Extended to August 15, 2016

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

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

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

A Employer identification number
13-3438528

Number and street (or P O box number if mail is not delivered to street address): 254 WEST 31ST STREET
Room/suite: 15 FL

B Telephone number
212-922-8139

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

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

H Check type of organization: ☒ 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) ▶$ 14,371,473.

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	84,462.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	45.	45.		Statement 1
	4 Dividends and interest from securities	282,017.	282,017.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	234,637.			
	b Gross sales price for all assets on line 6a 4,432,584.				
	7 Capital gain net income (from Part IV, line 2)		234,637.		
	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	74,722.	74,722.		Statement 3
	12 **Total.** Add lines 1 through 11	675,883.	591,421.		
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	12,000.	0.		12,000.
	b Accounting fees Stmt 5	5,245.	0.		0.
	c Other professional fees Stmt 6	45,270.	45,270.		0.
	17 Interest				
	18 Taxes Stmt 7	10,000.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 8	106,676.	0.		103,255.
	24 **Total operating and administrative expenses** Add lines 13 through 23	179,191.	45,270.		115,255.
	25 Contributions, gifts, grants paid	334,713.			334,713.
	26 **Total expenses and disbursements.** Add lines 24 and 25	513,904.	45,270.		449,968.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	161,979.			
	b **Net investment income** (if negative, enter -0-)		546,151.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	510,340.	200,914.	200,914.
	2 Savings and temporary cash investments	319,373.	1,872,851.	1,872,851.
	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	5,246,021.	5,152,329.	4,938,560.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 10	8,346,072.	7,357,691.	7,359,148.
	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)	14,421,806.	14,583,785.	14,371,473.
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	14,421,806.	14,583,785.	
	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	14,421,806.	14,583,785.	
	31 Total liabilities and net assets/fund balances	14,421,806.	14,583,785.	

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	14,421,806.
2	Enter amount from Part I, line 27a	2	161,979.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	14,583,785.
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	14,583,785.

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		
b	LONG TERM SALES (STATEMENT 12, PGS 9-19)	P		
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	943,603.		998,271.	-54,668.
b	3,241,152.		3,199,676.	41,476.
c	247,829.			247,829.
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				-54,668.
b				41,476.
c				247,829.
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	234,637.
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))
2014	449,651.	14,388,293.	.031251
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

2	Total of line 1, column (d)	2	.354793
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	.070959
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	14,719,893.
5	Multiply line 4 by line 3	5	1,044,509.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,462.
7	Add lines 5 and 6	7	1,049,971.
8	Enter qualifying distributions from Part XII, line 4	8	449,968.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	10,923.
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	10,923.
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	10,923.
6 Credits/Payments:				
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	11,282.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	11,282.
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	359.
11 Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶		359. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.AMPHIONFOUNDATION.ORG

14 The books are in care of ▶ EMMERMAN, BOYLE & ASSOCIATES 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 2015, 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. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ 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 2015 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 2015.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		X

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

			Yes	No
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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		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. 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	13,984,847.
b	Average of monthly cash balances	1b	959,207.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	14,944,054.
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	14,944,054.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	224,161.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,719,893.
6	**Minimum investment return.** Enter 5% of line 5	6	735,995.

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	735,995.
2a	Tax on investment income for 2015 from Part VI, line 5 — 2a: 10,923.		
b	Income tax for 2015. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	10,923.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	725,072.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	725,072.
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	725,072.

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	449,968.
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	449,968.
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	449,968.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7					725,072.
2 Undistributed income, if any, as of the end of 2015					
a Enter amount for 2014 only				0.	
b Total for prior years: ___ , ___ , ___			0.		
3 Excess distributions carryover, if any, to 2015:					
a From 2010	214,531.				
b From 2011	98,641.				
c From 2012	169,766.				
d From 2013					
e From 2014					
f **Total** of lines 3a through e		482,938.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 449,968.					
a Applied to 2014, 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 2015 distributable amount					449,968.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)		275,104.			275,104.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		207,834.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016					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 2010 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a		207,834.			
10 Analysis of line 9:					
a Excess from 2011	38,068.				
b Excess from 2012	169,766.				
c Excess from 2013					
d Excess from 2014					
e Excess from 2015					

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 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

JAMES KENDRICK, ESQ, 212-461-6950
254 WEST 31ST STREET, 15TH FLOOR, NEW YORK, NY 10001

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

LETTER

c Any submission deadlines:

NONE

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

NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ASSOC. FOR THE PROMOTION OF NEW MUSIC	NONE	TAX EXEMPT	OPERATIONAL	3,000.
ALARM WILL SOUND, INC	NONE	TAX EXEMPT	OPERATIONAL	3,000.
ALBANY SYMPHONY ORCHESTRA, INC.	NONE	TAX EXEMPT	OPERATIONAL	10,000.
ALIA MUSICA PITTSBURGH	NONE	TAX EXEMPT	OPERATIONAL	1,000.
AMERICAN COMPOSERS ORCHESTRA, INC	NONE	TAX EXEMPT	OPERATIONAL	7,500.
Total See continuation sheet(s)			▶ 3a	334,713.
b Approved for future payment				
None				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	45.	
4 Dividends and interest from securities			14	282,017.	
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	74,722.	
8 Gain or (loss) from sales of assets other than inventory			18	234,637.	
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.		591,421.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 591,421.

(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

Jim M Kendrick | 6/23/16 | SECRETARY

Signature of officer or trustee | Date | Title

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 W Stanton CPA	Danny Stanton	06/07/16		P00052517
Firm's name ▶ Emmerman, Boyle & Associates, LLC			Firm's EIN ▶ 20-5785344	
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

2015

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

Employer identification number
13-3438528

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ELLIOTT CARTER REV TRUST U/A 1-16-91 C/O BNY MELLON PO BOX 185 PITTSBURGH, PA 15230	$ 79,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2	ESTATE OF ELLIOTT CARTER 254 WEST 31ST STREET, 15TH FLOOR NEW YORK, NY 10001	$ 5,462.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
THE AMPHION FOUNDATION INC 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

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

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN SYMPHONY ORCHESTRA, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
APERIO	NONE	TAX EXEMPT	OPERATIONAL	1,000.
BANG ON A CAN, INC.	NONE	TAX EXEMPT	OPERATIONAL	5,000.
BOSTON MODERN ORCHESTRA PROJECT, INC.	NONE	TAX EXEMPT	OPERATIONAL	16,500.
BOSTON MUSIC VIVA, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
BOSTON SYMPHONY ORCHESTRA, INC.	NONE	TAX EXEMPT	OPERATIONAL	5,000.
BROOKLYN YOUTH CHORUS ACADEMY, INC.	NONE	TAX EXEMPT	OPERATIONAL	1,500.
CABRILLO FESTIVAL OF CONTEMPORARY MUSIC	NONE	TAX EXEMPT	OPERATIONAL	6,500.
THE PERFORMANCE ZONE DBA THE FIELD	NONE	TAX EXEMPT	OPERATIONAL	2,500.
CHELSEA OPERA, INC.	NONE	TAX EXEMPT	OPERATIONAL	1,000.
Total from continuation sheets				310,213.

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CINCINNATI SYMPHONY ORCHESTRA	NONE	TAX EXEMPT	OPERATIONAL	2,500.
COLLAGE, INC.	NONE	TAX EXEMPT	OPERATIONAL	3,500.
FRACTURED ATLAS PRODUCTIONS, INC.	NONE	TAX EXEMPT	OPERATIONAL	1,500.
COPLAND HOUSE, INC.	NONE	TAX EXEMPT	OPERATIONAL	3,000.
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.
EARPLAY	NONE	TAX EXEMPT	OPERATIONAL	1,500.
EIGHTH BLACKBIRD PERFORMING ARTS ASSOCIATION	NONE	TAX EXEMPT	OPERATIONAL	7,000.
PERFORMANCE ZONE, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
Total from continuation sheets				

