 69351T106 | | | | | | | |
| 11/11/14 | 06/08/12 | 79.35 | $2,896.11 | $2,448.68 | $447.43 | | $0.00 | $0.00 | $0.00 |
| 11/11/14 | 11/30/12 | 113.43 | $4,139.99 | $3,500.39 | $639.60 | | $0.00 | $0.00 | $0.00 |
| 11/11/14 | 11/10/11 | 97.22 | $3,548.56 | $3,000.33 | $548.23 | | $0.00 | $0.00 | $0.00 |
| P P L CORPORATION CONV PFD | | 69351T114 | | | | | | | |
| 05/01/14 | 11/30/12 | 70 | $3,500.00 | $3,796.10 | $-296.10 | | $0.00 | $0.00 | $0.00 |
| 05/01/14 | 06/08/12 | 130 | $6,500.00 | $6,971.90 | $-471.90 | | $0.00 | $0.00 | $0.00 |

STATEMENT 12

13/15

## Long Term Transactions

| DESCRIPTION | | CUSIP | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Date sold or disposed | Date acquired | Units | Proceeds | Cost or other basis | Net Gain/Loss | Code | Adjustments | Portion Subject to 988 and Market Discount (Included in Net G/L) | Portion Subject to 28% Rates (Included in Net G/L) |
| P P L CORPORATION CONV PFD | | 69351T114 | | | | | | | |
| 05/01/14 | 11/10/11 | 60 | $3,000.00 | $3,294 00 | $-294.00 | | $0.00 | $0.00 | $0 00 |
| 05/01/14 | 08/26/11 | 170 | $8,500.00 | $9,083.12 | $-583.12 | | $0.00 | $0.00 | $0 00 |
| 05/01/14 | 11/30/12 | 30 | $1,500.00 | $1,602.59 | $-102.59 | | $0.00 | $0.00 | $0.00 |
| 05/01/14 | 06/08/12 | 40 | $2,000.00 | $2,136.78 | $-136.78 | | $0 00 | $0.00 | $0.00 |
| 05/01/14 | 02/09/12 | 30 | $1,500.00 | $1,602.59 | $-102.59 | | $0 00 | $0.00 | $0.00 |
| 05/01/14 | 11/10/11 | 20 | $1,000.00 | $1,068.39 | $-68.39 | | $0.00 | $0.00 | $0.00 |
| 05/01/14 | 08/26/11 | 40 | $2,000.00 | $2,136.78 | $-136.78 | | $0.00 | $0.00 | $0.00 |
| PFIZER INC COM | | 717081103 | | | | | | | |
| 01/13/14 | 02/09/12 | 30 | $919.85 | $737.10 | $182.75 | | $0.00 | $0.00 | $0.00 |
| 01/13/14 | 06/21/11 | 70 | $2,146.31 | $1,422 96 | $723 35 | | $0.00 | $0.00 | $0.00 |
| 01/13/14 | 08/22/11 | 290 | $8,891.85 | $7,125.30 | $1,768 55 | | $0.00 | $0.00 | $0.00 |
| 04/11/14 | 08/15/11 | 400 | $11,987.26 | $7,331.20 | $4,656 06 | | $0.00 | $0.00 | $0.00 |
| 04/11/14 | 08/19/11 | 200 | $5,993.63 | $3,551.60 | $2,442 03 | | $0.00 | $0.00 | $0.00 |
| 04/11/14 | 06/21/11 | 190 | $5,693.95 | $3,862 32 | $1,831.63 | | $0 00 | $0.00 | $0.00 |
| PHILLIPS 66 | | 718546104 | | | | | | | |
| 01/27/14 | 01/16/13 | 140 | $10,388.56 | $7,535.61 | $2,852.95 | | $0.00 | $0.00 | $0.00 |
| DREYFUS US EQUITY FUND-Y | | 86271F552 | | | | | | | |
| 09/08/14 | 05/15/12 | 2049.18 | $41,885 24 | $40,512.29 | $1,372 95 | | $0.00 | $0.00 | $0.00 |

STATEMENT 12

14/15

## Long Term Transactions

| DESCRIPTION | | CUSIP | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Date sold or disposed | Date acquired | Units | Proceeds | Cost or other basis | Net Gain/Loss | Code | Adjustments | Portion Subject to 988 and Market Discount (Included in Net G/L) | Portion Subject to 28% Rates (Included in Net G/L) |
| DREYFUS US EQUITY FUND-Y | | 86271F552 | | | | | | | |
| 09/08/14 | 05/15/12 | 3074.79 | $62,848.73 | $60,788.62 | $2,060.11 | | $0.00 | $0.00 | $0.00 |
| 09/08/14 | 05/21/12 | 6891.8 | $140,868.35 | $136,250.85 | $4,617.50 | | $0.00 | $0.00 | $0.00 |
| TEVA PHARMACEUTICAL INDS ADR | | 881624209 | | | | | | | |
| 01/13/14 | 10/24/12 | 30 | $1,245 98 | $1,239.45 | $6.53 | | $0.00 | $0.00 | $0.00 |
| 01/13/14 | 10/25/12 | 50 | $2,087 66 | $2,065.75 | $21.91 | | $0.00 | $0.00 | $0.00 |
| 01/13/14 | 10/25/12 | 20 | $830.66 | $826.30 | $4.36 | | $0.00 | $0.00 | $0.00 |
| 01/27/14 | 10/24/12 | 90 | $3,900.24 | $3,718.35 | $181.89 | | $0.00 | $0.00 | $0.00 |
| 02/07/14 | 10/25/12 | 170 | $7,553.96 | $6,963.97 | $589.99 | | $0.00 | $0.00 | $0.00 |
| 08/11/14 | 10/25/12 | 20 | $1,025.12 | $819.29 | $205.83 | | $0.00 | $0.00 | $0.00 |
| 08/11/14 | 10/24/12 | 350 | $17,939.51 | $14,224.28 | $3,715.23 | | $0.00 | $0.00 | $0.00 |
| AVAGO TECHNOLOGIES LTD | | Y0486S104 | | | | | | | |
| 10/08/14 | 09/27/13 | 120 | $9,576.82 | $5,118.55 | $4,458 27 | | $0.00 | $0.00 | $0.00 |
| *Total Long Term Gain/Loss* | | | *$1,511,033.21* | *$1,529,037.27* | *$-18,004 06* | | *$0.00* | *$0.00* | *$0.00* |

