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

2009

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

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.Otherwise,
print
or type.See Specific
Instructions.

Name of foundation

THE STANTON FOUNDATION

C/O HOLTZ RUBENSTEIN REMINICK, LLP

Number and street (or P O box number if mail is not delivered to street address)

1430 BROADWAY, 17TH FL

City or town, state, and ZIP code

NEW YORK, NY 10018

A Employer identification number

13-3598005

B Telephone number

212-697-6900

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

\$ 213,234,438. (Part I, column (d) must be on cash basis.)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not
necessarily equal the amounts in column (a).)(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

1 Contributions, gifts, grants, etc., received

186,636,315.

N/A

2 Check ☐ if the foundation is not required to attach Sch B3 Interest on savings and temporary
cash investments

204,956.

204,956.

STATEMENT 1

4 Dividends and interest from securities

1,971,474.

1,971,474.

STATEMENT 2

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

10,203.

b Gross sales price for all
assets on line 6a 38,450,613.

7 Capital gain net income (from Part IV, line 2)

10,203.

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

4.

4.

STATEMENT 3

12 Total. Add lines 1 through 11

188,822,952.

2,186,637.

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

5,880.

5,292.

588.

b Accounting fees

c Other professional fees

STMT 5

5,000.

0.

5,000.

17 Interest

18 Taxes

STMT 6

28,476.

28,476.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 7

337,021.

336,271.

750.

24 Total operating and administrative
expenses. Add lines 13 through 23

376,377.

370,039.

6,338.

25 Contributions, gifts, grants paid

4,406,437.

4,406,437.

26 Total expenses and disbursements.

Add lines 24 and 25

4,782,814.

370,039.

4,412,775.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

184,040,138.

b Net investment income (if negative, enter -0-)

1,816,598.

c Adjusted net income (if negative, enter -0-)

N/A

SCANNED MAY 21 2010

Revenue

Operating and Administrative Expenses

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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	171,163.	829,385.	828,413.	
	2 Savings and temporary cash investments	30,477.	26,216,915.	26,219,412.	
	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 STMT 8	235,000.	81,233,203.	90,831,296.	
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 9	19,482,955.	95,680,230.	95,355,317.	
	14 Land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	19,919,595.	203,959,733.	213,234,438.	
	Liabilities	17 Accounts payable and accrued expenses			
		18 Grants payable			
19 Deferred revenue					
20 Loans from officers, directors, trustees, and other disqualified persons					
21 Mortgages and other notes payable					
22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds	0.	0.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	19,919,595.	203,959,733.		
30 Total net assets or fund balances	19,919,595.	203,959,733.			
31 Total liabilities and net assets/fund balances	19,919,595.	203,959,733.			

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	19,919,595.
2 Enter amount from Part I, line 27a	2	184,040,138.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	203,959,733.
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	203,959,733.

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	THRU CAPITAL GUARDIAN #734500 - SEE ATTACHED	P & D	VARIOUS	VARIOUS
b	THRU CAPITAL GUARDIAN #734500 - SEE ATTACHED	P & D	VARIOUS	VARIOUS
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 15,471,818.		14,589,535.	882,283.
b 22,978,795.		23,850,875.	<872,080.>
c			
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			882,283.
b			<872,080.>
c			
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	10,203.
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 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))
2008	3,736,897.	20,971,127.	.178192
2007	1,251,725.	28,741,039.	.043552
2006	1,035,597.	25,645,905.	.040381
2005	476,250.	21,714,195.	.021933
2004	558,445.	11,466,104.	.048704

2 Total of line 1, column (d)	2	.332762
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	.066552
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	117,285,188.
5 Multiply line 4 by line 3	5	7,805,564.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	18,166.
7 Add lines 5 and 6	7	7,823,730.
8 Enter qualifying distributions from Part XII, line 4 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.	8	4,412,775.

THE STANTON FOUNDATION

Form 990-PF (2009)

C/O HOLTZ RUBENSTEIN REMINICK, LLP

13-3598005

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	36,332.
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	36,332.
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	36,332.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	18,825.	
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	18,825.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	17,507.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>NY</u>		
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

STMT 10

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► HOLTZ RUBENSTEIN REMINICK LLP Telephone no. ► (212) 697-6900
 Located at ► 1430 BROADWAY, 17TH FL, NEW YORK, NY ZIP+4 ► 10018

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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> <input type="checkbox"/>	1b	
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <u>N/A</u>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 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 2009.) <u>N/A</u>	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 2009?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

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

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

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? ☐ Yes ☒ No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). **N/A**

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? ☐ Yes ☒ No
 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? ☐ Yes ☒ No

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
ANDREW H. WEISS 1430 BROADWAY, 17TH FL NEW YORK, NY 10018	TRUSTEE 15.00	0.	0.	0.
ELISABETH K. ALLISON 69 PINEHURST ROAD BELMONT, MA 02178	TRUSTEE 25.00	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	108,125,141.
b	Average of monthly cash balances	1b	10,946,116.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	119,071,257.
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	119,071,257.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,786,069.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	117,285,188.
6	Minimum investment return. Enter 5% of line 5	6	5,864,259.

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	5,864,259.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	36,332.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	36,332.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,827,927.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,827,927.
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	5,827,927.

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	4,412,775.
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	4,412,775.
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	4,412,775.

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.

Form 990-PF (2009)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				5,827,927.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				1,312,052.
f Total of lines 3a through e	1,312,052.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 4,412,775.				
a Applied to 2008, 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 2009 distributable amount				4,412,775.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,312,052.			1,312,052.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				103,100.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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 2009, 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)

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

[illegible]

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 the 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 of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV	Supplementary Information (continued)
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3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
SEE STATEMENT 11				
Total			► 3a	4,406,437.
b <i>Approved for future payment</i>				
NONE				
Total			► 3b	0.

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization

THE STANTON FOUNDATION
C/O HOLTZ RUBENSTEIN REMINICK, LLP

Employer identification number

13-3598005

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

THE STANTON FOUNDATION
C/O HOLTZ RUBENSTEIN REMINICK, LLP

Employer identification number

13-3598005

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	THE FRANK STANTON 2002 TRUST C/O HRR, 1430 BROADWAY 17TH FLOOR NEW YORK, NY 11018	\$ 1,660,969.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	THE FRANK STANTON 2002 TRUST C/O HRR, 1430 BROADWAY 17TH FLOOR NEW YORK, NY 11018	\$ 184,975,345.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

2009 Tax Information Statement

Account Number: 70-734500
 Recipient's Tax ID number: XX-XXX8005

Recipient's Name and Address
 THE STANTON FOUNDATION
 HOLTZ RUBENSTEIN REMINICK LLP
 1430 BROADWAY 17TH FLOOR
 NEW YORK, NY 10018

CAPITAL GUARDIAN TRUST COMPANY
 C/O PIMTAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

☐ Corrected ☐ 2nd TIN notice

2009 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of Shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
11963.0000	710889908	ABB LTD (CHF)	VARIOUS	12/10/2009	212,791.91	186,205.21	26,586.70	0.00
11133.9990	027881824	AMERICAN MUTUAL FUND CL F2	VARIOUS	12/03/2009	256,965.77	209,568.55	47,397.22	0.00
3548.3010	027881832	AMERICAN MUTUAL FUND INC CL R5	VARIOUS	05/29/2009	69,085.42	90,459.48	-21,374.06	0.00
1900.0000	029912201	AMERICAN TOWER CORP CL A	07/15/2008	07/09/2009	59,014.76	76,095.00	-17,080.24	0.00
2500.0000	052800109	AUTOLIV INC	VARIOUS	10/30/2009	84,185.58	40,152.09	44,033.49	0.00
6500.0000	052800109	AUTOLIV INC	VARIOUS	11/02/2009	222,706.37	104,100.65	118,605.72	0.00
1600.0000	052800109	AUTOLIV INC	03/24/2009	11/03/2009	54,369.00	25,600.00	28,769.00	0.00
5495	570594803	BANCO SANTANDER S.A.	10/08/2009	11/19/2009	9.59	9.10	0.49	0.00
4643	627791808	BILLABONG INTERNATIONAL LTD	10/23/2009	11/05/2009	4.58	4.99	-0.41	0.00
1100.0000	09082X103	BIOMEN IDEC INC	02/18/2009	10/30/2009	46,956.80	58,172.93	-9,216.13	0.00
500.0000	09082X103	BIOMEN IDEC INC	02/18/2009	11/02/2009	21,427.99	25,533.15	-4,105.16	0.00
1100.0000	09082X103	BIOMEN IDEC INC	02/18/2009	11/02/2009	47,188.67	56,172.93	-8,984.26	0.00
800.0000	09082X103	BIOMEN IDEC INC	02/18/2009	11/02/2009	34,387.11	40,853.04	-6,465.93	0.00
200.0000	09082X103	BIOMEN IDEC INC	02/18/2009	11/03/2009	8,624.27	10,213.26	-1,588.99	0.00
1700.0000	09082X103	BIOMEN IDEC INC	02/18/2009	11/03/2009	73,330.16	86,812.71	-13,482.55	0.00
1400.0000	09082X103	BIOMEN IDEC INC	02/18/2009	11/04/2009	60,001.75	71,492.82	-11,491.07	0.00
200.0000	09082X103	BIOMEN IDEC INC	02/18/2009	11/05/2009	8,780.77	10,213.26	-1,432.49	0.00

This is important tax information and is being furnished to you.