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

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ENSEMBLE MISE-EN, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
ENSEMBLE SIGNAL	NONE	TAX EXEMPT	OPERATIONAL	3,500.
ETHEL'S FOUNDATION FOR THE ARTS, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
FIFTH HOUSE ENSEMBLE	NONE	TAX EXEMPT	OPERATIONAL	1,000.
INTERNATIONAL CONTEMPORARY ENSEMBLE FOUNDATION, INC.	NONE	TAX EXEMPT	OPERATIONAL	9,500.
KRONOS PERFORMING ARTS ASSOCIATION	NONE	TAX EXEMPT	OPERATIONAL	2,000.
LEAGUE OF COMPOSERS, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,500.
LEXINGTON PHILHARMONIC SOCIETY	NONE	TAX EXEMPT	OPERATIONAL	1,500.
LINE UPON LINE PERCUSSION	NONE	TAX EXEMPT	OPERATIONAL	1,000.
SAN FRANCISCO FRIENDS OF CHAMBER MUSIC	NONE	TAX EXEMPT	OPERATIONAL	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LOADBANG, INC.	NONE	TAX EXEMPT	OPERATIONAL	1,500.
LONG BEACH OPERA	NONE	TAX EXEMPT	OPERATIONAL	3,000.
LORELEI ENSEMBLE, INC.	NONE	TAX EXEMPT	OPERATIONAL	1,000.
MANTRA PERCUSSION, INC.	NONE	TAX EXEMPT	OPERATIONAL	1,000.
DISCALCED, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
MINNESOTA ORCHESTRAL ASSOCIATION	NONE	TAX EXEMPT	OPERATIONAL	10,500.
MOBIUS PERFORMING ARTS, INC.	NONE	TAX EXEMPT	OPERATIONAL	1,000.
THE PERFORMANCE ZONE DBA THE FIELD	NONE	TAX EXEMPT	OPERATIONAL	2,000.
NETWORK OF NEW MUSIC, INC.	NONE	TAX EXEMPT	OPERATIONAL	1,500.
NEW ENGLAND PHILHARMONIC, INC.	NONE	TAX EXEMPT	OPERATIONAL	1,500.
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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEW MUSIC CONCERTS	NONE	TAX EXEMPT	OPERATIONAL	3,000.
NEW MUSIC DETRIOT	NONE	TAX EXEMPT	OPERATIONAL	1,500.
NEW MUSIC INSTITUTE OF KANSAS CITY, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,500.
NEW WORLD SYMPHONY, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
NEW YORK CITY BALLET, INC.	NONE	TAX EXEMPT	OPERATIONAL	3,500.
NEW YORK NEW MUSIC ENSEMBLE	NONE	TAX EXEMPT	OPERATIONAL	2,000.
CANTICORUM VIRTUOSI, INC.	NONE	TAX EXEMPT	OPERATIONAL	3,500.
NEW YORK YOUTH SYMPHONY, INC.	NONE	TAX EXEMPT	OPERATIONAL	6,000.
ODC	NONE	TAX EXEMPT	OPERATIONAL	2,000.
PARALLELE ENSEMBLE CORPORATION	NONE	TAX EXEMPT	OPERATIONAL	2,000.
Total from continuation sheets				

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

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OPERA FESTIVAL ASSOCIATION, INC.	NONE	TAX EXEMPT	OPERATIONAL	1,500.
ORPHEUS CHAMBER ORCHESTRA, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
PACIFIC SYMPHONY ASSOCIATION	NONE	TAX EXEMPT	OPERATIONAL	2,000.
PERIAPSIS MUSIC AND DANCE, INC.	NONE	TAX EXEMPT	OPERATIONAL	1,000.
PITTSBURGH NEW MUSIC ENSEMBLE, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
POST-CLASSICAL ENSEMBLE INC.	NONE	TAX EXEMPT	OPERATIONAL	1,000.
PRESENT MUSIC, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,500.
PRISM QUARTET, INC.	NONE	TAX EXEMPT	OPERATIONAL	3,000.
ROOMFUL OF TEETH VOCAL ARTS PROJECT, INC.	NONE	TAX EXEMPT	OPERATIONAL	1,500.
SAN FRANCISCO CONTEMPORARY MUSIC PLAYERS	NONE	TAX EXEMPT	OPERATIONAL	4,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SO PERCUSSION, INC.	NONE	TAX EXEMPT	OPERATIONAL	3,500.
SOCIETY FOR NEW MUSIC (SYRACUSE, NY)	NONE	TAX EXEMPT	OPERATIONAL	4,500.
SOLI CHAMBER ENSEMBLE	NONE	TAX EXEMPT	OPERATIONAL	1,000.
SOUND ICON, INC.	NONE	TAX EXEMPT	OPERATIONAL	1,000.
SOUTHWEST CHAMBER MUSIC SOCIETY	NONE	TAX EXEMPT	OPERATIONAL	7,500.
SPHINX ORGANIZATION, INC.	NONE	TAX EXEMPT	OPERATIONAL	2,000.
FRACTURED ATLAS PRODUCTIONS, INC.	NONE	TAX EXEMPT	OPERATIONAL	1,500.
TALEA ENSEMBLE, INC.	NONE	TAX EXEMPT	OPERATIONAL	4,000.
THIRD COAST PERCUSSION, NFP	NONE	TAX EXEMPT	OPERATIONAL	2,000.
YARN WIRE, INC.	NONE	TAX EXEMPT	OPERATIONAL	1,500.
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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
YOUNG PEOPLE'S CHORUS OF NEW YORK CITY	NONE	TAX EXEMPT	OPERATIONAL	3,500.
ZEITGEIST	NONE	TAX EXEMPT	OPERATIONAL	2,500.
LOUISIANA PHILHARMONIC ORCHESTRA	NONE	TAX EXEMPT	OPERATIONAL	3,500.
DAVID SCHIFF	NONE	TAX EXEMPT	OPERATIONAL	5,790.
OJAI FESTIVALS LTD.	NONE	TAX EXEMPT	OPERATIONAL	7,000.
VOLTI	NONE	TAX EXEMPT	OPERATIONAL	1,500.
BOSTON MODERN ORCHESTRA PROJECT, INC.	NONE	TAX EXEMPT	OPERATIONAL	7,500.
MUSICAL EXPLORATIONS SOCIETY, INC.	NONE	TAX EXEMPT	OPERATIONAL	75,923.
KRONOS PERFORMING ARTS ASSOCIATION	NONE	TAX EXEMPT	OPERATIONAL	2,500.
Total from continuation sheets				

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

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
BNY MELLON	45.	45.	
Total to Part I, line 3	45.	45.	

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	521,971.	247,829.	274,142.	274,142.	
CORPORATE INTEREST	7,875.	0.	7,875.	7,875.	
To Part I, line 4	529,846.	247,829.	282,017.	282,017.	

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
CLASS ACTION PROCEEDS	21.	21.	
ROYALTIES	74,701.	74,701.	
Total to Form 990-PF, Part I, line 11	74,722.	74,722.	

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	12,000.	0.		12,000.
To Fm 990-PF, Pg 1, ln 16a	12,000.	0.		12,000.

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	5,245.	0.		0.
To Form 990-PF, Pg 1, ln 16b	5,245.	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	45,270.	45,270.		0.
To Form 990-PF, Pg 1, ln 16c	45,270.	45,270.		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	10,000.	0.		0.
To Form 990-PF, Pg 1, ln 18	10,000.	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	68,300.	0.		68,300.
ELLIOTT CARTER TRIBUTE	2,776.	0.		2,776.
ONLINE APPLICATION SYSTEM/WEBSITE	8,364.	0.		11,929.
OFFICERS AND DIRECTORS INSURANCE	2,105.	0.		0.
OTHER MISCELLANEOUS	4,881.	0.		0.

HONORARIA	20,250.	0.		20,250.
To Form 990-PF, Pg 1, ln 23	106,676.	0.		103,255.

Form 990-PF Corporate Bonds Statement 9

Description	Book Value	Fair Market Value
CORPORATE BONDS (STATEMENT 13)	5,152,329.	4,938,560.
Total to Form 990-PF, Part II, line 10c	5,152,329.	4,938,560.

Form 990-PF Other Investments Statement 10

Description	Valuation Method	Book Value	Fair Market Value
MARKETABLE EQUITY SECURITIES (STATEMENT 13)	FMV	7,357,691.	7,359,148.
Total to Form 990-PF, Part II, line 13		7,357,691.	7,359,148.

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 67 HIGHWAY 1 CARMEL, CA 93923	PRESIDENT 5.00	0.	0.	0.
JOHN LINK 518 WEST 142ND STREET, #2 NEW YORK, NY 10031	SENIOR VICE PRESIDENT 1.00	0.	0.	0.
SUSAN FEDER 53 JAFFRAY COURT IRVINGTON, NY 10533	VICE PRESIDENT 1.00	0.	0.	0.
JAMES KENDRICK 254 WEST 31ST STREET, 15TH FLOOR NEW YORK, NY 10001	SECRETARY 5.00	0.	0.	0.
ARA GUZELIMIAN 111 HAMILTON AVENUE HASTINGS-ON-HUDSON, NY 10706	DIRECTOR 1.00	0.	0.	0.
DAVID FULMER 10 BALLARD TERRACE LEXINGTON, MA 02420	DIRECTOR 1.00	0.	0.	0.
URSULA OPPENS 600 WEST 115TH STREET, APT 114 NEW YORK, NY 10025	DIRECTOR 1.00	0.	0.	0.
FRED SHERRY 215 WEST 91ST STREET, #63 NEW YORK, NY 10024	DIRECTOR 1.00	0.	0.	0.
ANTHONY SCHMIDT 475 WALL STREET PRINCETON, NJ 08540	TREASURER 1.00	0.	0.	0.
ZIZI MUELLER 30 VALLEY FORGE ROAD WESTON, CT 06883	DIRECTOR 1.00	0.	0.	0.
DANNY STANTON 1025 WESTCHESTER AVE WHITE PLAINS, NY 10604	ASSISTANT TREASURER 1.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