STATEMENT 12

15/15

# Asset detail

## Cash and cash equivalents

| | Description | Market value | Tax cost | Unrealized gain (or loss) | Estimated annual income | Current yield | Pct of holdings |
|---|---|---|---|---|---|---|---|
| 319,373.21 | CRA (BNY Mellon, N.A., Member FDIC) (Principal Holding) | $ 319,373.21 | $ 319,373.21 | | $ 0.00 | 0.0% | 2.2% |
| | Principal Cash | -983,084.36 | | | | | |
| | Income Cash | 983,084.36 | | | | | |
| Total cash and cash equivalents | | $ 319,373.21 | $ 319,373.21 | $ 0.00 | $ 0.00 | | 2.2% |

## 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<br>DTD 12/6/2007 5.25% 12/6/2017<br>Moody's: AA3 S&P: AA+ | $ 110.9310 | $ 166,396.50 | $ 163,153.50 | $ 3,243.00 | $ 7,875.00 | 4.7% | 1.2% |
| Total taxable individual securities | | | $ 166,396.50 | $ 163,153.50 | $ 3,243.00 | $ 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 |
|---|---|---|---|---|---|---|---|---|
| 63,128.097 | BNY Mellon Corporate Bond Fund | $ 12.8200 | $ 809,302.20 | $ 819,518.68 | $ -10,216.48 | $ 25,630.01 | 3.2% | 5.6% |
| 201,024.061 | BNY Mellon Intermediate Bond Fund | 12.6600 | 2,544,984.61 | 2,577,310.33 | -32,345.72 | 51,462.16 | 2.0 | 17.6 |
| 20,458.038 | BNY Mellon Bond Fund | 12.9200 | 264,317.85 | 263,585.93 | 731.92 | 7,242.15 | 2.7 | 1.8 |
| 31,548.535 | Dreyfus Inflation Adjusted Securities Fund | 12.4300 | 392,148.29 | 423,634.49 | -31,486.20 | 8,465.01 | 2.2 | 2.7 |
| Total taxable pooled vehicle | | | $ 4,010,732.95 | $ 4,084,049.43 | $ -73,316.48 | $ 92,789.33 | | 27.8% |
| Total taxable fixed income | | | $ 4,177,129.45 | $ 4,247,202.93 | $ -70,073.48 | $ 100,654.33 | | 28.9% |

STATEMENT 13

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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 |
|---|---|---|---|---|---|---|---|---|
| 24,234.265 | Dreyfus Floating Rate Income Fund | $ 12.3000 | $ 298,081.46 | $ 304,567.53 | $ -6,486.07 | $ 11,220.46 | 3.8% | 2.1% |
| 62,511.056 | Dreyfus High Yield Fund | 6.4500 | 403,196.31 | 412,470.78 | -9,274.47 | 25,692.04 | 6.4 | 2.8 |
| Total high yield pooled vehicle | | | $ 701,277.77 | $ 717,038.31 | $ -15,760.54 | $ 36,912.50 | | 4.9% |
| **Total high yield fixed income** | | | **$ 701,277.77** | **$ 717,038.31** | **$ -15,760.54** | **$ 36,912.50** | | **4.9%** |

## Emerging markets

Pooled vehicle

| Shares/par value | Description | Market price | Market value | Tax cost | Unrealized gain (or loss) | Estimated annual income | Current yield | Pct of holdings |
|---|---|---|---|---|---|---|---|---|
| 30,605.847 | Tcw Emerging Markets Income Fund-I | $ 8.0600 | $ 246,683.13 | $ 281,779.29 | $ -35,098.16 | $ 12,854.46 | 5.2% | 1.7% |
| Total emerging markets pooled vehicle | | | $ 246,683.13 | $ 281,779.29 | $ -35,098.16 | $ 12,854.46 | | 1.7% |
| **Total emerging markets fixed income** | | | **$ 246,683.13** | **$ 281,779.29** | **$ -35,098.16** | **$ 12,854.46** | | **1.7%** |
| **Total fixed income** | | | **$ 5,125,090.35** | **$ 5,246,020.53** | **$ -120,930.18** | **$ 150,431.29** | | **35.5%** |