2009 Tax Information Statement

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Account Number: 70-734500
 Recipient's Tax ID number: XX-XXX8005

Recipient's Name and Address
 THE STANTON FOUNDATION
 HOLTZ RUBENSTEIN REMINICK LLP
 1430 BROADWAY 17TH FLOOR
 NEW YORK, NY 10018

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CAPITAL GUARDIAN TRUST COMPANY
 C/O PIMTAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date Sold	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
2800.0000	09082X103	BIOMGEN IDEC INC.	02/18/2009	11/05/2009	123,371.26	142,895.84	-19,614.38	0.00
2700.0000	09082X103	BIOMGEN IDEC INC.	VARIOUS	11/06/2009	121,208.52	131,832.83	-10,624.31	0.00
2600.0000	5758922808	BMW AG	05/28/2009	08/27/2009	120,508.43	94,831.65	25,676.78	0.00
4890	730988806	BNP PARIBAS	04/20/2009	07/01/2009	32.03	24.56	7.47	0.00
1691.0000	730988806	BNP PARIBAS	04/20/2009	08/26/2009	140,478.30	84,925.22	55,553.08	0.00
7619.0000	84VTEL806	BNP PARIBAS LTD RTS EXP 10/13/09	VARIOUS	10/06/2009	13,912.92	0.00	13,912.92	0.00
2900.0000	097023105	BOEING CO	10/28/2008	07/09/2009	113,854.88	130,931.23	-16,976.35	0.00
987.0000	400212808	BOUYGUES	11/05/2008	10/26/2009	48,372.96	50,495.54	-2,122.58	0.00
28700.0000	079805909	BP PLC	10/07/2008	07/10/2009	215,198.42	224,620.34	-9,421.92	0.00
5200.0000	111320107	BROADCOM CORP	02/18/2009	12/18/2009	162,602.93	90,599.60	72,003.33	0.00
18744.0000	82PF8M901	CADBURY PLC	VARIOUS	11/06/2009	236,428.58	167,995.47	68,433.11	0.00
13573.0000	82PF8M901	CADBURY PLC	VARIOUS	11/09/2009	173,523.93	109,704.02	63,819.91	0.00
3695.8975	140194101	CAPITAL INCOME BUILDER CL F2	VARIOUS	12/14/2009	179,398.86	152,085.16	27,313.70	0.00
3800.0000	281020107	EDISON INTERNATIONAL	01/16/2009	07/31/2009	122,845.51	125,790.84	-2,945.13	0.00
7420.7017	29875E100	EUROPACIFIC GROWTH FUND CL F2	VARIOUS	12/03/2009	293,266.13	200,253.38	93,012.75	0.00
450000.0000	31398AFA5	FNMA 5.125% 07/13/2009	04/17/2009	07/13/2009	4,500,000.00	4,551,151.50	-51,151.50	0.00
4200.0000	635652001	FUJIFILM HOLDINGS CORP	12/05/2008	10/26/2009	111,461.17	95,082.19	16,378.98	0.00
3815.8902	360802821	FUNDAMENTAL INVESTORS CL F2	VARIOUS	12/03/2009	123,977.95	97,634.24	26,343.71	0.00
232.0000	910LNK805	GIVAUDAN AG RTS EXP 06/29/09	VARIOUS	06/29/2009	5,798.39	0.00	5,798.39	0.00
3484.2500	910KRS06	HOLCIM RTS EXP 07/23/2009	VARIOUS	07/14/2009	5,824.99	0.00	5,824.99	0.00

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2009 Tax Information Statement

Account Number: 70-734500
 Recipient's Tax ID number: XX-XX8005

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CAPITAL GUARDIAN TRUST COMPANY
 C/O PIMTAX, 8455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

Recipient's Name and Address
 THE STANTON FOUNDATION
 HOLTZ RUBENSTEIN REMINICK LLP
 1430 BROADWAY 17TH FLOOR
 NEW YORK, NY 10018

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
500.0000	457983855	INMET MINING CORP CS	02/23/2009	10/23/2009	31,845.20	10,789.63	21,055.57	0.00
100.0000	457983855	INMET MINING CORP CS	02/23/2009	10/26/2009	5,976.63	2,157.93	3,818.70	0.00
200.0000	457983855	INMET MINING CORP CS	02/23/2009	10/26/2009	11,892.90	4,315.85	7,577.05	0.00
100.0000	457983855	INMET MINING CORP CS	02/23/2009	10/27/2009	5,566.78	2,157.93	3,408.85	0.00
400.0000	457983855	INMET MINING CORP CS	02/23/2009	10/27/2009	22,473.96	8,631.71	13,842.25	0.00
700.0000	457983855	INMET MINING CORP CS	02/23/2009	10/28/2009	36,254.92	15,105.49	21,149.43	0.00
600.0000	457983855	INMET MINING CORP CS	02/23/2009	10/29/2009	32,659.81	12,947.56	19,712.25	0.00
2100.0000	457983855	INMET MINING CORP CS	VARIOUS	10/29/2009	113,650.00	45,316.44	68,333.56	0.00
300.0000	457983855	INMET MINING CORP CS	02/23/2009	10/30/2009	16,041.09	6,473.78	9,567.31	0.00
900.0000	457983855	INMET MINING CORP CS	VARIOUS	11/02/2009	48,888.36	19,421.35	29,467.01	0.00
1716.3640	458809829	INTERMEDIATE BOND FUND OF AMERICA CL F2	VARIOUS	07/08/2009	22,329.90	22,373.09	-43.19	0.00
4000.0000	647348008	JGC CORP	VARIOUS	09/02/2009	71,400.39	41,495.65	29,904.74	0.00
1742.0000	580294906	NOKIA OYJ	05/28/2009	08/19/2009	21,393.19	26,475.58	-5,082.39	0.00
2166.0000	590294906	NOKIA OYJ	05/28/2009	08/19/2009	26,558.88	32,919.70	-6,360.82	0.00
1423.0000	590294906	NOKIA OYJ	05/28/2009	08/19/2009	17,454.21	21,627.30	-4,133.09	0.00
1413.0000	590294906	NOKIA OYJ	05/28/2009	08/19/2009	17,376.66	21,475.31	-4,098.65	0.00
440.0000	590294906	NOKIA OYJ	05/28/2009	08/20/2009	5,489.58	6,887.29	-1,197.71	0.00
1936.0000	590294906	NOKIA OYJ	05/28/2009	08/20/2009	23,998.35	29,424.07	-5,425.72	0.00
588.0000	590294906	NOKIA OYJ	05/28/2009	08/20/2009	7,345.86	8,936.65	-1,590.79	0.00

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2009 Tax Information Statement

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Account Number: 70-734500
 Recipient's Tax ID number: XX-XX8005

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Recipient's Name and Address
 THE STANTON FOUNDATION
 HOLTZ RUBENSTEIN REMINICK LLP
 1430 BROADWAY 17TH FLOOR
 NEW YORK, NY 10018