STATEMENT 12

Income for 2015

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 Date sold or disposed	Date acquired	CUSIP 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)
ABBVIE INC		**00287Y109**							
07/21/15	08/11/14	60	$4,220 61	$3,217 84	$1,002 77		$0 00	$0 00	$0.00
DREYFUS STRATEGIC VALUE F-Y		**007568405**							
11/30/15	12/10/14	1371 09	$55,323 64	$53,486.39	$1,837 25		$0 00	$0 00	$0.00
BNY MELLON FOCUSED EQUITY OPP-M		**05569M475**							
10/06/15	12/04/14	7410 85	$108,420 66	$113,460.04	$-5,039.38		$0 00	$0 00	$0 00
BNY MELLON INTL FD CL M SHSS		**05569M871**							
01/05/15	02/24/14	9025.27	$100,000 00	$114,801.45	$-14,801 45		$0 00	$0 00	$0 00

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Short Term Transactions

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 INTL FD CL M SHSS		**05569M871**							
01/13/15	02/24/14	408.69	$4,597 77	$5,198.55	$-600 78		$0 00	$0 00	$0 00
01/13/15	12/16/14	322 09	$3,623.55	$3,617.11	$6.44		$0 00	$0 00	$0 00
CARDINAL HEALTH INC COM		**14149Y108**							
02/10/15	07/17/14	90	$7,615 11	$6,400 62	$1,214 49		$0 00	$0 00	$0 00
02/10/15	07/16/14	10	$846 12	$707 86	$138 26		$0.00	$0 00	$0 00
CENTERPOINT ENERGY INC		**15189T107**							
02/05/15	02/06/14	140	$3,239.63	$3,245 38	$-5.75		$0 00	$0 00	$0 00
CENTURYTEL INC		**156700106**							
03/17/15	05/14/14	230	$8,021.66	$8,664 91	$-643.25		$0.00	$0.00	$0 00
03/17/15	05/08/14	40	$1,395 07	$1,473 78	$-78 71		$0 00	$0 00	$0 00
03/17/15	11/24/14	120	$4,185 21	$4,837 92	$-652.71		$0 00	$0 00	$0 00
04/02/15	05/08/14	240	$8,511.54	$8,842 70	$-331 16		$0.00	$0 00	$0 00
CHEESECAKE FACTORY INC		**163072101**							
10/15/15	11/06/14	90	$4,753.03	$4,374 46	$378 57		$0 00	$0 00	$0 00
10/15/15	11/07/14	90	$4,753 03	$4,381.35	$371 68		$0.00	$0.00	$0 00
10/15/15	11/03/14	190	$10,034 17	$8,737 74	$1,296 43		$0.00	$0 00	$0.00
10/16/15	10/31/14	180	$9,474 71	$8,276 27	$1,198 44		$0.00	$0 00	$0 00
10/16/15	11/03/14	10	$526 37	$459 88	$66 49		$0 00	$0 00	$0 00

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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)
DFA EMERG MKTS CORE EQUITY		**233203421**							
01/08/15	10/08/14	3423.74	$65,290 80	$68,646 07	$-3,355 27		$0 00	$0 00	$0 00
01/08/15	09/09/14	156 17	$2,978 09	$3,338 83	$-360.74		$0 00	$0 00	$0 00
01/08/15	06/09/14	90 78	$1,731.12	$1,880 90	$-149 78		$0 00	$0.00	$0 00
01/13/15	10/08/14	1563.79	$29,727 59	$31,353.93	$-1,626 34		$0 00	$0 00	$0 00
10/06/15	06/08/15	69.23	$1,146 48	$1,334.11	$-187 63		$0.00	$0 00	$0 00
DREYFUS PREM LT TRM HI YLD-R		**261980759**							
10/06/15	10/31/14	306 69	$1,861.58	$2,048 66	$-187 08		$0 00	$0 00	$0 00
DREYFUS PR LRGE CAP EQ FD CL I		**261986541**							
05/06/15	12/19/14	594 56	$10,517 80	$10,161 06	$356 74		$0.00	$0 00	$0 00
05/06/15	03/23/15	9 94	$175.84	$177 63	$-1.79		$0.00	$0 00	$0 00
DREYFUS RESEARCH GROWTH FD-Y		**26203H508**							
10/06/15	06/23/15	631.98	$8,809 80	$9,290.10	$-480 30		$0 00	$0 00	$0 00
H P INC		**40434L105**							
11/30/15	11/04/15	560	$6,956.86	$7,948 53	$-991.67		$0 00	$0 00	$0 00
HERSHEY FOODS CORPORATION COM		**427866108**							
04/28/15	12/19/14	60	$5,608 39	$6,305 50	$-697 11		$0 00	$0 00	$0 00
06/04/15	12/19/14	40	$3,661 69	$4,203 67	$-541 98		$0 00	$0 00	$0 00
12/01/15	03/25/15	67	$5,739 08	$6,871 23	$-1,132 15		$0 00	$0 00	$0 00

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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)
HERSHEY FOODS CORPORATION COM		**427866108**							
12/01/15	12/19/14	38	$3,255 00	$3,993 49	$-738 49		$0 00	$0 00	$0 00
12/01/15	12/18/14	84	$7,195.27	$8,677.06	$-1,481.79		$0 00	$0 00	$0 00
HUMANA INC COM		**444859102**							
07/21/15	02/10/15	58	$10,792 61	$8,770.46	$2,022 15		$0 00	$0 00	$0 00
INTEL CORPORATION		**458140100**							
02/03/15	07/22/14	300	$9,963.20	$10,372 53	$-409 33		$0 00	$0.00	$0.00
05/05/15	07/09/14	160	$5,239 52	$4,941.91	$297 61		$0 00	$0 00	$0 00
05/05/15	03/12/15	90	$2,947.23	$2,790 73	$156 50		$0.00	$0 00	$0.00
05/05/15	07/22/14	30	$982 41	$1,037.25	$-54.84		$0.00	$0 00	$0 00
05/05/15	08/07/14	240	$7,859.28	$7,948 63	$-89 35		$0 00	$0.00	$0 00
06/30/15	07/09/14	80	$2,424.47	$2,470 95	$-46 48		$0.00	$0.00	$0.00
JOHNSON & JOHNSON COM		**478160104**							
10/12/15	07/21/15	160	$15,355.59	$16,059 03	$-703 44		$0 00	$0 00	$0 00
KINDER MORGAN HOLDCO LLC		**49456B101**							
01/22/15	03/12/14	160	$6,722 25	$5,030.20	$1,692 05		$0 00	$0.00	$0 00
MARATHON OIL CORP		**565849106**							
06/02/15	10/08/14	160	$4,325 84	$5,663 31	$-1,337.47		$0 00	$0 00	$0 00
08/17/15	10/14/14	150	$2,570 01	$4,941 39	$-2,371 38		$0 00	$0 00	$0 00

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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)
MARATHON OIL CORP		**565849106**							
08/17/15	01/22/15	220	$3,769 34	$5,799 95	$-2,030.61		$0 00	$0.00	$0 00
08/17/15	10/08/14	390	$6,682.02	$13,804 33	$-7,122 31		$0.00	$0 00	$0 00
MICROSOFT CORP COM		**594918104**							
11/04/15	09/24/15	150	$8,119 70	$6,515 52	$1,604.18		$0 00	$0 00	$0 00
11/17/15	09/24/15	140	$7,442.20	$6,081 15	$1,361.05		$0 00	$0 00	$0 00
NEXTERA ENERGY INC		**65339F101**							
12/30/15	09/01/15	0 92	$95 97	$72 77	$23 20		$0.00	$0 00	$0 00
OUTFRONT MEDIA INC		**69007J106**							
01/08/15	07/29/14	0.01	$0 26	$0 34	$-0 08		$0 00	$0 00	$0 00
08/27/15	12/31/14	124 01	$2,736 29	$3,329 72 *	$-593 43		$0 00	$0.00	$0 00
PHILLIPS 66		**718546104**							
03/26/15	07/29/14	30	$2,357 88	$2,486 66	$-128.78		$0 00	$0 00	$0 00
07/24/15	10/16/14	50	$3,952 93	$3,485.12	$467 81		$0 00	$0 00	$0 00
07/24/15	07/29/14	20	$1,581.17	$1,657 77	$-76.60		$0 00	$0.00	$0 00
PLAINS GP HOLDINGS LP-CL A		**72651A108**							
02/05/15	12/17/14	150	$4,137 59	$3,632.70	$504 89		$0 00	$0.00	$0.00
10/09/15	12/17/14	240	$4,559 15	$5,655 84 *	$-1,096 69		$0.00	$0 00	$0 00
10/12/15	12/17/14	318	$5,902.48	$7,493 98 *	$-1,591.50		$0 00	$0.00	$0 00