STATEMENT 13

# 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 |
|---|---|---|---|---|---|---|---|---|
| 220 | Accenture PLC ( ACN ) | $ 89.3100 | $ 19,648.20 | $ 17,420.24 | $ 2,227.96 | $ 448.80 | 2.3% | 0.1% |
| 510 | Eaton Corp PLC ( ETN ) | 67.9600 | 34,659.60 | 26,024.65 | 8,634.95 | 999.60 | 2.9 | 0.2 |
| 590 | Seagate Technology ( STX ) | 66.5000 | 39,235.00 | 24,205.75 | 15,029.25 | 1,274.40 | 3.3 | 0.3 |
| 580 | Abbott Laboratories ( ABT ) | 45.0200 | 26,111.60 | 21,970.10 | 4,141.50 | 556.80 | 2.1 | 0.2 |
| 350 | Abbvie Inc. ( ABBV ) | 65.4400 | 22,904.00 | 18,770.71 | 4,133.29 | 686.00 | 3.0 | 0.2 |
| 2,030 | Ares Capital Corporation ( ARCC ) | 15.6050 | 31,678.15 | 36,319.61 | -4,641.46 | 3,085.60 | 9.7 | 0.2 |
| 680 | Bristol-Myers Squibb Company ( BMY ) | 59.0300 | 40,140.40 | 32,602.54 | 7,537.86 | 1,006.40 | 2.5 | 0.3 |
| 290 | Cardinal Health Inc ( CAH ) | 80.7300 | 23,411.70 | 20,557.72 | 2,853.98 | 397.30 | 1.7 | 0.2 |

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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 ) | 91.5300 | 27,459.00 | 24,748.68 | 2,710.32 | 840.00 | 3.1 | 0.2 |
| 1,370 | Centerpoint Energy Inc ( CNP ) | 23.4300 | 32,099.10 | 26,913.48 | 5,185.62 | 1,301.50 | 4.1 | 0.2 |
| 1,040 | Centurytel Inc ( CTL ) | 39.5800 | 41,163.20 | 38,925.60 | 2,237.60 | 2,246.40 | 5.5 | 0.3 |
| 560 | The Cheesecake Factory ( CAKE ) | 50.3100 | 28,173.60 | 26,229.70 | 1,943.90 | 369.60 | 1.3 | 0.2 |
| 259 | Chevron Corporation ( CVX ) | 112.1800 | 29,054.62 | 26,484.60 | 2,570.02 | 1,108.52 | 3.8 | 0.2 |
| 450 | Comcast Corp Cl A ( CMCSA ) | 58.0100 | 26,104.50 | 19,433.06 | 6,671.44 | 405.00 | 1.6 | 0.2 |
| 640 | Dow Chemical Co ( DOW ) | 45.6100 | 29,190.40 | 22,632.67 | 6,557.73 | 1,075.20 | 3.7 | 0.2 |
| 400 | DU Pont (E I) De Nemours And ( DD ) Company | 73.9400 | 29,576.00 | 18,597.09 | 10,978.91 | 752.00 | 2.5 | 0.2 |
| 216 | Duke Energy Corporation ( DUK ) | 83.5400 | 18,044.64 | 11,925.95 | 6,118.69 | 686.88 | 3.8 | 0.1 |
| 790 | Gallagher Arthur J & Co ( AJG ) | 47.0800 | 37,193.20 | 30,462.75 | 6,730.45 | 1,137.60 | 3.1 | 0.3 |
| 1,360 | General Electric Company ( GE ) | 25.2700 | 34,367.20 | 24,106.92 | 10,260.28 | 1,251.20 | 3.6 | 0.2 |
| 440 | Harley Davidson Inc ( HOG ) | 65.9100 | 29,000.40 | 27,572.43 | 1,427.97 | 484.00 | 1.7 | 0.2 |
| 222 | Hershey Co ( HSY ) | 103.9300 | 23,072.46 | 23,179.72 | -107.26 | 475.08 | 2.1 | 0.2 |
| 1,170 | Intel Corp ( INTC ) | 36.2900 | 42,459.30 | 37,478.14 | 4,981.16 | 1,053.00 | 2.5 | 0.3 |
| 400 | JP Morgan Chase & Co ( JPM ) | 62.5800 | 25,032.00 | 22,532.20 | 2,499.80 | 640.00 | 2.6 | 0.2 |
| 361 | Kimberly Clark Corp ( KMB ) | 115.5400 | 41,709.94 | 27,908.32 | 13,801.62 | 1,212.96 | 2.9 | 0.3 |
| 650 | Kinder Morgan Inc. ( KMI ) | 42.3100 | 27,501.50 | 18,323.70 | 9,177.80 | 1,144.00 | 4.2 | 0.2 |
| 310 | Lockheed Martin Corp ( LMT ) | 192.5700 | 59,696.70 | 24,715.88 | 34,980.82 | 1,860.00 | 3.1 | 0.4 |
| 536 | Lorillard Inc ( LO ) | 62.9400 | 33,735.84 | 19,850.87 | 13,884.97 | 1,318.56 | 3.9 | 0.2 |
| 520 | Lowe's Companies Inc ( LOW ) | 68.8000 | 35,776.00 | 15,574.03 | 20,201.97 | 478.40 | 1.3 | 0.3 |
| 700 | Marathon Oil Corp ( MRO ) | 28.2900 | 19,803.00 | 24,409.03 | -4,606.03 | 588.00 | 3.0 | 0.1 |
| 740 | Merck & Co Inc ( MRK ) | 56.7900 | 42,024.60 | 39,549.54 | 2,475.06 | 1,332.00 | 3.2 | 0.3 |
| 440 | National Grid PLC-SP ADR ( NGG ) | 70.6600 | 31,090.40 | 22,024.21 | 9,066.19 | 2,029.28 | 6.5 | 0.2 |
| 1,450 | Navient Corporation ( NAVI ) | 21.6100 | 31,334.50 | 23,752.74 | 7,581.76 | 870.00 | 2.8 | 0.2 |
| 480 | Nucor Corp ( NUE ) | 49.0500 | 23,544.00 | 22,457.71 | 1,086.29 | 715.20 | 3.0 | 0.2 |
| 666 | Ppl Corp ( PPL ) | 36.3300 | 24,195.78 | 21,975.99 | 2,219.79 | 992.34 | 4.1 | 0.2 |