CAPITAL GUARDIAN TRUST COMPANY
 C/O PIMTAX, 8455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
5263.0000	590294906	NOKIA OYJ	VARIOUS	08/21/2009	64,667.70	74,078.55	-9,410.85	0.00
2313.0000	590294906	NOKIA OYJ	05/13/2009	08/24/2009	29,394.06	32,177.26	-2,783.20	0.00
2689.0000	590294906	NOKIA OYJ	VARIOUS	08/25/2009	34,043.31	37,407.98	-3,364.67	0.00
3100.0000	590294906	NOKIA OYJ	VARIOUS	08/26/2009	40,483.38	42,940.89	-2,457.51	0.00
800.0000	488232004	PERNOD RICARD SA	10/07/2008	07/10/2009	49,201.03	57,250.49	-8,049.46	0.00
725.0000	B1HH93907	PETROPLUS HOLDINGS AG	01/26/2009	11/13/2009	14,872.12	14,031.04	841.08	0.00
1788.0000	B1HH93907	PETROPLUS HOLDINGS AG	01/26/2009	11/17/2009	36,181.38	34,603.44	1,577.94	0.00
940.0000	B1HH93907	PETROPLUS HOLDINGS AG	01/26/2009	11/18/2009	18,992.99	18,191.96	801.03	0.00
3453.0000	928PUG906	PETROPLUS HOLDINGS AG RTS EXP 08/21/08	01/26/2009	08/21/2009	7,550.20	0.00	7,550.20	0.00
4067.0000	671574002	QBE INSURANCE	07/10/2009	08/12/2009	71,188.02	62,888.59	8,301.43	0.00
3023.0000	671574002	QBE INSURANCE	07/10/2009	08/13/2009	54,518.52	46,743.59	7,774.93	0.00
2700.0000	747525103	QUALCOMM INC	07/16/2008	07/09/2009	117,185.08	126,904.59	-9,719.51	0.00
1300.0000	787204100	RIO TINTO PLC ADR SPON		07/17/2009	29,682.08	0.00	29,682.08	0.00
6800.0000	775109980	ROGERS COMMUNICATION	VARIOUS	09/02/2009	186,798.98	169,427.78	17,371.20	0.00
4000.0000	775109980	ROGERS COMMUNICATION	VARIOUS	09/03/2009	111,279.33	97,244.87	14,034.46	0.00
6400.0000	484628904	SAP AG	12/09/2008	12/08/2009	287,262.64	233,763.19	53,499.45	0.00
65.0000	483410007	SCHNEIDER ELECTRIC SA	05/28/2009	07/14/2009	4,829.61	3,988.06	841.55	0.00
7000.0000	817315104	SEPRACOR INC	VARIOUS	07/09/2009	104,800.60	122,544.78	-17,744.18	0.00
200.0000	678396005	SMC CORP	09/04/2008	09/03/2009	22,763.70	20,988.89	2,674.81	0.00

This is important tax information and is being furnished to you.

2009 Tax Information Statement

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Account Number: 70-734500
 Recipient's Tax ID number: XX-XXX8005

Recipient's Name and Address

THE STANTON FOUNDATION
 HOLTZ RUBENSTEIN REMINICK LLP
 1430 BROADWAY 17TH FLOOR
 NEW YORK, NY 10018

☐ Corrected

☐ 2nd TIN notice

CAPITAL GUARDIAN TRUST COMPANY
 C/O PIMITAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
6900.0000	867224858	SUNCOR ENERGY INC.	VARIOUS	08/17/2009	213,091.27	190,160.63	52,930.64	0.00
7100.0000	867224858	SUNCOR ENERGY INC.	VARIOUS	08/24/2009	236,394.24	163,758.76	72,635.48	0.00
1400.0000	867224857	SUNCOR ENERGY INC. CS.	10/29/2008	07/09/2009	37,725.73	32,527.03	5,198.70	0.00
600.0000	689567006	TOKYO ELECTRON LTD.	03/17/2009	09/02/2009	32,010.99	22,252.25	9,758.74	0.00
200.0000	689567006	TOKYO ELECTRON LTD.	03/17/2009	09/03/2009	10,530.67	7,417.42	3,113.25	0.00
800.0000	689567006	TOKYO ELECTRON LTD.	03/17/2009	09/04/2009	42,240.19	29,689.87	12,570.32	0.00
300.0000	689567006	TOKYO ELECTRON LTD.	03/17/2009	09/08/2009	16,378.54	11,126.13	5,252.41	0.00
300.0000	689567006	TOKYO ELECTRON LTD.	03/17/2009	09/09/2009	16,698.03	11,126.12	5,571.91	0.00
8700.0000	B3842M903	UNITED UTILITIES GROUP PLC.	01/08/2009	07/13/2009	68,579.25	80,558.50	-11,979.25	0.00
400.0000	917047102	URBAN OUTFITTERS INC.	11/25/2008	10/05/2009	12,000.21	7,009.52	4,990.69	0.00
450000.0000	912828C98	U.S. TREASURY NOTE 3.625% 07/15/2009	04/17/2009	07/15/2009	4,500,000.00	4,536,929.14	-36,929.14	0.00
7254	B197DR800	VALLOUREC SA	08/22/2008	07/17/2009	82.25	200.73	-118.48	0.00
367.0000	B197DR800	VALLOUREC SA	08/22/2008	08/06/2009	53,127.51	101,557.26	-48,429.75	0.00
844.0000	B197DR800	VALLOUREC SA	VARIOUS	08/08/2009	122,488.59	189,428.31	-65,958.72	0.00
378.0000	B197DR800	VALLOUREC SA	01/08/2009	08/07/2009	53,490.81	47,948.59	5,542.22	0.00
457.0000	B197DR800	VALLOUREC SA	VARIOUS	08/07/2009	66,407.46	46,289.45	20,118.01	0.00
882.0000	B197DR800	VALLOUREC SA	VARIOUS	08/07/2009	94,253.17	68,987.32	25,265.85	0.00
Total Short Term Sales						15,471,817.98	14,589,535.47	882,282.51

Long Term 15% Sales

This is important tax information and is being furnished to you.

2009 Tax Information Statement

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Account Number: 70-734500
 Recipient's Tax ID number: XX-XX8005

Recipient's Name and Address
 THE STANTON FOUNDATION
 HOLTZ RUBENSTEIN REMINICK LLP
 1430 BROADWAY 17TH FLOOR
 NEW YORK, NY 10018

☐ Corrected ☐ 2nd TIN notice

CAPITAL GUARDIAN TRUST COMPANY
 C/O PIMTAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

Number of shares	GUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
1600.0000	02384W105	AMERICA MOVIL S.A.B DE C.V.	04/08/2008	08/28/2009	75,359.18	103,211.52	-27,852.34	0.00
300.0000	02384W105	AMERICA MOVIL S.A.B DE C.V.	04/08/2008	08/27/2009	13,988.85	19,352.16	-5,363.31	0.00
500.0000	02744M108	AMERICAN MEDICAL SYS HLDGS	04/08/2008	10/02/2009	8,066.64	7,696.04	370.60	0.00
1300.0000	02744M108	AMERICAN MEDICAL SYS HLDGS	04/08/2008	10/05/2009	21,097.67	20,009.70	1,087.97	0.00
1000.0000	02744M108	AMERICAN MEDICAL SYS HLDGS	04/08/2008	10/06/2009	16,501.27	15,392.08	1,109.19	0.00
200.0000	02744M108	AMERICAN MEDICAL SYS HLDGS	04/08/2008	10/07/2009	3,309.87	3,078.42	231.45	0.00
101187.3550	027681824	AMERICAN MUTUAL FUND CL F2	VARIOUS	12/03/2009	2,335,404.16	2,188,059.66	147,344.50	0.00
1587.8060	027681832	AMERICAN MUTUAL FUND INC CL R5	VARIOUS	05/29/2009	30,914.58	49,188.59	-18,274.01	0.00
700.0000	029812801	AMERICAN TOWER CORP CL A	04/29/2008	07/09/2009	21,742.28	30,107.88	-8,365.70	0.00
1700.0000	029912201	AMERICAN TOWER CORP CL A	VARIOUS	09/03/2009	53,113.43	72,288.41	-19,154.98	0.00
8500.0000	00208R102	AT&T INC.	12/24/2006	11/20/2009	221,001.11	286,177.88	-77,176.77	0.00
4800.0000	00208R102	AT&T INC.	12/24/2006	11/23/2009	126,954.33	168,382.80	-41,428.47	0.00
2318.0000	00208R102	AT&T INC.	12/24/2006	11/23/2009	61,197.56	81,314.86	-20,117.30	0.00
7200.0000	067901959	BARRICK GOLD CORP CS	04/08/2008	07/09/2009	232,043.68	313,130.45	-81,086.77	0.00
5500.0000	067901959	BARRICK GOLD CORP CS	04/08/2008	08/11/2009	187,316.63	239,196.87	-51,880.24	0.00
3400.0000	575602809	BMW AG	04/08/2008	08/27/2009	157,587.94	191,730.16	-34,142.22	0.00
200.0000	097023105	BOEING CO	04/08/2008	07/09/2009	7,858.96	14,899.28	-7,040.32	0.00
584.0000	400212808	BOUYGUES	04/08/2008	10/08/2009	28,973.62	37,024.33	-7,050.71	0.00
265.0000	400212808	BOUYGUES	04/08/2008	10/09/2009	14,306.56	17,396.18	-3,089.62	0.00
616.0000	400212808	BOUYGUES	04/08/2008	10/12/2009	33,691.84	40,437.92	-6,746.08	0.00