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Short Term Transactions

DESCRIPTION Date sold or disposed	Date acquired	CUSIP 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**							
10/13/15	12/17/14	52	$950.82	$1,225 44 *	$-274.62		$0 00	$0 00	$0 00
10/13/15	08/17/15	330	$6,034 03	$6,695 73	$-661 70		$0 00	$0 00	$0 00
SOUTHWESTERN ENERGY CO CONV PFD		**845467208**							
11/30/15	02/10/15	90	$2,161 94	$5,190.30	$-3,028 36		$0 00	$0 00	$0 00
11/30/15	02/05/15	60	$1,441 29	$3,404 70	$-1,963.41		$0 00	$0 00	$0 00
DREYFUS US EQUITY FUND-Y		**86271F552**							
05/18/15	12/31/14	1963 82	$39,944 16	$38,765.87	$1,178 29		$0 00	$0 00	$0 00
TCW EMERGING MARKETS INCOME FUND-I		**87234N765**							
10/06/15	04/30/15	134.83	$1,024 74	$1,083 96 *	$-59 22		$0 00	$0 00	$0 00
10/06/15	05/29/15	136 61	$1,038 22	$1,088.97 *	$-50 75		$0.00	$0 00	$0 00
10/06/15	03/31/15	136 27	$1,035 67	$1,078 88 *	$-43 21		$0.00	$0 00	$0 00
10/06/15	02/27/15	134.83	$1,024 69	$1,073 87 *	$-49 18		$0 00	$0.00	$0 00
10/06/15	01/30/15	134.74	$1,024 04	$1,068 85 *	$-44 81		$0 00	$0.00	$0 00
10/06/15	12/30/14	132 33	$1,005.70	$1,064 00 *	$-58.30		$0 00	$0 00	$0 00
10/06/15	11/28/14	126 15	$958 72	$1,059 68 *	$-100 96		$0.00	$0.00	$0 00
10/06/15	11/03/14	123.44	$938 11	$1,055.45 *	$-117.34		$0 00	$0 00	$0 00
10/06/15	06/30/15	140 19	$1,065 47	$1,094 03 *	$-28.56		$0.00	$0.00	$0.00
10/06/15	09/30/15	126.84	$963.95	$951.02 *	$12 93		$0 00	$0.00	$0 00

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Short Term Transactions

DESCRIPTION Date sold or disposed	Date acquired	CUSIP 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)
TCW EMERGING MARKETS INCOME FUND-I		**87234N765**							
10/06/15	08/31/15	144.23	$1,096.11	$1,104 49 *	$-8 38		$0.00	$0 00	$0.00
10/06/15	07/31/15	141 18	$1,073 00	$1,099.24 *	$-26.24		$0 00	$0 00	$0 00
TEXAS INSTRUMENTS INC		**882508104**							
02/03/15	09/04/14	90	$4,837.39	$4,346.24	$491 15		$0.00	$0.00	$0 00
06/04/15	03/12/15	100	$5,398 91	$5,727 20	$-328 29		$0 00	$0 00	$0 00
06/04/15	09/04/14	80	$4,319.13	$3,863 32	$455.81		$0 00	$0.00	$0.00
07/07/15	10/23/14	140	$7,104.11	$6,609 11	$495 00		$0 00	$0.00	$0 00
07/07/15	08/21/14	170	$8,626 43	$8,175.76	$450 67		$0 00	$0 00	$0 00
UNITED TECHNOLOGIES CORP		**913017109**							
09/24/15	08/03/15	302	$25,897 53	$29,434 70	$-3,537 17		$0 00	$0 00	$0 00
12/23/15	08/03/15	0 67	$64 57	$65 30	$-0 73		$0 00	$0 00	$0 00
UNITED TECHNOLOGIES CORP UNIT		**913017117**							
08/03/15	07/31/15	590	$29,500.00	$31,340.38 *	$-1,840 38		$0.00	$0 00	$0 00
VALERO ENERGY CORP NEW		**91913Y100**							
03/26/15	07/29/14	60	$3,808 57	$3,014 22	$794 35		$0.00	$0 00	$0 00
07/20/15	04/21/15	60	$4,004 99	$3,491.68	$513 31		$0.00	$0.00	$0.00
VIRTUS EMERGING MKTS OPPOR-I		**92828T889**							
01/08/15	10/08/14	7049 35	$70,000 00	$72,537 76	$-2,537 76		$0 00	$0 00	$0 00

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Short Term Transactions

DESCRIPTION Date sold or disposed	Date acquired	CUSIP 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)
VIRTUS EMERGING MKTS OPPOR-I		**92828T889**							
01/13/15	06/20/14	449 62	$4,455 70	$4,622.06	$-166 36		$0 00	$0.00	$0.00
01/13/15	10/08/14	2668.83	$26,448 09	$27,462.24	$-1,014.15		$0 00	$0.00	$0.00
10/06/15	12/22/14	331 33	$3,071 42	$3,273 53	$-202 11		$0 00	$0 00	$0 00
WILLIAMS CO INC		**969457100**							
10/09/15	07/24/15	380	$16,594 79	$20,109 71	$-3,514 92		$0 00	$0 00	$0 00
10/09/15	08/17/15	130	$5,677 16	$7,138 78	$-1,461 62		$0 00	$0 00	$0 00
ACCENTURE PLC IRELAND SHS CL A		**G1151C101**							
02/03/15	10/08/14	20	$1,724 38	$1,583 66	$140.72		$0.00	$0.00	$0 00
08/27/15	07/07/15	80	$7,676 60	$7,832 27	$-155 67		$0 00	$0 00	$0 00
08/31/15	10/08/14	200	$18,884.57	$15,836 58	$3,047 99		$0 00	$0.00	$0 00
08/31/15	07/07/15	20	$1,888 46	$1,958.07	$-69.61		$0 00	$0 00	$0 00
SEAGATE TECHNOLOGY		**G7945M107**							
10/15/15	08/31/15	220	$9,053 31	$11,302 21	$-2,248.90		$0.00	$0 00	$0 00
10/21/15	08/31/15	40	$1,488 27	$2,054 95	$-566 68		$0 00	$0.00	$0 00
10/21/15	08/27/15	150	$5,581 03	$7,415 40	$-1,834 37		$0 00	$0 00	$0 00
Total Short Term Gain/Loss			*$943,602 73*	*$997,756 87*	*$-54,154 14*		*$0 00*	*$0 00*	*$0 00*

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Long Term Transactions

DESCRIPTION / Date sold or disposed	Date acquired	CUSIP / 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**							
01/13/15	12/19/13	120	$5,337.54	$4,568 79	$768 75		$0 00	$0 00	$0 00
07/21/15	12/19/13	70	$3,491.01	$2,665 12	$825 89		$0 00	$0 00	$0 00
07/21/15	12/18/13	10	$498 72	$377.85	$120 87		$0 00	$0 00	$0 00
08/12/15	12/18/13	380	$18,864.33	$14,358 34	$4,505 99		$0 00	$0 00	$0 00
DREYFUS STRATEGIC VALUE F-Y		**007568405**							
10/06/15	09/08/14	2616 43	$100,000.00	$113,396.12	$-13,396 12		$0 00	$0 00	$0 00
11/30/15	09/08/14	8920 26	$359,932 34	$386,603 88	$-26,671.54		$0 00	$0.00	$0.00
BNY MELLON FOCUSED EQUITY OPP-M		**05569M475**							
10/06/15	12/11/13	2761.56	$40,401 58	$43,218 38	$-2,816 80		$0 00	$0 00	$0 00
10/06/15	04/05/13	80 5	$1,177 76	$1,127 85	$49 91		$0.00	$0 00	$0 00
BNY MELLON EMERGING MKTS FD CL M SHS		**05569M855**							
01/05/15	10/29/09	3619.44	$33,479 84	$35,000.00	$-1,520.16		$0 00	$0 00	$0 00
01/05/15	05/22/12	2229 65	$20,624.30	$21,693 56	$-1,069 26		$0 00	$0.00	$0 00
01/05/15	05/08/12	3114 77	$28,811.59	$30,306 67	$-1,495 08		$0 00	$0 00	$0 00
01/05/15	01/27/10	1035 2	$9,575 57	$10,000 00	$-424 43		$0 00	$0 00	$0 00
01/05/15	12/20/11	427 08	$3,950 49	$3,745 49	$205 00		$0 00	$0 00	$0 00
01/05/15	06/12/12	6688 96	$61,872 91	$60,000.00	$1,872 91		$0 00	$0 00	$0 00
01/05/15	02/09/12	1074.87	$9,942 58	$10,458.51	$-515.93		$0.00	$0 00	$0.00