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STATEMENT 13

## 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 |
|---|---|---|---|---|---|---|---|---|
| 440 | Pepsico Inc ( PEP ) | 94.5800 | 41,606.40 | 31,064.07 | 10,542.33 | 1,152.80 | 2.8 | 0.3 |
| 820 | Pfizer Inc ( PFE ) | 31.1500 | 25,543.00 | 25,474.78 | 68.22 | 918.40 | 3.6 | 0.2 |
| 610 | Philip Morris International Inc ( PM ) | 81.4500 | 49,684.50 | 47,918.45 | 1,766.05 | 2,440.00 | 4.9 | 0.3 |
| 280 | Phillips 66 ( PSX ) | 71.7000 | 20,076.00 | 22,112.75 | -2,036.75 | 560.00 | 2.8 | 0.1 |
| 470 | The Procter & Gamble Company ( PG ) | 91.0900 | 42,812.30 | 30,415.07 | 12,397.23 | 1,209.78 | 2.8 | 0.3 |
| 480 | Texas Instruments Inc ( TXN ) | 53.4650 | 25,663.20 | 22,994.43 | 2,668.77 | 652.80 | 2.5 | 0.2 |
| 570 | Time Warner Inc ( TWX ) | 85.4200 | 48,689.40 | 43,157.01 | 5,532.39 | 723.90 | 1.5 | 0.3 |
| 340 | United Parcel Service Cl B ( UPS ) | 111.1700 | 37,797.80 | 23,347.77 | 14,450.03 | 911.20 | 2.4 | 0.3 |
| 380 | Valero Energy Corp New ( VLO ) | 49.5000 | 18,810.00 | 18,578.67 | 231.33 | 418.00 | 2.2 | 0.1 |
| 160 | Verizon Communications Inc ( VZ ) | 46.7800 | 7,484.80 | 5,602.88 | 1,881.92 | 352.00 | 4.7 | 0.1 |
| 420 | Williams Cos Inc ( WMB ) | 44.9400 | 18,874.80 | 14,701.05 | 4,173.75 | 957.60 | 5.1 | 0.1 |
| 12,907.781 | Dreyfus Strategic Value Fund ( DRGYX ) | 39.8200 | 513,987.84 | 553,486.39 | -39,498.55 | 6,169.92 | 1.2 | 3.6 |
| 27,856.476 | BNY Mellon Income Stock Fund ( MPISX ) | 8.9500 | 249,315.46 | 239,358.93 | 9,956.53 | 5,599.15 | 2.3 | 1.7 |
| 45,553.803 | BNY Mellon Focused Equity ( MFOMX ) Opportunities Fund | 15.0900 | 687,406.89 | 635,996.14 | 51,410.75 | 4,373.17 | 0.6 | 4.8 |
| 30,108.77 | Dreyfus Large Cap Equity Fund ( DLQIX ) | 16.9200 | 509,406.55 | 413,460.69 | 95,945.86 | 8,339.58 | 1.6 | 3.5 |
| 29,174.889 | Dreyfus Research Growth Fund Inc. ( DRYQX ) | 14.0300 | 409,323.69 | 417,511.18 | -8,187.49 | 493.06 | 0.1 | 2.8 |
| 42,990.258 | Dreyfus U.S. Equity Fund ( DPUYX ) | 19.7400 | 848,627.69 | 778,464.92 | 70,162.77 | 5,201.82 | 0.6 | 5.9 |
| Total U.S. large cap | | | $ 4,615,300.85 | $ 4,169,281.51 | $ 452,019.34 | $ 75,284.80 | | 31.9% |

### 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 |
|---|---|---|---|---|---|---|---|---|
| 13,671.613 | Dreyfus Midcap Index Fund ( PESPX ) | $ 37.6000 | $ 514,052.65 | $ 400,241.47 | $ 113,811.18 | $ 5,482.32 | 1.1% | 3.6% |
| Total U.S. mid cap | | | $ 514,052.65 | $ 400,241.47 | $ 113,811.18 | $ 5,482.32 | | 3.6% |