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2009 Tax Information Statement

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Account Number: 70-734500
 Recipient's Tax ID number: XX-XX8005

Recipient's Name and Address
 THE STANTON FOUNDATION
 HOLTZ RUBENSTEIN REMINICK LLP
 1430 BROADWAY 17TH FLOOR
 NEW YORK, NY 10018

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CAPITAL GUARDIAN TRUST COMPANY
 C/O PIMTAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
1219.0000	400212908	BOUYGUES	04/08/2008	10/28/2009	58,743.31	80,022.45	-20,279.14	0.00
80906.4615	140194101	CAPITAL INCOME BUILDER CL F2	VARIOUS	12/14/2009	2,956,399.65	2,853,136.85	303,262.80	0.00
3000.0000	158782104	CERNER CORP	VARIOUS	11/03/2009	228,640.92	140,297.73	88,343.19	0.00
8098	612345800	COCA-COLA AMATIL LTD	04/08/2008	10/27/2009	7.81	6.33	1.48	0.00
3500.0000	20030N101	COMCAST CORP CL A (NEW)	VARIOUS	08/07/2009	52,854.93	136,104.00	-83,249.07	0.00
1500.0000	20030N101	COMCAST CORP CL A (NEW)	02/21/2007	08/10/2009	22,453.82	0.00	22,453.82	0.00
2400.0000	20030N101	COMCAST CORP CL A (NEW)	02/21/2007	08/12/2009	35,642.92	0.00	35,642.92	0.00
1700.0000	22190K105	COSTCO WHOLESALE CORP	12/24/2006	07/09/2009	77,294.63	89,088.50	-11,793.87	0.00
1765	B1Y9TB906	DANONE	04/08/2008	07/17/2009	10.23	15.85	-5.62	0.00
3374.0000	B1Y9TB906	DANONE	VARIOUS	07/31/2009	180,437.51	293,831.71	-113,394.20	0.00
1200.0000	533004809	DASSAULT SYSTEMES SA	04/08/2008	11/19/2009	89,076.12	71,277.87	-2,201.75	0.00
1000.0000	533004809	DASSAULT SYSTEMES SA	04/08/2008	11/20/2009	57,302.05	59,398.22	-2,096.17	0.00
1600.0000	23918K108	DAVITA INC	12/24/2006	07/09/2009	80,185.93	90,160.00	-9,974.07	0.00
450.0000	29266R108	ENERGIZER HOLDINGS INC	05/22/2008	10/02/2009	28,691.85	36,747.59	-8,055.74	0.00
87108.5073	29875E100	EUROPACIFIC GROWTH FUND CL F2	VARIOUS	12/03/2009	3,442,528.21	2,896,305.22	546,222.99	0.00
2300.0000	30231G102	EXXON MOBIL CORP	12/24/2006	07/09/2009	152,550.01	174,328.50	-21,778.49	0.00
300.0000	343412102	FLUOR CORP (NEW)	12/24/2006	10/27/2009	14,442.28	12,300.38	2,141.90	0.00
100.0000	343412102	FLUOR CORP (NEW)	12/24/2006	10/28/2009	4,601.83	4,100.12	501.71	0.00
400.0000	343412102	FLUOR CORP (NEW)	12/24/2006	10/29/2009	18,809.83	16,400.50	2,409.33	0.00
200.0000	343412102	FLUOR CORP (NEW)	12/24/2006	10/29/2009	9,391.99	8,200.25	1,191.74	0.00

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2009 Tax Information Statement

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Account Number: 70-734500
 Recipient's Tax ID number: XX-XX8005

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THE STANTON FOUNDATION
 HOLTZ RUBENSTEIN REMINICK LLP
 1430 BROADWAY 17TH FLOOR
 NEW YORK, NY 10018

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CAPITAL GUARDIAN TRUST COMPANY
 C/O PIMTAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
300.0000	343412102	FLUOR CORP (NEW)	12/24/2008	10/30/2009	13,482.94	12,300.38	1,182.56	0.00
100.0000	343412102	FLUOR CORP (NEW)	12/24/2008	10/30/2009	4,511.91	4,100.12	411.79	0.00
800.0000	343412102	FLUOR CORP (NEW)	12/24/2008	11/02/2009	35,626.12	32,801.00	2,825.12	0.00
200.0000	343412102	FLUOR CORP (NEW)	12/24/2008	11/02/2009	8,940.03	8,200.25	739.78	0.00
500.0000	343412102	FLUOR CORP (NEW)	12/24/2008	11/03/2009	22,411.67	20,500.63	1,911.04	0.00
100.0000	343412102	FLUOR CORP (NEW)	12/24/2008	11/03/2009	4,478.46	4,100.12	378.34	0.00
600.0000	343412102	FLUOR CORP (NEW)	12/24/2008	11/04/2009	27,399.55	24,600.75	2,798.80	0.00
100.0000	343412102	FLUOR CORP (NEW)	12/24/2008	11/05/2009	4,545.38	4,100.13	445.25	0.00
700.0000	343412102	FLUOR CORP (NEW)	12/24/2008	11/05/2009	31,805.92	28,700.87	3,105.05	0.00
400.0000	343412102	FLUOR CORP (NEW)	12/24/2008	11/06/2009	18,110.17	16,400.60	1,709.57	0.00
147315.5248	360802821	FUNDAMENTAL INVESTORS CL F2	VARIOUS	12/03/2009	4,786,281.40	4,528,385.08	257,896.32	0.00
21700.0000	368604103	GENERAL ELECTRIC CO (USD)	12/24/2008	08/24/2009	307,405.12	822,972.50	-515,567.38	0.00
209.0000	598061801	GIVAUDAN	VARIOUS	07/16/2009	126,845.27	186,888.84	-60,043.57	0.00
23.0000	598061801	GIVAUDAN	07/01/2008	07/17/2009	14,077.91	20,571.90	-6,493.99	0.00
200.0000	38141G104	GOLDMAN SACHS GROUP INC	04/08/2008	11/10/2009	35,327.51	35,524.98	-197.47	0.00
200.0000	38258P508	GOOGLE INC CL A	04/08/2008	07/09/2009	82,731.77	93,888.29	-10,956.52	0.00
28000.0000	840888000	HANKYU HANSHIN HOLDINGS INC	04/08/2008	07/10/2009	138,087.10	131,771.23	6,315.87	0.00
5700.0000	423012202	HEINEKEN NV ADR	VARIOUS	08/24/2009	113,354.12	132,382.50	-19,028.38	0.00
9550.0000	423012202	HEINEKEN NV ADR	12/24/2008	08/27/2009	197,395.32	221,798.75	-24,403.43	0.00
3145.0000	711075803	HOLCIM LTD NAMEN	04/08/2008	09/02/2009	209,144.42	333,884.77	-124,540.35	0.00

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Account Number: 70-734500
 Recipient's Tax ID number: XX-XXX8005