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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)
BNY MELLON EMERGING MKTS FD CL M SHS		**05569M855**							
01/05/15	12/23/10	1722.65	$15,934 54	$16,761 41	$-826 87		$0 00	$0 00	$0.00
BNY MELLON INTL FD CL M SHSS		**05569M871**							
01/13/15	07/29/13	4401 41	$49,515.84	$50,000 00	$-484 16		$0.00	$0 00	$0.00
01/13/15	08/26/13	5221 93	$58,746 73	$60,000 00	$-1,253 27		$0.00	$0.00	$0 00
01/13/15	12/17/13	162 22	$1,825 00	$1,930 44	$-105 44		$0 00	$0 00	$0 00
BRISTOL MYERS SQUIBB CO COM		**110122108**							
07/21/15	05/28/13	70	$4,826 36	$3,356.14	$1,470.22		$0.00	$0 00	$0 00
08/12/15	05/28/13	260	$16,151.37	$12,465.68	$3,685.69		$0.00	$0 00	$0 00
CARDINAL HEALTH INC COM		**14149Y108**							
08/12/15	07/16/14	190	$16,119 60	$13,449 24	$2,670 36		$0 00	$0.00	$0 00
CATERPILLAR INC		**149123101**							
06/04/15	08/02/11	80	$6,843.73	$7,959 15	$-1,115 42		$0 00	$0 00	$0 00
09/14/15	08/02/11	18	$1,308 58	$1,790 81	$-482 23		$0 00	$0 00	$0 00
09/14/15	08/15/11	80	$5,815 91	$7,280 64	$-1,464 73		$0 00	$0.00	$0 00
09/14/15	02/09/12	22	$1,599 38	$1,189 76	$409.62		$0 00	$0.00	$0 00
09/14/15	08/19/11	40	$2,907 95	$3,283 52	$-375 57		$0 00	$0 00	$0 00
09/14/15	08/22/11	60	$4,361 93	$3,244 80	$1,117.13		$0.00	$0 00	$0 00

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Long Term Transactions

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)
DESCRIPTION		**CUSIP**							
CENTERPOINT ENERGY INC		**15189T107**							
02/05/15	02/09/12	60	$1,388 41	$1,282 80	$105.61		$0 00	$0.00	$0 00
03/26/15	02/09/12	20	$409 62	$427 60	$-17 98		$0.00	$0 00	$0.00
03/26/15	08/15/11	320	$6,553 93	$6,207 36	$346 57		$0 00	$0 00	$0 00
06/02/15	08/15/11	110	$2,170 03	$2,133 78	$36.25		$0.00	$0 00	$0 00
06/02/15	08/19/11	220	$4,340.06	$4,157 56	$182 50		$0 00	$0 00	$0 00
06/02/15	06/21/11	500	$9,863 77	$9,459 00	$404.77		$0.00	$0 00	$0 00
CENTURYTEL INC		**156700106**							
08/25/15	05/08/14	120	$3,129 54	$4,421 35	$-1,291 81		$0 00	$0 00	$0 00
08/25/15	05/08/14	290	$7,435 87	$10,684 94	$-3,249.07		$0.00	$0 00	$0 00
CHEMOURS CO/THE		**163851108**							
08/12/15	08/22/11	18	$179 12	$192 04	$-12.92		$0 00	$0.00	$0.00
08/12/15	02/09/12	8	$79 61	$85 35	$-5 74		$0.00	$0 00	$0 00
08/12/15	06/21/11	14	$139.31	$172.86	$-33 55		$0 00	$0 00	$0 00
08/12/15	08/15/11	26	$258.72	$299 10	$-40 38		$0 00	$0 00	$0 00
08/12/15	08/19/11	14	$139 31	$149 22	$-9 91		$0.00	$0 00	$0.00
CHEVRONTEXACO CORP		**166764100**							
04/21/15	02/09/12	11	$1,206 97	$1,193 94	$13 03		$0 00	$0 00	$0 00
04/21/15	03/03/14	45	$4,937 62	$5,168 32	$-230 70		$0 00	$0 00	$0 00

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Long Term Transactions

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)
CHEVRONTEXACO CORP		**166764100**							
06/02/15	02/09/12	3	$306.49	$325 62	$-19 13		$0 00	$0 00	$0 00
06/02/15	06/21/11	39	$3,984.36	$3,927 22	$57 14		$0 00	$0 00	$0 00
DFA EMERG MKTS CORE EQUITY		**233203421**							
01/13/15	09/17/13	14 33	$272 41	$278 58	$-6 17		$0 00	$0.00	$0 00
10/06/15	07/29/13	4929.92	$81,639 42	$92,238.74	$-10,599 32		$0 00	$0 00	$0 00
10/06/15	12/11/13	120.87	$2,001 61	$2,326 74	$-325 13		$0 00	$0.00	$0.00
10/06/15	09/17/13	3843.7	$63,651 60	$74,721.42	$-11,069.82		$0 00	$0 00	$0 00
10/06/15	09/10/13	94.26	$1,560 90	$1,810 68	$-249 78		$0 00	$0 00	$0 00
DREYFUS PREM LT TRM HI YLD-R		**261980759**							
10/06/15	07/31/13	168.92	$1,025 34	$1,121 62	$-96 28		$0 00	$0.00	$0.00
10/06/15	09/17/13	5204	$31,588.25	$34,398 41	$-2,810.16		$0 00	$0.00	$0 00
10/06/15	09/30/14	288 8	$1,753.02	$1,917 64	$-164 62		$0 00	$0 00	$0 00
10/06/15	08/29/14	255 42	$1,550.37	$1,741.93	$-191 56		$0 00	$0 00	$0.00
10/06/15	12/31/12	76.04	$461.57	$507 20	$-45 63		$0 00	$0.00	$0 00
10/06/15	01/31/13	75 57	$458.73	$507.85	$-49 12		$0.00	$0 00	$0 00
10/06/15	02/26/13	14903.13	$90,462.00	$100,000.00	$-9,538 00		$0.00	$0.00	$0 00
10/06/15	02/28/13	71 45	$433.68	$480.12	$-46 44		$0 00	$0 00	$0 00
10/06/15	03/31/13	142 47	$864 81	$961 69	$-96 88		$0 00	$0.00	$0 00

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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)
DREYFUS PREM LT TRM HI YLD-R		**261980759**							
10/06/15	04/30/13	164 22	$996 83	$1,121 64	$-124 81		$0 00	$0 00	$0 00
10/06/15	05/31/13	155 7	$945.10	$1,049 42	$-104 32		$0.00	$0 00	$0 00
10/06/15	09/30/13	250 8	$1,522.35	$1,660 29	$-137 94		$0 00	$0 00	$0 00
10/06/15	10/31/13	267.98	$1,626 61	$1,808 84	$-182 23		$0 00	$0 00	$0 00
10/06/15	11/29/13	254.66	$1,545 81	$1,718.98	$-173 17		$0.00	$0 00	$0 00
10/06/15	12/31/13	287 9	$1,747.52	$1,943 29	$-195 77		$0 00	$0 00	$0 00
10/06/15	01/31/14	273.15	$1,658 03	$1,846.51	$-188 48		$0.00	$0 00	$0 00
10/06/15	02/28/14	240 9	$1,462 25	$1,652 56	$-190 31		$0.00	$0 00	$0 00
10/06/15	03/31/14	264.19	$1,603 61	$1,807.03	$-203 42		$0.00	$0 00	$0 00
10/06/15	04/30/14	256 93	$1,559 58	$1,759.99	$-200 41		$0 00	$0 00	$0.00
10/06/15	05/30/14	261.13	$1,585 03	$1,793.93	$-208 90		$0 00	$0 00	$0 00
10/06/15	06/30/14	267 83	$1,625 72	$1,845 34	$-219 62		$0.00	$0 00	$0 00
10/06/15	07/31/14	273 84	$1,662 18	$1,848.39	$-186 21		$0 00	$0 00	$0 00
DREYFUS PR LRGE CAP EQ FD CL I		**261986541**							
05/06/15	08/30/13	29304 03	$518,388 27	$400,000 00	$118,388.27		$0 00	$0 00	$0 00
05/06/15	03/17/14	208.18	$3,682 69	$3,299.63	$383.06		$0 00	$0.00	$0 00
DREYFUS RESEARCH GROWTH FD-Y		**26203H508**							
10/06/15	09/08/14	6541 62	$91,190 20	$93,676 01	$-2,485.81		$0 00	$0 00	$0.00