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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 |
|---|---|---|---|---|---|---|---|---|
| 9,486.069 | Dreyfus Select Managers Small Cap ( DSGYX ) Growth Fund | $ 23.9300 | $ 227,001.63 | $ 195,586.77 | $ 31,414.86 | $ 0.00 | 0.0% | 1.6% |
| 10,108.777 | Dreyfus Select Managers Small Cap ( DMVYX ) Value Fund | 22.7400 | 229,873.59 | 201,965.19 | 27,908.40 | 1,475.88 | 0.6 | 1.6 |
| Total U.S. small cap | | | $ 456,875.22 | $ 397,551.96 | $ 59,323.26 | $ 1,475.88 | | 3.2% |

## Developed international

| Shares/par value | Description | Market price | Market value | Tax cost | Unrealized gain (or loss) | Estimated annual income | Current yield | Pct of holdings |
|---|---|---|---|---|---|---|---|---|
| 20,939.427 | BNY Mellon International Equity ( MLIMX ) Income Fund | $ 13.0400 | $ 273,050.13 | $ 296,217.06 | $ -23,166.93 | $ 13,401.23 | 4.9% | 1.9% |
| 19,541.616 | BNY Mellon International Fund ( MPITX ) | 11.4000 | 222,774.42 | 235,547.55 | -12,773.13 | 3,673.82 | 1.7 | 1.5 |
| 9,908.731 | Dreyfus/Newton International Equity ( NIEYX ) Fund | 18.8000 | 186,284.14 | 182,992.06 | 3,292.08 | 6,331.68 | 3.4 | 1.3 |
| 16,686.601 | Dreyfus International Stock Fund ( DISYX ) | 14.5100 | 242,122.58 | 239,285.33 | 2,837.25 | 3,837.92 | 1.6 | 1.7 |
| Total developed international | | | $ 924,231.27 | $ 954,042.00 | $ -29,810.73 | $ 27,244.65 | | 6.4% |

## Emerging markets

| Shares/par value | Description | Market price | Market value | Tax cost | Unrealized gain (or loss) | Estimated annual income | Current yield | Pct of holdings |
|---|---|---|---|---|---|---|---|---|
| 19,912.628 | BNY Mellon Emerging Markets Fund ( MEMKX ) | $ 9.3500 | $ 186,183.07 | $ 187,965.64 | $ -1,782.57 | $ 2,608.55 | 1.4% | 1.3% |
| 24,419.828 | Dfa Emerging Markets Core Equity ( DFCEX ) Funds | 18.9200 | 462,023.15 | 462,065.17 | -42.02 | 9,426.05 | 2.0 | 3.2 |
| 47,773.813 | Virtus Emerging Markets Opportunity ( HIEMX ) Fund | 9.8900 | 472,483.01 | 460,852.40 | 11,630.61 | 4,156.32 | 0.9 | 3.3 |
| Total emerging markets | | | $ 1,120,689.23 | $ 1,110,883.21 | $ 9,806.02 | $ 16,190.92 | | 7.8% |

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## Equity reits

| Shares/par value | Description | Market price | Market value | Tax cost | Unrealized gain (or loss) | Estimated annual income | Current yield | Pct of holdings |
|---|---|---|---|---|---|---|---|---|
| 53,219.242 | Dreyfus Global Real Estate ( DRLYX )<br>Securities Fund | $ 9.0500 | $ 481,634.14 | $ 448,200.34 | $ 33,433.80 | $ 12,559.74 | 2.6% | 3.3% |
| 2,320 | New Residential Investment Corp ( NRZ ) | 12.7700 | 29,626.40 | 30,738.96 | -1,112.56 | 3,626.40 | 11.9 | 0.2 |
| 844.0098 | Outfront Media Inc. ( OUT ) | 26.8400 | 22,653.22 | 27,458.54 | -4,805.32 | 1,249.13 | 5.5 | 0.2 |
| 1,660 | Starwood Property Trust Inc ( STWD ) | 23.2400 | 38,578.40 | 36,649.63 | 1,928.77 | 3,187.20 | 8.3 | 0.3 |
| Total equity reits | | | $ 572,492.16 | $ 543,047.47 | $ 29,444.69 | $ 20,522.47 | | 4.0% |

## Other equity

| Shares/par value | Description | Market price | Market value | Tax cost | Unrealized gain (or loss) | Estimated annual income | Current yield | Pct of holdings |
|---|---|---|---|---|---|---|---|---|
| 202 | American Tower Corp Preferred<br>Convertible Until 5/15/2017 | $ 114.9600 | $ 23,221.92 | $ 21,795.80 | $ 1,426.12 | $ 1,060.50 | 4.6% | 0.2% |
| 560 | Dominion Res Inc VA Preferred | 60.1200 | 33,667.20 | 29,098.39 | 4,568.81 | 1,680.00 | 5.0 | 0.2 |
| 220 | Dynegy Inc | 101.0300 | 22,226.60 | 23,522.20 | -1,295.60 | 1,182.50 | 5.3 | 0.2 |
| 440 | Exelon Corppreferred<br>Convertible Until 6/1/2017 | 52.5000 | 23,100.00 | 22,988.40 | 111.60 | 1,430.00 | 6.2 | 0.2 |
| 700 | Nextera Energy Inc Preferred<br>Convertible Until 9/1/2015 | 66.9400 | 46,858.00 | 35,304.00 | 11,554.00 | 2,080.80 | 4.4 | 0.3 |
| 200 | Stanley Black & Decker I Preferred<br>Convertible Until 11/17/2016 | 117.7400 | 23,548.00 | 20,719.73 | 2,828.27 | 1,250.00 | 5.3 | 0.2 |
| 590 | United Technologies Corp Preferred<br>Convertible Until 8/1/2015 | 61.3300 | 36,184.70 | 31,433.20 | 4,751.50 | 2,212.50 | 6.1 | 0.3 |
| Total other equity | | | $ 208,806.42 | $ 184,861.72 | $ 23,944.70 | $ 10,878.30 | | 1.4% |
| Total equities | | | $ 8,412,447.80 | $ 7,753,909.34 | $ 658,538.46 | $ 157,087.34 | | 58.2% |