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THE STANTON FOUNDATION
 HOLTZ RUBENSTEIN REMINICK LLP
 1430 BROADWAY 17TH FLOOR
 NEW YORK, NY 10018

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CAPITAL GUARDIAN TRUST COMPANY
 C/O PIMTAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
8037.7500	910KRS906	HOLCIM RTS EXP 07/23/2009	VARIOUS	07/14/2009	13,437.56	9.00	13,437.56	0.00
200.0000	453038408	IMPERIAL OIL LTD US\$	12/24/2006	07/09/2009	7,145.81	7,162.50	-16.69	0.00
3900.0000	453038408	IMPERIAL OIL LTD US\$	12/24/2006	07/09/2009	139,187.53	139,688.75	-501.22	0.00
6900.0000	453038408	IMPERIAL OIL LTD US\$	12/24/2006	09/30/2009	262,923.26	247,108.25	15,815.01	0.00
75147.5870	458808829	INTERMEDIATE BOND FUND OF AMERICA CL F2	VARIOUS	07/08/2009	977,670.10	1,028,192.83	-50,522.83	0.00
5100.0000	478388107	JOHNSON CONTROLS INC	VARIOUS	09/24/2009	129,534.11	171,014.41	-41,480.30	0.00
1880	49455U100	KINDER MORGAN MANAGEMENT LLC	04/08/2008	08/14/2009	8.48	8.77	-0.29	0.00
200.0000	49455U100	KINDER MORGAN MANAGEMENT LLC	04/08/2008	09/10/2009	9,323.34	9,430.20	-106.86	0.00
2400.0000	49455U100	KINDER MORGAN MANAGEMENT LLC	04/08/2008	09/11/2009	111,863.76	113,162.41	-1,298.65	0.00
1100.0000	49455U100	KINDER MORGAN MANAGEMENT LLC	04/08/2008	09/14/2009	51,050.23	51,886.11	-835.88	0.00
277.0000	49455U100	KINDER MORGAN MANAGEMENT LLC	04/08/2008	09/15/2009	12,856.59	13,080.83	-224.24	0.00
2600.0000	50075N104	KRAFT FOODS INC CL A	12/24/2006	11/18/2009	70,729.61	93,424.60	-22,694.99	0.00
1600.0000	50075N104	KRAFT FOODS INC CL A	12/24/2006	11/19/2009	43,167.68	57,492.00	-14,324.32	0.00
1900.0000	405780809	L'OREAL	04/08/2008	12/07/2009	216,686.90	244,976.08	-28,289.18	0.00
3000.0000	55058R202	LUXOTTICA GRP ADR	12/24/2006	07/09/2009	60,540.54	91,955.00	-31,414.46	0.00
4301.0000	663710002	NEWCREST MINING NPV	04/08/2008	09/03/2009	114,020.57	140,997.88	-26,977.41	0.00
4229.0000	663710002	NEWCREST MINING NPV	04/08/2008	10/06/2009	123,538.49	138,637.64	-15,099.15	0.00
2400.0000	655684100	NORDSTROM INC	04/08/2008	10/20/2009	84,589.02	81,899.62	2,689.40	0.00
2100.0000	655684100	NORDSTROM INC	04/08/2008	10/21/2009	73,431.33	71,487.16	1,944.17	0.00

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2009 Tax Information Statement

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Account Number: 70-734500
 Recipient's Tax ID number: XX-XX8005

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 THE STANTON FOUNDATION
 HOLTZ RUBENSTEIN REMINICK LLP
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 NEW YORK, NY 10018

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CAPITAL GUARDIAN TRUST COMPANY
 C/O PIMTAX, 8455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
300.0000	655884100	NORDSTROM INC	04/08/2008	10/21/2009	10,581.83	10,212.45	369.38	0.00
3000.0000	655884100	NORDSTROM INC	04/08/2008	10/22/2009	103,025.74	102,124.52	901.22	0.00
2500.0000	655884100	NORDSTROM INC	04/08/2008	10/22/2009	85,971.03	85,103.77	867.26	0.00
700.0000	655884100	NORDSTROM INC	04/08/2008	10/23/2009	23,758.22	23,829.05	-70.83	0.00
1100.0000	655884100	NORDSTROM INC	04/08/2008	10/26/2009	37,354.59	37,445.66	-91.07	0.00
1100.0000	655884100	NORDSTROM INC	04/08/2008	10/27/2009	35,727.19	37,445.66	-1,718.47	0.00
100.0000	655884100	NORDSTROM INC	04/08/2008	10/28/2009	3,148.32	3,404.15	-255.83	0.00
800.0000	655884100	NORDSTROM INC	04/08/2008	10/28/2009	24,864.72	27,233.21	-2,368.49	0.00
1220.0000	595527804	OMEGA PHARMA SA	VARIOUS	10/05/2009	51,006.26	53,422.28	-2,416.02	0.00
115.0000	595527804	OMEGA PHARMA SA	VARIOUS	10/05/2009	4,834.57	5,005.15	-170.58	0.00
584.0000	595527804	OMEGA PHARMA SA	VARIOUS	10/08/2009	24,816.48	25,526.68	-710.20	0.00
617.0000	595527804	OMEGA PHARMA SA	VARIOUS	11/11/2009	32,223.73	27,151.64	5,072.09	0.00
322.0000	595527804	OMEGA PHARMA SA	07/22/2008	11/11/2009	16,640.03	14,172.25	2,467.78	0.00
728.0000	595527804	OMEGA PHARMA SA	VARIOUS	11/11/2009	37,704.51	31,857.68	5,846.83	0.00
109.0000	595527804	OMEGA PHARMA SA	07/28/2008	11/12/2009	5,850.90	4,788.51	862.39	0.00
3000.0000	704328107	PAYCHEX INC	VARIOUS	12/11/2009	95,270.65	108,442.65	-13,172.00	0.00
8400	4882232004	PERNOD RICARD SA	04/08/2008	12/01/2009	75.27	94.91	-19.64	0.00
1900.0000	747525103	QUALCOMM INC	07/18/2008	08/11/2009	86,591.79	89,303.23	-2,711.44	0.00
4300.0000	803054304	SAP AG SPON ADR	12/24/2008	11/19/2009	208,551.64	225,051.25	-16,499.61	0.00
1097.0000	483410007	SCHNEIDER ELECTRIC SA	04/08/2008	07/14/2009	81,509.02	143,522.28	-62,013.26	0.00

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Account Number: 70-734500
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CAPITAL GUARDIAN TRUST COMPANY
 C/O PIMTAX, 8455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
18900.0000	079087003	SCOTTISH & SOUTHERN ENERGY	04/08/2008	08/03/2009	313,473.23	471,551.72	-158,078.49	0.00
3200.0000	079087003	SCOTTISH & SOUTHERN ENERGY	04/08/2008	09/03/2009	58,315.26	89,819.38	-31,504.12	0.00
2100.0000	079087003	SCOTTISH & SOUTHERN ENERGY	04/08/2008	09/04/2009	38,340.84	58,933.96	-20,603.32	0.00
1000.0000	82508W103	SHOPPERS DRUG MART CORP	04/08/2008	08/11/2009	40,466.62	49,891.99	-9,425.37	0.00
500.0000	82508W103	SHOPPERS DRUG MART CORP	04/08/2008	09/01/2009	19,340.18	24,946.00	-5,605.84	0.00
8100.0000	82508W103	SHOPPERS DRUG MART CORP	VARIOUS	09/02/2009	234,621.75	304,341.17	-69,719.42	0.00
800.0000	82508W103	SHOPPERS DRUG MART CORP	04/08/2008	09/02/2009	23,169.04	29,935.19	-6,766.15	0.00
7000.0000	877062803	SOFTBANK CORP	04/08/2008	11/30/2009	167,034.75	134,588.74	32,445.01	0.00
3100.0000	877062803	SOFTBANK CORP	04/08/2008	12/08/2009	75,585.35	59,604.03	15,981.32	0.00
3100.0000	844741108	SOUTHWEST AIRLINES CO	12/24/2008	11/05/2009	25,844.03	47,329.25	-21,485.22	0.00
2500.0000	844741108	SOUTHWEST AIRLINES CO	12/24/2008	11/05/2009	20,874.21	38,168.75	-17,294.54	0.00
9900.0000	844741108	SOUTHWEST AIRLINES CO	12/24/2008	11/06/2009	83,561.76	151,148.25	-67,586.49	0.00
5000.0000	844741108	SOUTHWEST AIRLINES CO	12/24/2008	11/06/2009	42,211.41	78,337.50	-34,126.09	0.00
4500.0000	847580108	SPECTRA ENERGY CORP	12/24/2008	07/09/2009	73,886.29	123,315.90	-49,429.61	0.00
4100.0000	898550005	SUZUKI MOTOR	04/08/2008	08/03/2009	105,298.86	98,611.98	6,686.88	0.00
4100.0000	898550005	SUZUKI MOTOR	04/08/2008	08/28/2009	99,684.07	98,611.99	1,072.08	0.00
4283.0000	490541000	TOTAL SA	04/08/2008	12/16/2009	265,533.13	327,992.68	-62,459.55	0.00
6700.0000	804784708	UNILEVER NV NY SHRS	12/24/2008	07/09/2009	162,893.58	181,318.75	-18,425.17	0.00
2900.0000	931422109	WALGREEN CO	04/08/2008	08/24/2009	91,185.25	110,312.54	-19,127.29	0.00
3232.0000	688123808	WOOLWORTHS LIMITED	04/08/2008	12/09/2009	79,220.74	91,996.35	-12,775.61	0.00