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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)
DYNEGY INC		**26817R207**							
11/30/15	11/12/14	90	$5,446 25	$10,021.50	$-4,575.25		$0.00	$0.00	$0 00
HARLEY DAVIDSON INC		**412822108**							
12/17/15	02/20/14	280	$12,745 81	$17,976 48	$-5,230 67		$0 00	$0 00	$0.00
12/17/15	09/29/14	160	$7,283 32	$9,595 95	$-2,312 63		$0 00	$0.00	$0 00
INTEL CORPORATION		**458140100**							
06/30/15	06/13/14	360	$10,910.14	$10,706.87	$203 27		$0 00	$0 00	$0.00
J P MORGAN CHASE & CO		**46625H100**							
03/10/15	02/06/14	400	$24,249 59	$22,532 20	$1,717 39		$0 00	$0.00	$0 00
KINDER MORGAN HOLDCO LLC		**49456B101**							
01/22/15	08/19/11	120	$5,041 69	$2,926 59	$2,115 10		$0 00	$0 00	$0 00
01/22/15	08/15/11	230	$9,663.24	$6,206 39	$3,456 85		$0 00	$0 00	$0 00
01/22/15	06/21/11	140	$5,881.97	$4,160.52	$1,721.45		$0 00	$0 00	$0 00
LORILLARD INC		**544147101**							
02/06/15	08/26/11	132	$8,723 49	$4,837.77	$3,885 72		$0 00	$0 00	$0 00
02/06/15	03/19/12	29	$1,916 52	$1,109.65	$806.87		$0 00	$0 00	$0 00
02/06/15	08/26/11	99	$6,542 62	$3,788 10	$2,754 52		$0 00	$0 00	$0 00
03/16/15	08/26/11	276	$18,584 09	$10,115 35	$8,468.74		$0 00	$0 00	$0 00

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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)
LOWES COMPANIES INC COM		**548661107**							
02/06/15	09/21/12	140	$10,081 53	$4,204 12	$5,877 41		$0 00	$0.00	$0 00
07/16/15	09/24/12	10	$680.59	$298 77	$381.82		$0 00	$0 00	$0 00
07/16/15	09/21/12	110	$7,486 52	$3,303.23	$4,183 29		$0 00	$0 00	$0.00
MERCK & CO INC		**58933Y105**							
04/23/15	02/07/14	140	$8,068 75	$7,640 88	$427.87		$0 00	$0 00	$0 00
10/12/15	01/27/14	220	$11,098.38	$11,743.97	$-645 59		$0 00	$0 00	$0 00
10/12/15	01/13/14	20	$1,008 94	$1,064 87	$-55.93		$0 00	$0 00	$0.00
NEXTERA ENERGY INC CONV PFD		**65339F887**							
02/10/15	09/14/12	200	$13,469 70	$10,179 00	$3,290 70		$0 00	$0 00	$0.00
02/10/15	09/14/12	50	$3,367.43	$2,512 50	$854.93		$0.00	$0.00	$0 00
09/01/15	08/25/14	450	$22,500 00	$22,031 83 *	$468 17		$0.00	$0 00	$0.00
OUTFRONT MEDIA INC		**69007J106**							
08/26/15	07/17/14	110 01	$2,418 20	$3,662 75 *	$-1,244 55		$0 00	$0 00	$0 00
08/26/15	07/29/14	99.99	$2,197 95	$3,452 36 *	$-1,254 41		$0 00	$0 00	$0.00
08/27/15	07/17/14	509.99	$11,252.98	$16,980 02 *	$-5,727 04		$0 00	$0.00	$0 00
PHILLIPS 66		**718546104**							
07/24/15	07/21/14	180	$14,230 54	$14,483.20	$-252 66		$0 00	$0 00	$0 00

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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)
PROCTER & GAMBLE CO COM		742718109							
03/25/15	08/22/11	90	$7,470 77	$6,190 65	$1,280 12		$0 00	$0 00	$0 00
04/28/15	02/09/12	40	$3,221 37	$2,751.40	$469 97		$0 00	$0.00	$0 00
04/28/15	06/21/11	60	$4,832.06	$3,913 08	$918.98		$0 00	$0 00	$0 00
09/22/15	06/21/11	60	$4,209 11	$3,913 08	$296 03		$0 00	$0 00	$0 00
10/20/15	06/21/11	30	$2,229 09	$1,956 54	$272 55		$0 00	$0 00	$0 00
10/20/15	08/15/11	70	$5,201.21	$4,321 66	$879 55		$0 00	$0 00	$0 00
DREYFUS US EQUITY FUND-Y		86271F552							
05/18/15	05/15/12	340 51	$6,925 97	$6,731 88	$194 09		$0 00	$0 00	$0 00
05/18/15	05/08/12	2679 17	$54,494.30	$52,967 17	$1,527 13		$0 00	$0.00	$0 00
05/18/15	08/30/13	10164.64	$206,748.80	$181,845 43	$24,903 37		$0.00	$0 00	$0.00
05/18/15	08/20/13	9433.96	$191,886 77	$170,000 00	$21,886 77		$0.00	$0 00	$0 00
06/09/15	08/30/13	7571.94	$150,000 00	$135,461 91	$14,538 09		$0 00	$0 00	$0 00
TCW EMERGING MARKETS INCOME FUND-I		87234N765							
10/06/15	07/31/14	119 85	$910 86	$1,042 78 *	$-131 92		$0 00	$0 00	$0 00
10/06/15	09/30/14	124 09	$943.05	$1,051.09 *	$-108.04		$0 00	$0 00	$0 00
10/06/15	08/29/14	120 33	$914 51	$1,046 97 *	$-132 46		$0 00	$0 00	$0 00
10/06/15	06/30/14	118 42	$900.01	$1,038 64 *	$-138 63		$0 00	$0 00	$0 00
10/06/15	05/30/14	118 63	$901 56	$1,027.72 *	$-126 16		$0.00	$0 00	$0 00

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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)
TCW EMERGING MARKETS INCOME FUND-I	87234N765									
10/06/15	04/30/14	121.33	$922 14	$1,023.23	*	$-101 09		$0 00	$0 00	$0 00
10/06/15	03/31/14	121 12	$920.51	$1,019.01	*	$-98 50		$0 00	$0 00	$0 00
10/06/15	02/28/14	121 05	$919 96	$1,014 77	*	$-94 81		$0 00	$0.00	$0 00
10/06/15	01/31/14	123 76	$940 54	$1,010 29	*	$-69 75		$0 00	$0 00	$0 00
10/06/15	02/26/13	4126.47	$31,361 20	$38,183 96	*	$-6,822 76		$0 00	$0.00	$0 00
10/06/15	02/28/13	53 92	$409 82	$497.35	*	$-87 53		$0 00	$0.00	$0 00
10/06/15	03/18/13	23603 95	$179,390.02	$218,417 02	*	$-39,027 00		$0 00	$0 00	$0 00
10/06/15	03/28/13	176 86	$1,344 16	$1,615.36	*	$-271 20		$0.00	$0 00	$0 00
10/06/15	04/30/13	134 72	$1,023 84	$1,247 91	*	$-224.07		$0.00	$0.00	$0 00
10/06/15	05/31/13	139 86	$1,062.92	$1,253.60	*	$-190 68		$0.00	$0 00	$0 00
10/06/15	06/28/13	148 09	$1,125 48	$1,259 24	*	$-133 76		$0 00	$0 00	$0 00
10/06/15	07/31/13	150 09	$1,140.68	$1,265.78	*	$-125 10		$0 00	$0 00	$0 00
10/06/15	08/30/13	121 79	$925.61	$989 35	*	$-63 74		$0 00	$0 00	$0 00
10/06/15	09/30/13	119.97	$911 77	$993.79	*	$-82 02		$0 00	$0 00	$0 00
10/06/15	11/01/13	118 21	$898 40	$998 10	*	$-99.70		$0 00	$0 00	$0 00
10/06/15	11/29/13	120 39	$914 98	$1,002.11	*	$-87 13		$0 00	$0 00	$0 00
10/06/15	12/30/13	121 04	$919 88	$1,006.20	*	$-86 32		$0 00	$0 00	$0 00

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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)
TALEN ENERGY CORP		**87422J105**							
06/04/15	05/01/14	34 4	$652.84	$611 72	$41.12		$0 00	$0.00	$0 00
06/04/15	05/01/14	16.4	$311.22	$291 63	$19 59		$0 00	$0 00	$0 00
06/04/15	05/01/14	8.1	$153 63	$143 96	$9 67		$0 00	$0 00	$0 00
06/04/15	05/01/14	4 05	$76 82	$71 98	$4.84		$0 00	$0.00	$0 00
06/04/15	05/01/14	11 96	$226 89	$212.60	$14.29		$0 00	$0 00	$0 00
06/04/15	05/01/14	8 1	$153 63	$143 96	$9 67		$0 00	$0 00	$0 00
06/10/15	05/01/14	0.19	$3.61	$3 33	$0.28		$0.00	$0.00	$0 00
UNITED PARCEL SVC INC CL B		**911312106**							
04/21/15	08/22/11	70	$6,813.66	$5,139 61	$1,674.05		$0 00	$0 00	$0.00
04/21/15	02/09/12	20	$1,946 76	$1,468 46	$478 30		$0 00	$0 00	$0.00
04/21/15	06/21/11	20	$1,946 76	$1,395 96	$550 80		$0 00	$0.00	$0 00
VAN ECK CM COMMODITY INDX-I		**921075297**							
08/21/15	12/23/13	44 6	$223 91	$342 56	$-118 65		$0.00	$0.00	$0 00
08/21/15	11/13/13	17127 8	$85,981 56	$130,000 00	$-44,018 44		$0 00	$0 00	$0 00
VIRTUS EMERGING MKTS OPPOR-I		**92828T889**							
01/13/15	07/29/13	917 88	$9,096.21	$9,096 21	$0 00		$0 00	$0 00	$0 00
10/06/15	07/29/13	9172.94	$85,033 11	$90,903.79	$-5,870 68		$0 00	$0 00	$0 00
10/06/15	09/17/13	6676.97	$61,895 47	$64,766.57	$-2,871.10		$0 00	$0.00	$0 00