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## 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 |
|---|---|---|---|---|---|---|---|---|
| 13,234.547 | Advantage Dynamic Total Return Fund | $ 15.8100 | $ 209,238.19 | $ 191,222.14 | $ 18,016.05 | $ 391.74 | 0.2% | 1.5% |
| 19,375.654 | ASG Managed Futures Strategy Fund | 11.0100 | 213,325.95 | 202,192.77 | 11,133.18 | 6,103.33 | 2.9 | 1.5 |
| **Total managed futures** | | | **$ 422,564.14** | **$ 393,414.91** | **$ 29,149.23** | **$ 6,495.07** | | **2.9%** |

### Private equity

| Shares/par value | Description | Market price | Market value | Tax cost | Unrealized gain (or loss) | Estimated annual income | Current yield | Pct of holdings |
|---|---|---|---|---|---|---|---|---|
| 760 | Plains Gp Holdings LP | $ 25.6800 | $ 19,516.80 | $ 18,405.68 | $ 1,111.12 | $ 579.88 | 3.0% | 0.1% |
| 0.0055 | BNY Mellon Private Equity Fund VIII, LP | 9,105,000.0000 | 50,077.50 | 50,000.00 | 77.50 | 0.00 | 0.0 | 0.4 |
| **Total private equity** | | | **$ 69,594.30** | **$ 68,405.68** | **$ 1,188.62** | **$ 579.88** | | **0.5%** |

### 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 | $ 6.1600 | $ 105,782.01 | $ 130,342.56 | $ -24,560.65 | $ 343.45 | 0.3% | 0.7% |
| **Total commodities** | | | **$ 105,782.01** | **$ 130,342.56** | **$ -24,560.65** | **$ 343.45** | | **0.7%** |
| **Total alternative investments** | | | **$ 597,940.45** | **$ 592,169.15** | **$ 5,777.30** | **$ 7,418.40** | | **4.2%** |

## Liabilities

| Shares/par value | Description | Market price | Market value | Tax cost | Unrealized gain (or loss) | Estimated annual income | Current yield | Pct of holdings |
|---|---|---|---|---|---|---|---|---|
| -450,000 | Liab-BNY Mellon Private Equity Fund VIII, LP<br>Moody's: N/A S&P: N/A | | | | | $ 0.00 | 0.0% | 0.0% |
| **Total liabilities** | | | **$ 0.00** | **$ 0.00** | **$ 0.00** | **$ 0.00** | | **0.0%** |
| **Total assets** | | | **$ 14,454,851.81** | **$ 13,911,466.23** | **$ 543,385.58** | **$ 314,937.03** | | **100.0%** |

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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 ▶ ☒
- 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**<br>File by the due date for filing your return See instructions | Name of exempt organization or other filer, see instructions.<br>THE AMPHION FOUNDATION INC<br>C/O LAW OFFICES OF JAMES M KENDRICK, LLC | Employer identification number (EIN) or<br>13-3438528 |
| | Number, street, and room or suite no If a P.O. box, see instructions.<br>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.<br>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, 2015 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 2014 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 | $ 26,826. |
| **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 | $ 16,826. |
| **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 | $ 10,000. |

**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.

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

**Part XV** **Supplementary Information**

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

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| AMERICAN OPERA PROJECTS, INC. | NONE | TAX EXEMPT | OPERATIONAL | 4,500. |
| AMERICAN SYMPHONY ORCHESTRA, INC. | NONE | TAX EXEMPT | OPERATIONAL | 3,000. |
| AMERICAN SYMPHONY ORCHESTRA LEAGUE | NONE | TAX EXEMPT | OPERATIONAL | 3,000. |
| AMERICAS SOCIETY, INC. | NONE | TAX EXEMPT | OPERATIONAL | 1,500. |
| 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 | 2,500. |
| BOSTON MODERN ORCHESTRA PROJECT, INC. | NONE | TAX EXEMPT | OPERATIONAL | 13,500. |
| BOSTON MUSIC VIVA, INC. | NONE | TAX EXEMPT | OPERATIONAL | 2,000. |
| BOSTON SYMPHONY ORCHESTRA, INC. | NONE | TAX EXEMPT | OPERATIONAL | 4,500. |
| Total from continuation sheets | | | | 295,000. |