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Account Number: 70-734500
 Recipient's Tax ID number: XX-XXX8005

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 HOLTZ RUBENSTEIN REMINICK LLP
 1430 BROADWAY 17TH FLOOR
 NEW YORK, NY 10018

☐ Corrected

☐ 2nd TIN notice

CAPITAL GUARDIAN TRUST COMPANY
 C/O PIMTAX, 6465 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
2412.0000	698123808	WOOLWORTHS LIMITED	04/08/2008	12/10/2009	59,655.32	68,655.69	-9,000.37	0.00
4276.0000	698123808	WOOLWORTHS LIMITED	04/08/2008	12/11/2009	105,049.88	121,712.98	-16,663.11	0.00
Total Long Term 15% Sales						22,978,794.80	23,850,874.87	-872,080.07

This is important tax information and is being furnished to you.

The Stanton Foundation
Form 990-PF
Schedule B Page 3 attachment
Listing of stock contributions

Description	Effective Date	Quantity	Cost
FED HM LN BK DISC NT 07/14/2009	6/2/2009	4,500,000 000	4,498,618.75
FED HM LN MTOCORP, DISC NT 07/27/09	6/2/2009	700,000 000	699,755 00
US TREASURY BILL 07/16/2009	6/2/2009	4,500,000 000	4,498,591.69
FNMA 5 125%07/13/2009	6/1/2009	4,500,000 000	4,551,151 50
SHORT TERM BOND FUND OF AMERICA INC R5	6/1/2009	8,265,685 899	82,534,070 94
SHORT TERM BOND FUND OF AMERICA INC R5	6/2/2009	12,852 602	127,883.39
US TREASURY NOTE 3 625% 07/15/2009	6/1/2009	4,500,000 000	4,536,929 14
ABB LTD (CHF)	6/1/2009	9,772 000	144,635 68
AGILENT TECHNOLOGIES INC	6/1/2009	26,500 000	865,017 57
AIR PRODUCTS & CHEMICALS INC	6/1/2009	10,600 000	750,612 50
ALLEGHENY TECHNOLOGIES INC	6/1/2009	19,500 000	767,086 20
ALLERGAN INC	6/1/2009	17,600 000	1,050,944 40
ALLIANZ SE	6/1/2009	1,400 000	135,456 41
ALLSTATE CORP (THE)	6/1/2009	9,000 000	233,808 69
AMERICA MOVIL S.A B DE C V	6/1/2009	11,000 000	683,900 79
AMERICAN MEDICAL SYS HLDGS	6/1/2009	9,800 000	150,842 36
AMERICAN TOWER CORP CL A	6/1/2009	21,200 000	677,414 05
APPLE INC	6/1/2009	1,800 000	205,488 54
AT&T INC.	6/1/2009	15,618 000	547,875 54
AUTOLIV INC	6/1/2009	10,600 000	169,852 74
BAE SYSTEMS PLC	6/1/2009	63,800.000	364,311 14
BANK OF CHINA LTD H	6/1/2009	1,035,000 000	391,666 62
BANK OF EAST ASIA	6/1/2009	59,800 000	188,124 48
BARRICK GOLD CORP C\$	6/1/2009	32,700 000	1,184,287.59
BAXTER INTERNATIONAL INC	6/1/2009	5,100 000	235,747 50
BAYER AG BEARER	6/1/2009	3,500 000	286,109 76
BERKSHIRE HATHAWAY INC CL B	6/1/2009	185 000	674,325 00
BEST BUY INC	6/1/2009	3,700 000	157,176 72
BG GROUP PLC	6/1/2009	36,200 000	489,867 77
BHP BILLITON LTD (AUD)	6/1/2009	16,076 000	444,569 84
BILLABONG INTERNATIONAL LTD	6/1/2009	31,099 000	239,920 66
BIOGEN IDEC INC	6/1/2009	11,800.000	598,775.04
BMW AG	6/1/2009	7,000 000	296,709 40
BMW AG	6/1/2009	3,300 000	120,363 25
BNP PARIBAS	6/1/2009	9,115 000	395,535 43
BOEING CO	6/1/2009	3,100 000	145,830 51
BOUYGUES	6/1/2009	14,741 000	906,524 46
BP PLC	6/1/2009	28,700 000	224,620 34
BROADCOM CORP	6/1/2009	10,600 000	184,683 80
CADBURY PLC	6/1/2009	25,388 000	212,478 00
CADBURY PLC	6/1/2009	1,183 000	10,602 01
CADBURY PLC	6/1/2009	1,183.000	10,674 84
CAMECO CORP C\$	6/1/2009	30,400.000	699,833 02
CAMECO CORP US\$	6/1/2009	2,700 000	66,891 96
CANADIAN NATURAL RESOURCES LTD C\$	6/1/2009	14,600 000	546,827 33
CANON INC ADR	6/1/2009	12,750 000	720,916 88
CARNIVAL CORP COMMON PAIRED STOCK	6/1/2009	3,800 000	151,817 59
CELGENE CORP	6/1/2009	10,100 000	640,146 38
CERNER CORP	6/1/2009	22,900 000	1,057,081 24
CHEVRON CORP	6/1/2009	1,700 000	110,661 67
CISCO SYSTEMS INC	6/1/2009	47,700 000	1,102,299 69
COCA-COLA AMATIL LTD	6/1/2009	50,737 000	349,987 94
COCA-COLA AMATIL LTD	6/1/2009	4,793 000	33,484 46

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Listing of stock contributions