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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)
WILLIAMS CO INC		**969457100**							
06/11/15	11/06/13	420	$19,954 50	$14,701 05	$5,253.45		$0 00	$0 00	$0 00
SEAGATE TECHNOLOGY		**G7945M107**							
02/03/15	01/02/14	150	$8,814.16	$8,311 93	$502.23		$0 00	$0 00	$0 00
03/03/15	01/02/14	30	$1,760 07	$1,662 39	$97 68		$0 00	$0.00	$0 00
03/03/15	04/17/13	250	$14,667 29	$8,677 70	$5,989.59		$0 00	$0 00	$0 00
03/12/15	04/17/13	160	$8,702 37	$5,553.73	$3,148 64		$0 00	$0.00	$0.00
Total Long Term Gain/Loss			*$3,241,151 77* *	*$3,199,455 76* *	*$41,696 01*		*$0 00*	*$0 00*	*$0 00*

STATEMENT 12

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Asset detail

Cash and cash equivalents

	Description	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
1,872,850 99	CRA (BNY Mellon, N A , Member FDIC) (Principal Holding)	$ 1,872,850.99	$ 1,872,850 99		$ 0 00	0 0%	13 2%
	Principal Cash	-1,230,395.08					
	Income Cash	1,230,395 08					
Total cash and cash equivalents		$ 1,872,850 99	$ 1,872,850 99	$ 0.00	$ 0 00		13 2%

STATEMENT 13

Fixed income

Taxable

Individual securities Corporate

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
150,000	General Electric Co DTD 12/6/2007 5 25% 12/6/2017 Moody's A1 S&P AA+	$ 106 7680	$ 160,152 00	$ 163,153 50	$ -3,001 50	$ 7,875 00	4 9%	1.1%
Total taxable individual securities			$ 160,152 00 A	$ 163,153 50 C	$ -3,001 50	$ 7,875 00		1 1%

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
65,828 714	BNY Mellon Corporate Bond Fund	$ 12 3900	$ 815,617.77	$ 854,518 68	$ -38,900 91	$ 27,845 55	3 4%	5 8%
210,827 982	BNY Mellon Intermediate Bond Fund	12 4900	2,633,241 50	2,702,310 33	-69,068 83	51,442 03	2 0	18.6
24,173 526	BNY Mellon Bond Fund	12 6600	306,036.84	311,945.94	-5,909.10	8,484 91	2 8	2 2
31,703 233	Dreyfus Inflation Adjusted Securities Fund	12 2600	388,681 64	425,558 64	-36,877 00	1,931 36	0 5	2 7
Total taxable pooled vehicle			$ 4,143,577 75 A	$ 4,294,333 59 C	$ -150,755 84	$ 89,703 85		29 2%
Total taxable fixed income			$ 4,303,729 75	$ 4,457,487 09	$ -153,757.34	$ 97,578 85		30 4%

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
25,337 8	Dreyfus Floating Rate Income Fund	$ 11.7300	$ 297,212 39	$ 318,045 56	$ -20,833 17	$ 13,809 10	4.7%	2 1%
58,009 872	Dreyfus High Yield Fund	5 8200	337,617 46	376,795 12	-39,177 66	23,087 93	6 8	2 4
Total high yield pooled vehicle			$ 634,829.85	$ 694,840 68	$ -60,010.83	$ 36,897.03		4 5%
Total high yield fixed income			$ 634,829 85 A	$ 694,840 68 C	$ -60,010 83	$ 36,897 03		4 5%
Total fixed income			$ 4,938,559 60	$ 5,152,327 77	$ -213,768 17	$ 134,475 88		34 9%

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
510	Eaton Corp PLC (ETN)	$ 52.0400	$ 26,540 40	$ 25,025 05	$ 1,515.35	$ 1,122.00	4.2%	0 2%
1,600	AT&T Inc (T)	34 4100	55,056 00	55,408.94	-352 94	3,072 00	5 6	0.4
290	Abbvie Inc (ABBV)	59 2400	17,179 60	15,552 87	1,626 73	661 20	3 9	0 1
480	Altria Group Inc (MO)	58 2100	27,940 80	25,417 83	2,522 97	1,084 80	3 9	0 2
104	Amgen Inc (AMGN)	162 3300	16,882 32	15,928 11	954 21	416 00	2 5	0 1
250	Analog Devices Inc (ADI)	55 3200	13,830 00	13,728 46	101 54	400 00	2 9	0 1
128	Apple Inc (AAPL)	105.2600	13,473 28	14,406.16	-932 88	266 24	2 0	0 1
2,030	Ares Capital Corporation (ARCC)	14 2500	28,927 50	36,319 61	-7,392 11	3,085 60	10 7	0 2
610	Block H & R Inc (HRB)	33 3100	20,319 10	20,566 15	-247.05	488 00	2 4	0 1
350	Bristol-Myers Squibb Company (BMY)	68 7900	24,076 50	16,780 72	7,295.78	532.00	2 2	0 2
281	Chevron Corporation (CVX)	89 9600	25,278 76	26,044 03	-765 27	1,202 68	4 8	0 2
590	Comcast Corp Cl A (CMCSA)	56 4300	33,293 70	27,519 40	5,774 30	590 00	1 8	0 2
520	Conocophillips (COP)	46 6900	24,278 80	31,455 23	-7,176.43	1,539 20	6 3	0 2
200	Dominion Res Inc VA New (D)	67 6400	13,528 00	13,578 73	-50.73	518 00	3 8	0 1
640	Dow Chemical Co (DOW)	51 4800	32,947 20	22,632 67	10,314 53	1,177.60	3 6	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
410	DU Pont (E I) De Nemours And (DD) Company	66 6000	27,306 00	18,226 67	9,079 33	623 20	2 3	0 2
316	Duke Energy Corporation (DUK)	71 3900	22,559 24	19,469 95	3,089 29	1,042 80	4 6	0 2
790	Gallagher Arthur J & Co (AJG)	40 9400	32,342 60	30,462 75	1,879 85	1,169 20	3 6	0 2
1,360	General Electric Company (GE)	31 1500	42,364 00	24,106 92	18,257 08	1,251 20	3 0	0 3
270	Intel Corp (INTC)	34 4500	9,301 50	7,854 79	1,446 71	259.20	2.8	0 1
240	Johnson & Johnson (JNJ)	102 7200	24,652 80	23,729 65	923 15	720 00	2 9	0 2
505	Kimberly Clark Corp (KMB)	127 3000	64,286 50	43,760 08	20,526 42	1,777 60	2 8	0 5
350	Lilly Eli & Co (LLY)	84 2600	29,491 00	28,588 94	902.06	714 00	2 4	0 2
310	Lockheed Martin Corp (LMT)	217 1500	67,316 50	24,715 88	42,600 62	2,046 00	3 0	0 5
320	Lowe's Companies Inc (LOW)	76 0400	24,332 80	12,394 22	11,938 58	358 40	1 5	0 2
358	Mc Donald's Corporation (MCD)	118 1400	42,294 12	37,390 09	4,904 03	1,274 48	3 0	0 3
360	Merck & Co Inc (MRK)	52 8200	19,015 20	19,099 82	-84 62	662 40	3 5	0 1
300	Microsoft Corporation (MSFT)	55 4800	16,644 00	13,031 04	3,612 96	432.00	2.6	0 1
440	National Grid PLC-SP ADR (NGG)	69 5400	30,597 60	22,024 21	8,573 39	1,447 16	4.7	0 2
1,450	Navient Corporation (NAVI)	11 4500	16,602 50	23,752.74	-7,150 24	928 00	5 6	0 1
282	Nextera Energy Inc (NEE)	103 8900	29,296 98	22,427 23	6,869 75	868 56	3 0	0 2
480	Nucor Corp (NUE)	40.3000	19,344 00	22,457 71	-3,113 71	720 00	3 7	0 1
450	Occidental Petroleum Corp (OXY)	67 6100	30,424.50	34,877.22	-4,452.72	1,350.00	4 4	0.2
666	Ppl Corp (PPL)	34 1300	22,730 58	18,894 69	3,835 89	1,005 66	4 4	0 2
440	Pepsico Inc (PEP)	99 9200	43,964 80	31,064 07	12,900 73	1,236 40	2 8	0 3
1,210	Pfizer Inc (PFE)	32 2800	39,058 80	38,873 32	185 48	1,452 00	3 7	0 3
710	Philip Morris International Inc (PM)	87 9100	62,416 10	56,308 25	6,107 85	2,896.80	4 6	0 4
220	The Procter & Gamble Company (PG)	79.4100	17,470 20	14,958 09	2,512 11	583 44	3 3	0 1
2,520	Regions Finl Corp New (RF)	9 6000	24,192.00	24,263.82	-71.82	604.80	2.5	0 2
350	Schlumberger Ltd (SLB)	69 7500	24,412 50	28,012 91	-3,600 41	700 00	2 9	0 2
311	Sempra Energy (SRE)	94 0100	29,237 11	31,884 48	-2,647 37	870 80	3 0	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
570	Time Warner Inc (TWX)	64 6700	36,861 90	43,157 01	-6,295 11	798 00	2 2	0 3
230	United Parcel Service Cl B (UPS)	96 2300	22,132 90	15,343 74	6,789.16	671 60	3 0	0 2
470	Valero Energy Corp New (VLO)	70 7100	33,233 70	24,344 84	8,888 86	940 00	2 8	0 2
630	Verizon Communications Inc (VZ)	46 2200	29,118.60	28,454 21	664.39	1,423 80	4.9	0 2
470	Yum! Brands Inc (YUM)	73 0500	34,333 50	35,613 59	-1,280 09	864 80	2 5	0 2
50,314 253	BNY Mellon Income Stock Fund (MPISX)	8 0500	405,029 74	433,797.93	-28,768.19	8,905.62	2 2	2 9
38,421.869	BNY Mellon Focused Equity (MFOMX) Opportunities Fund	13.9000	534,063.98	521,977 10	12,086 88	0.00	0.0	3 8
31,445 18	Dreyfus Research Growth Fund Inc (DRYQX)	13 9700	439,289 16	445,496 57	-6,207 41	1,776 65	0 4	3 1
12,559 079	Dreyfus U S. Equity Fund (DPUYX)	16 5500	207,852 76	221,206 00	-13,353 24	2,172 72	1 0	1 5
Total U.S large cap			$ 2,927,122.13 B	$ 2,802,384 49 D	$ 124,737 64	$ 60,702 61		20 7%