## Part XV Supplementary Information

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

| Recipient<br>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 |
|---|---|---|---|---|
| BROOKLYN ACADEMY OF MUSIC, INC. | NONE | TAX EXEMPT | OPERATIONAL | 2,500. |
| CABRILLO FESTIVAL OF CONTEMPORARY MUSIC | NONE | TAX EXEMPT | OPERATIONAL | 6,000. |
| CANTICORUM VIRTUOSI, INC. | NONE | TAX EXEMPT | OPERATIONAL | 4,500. |
| CHAMBER MUSIC CONFERENCE AND COMPOSERS FORUM | NONE | TAX EXEMPT | OPERATIONAL | 1,500. |
| CHELSEA OPERA, INC. | NONE | TAX EXEMPT | OPERATIONAL | 1,000. |
| CHICAGO OPERA THEATER | NONE | TAX EXEMPT | OPERATIONAL | 3,000. |
| COLLAGE, INC. | NONE | TAX EXEMPT | OPERATIONAL | 2,500. |
| COMPOSERS CONFERENCE AND CHAMBER MUSIC CENTER, INC. | NONE | TAX EXEMPT | OPERATIONAL | 2,000. |
| CONCERT ARTISTS GUILD, INC. | NONE | TAX EXEMPT | OPERATIONAL | 3,000. |
| COPLAND HOUSE, 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<br>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 |
|---|---|---|---|---|
| DA CAPO CHAMBER PLAYERS, INC. | NONE | TAX EXEMPT | OPERATIONAL | 2,500. |
| DAL NIENTE NEW MUSIC, NFP | NONE | TAX EXEMPT | OPERATIONAL | 3,000. |
| DEL SOL PERFORMING ARTS ORGANIZATION | NONE | TAX EXEMPT | OPERATIONAL | 3,000. |
| DISCALCED, INC. | NONE | TAX EXEMPT | OPERATIONAL | 5,000. |
| EIGHTH BLACKBIRD PERFORMING ARTS ASSOCIATION | NONE | TAX EXEMPT | OPERATIONAL | 7,000. |
| ELAINE KAUFMAN CULTURAL CENTER - LUCY MOSES SCHOOL FOR MUSIC AND DANCE | NONE | TAX EXEMPT | OPERATIONAL | 2,000. |
| ENSEMBLE SIGNAL | NONE | TAX EXEMPT | OPERATIONAL | 4,000. |
| ETHEL'S FOUNDATION FOR THE ARTS, INC. | NONE | TAX EXEMPT | OPERATIONAL | 2,000. |
| EVANGELICAL LUTHERAN CHURCH OF THE ADVENT | NONE | TAX EXEMPT | OPERATIONAL | 1,000. |
| EXPLORING THE METROPOLIS, 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<br>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 |
|---|---|---|---|---|
| FIFTH HOUSE ENSEMBLE | NONE | TAX EXEMPT | OPERATIONAL | 1,000. |
| FLAME - FLORENCE ARTS MUSIC ENSEMBLE | NONE | TAX EXEMPT | OPERATIONAL | 2,000. |
| FRACTURED ATLAS, INC. | NONE | TAX EXEMPT | OPERATIONAL | 3,000. |
| GUERILLA OPERA, INC. | NONE | TAX EXEMPT | OPERATIONAL | 1,500. |
| HALEAKALA, INC. | NONE | TAX EXEMPT | OPERATIONAL | 3,000. |
| HOME FOR CONTEMPORARY THEATER AND ART | NONE | TAX EXEMPT | OPERATIONAL | 3,000. |
| INTERNATIONAL CONTEMPORARY ENSEMBLE FOUNDATION, INC. | NONE | TAX EXEMPT | OPERATIONAL | 8,500. |
| INTERNATIONAL ORANGE CHORALE OF SAN FRANCISCO | NONE | TAX EXEMPT | OPERATIONAL | 1,000. |
| ISSUE PROJECT ROOM, INC. | NONE | TAX EXEMPT | OPERATIONAL | 4,000. |
| KENNESAW STATE UNIVERSITY FOUNDATION, INC. | 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<br>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 |
|---|---|---|---|---|
| KRONOS PERFORMING ARTS ASSOCIATION | NONE | TAX EXEMPT | OPERATIONAL | 4,500. |
| LEAGUE OF COMPOSERS, INC. | NONE | TAX EXEMPT | OPERATIONAL | 3,000. |
| LINE UPON LINE PERCUSSION | NONE | TAX EXEMPT | OPERATIONAL | 1,000. |
| LONG BEACH OPERA | NONE | TAX EXEMPT | OPERATIONAL | 3,000. |
| LOOK & LISTEN, INC. | NONE | TAX EXEMPT | OPERATIONAL | 2,000. |
| MONADNOCK MUSIC | NONE | TAX EXEMPT | OPERATIONAL | 2,500. |
| MONDAY EVENING CONCERTS | NONE | TAX EXEMPT | OPERATIONAL | 4,000. |
| MUSEUM OF CONTEMPORARY ART | NONE | TAX EXEMPT | OPERATIONAL | 3,000. |
| MUSIC AT THE ANTHOLOGY, INC. | NONE | TAX EXEMPT | OPERATIONAL | 4,500. |
| NETWORK FOR NEW MUSIC, INC. | NONE | TAX EXEMPT | OPERATIONAL | 1,000. |
| Total from continuation sheets | | | | |