Description	Effective Date	Quantity	Cost
COCA-COLA AMATIL LTD	6/1/2009	11,958 000	83,220 04
COCA-COLA CO	6/1/2009	9,000.000	436,410.00
COMCAST CORP CL A (NEW)	6/1/2009	19,050.000	136,104 00
COSTCO WHOLESALE CORP	6/1/2009	7,200.000	377,316 00
CRH PLC	6/1/2009	25,224 000	645,954 61
DANAHER CORP	6/1/2009	3,700 000	268,490 50
DANONE	6/1/2009	7,400.000	577,473 52
DANONE RTS EXP 06/12/09	6/1/2009	7,400 000	-
DASSAULT SYSTEMES SA	6/1/2009	2,200.000	130,676 09
DAVITA INC	6/1/2009	17,550 000	988,942 50
DBS GROUP HOLDINGS LTD	6/1/2009	43,000 000	249,801 31
EBAY INC	6/1/2009	22,000 000	424,623 62
ECOLAB INC	6/1/2009	11,900 000	390,100 70
EDISON INTERNATIONAL	6/1/2009	18,400 000	603,542 71
EMERSON ELECTRIC CO	6/1/2009	9,600.000	424,848 00
ENERGIZER HOLDINGS INC	6/1/2009	3,000.000	244,889 98
ESSILOR INTL	6/1/2009	4,800 000	305,932 87
EXXON MOBIL CORP	6/1/2009	2,300 000	174,328 50
FANUC CO	6/1/2009	2,100 000	127,314 11
FEDEX CORP	6/1/2009	3,100 000	333,932 00
FIRST SOLAR INC	6/1/2009	2,500 000	261,851 50
FLUOR CORP (NEW)	6/1/2009	6,800 000	278,808.50
FUJIFILM HOLDINGS CORP'	6/1/2009	4,200 000	95,082.19
GENERAL ELECTRIC CO (USD)	6/1/2009	37,600 000	1,425,980 00
GENPACT LTD	6/1/2009	11,900 000	152,915 83
G I VAU DAN	6/1/2009	232 000	207,460 74
GOLDMAN SACHS GROUP INC	6/1/2009	10,200 000	984,348 09
GOOGLE INC CL A	6/1/2009	2,500 000	961,583 64
HANESBRANDSINC	6/1/2009	8,750 000	204,334 38
HANKYU HANSHIN HOLDINGS INC	6/1/2009	29,000 000	131,771 23
HDFC BANK LTD	6/1/2009	1,800 000	84,524 40
HEINEKEN NV ADR	6/1/2009	15,250 000	354,181 25
HEWLETT-PACKARD CO	6/1/2009	5,200 000	164,060 85
HOLCIM LTD NAMEN	6/1/2009	11,522 000	950,313 33
HONG KONG/CHINA GAS	6/1/2009	157,300 000	406,210.19
HSBC HOLDINGS PLC UKP	6/1/2009	71,253 000	586,289.48
HSBC HOLDINGS PLC UKP	6/1/2009	3,010 000	26,981 90
HUDSON CITY BANCORP INC	6/1/2009	7,400 000	126,336 59
ILLINOIS TOOL WORKS INC	6/1/2009	20,300 000	937,860 00
IMPERIAL OIL LTD US\$	6/1/2009	11,000 000	393,937 50
IMPERIAL TOBACCO PLC	6/1/2009	14,900 000	467,136 74
INMET MINING CORP C\$	6/1/2009	5,900 000	127,317 67
INTERNATIONAL BUSINESS MACHINES CORP	6/1/2009	9,100.000	873,824 67
IRON MOUNTAIN INC	6/1/2009	24,500 000	544,536 75
JERONIMO MARTINS SGPS SA	6/1/2009	9,000 000	58,196 06
JERONIMO MARTINS SGPS SA	6/1/2009	1,900 000	12,633 44
JGC CORP	6/1/2009	19,000 000	196,604 94
JOHNSON & JOHNSON	6/1/2009	13,300 000	743,422 12
JOHNSON CONTROLS INC	6/1/2009	5,100 000	171,014 41
JPMORGAN CHASE & CO	6/1/2009	23,947 000	1,114,692 70
KEYENCE CORP	6/1/2009	3,410 000	610,553 80
KINDER MORGAN MANAGEMENT LLC	6/1/2009	3,891 000	187,528 32
KONINKLIJKE KPN NV	6/1/2009	35,900 000	635,043 66

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Description	Effective Date	Quantity	Cost
KRAFT FOODS INC CL A	6/1/2009	19,100 000	653,668 63
LAIR LIQUIDE (L)	6/1/2009	5,724.000	813,644 71
LI & FUNG LTD	6/1/2009	74,000 000	210,241.27
L'OREAL	6/1/2009	9,300 000	1,136,270 58
LOWES COMPANIES INC	6/1/2009	56,500 000	1,720,001 25
LUXOTTICA GRP ADR	6/1/2009	13,600 000	416,908 00
MARATHON OIL CORP COM	6/1/2009	5,000 000	258,737 57
MAXIM INTEGRATED PRODS INC'	6/1/2009	10,200 000	130,020 57
MCDONALDS CORP	6/1/2009	2,100 000	91,833.00
MEDTRONIC INC	6/1/2009	12,900 000	565,559 07
MERCK & CO INC	6/1/2009	18,300 000	473,608 83
METFO AG	6/1/2009	2,300 000	109,324 38
MICROCHIP TECHNOLOGY INC	6/1/2009	11,900 000	380,337 72
MICROSOFT CORP	6/1/2009	26,300 000	781,636 00
MONSANTO CO NEW COM	6/1/2009	4,500.000	392,328 81
MUENCHENER RUECK NAMEN VINK (REG)	6/1/2009	1,284 000	185,940 86
MURATA MANUFACTURING CO LTD	6/1/2009	3,000 000	135,310 60
NATIONAL INSTRUMENTS CORP	6/1/2009	12,900 000	348,396 75
NESTLE NAM SPON ADR	6/1/2009	11,250 000	399,937 50
NESTLE SA REG	6/1/2009	15,342 000	697,151 30
NEWCREST MINING NPV	6/1/2009	31,942 000	809,815 22
NINTENDO	6/1/2009	1,100 000	569,564 61
NINTENDO CO LTD ADR UNSPON	6/1/2009	2,400 000	97,747 78
NOKIA OYJ	6/1/2009	23,135.000	431,083 91
NOKIA OYJ	6/1/2009	10,233 000	155,525 05
NORDSTROM INC	6/1/2009	14,800 000	503,814.30
NUCOR CORP	6/1/2009	5,600 000	186,274 06
OMEGA PHARMA SA	6/1/2009	5,933 000	258,513 19
OMNICOM GROUP INC	6/1/2009	4,200 000	216,615 00
PAYCHEX INC	6/1/2009	27,700 000	995,290 70
PEPSICO INC	6/1/2009	15,900 000	1,003,647 75
PERNOD RICARD SA	6/1/2009	11,192 000	1,007,291.38
PETROPLUS HOLDINGS AG	6/1/2009	3,453 000	66,826 44
PEUGEOT SA	6/1/2009	3,800 000	107,160 65
PHILIP MORRIS INTERNATIONAL INC	6/1/2009	4,700 000	244,207.77
POLYCOM INC	6/1/2009	5,300 000	118,802 20
POTASH CORP OF SASKATCHEWAN INC US\$	6/1/2009	4,600.000	215,782 17
PROCTER & GAMBLE'CO	6/1/2009	7,800 000	417,509 70
PROGRESSIVE CORP OHIO	6/1/2009	34,500.000	547,027 68
QANTAS AIRWAYS LTD	6/1/2009	37,340 000	52,512 93
QUALCOMM INC	6/1/2009	14,300 000	594,333 23
RECKITT BENCKISER GROUP PLC	6/1/2009	7,800 000	431,083 30
RICHEMONT CIE FIN	6/1/2009	3,718 000	115,679 05
RIO TINTO PLC ADR SPON	6/1/2009	1,300 000	270,198 50
RIO TINTO PLC REG	6/1/2009	10,600 000	298,057 94
ROCHE HOLDING AG GENUSSSCHEIN	6/1/2009	6,653 000	1,185,983 57
ROGERS COMMUNICATION	6/1/2009	17,900 000	436,038 17
ROYAL DUTCH SHELL CL A ADR	6/1/2009	33,100 000	2,096,662.67
SABMILLER PLC	6/1/2009	9,300 000	169,059 47
SAMSUNG ELEC GDS NN PF	6/1/2009	2,790 000	556,307.81
SAP AG	6/1/2009	8,900 000	325,076 94
SAP AG SPON ADR	6/1/2009	16,700 000	874,036 25
SCHLUMBERGER LTD	6/1/2009	15,200 000	883,153 70