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
16,707 634	Dreyfus Midcap Index Fund (PESPX)	$ 32 3100	$ 539,823 65	$ 509,138 80	$ 30,684 85	$ 7,251 11	1 3%	3 8%
Total U S mid cap			$ 539,823 65 B	$ 509,138 80 D	$ 30,684 85	$ 7,251 11		3 8%

U S small cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
12,262.981	Dreyfus Select Managers Small Cap (DSGYX) Growth Fund	$ 21 7800	$ 267,087 73	$ 263,016 43	$ 4,071 30	$ 0 00	0 0%	1 9%
13,180 462	Dreyfus Select Managers Small Cap (DMVYX) Value Fund	19 5000	257,019 01	270,585 31	-13,566 30	839 60	0 3	1 8
Total U.S. small cap			$ 524,106 74 B	$ 533,601 74 D	$ -9,495 00	$ 839 60		3 7%

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STATEMENT 13

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	$ 11 6700	$ 244,363 11	$ 296,217 06	$ -51,853 95	$ 9,276 17	3 8%	1 7%
14,538.045	Dreyfus International Small Cap Fund(DYYPX)	13.2900	193,210 62	201,295 31	-8,084 69	1,304 06	0.7	1 4
10,021 884	Dreyfus/Newton International Equity (NIEYX) Fund	18 8900	189,313 39	185,136 31	4,177 08	2,164 73	1 1	1 3
16,686 601	Dreyfus International Stock Fund (DISYX)	14 2300	237,450 33	239,285.33	-1,835 00	3,854 60	1 6	1 7
Total developed international			$ 864,337.45 B	$ 921,934 01 D	$ -57,596 56	$ 16,599 56		6 1%

Emerging markets

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
10,475 614	Dfa Emerging Markets Core Equity (DFCEX) Funds	$ 15 7600	$ 165,095 68	$ 190,112 14	$ -25,016.46	$ 3,771 22	2 3%	1 2%
20,699.809	Virtus Emerging Markets Opportunity (HIEMX) Fund	8 9600	185,470 29	189,912.82	-4,442.53	1,738.78	0 9	1 3
Total emerging markets			$ 350,565 97 B	$ 380,024 96 D	$ -29,458 99	$ 5,510 00		2 5%

Equity reits

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
56,090 118	Dreyfus Global Real Estate (DRLYX) Securities Fund	$ 8 5900	$ 481,814 11	$ 472,947 29	$ 8,866 82	$ 11,666 74	2 4%	3 4%
2,320	New Residential Investment Corp (NRZ)	12 1600	28,211 20	30,738 96	-2,527 76	4,268 80	15 1	0 2
1,660	Starwood Property Trust Inc (STWD)	20 5600	34,129 60	29,915 75	4,213 85	3,187 20	9 3	0 2
Total equity reits			$ 544,154 91 B	$ 533,602 00 D	$ 10,552 91	$ 19,122 74		3 8%

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 Convertible Until 5/15/2017	$ 102.2600	$ 20,656 52	$ 21,795.80	$ -1,139 28	$ 1,060 50	5 1%	0 2%
192	American Tower Corp Preferred Convertible Until 02/15/2018	101 0000	19,392 00	19,147 57	244.43	1,056 00	5 5	0 1
560	Anadarko Petroleum Corp Preferred Convertible Until 6/7/2018	33 9500	19,012 00	23,511 04	-4,499 04	2,100.00	11.1	0 1
560	Dominion Res Inc VA Preferred	53.6700	30,055 20	29,098 39	956.81	1,680 00	5 6	0 2
190	Dynegy Inc	50 6700	9,627 30	18,770 85	-9,143 55	1,021 25	10 6	0 1
550	Exelon Corppreferred Convertible Until 6/1/2017	40 4700	22,258 50	28,463 91	-6,205 41	1,787 50	8 0	0 2
490	Southwestern Energy Co Preferred Convertible Until 01/15/2018	18 5500	9,089 50	22,213.98	-13,124.48	1,531.25	16 9	0.1
200	Stanley Black & Decker I Preferred Convertible Until 11/17/2016	117 4600	23,492 00	20,719 73	2,772 27	1,250 00	5 3	0 2
Total other equity			$ 153,583 02 B	$ 183,721 27 D	$ -30,138.25	$ 11,486 50		1 1%
Total equities			$ 5,903,693 87	$ 5,864,407 27	$ 39,286 60	$ 121,512.12		41 7%

STATEMENT 13

Alternative investments

Long/short hedge

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
23,734 711	Dreyfus BNY Mellon Funds Inc - Dreyfus Select Managers Long/ Short Equity Fund	$ 12 2800	$ 291,462 25	$ 300,000 00	$ -8,537 75	$ 0 00	0 0%	2 1%
Total long/short hedge			$ 291,462 25	$ 300,000 00	$ -8,537 75	$ 0 00		2 1%

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Absolute return

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
21,038 595	Dreyfus Global Real Return Fund	$ 13 9500	$ 293,488 40	$ 309,586 81	$ -16,098 41	$ 15,252 98	5 2%	2 1%
25,853 042	ASG Global Alternatives Fund-Y	10.6400	275,076 37	300,000.00	-24,923.63	0.00	0 0	1 9
Total absolute return			$ 568,564 77	$ 609,586.81	$ -41,022 04	$ 15,252 98		4.0%

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 8200	$ 209,370 53	$ 191,222 14	$ 18,148 39	$ 0 00	0 0%	1 5%
20,261 366	ASG Managed Futures Strategy Fund	10 4000	210,718.21	212,476 17	-1,757 96	4,700 64	2 2	1 5
Total managed futures			$ 420,088 74	$ 403,698.31	$ 16,390 43	$ 4,700 64		3 0%

STATEMENT 13

Private equity

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
0 0049	Fugio Private Equity Fund VIII LP	$ 35,783,316 0000	$ 175,338 25	$ 180,000 00	$ -4,661 75	$ 0 00	0 0%	1 2%
Total private equity			$ 175,338 25	$ 180,000 00	$ -4,661 75	$ 0 00		1 2%
Total alternative investments			$ 1,455,454 01 (B)	$ 1,493,285 12 (D)	$ -37,831 11	$ 19,953 62		10 3%

Liabilities

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
-320,000	Liab-Fugio Private Equity FD VIII LP 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			$ 14,170,558 47	$ 14,382,871.15	$ -212,312 68	$ 275,941 62		100 0%

(A) FMV Corporate Bonds = 4,938,560
(B) FMV Marketable Equity Securities = 7,359,148
(C) Book Corporate Bonds = 5,152,329
(D) Book Marketable Equity Securities = 7,357,691