**Part XV** **Supplementary Information**

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

| Recipient<br>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 ENGLAND PHILHARMONIC, INC. | NONE | TAX EXEMPT | OPERATIONAL | 2,000. |
| NEW MUSIC USA, INC. | NONE | TAX EXEMPT | OPERATIONAL | 15,000. |
| NEW WORLD SYMPHONY, INC. | NONE | TAX EXEMPT | OPERATIONAL | 2,000. |
| NEW YORK NEW MUSIC ENSEMBLE | NONE | TAX EXEMPT | OPERATIONAL | 2,500. |
| NEW YORK PUBLIC RADIO | NONE | TAX EXEMPT | OPERATIONAL | 5,000. |
| NEW YORK YOUTH SYMPHONY, INC. | NONE | TAX EXEMPT | OPERATIONAL | 6,000. |
| OJAI FESTIVALS LTD. | NONE | TAX EXEMPT | OPERATIONAL | 6,000. |
| PACIFIC SYMPHONY ASSOCIATION | NONE | TAX EXEMPT | OPERATIONAL | 2,000. |
| PARALLELE ENSEMBLE CORPORATION | NONE | TAX EXEMPT | OPERATIONAL | 2,000. |
| PERFORMANCE ZONE, INC. | NONE | TAX EXEMPT | OPERATIONAL | 4,000. |
| **Total from continuation sheets** | | | | |

**Part XV** **Supplementary Information**

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

| Recipient<br>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 |
|---|---|---|---|---|
| PHILHARMONIC - SYMPHONY SOCIETY OF NEW YORK, INC. | NONE | TAX EXEMPT | OPERATIONAL | 5,000. |
| 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. |
| RED LIGHT CONTEMPORARY MUSIC | NONE | TAX EXEMPT | OPERATIONAL | 1,500. |
| ROULETTE INTERMEDIUM, INC. | NONE | TAX EXEMPT | OPERATIONAL | 5,000. |
| S.E.M. ENSEMBLE, INC. | NONE | TAX EXEMPT | OPERATIONAL | 2,000. |
| SAN FRANCISCO CONTEMPORARY MUSIC PLAYERS | NONE | TAX EXEMPT | OPERATIONAL | 4,000. |
| SEATTLE SYMPHONY ORCHESTRA, INC. | NONE | TAX EXEMPT | OPERATIONAL | 5,000. |
| SO PERCUSSION, 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<br>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 |
|---|---|---|---|---|
| SOUTHWEST CHAMBER MUSIC SOCIETY | NONE | TAX EXEMPT | OPERATIONAL | 2,500. |
| ST. LUKE'S CHAMBER ENSEMBLE, INC. | NONE | TAX EXEMPT | OPERATIONAL | 2,000. |
| SYRACUSE SOCIETY FOR NEW MUSIC, INC. | NONE | TAX EXEMPT | OPERATIONAL | 4,500. |
| TALEA ENSEMBLE, INC. | NONE | TAX EXEMPT | OPERATIONAL | 3,000. |
| THE CARNEGIE HALL SOCIETY, INC. | NONE | TAX EXEMPT | OPERATIONAL | 2,500. |
| THE HERMITAGE ARTIST RETREAT, INC. | NONE | TAX EXEMPT | OPERATIONAL | 1,500. |
| THE MORNINGTON TRUST | NONE | TAX EXEMPT | OPERATIONAL | 4,000. |
| THE PERFORMANCE ZONE, INC. | NONE | TAX EXEMPT | OPERATIONAL | 2,000. |
| THE REGENTS OF THE UNIVERSITY OF CALIFORNIA | NONE | TAX EXEMPT | OPERATIONAL | 5,000. |
| THE SANTA FE OPERA | NONE | TAX EXEMPT | OPERATIONAL | 3,500. |
| Total from continuation sheets | | | | |

**Part XV** **Supplementary Information**

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

| Recipient<br>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 WALDEN SCHOOL | NONE | TAX EXEMPT | OPERATIONAL | 1,000. |
| THE WULF | NONE | TAX EXEMPT | OPERATIONAL | 1,500. |
| THIRD COAST PERCUSSION, NFP | NONE | TAX EXEMPT | OPERATIONAL | 2,000. |
| TRUSTEES OF COLUMBIA UNIVERSITY IN THE CITY OF NEW YORK | NONE | TAX EXEMPT | OPERATIONAL | 7,000. |
| UNIVERSITY OF PITTSBURGH | NONE | TAX EXEMPT | OPERATIONAL | 3,000. |
| VOLTI | NONE | TAX EXEMPT | OPERATIONAL | 2,000. |
| WASHINGTON PERFORMING ARTS SOCIETY | NONE | TAX EXEMPT | OPERATIONAL | 1,500. |
| WINDOW TO THE WORLD COMMUNICATIONS, INC. | NONE | TAX EXEMPT | OPERATIONAL | 4,000. |
| YARN WIRE, INC. | NONE | TAX EXEMPT | OPERATIONAL | 1,500. |
| YOUNG PEOPLE'S CHORUS OF NEW YORK CITY, INC. | NONE | TAX EXEMPT | OPERATIONAL | 3,500. |
| 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<br>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 |
|---|---|---|---|---|
| ZEITGEIST | NONE | TAX EXEMPT | OPERATIONAL | 2,500. |
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