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Description	Effective Date	Quantity	Cost
SCHNEIDER ELECTRIC SA	6/1/2009	1,097 000	143,522 28
SCHNEIDER ELECTRIC SA	6/1/2009	65.000	3,988 06
SCHWAB CHARLES NEW	6/1/2009	13,100.000	233,652 49
SCOTTISH & SOUTHERN ENERGY	6/1/2009	22,100.000	620,315 06
SEPRACORINC	6/1/2009	7,000 000	122,544 98
SHANGRI-LA ASIA	6/1/2009	88,000 000	96,145 63
SHIRE PLC	6/1/2009	52,100 000	743,353 31
SHOPPERS DRUG MART CORP	6/1/2009	8,200.000	409,114 35
SIEMENS AG NAMEN	6/1/2009	4,400.000	249,181 97
SMC CORP	6/1/2009	6,200 000	616,997 57
SOFTBANK CORP	6/1/2009	63,500 000	1,064,703 33
SOUTHWEST AIRLINES CO	6/1/2009	20,500 000	312,983 75
SPECTRA ENERGY CORP	6/1/2009	17,750 000	486,412 73
STANDARD CHARTERED	6/1/2009	26,448 000	727,597 35
SUN HUNG KAI PROP	6/1/2009	27,000.000	257,031 03
SUNCOR ENERGY INC C\$	6/1/2009	20,300 000	468,677 95
SUZUKI MOTOR	6/1/2009	29,400 000	582,915 06
SWIRE PACIFIC LTD CL A	6/1/2009	20,500 000	237,240.96
SYNTHES INC	6/1/2009	3,740.000	515,545 12
TARGET CORP	6/1/2009	18,400 000	1,054,126 80
TELSTRA CORP	6/1/2009	74,158 000	186,613 97
TESCO PLC	6/1/2009	116,400 000	886,361 18
THE WALT DISNEY CO'	6/1/2009	39,500 000	1,074,908 51
TOKYO ELECTRON LTD	6/1/2009	2,200.000	81,591 59
TORONTO-DOMINION BANK	6/1/2009	3,800 000	235,957 88
TOTAL SA	6/1/2009	4,283 000	327,992 68
TREND MICRO INC	6/1/2009	8,500 000	319,573 82
TYCO ELECTRONICS LTD	6/1/2009	4,000 000	68,219 57
TYCO ELECTRONICS LTD	6/1/2009	200 000	21,286 92
UNILEVER NV NY SHRS	6/1/2009	18,600 000	503,362 50
UNILEVER PLC	6/1/2009	14,300 000	485,421 77
UNION PACIFIC CORP	6/1/2009	11,800 000	535,823 25
UNITED PARCEL SERVICE INC CL B	6/1/2009	4,200 000	310,792 02
UNITED TECHNOLOGIES CORP	6/1/2009	3,700 000	232,110.25
UNITED-UTILITIES'GROUP PLC	6/1/2009	8,700 000	80,558 50
URBAN OUTFITTERS INC	6/1/2009	10,900.000	177,293.62
VALLOUREC SA	6/1/2009	2,554 000	437,366 98
VEOLIA ENVIRONNEMENT	6/1/2009	12,534 000	311,610 69
VEOLIA ENVIRONNEMENT	6/1/2009	708 000	15,811 79
VISA INC CL A	6/1/2009	2,800.000	181,360 20
VULCAN MATERIAL	6/1/2009	5,400 000	333,537 92
WAL MART DE MEXICO, SAB DE C V	6/1/2009	23,700 000	103,261 89
WALGREEN CO	6/1/2009	2,900 000	110,312 54
WAL-MART STORES INC	6/1/2009	2,200 000	110,237 16
WOOLWORTHS LIMITED	6/1/2009	9,920 000	282,361.83
			184,975,345.43

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CAPITAL GUARDIAN #734500	204,347.
JP MORGAN ACCT# 154477	609.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	204,956.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAPITAL GUARDIAN #734500	1,971,474.	0.	1,971,474.
TOTAL TO FM 990-PF, PART I, LN 4	1,971,474.	0.	1,971,474.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CURRENCY GAIN/LOSS	4.	4.	
TOTAL TO FORM 990-PF, PART I, LINE 11	4.	4.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,880.	5,292.		588.
TO FM 990-PF, PG 1, LN 16A	5,880.	5,292.		588.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEE	5,000.	0.		5,000.
TO FORM 990-PF, PG 1, LN 16C	5,000.	0.		5,000.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	28,476.	28,476.		0.
TO FORM 990-PF, PG 1, LN 18	28,476.	28,476.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT FEE	336,271.	336,271.		0.
FILING FEES	750.	0.		750.
TO FORM 990-PF, PG 1, LN 23	337,021.	336,271.		750.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMVERSE TECHNOLOGY, INC.	235,000.	94,500.
CORPORATE STOCKS	80,998,203.	90,736,796.
TOTAL TO FORM 990-PF, PART II, LINE 10B	81,233,203.	90,831,296.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMERICAN MUTUAL FUND	FMV	3,796,247.	3,349,730.
CAPITAL INC. BUILD. FUND	FMV	0.	0.
INTERMEDIATE BOND FUND OF AMERICA	FMV	1,963,838.	1,924,996.
EUROPACIFIC GROWTH FUND	FMV	0.	0.
FUNDAMENTAL INVESTORS INC	FMV	0.	0.
SHORT TERM BOND FD OF AMERICA	FMV	89,920,145.	90,080,591.
TOTAL TO FORM 990-PF, PART II, LINE 13		95,680,230.	95,355,317.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	10
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NAME OF CONTRIBUTOR	ADDRESS
THE FRANK STANTON 2002 TRUST	C/O HRR, 1430 BROADWAY 17TH FLOOR NEW YORK, NY 10018

FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR	STATEMENT 11
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RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ANIMAL RESCUE LEAGUE OF BOSTON 10 CHANDLER ST BOSTON, MA 02116	NONE CHARITABLE CONTRIBUTION	501(C)(3)	1200000.
PRESIDENT AND FELLOWS OF HARVARD MASSACHUSETTS HALL CAMBRIDGE, MA 02138	NONE CHARITABLE CONTRIBUTION	501(C)(3)	300,000.
WIKIMEDIA FOUNDATION C/O CT CORP SYSTEM, 818 W7TH ST LOS ANGELES, CA 90017	NONE CHARITABLE CONTRIBUTION	501(C)(3)	575,209.
HARVARD UNIVERSITY UNIVERSITY HALL CAMBRIDGE, MA 02138	NONE CHARITABLE CONTRIBUTION	501(C)(3)	35,000.
MSPCA 350 SOUTH HUNTINGTON AVENUE BOSTON, MA 02130	NONE CHARITABLE CONTRIBUTION	501(C)(3)	311,250.
NEW ENGLAND WILDLIFE CENTER 500 COLUMBIAN STREET SOUTH WEYMOUTH, MA 02190	NONE CHARITABLE CONTRIBUTION	501(C)(3)	465,000.
ASPEN INSTITUTE ONE DUPONT CIRCLE NW WASHINGTON, DC 20036	NONE CHARITABLE CONTRIBUTION	501(C)(3)	75,000.
BOSTON POLICE DEPARTMENT ONE CITY HALL SQUARE BOSTON, MA 02201	NONE CHARITABLE CONTRIBUTION	501(C)(3)	25,000.

THE STANTON FOUNDATION C/O HOLTZ RUBENST

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MIT 77 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139	NONE CHARITABLE CONTRIBUTION	501(C)(3)	519,978.
STANFORD UNIVERSITY 450 SERRA MALL STANDFORD, CA 94305	NONE CHARITABLE CONTRIBUTION	501(C)(3)	300,000.
RAND CORPORATION 1776 MAIN STREET SANTA MONICA, CA 90401	NONE CHARITABLE CONTRIBUTION	501(C)(3)	300,000.
COUNCIL ON FOREIGN RELATIONS 58 EAST 68TH STREET NEW YORK, NY 10065	NONE CHARITABLE CONTRIBUTION	501(C)(3)	300,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>4,406,437.</u>

STATE OF NEW YORK

County of New York, s:

THE ANNUAL RETURN
OF THE STANTON
FOUNDATION for the cal-
endar year ended 12/31/
2009 is available at its prin-
cipal office located at 1430
Broadway, 18th FL, New
York, NY 10018 for inspec-
tion during regular busi-
ness hours by any citizen
who requests it within 180
days hereof. Principal
Manager of the Founda-
tion is ANDREW WEISS.
TRUSTEE.
1428669 m5

MaryKate Trawinski, being duly sworn, says that she is the
PRINCIPAL CLERK of the Publisher of the **NEW YORK LAW
JOURNAL**, a Daily Newspaper; that the Advertisement hereto
annexed has been published in the said **NEW YORK LAW
JOURNAL** one time on the 5th day of March, 2010.

TO WIT : MARCH 5, 2010

SWORN BEFORE ME, this 5th day
Of March, 2010.

} *M. Trawinski*

Cynthia Byrd

Cynthia Byrd
Notary Public, State of New York
No. 01BY6056945
Qualified in Kings County
Commission Expires April 09, 2011